

TỔNG CÔNG TY IDICO – CTCP  
IDICO CORPORATION – JSC  
CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN  
NHÀ VÀ ĐÔ THỊ IDICO  
IDICO URBAN AND HOUSE DEVELOPMENT  
INVESTMENT JSC

Số: 13 /CBTT-CT  
No.: 13 /CBTT-CT

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF  
VIETNAM  
Independence - Freedom - Happiness

Đồng Nai, ngày 30 tháng 06 năm 2026  
Dong Nai, June 30<sup>th</sup> 2026

## CÔNG BỐ THÔNG TIN BẤT THƯỜNG EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: Sở Giao dịch Chứng khoán Việt Nam/Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh

To: Vietnam Exchange/Hochiminh Stock Exchange

1. Tên tổ chức/Name of organization: Công ty cổ phần Đầu tư phát triển nhà và đô thị IDICO/  
IDICO Urban and House Development Investment Joint Stock Company.

- Mã chứng khoán/Mã thành viên/ Stock code/ Broker code: UIC

- Địa chỉ/Address: Đường số 4, KCN Nhơn Trạch 1, Phường Nhơn Trạch, Thành phố Đồng Nai, Việt Nam/ Road No. 4, Nhơn Trạch 1 Industrial Zone, Nhơn Trạch Ward, Dong Nai City, Vietnam.

- Điện thoại liên hệ/Tel: 02513.560614 Fax: 02513.560610

- E-mail: [vanphong@udico.com.vn](mailto:vanphong@udico.com.vn)

2. Nội dung thông tin công bố/Contents of disclosure:

- Biên bản và Nghị quyết Đại hội đồng cổ đông thường niên năm 2026. / The Meeting Minutes and The Resolution of the 2026 Annual General Meeting of Shareholders.

- Tài liệu Đại hội đồng cổ đông thường niên năm 2026. Xem chi tiết tài liệu tại đường dẫn: [https://udico.com.vn/Muc quan he co dong](https://udico.com.vn/Muc-quan-he-co-dong). / For the meeting documents of the 2026 Annual General Meeting of Shareholders. Please see details in documents at the following link: [https://udico.com.vn/Muc quan he co dong](https://udico.com.vn/Muc-quan-he-co-dong).

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 30/06/2026, tại đường dẫn <http://www.udico.com.vn>/This information was published on the company website on 30/06/2026, as in the link <http://www.udico.com.vn>.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

**Đại diện tổ chức**

**Organization representative**

Người đại diện theo pháp luật/Người UQ CBTT

Legal representative/ Person authorized to disclose information

(Ký, ghi rõ họ tên, chức vụ, đóng dấu)

(Signature, full name, position, and seal)



*Nguyễn Mạnh Quý*

CÔNG TY  
CỔ PHẦN  
ĐẦU TƯ  
PHÁT TRIỂN  
NHÀ VÀ ĐÔ  
THỊ IDICO

Digitally signed by CÔNG TY CỔ  
PHẦN ĐẦU TƯ PHÁT TRIỂN  
NHÀ VÀ ĐÔ THỊ IDICO  
DN: C=VN, L=ĐỒNG NAI, CN=  
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**IDICO URBAN AND HOUSE  
DEVELOPMENT INVESTMENT JOINT  
STOCK COMPANY**

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

*Dong Nai, June 29<sup>th</sup> 2026*

**MEETING MINUTES**  
**THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK**  
**COMPANY**

**I. Company Information:**

- Company Name: **IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY**
- Head Office Address: Road No. 4, Nhon Trach 1 Industrial Park, Nhon Trach Ward, Dong Nai City.
- Telephone: 02513.560614; Website: [udico.com.vn](http://udico.com.vn); Email: [vanphong@udico.com.vn](mailto:vanphong@udico.com.vn)
- Business Registration Number: 3600486108 issued by the Department of Planning and Investment of Dong Nai Province on February 16<sup>th</sup>, 2005; amended at the 10<sup>th</sup> time on June 13<sup>th</sup>, 2025 by the Department of Finance of Dong Nai Province.
- Stock Code: **UIC**.
- Charter capital: 83,080,000,000 VND.
- Total number of shares issued: 8,308,000 shares.
- Number of treasury shares: 8,000 shares.
- Total number of voting shares on Shareholder list finalization date - 27/05/2026: 8,300,000 shares.

**II. Time and Location of the General Meeting:**

- Time: At 08:55 A.M on 29/6/2026.
- Location: IDICO-URBIZ Hall - IDICO-URBIZ Building, Ton Duc Thang Road, Nhon Trach 1 Industrial Park, Nhon Trach Ward, Dong Nai City.
- Meeting Format: In person.

**III. Participants:**

- Board of Directors (BOD).
- Auditing Committee (AC).
- Board of Management (BOM).
- Guests attending the General Meeting.
- Shareholders and authorized representatives of shareholders of IDICO Urban and House Development Investment Joint Stock Company (as the shareholder list closed on 27/5/2026).

**IV. Conditions for conducting the General Meeting:**

Mr. Nguyen Manh Toai - Head of the Board of Shareholders' Qualification Examination, reports to the General Meeting the results of the verification of shareholder eligibility to attend the 2026 Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company, which will open at 08:55 A.M.

- Total number of invited shareholders: All shareholders with voting rights whose names are on the shareholder list finalized on 27/5/2026, owning 8,300,000 voting shares, equivalent to 100% of the total voting shares of IDICO Urban and House Development Investment Joint Stock Company.

- At the opening of the General Meeting (08:55 A.M): 11 out of 486 shareholders and shareholder representatives attended the meeting, owning and representing 6,217,620 out of 8,300,000 shares, accounting for 74.91% of the total voting shares of the Company. *(Appendix: The attached list of Shareholders attending the 2026 Annual General Meeting).*

- In accordance with the Enterprise Law and the Charter of IDICO Urban and House Development Investment Joint Stock Company, the 2026 Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company is eligible to proceed.

#### **V. Personnel Structure of the Presidium and Supporting Teams at the General Meeting:**

The personnel structure of the Presidium and Supporting Teams at the General Meeting has been introduced and approved by the General Meeting of Shareholders with the following voting percentages:

##### **1. Approval of the Presidium List:**

- Mr. Dang Viet Dung - Chairman of the BOD – The Meeting Host.
- Mr. Nguyen Hoang Cong - Member of the BOD, Company Director.

The General Meeting voted by raising voting cards with the number of shares in favor: 6,217,620 shares, equivalent to 74.91% of the total votes cast by shareholders and authorized representatives attending and voting at the General Meeting, unanimously approving the personnel of the Presidium.

##### **2. The Chairman appointed the Secretariat:**

- Ms. Mai Thi Nguyet
- Ms. Tran Thi Huyen Thanh

The General Meeting voted by raising voting cards with the number of shares agreeing: 6,217,620 shares, equivalent to 74.91% of the total votes by shareholders and authorized representatives attending and voting at the General Meeting, unanimously approving the personnel of the Secretariat.

##### **3. Approval of the list of the Vote Counting Committee:**

- Mr. Nguyen Manh Toai                      Position: The Head of Committee;
- Mr. Nguyen Duc Cuong                      Position: A member;

- Mr. Tran Nguyen Yen Vy      Position: A member;

The General Meeting voted by raising voting cards with the number of shares agreeing: 6,217,620 shares, equivalent to 74.91% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting, unanimously approving the personnel of the Vote Counting Committee.

**VI. Summary of the meeting proceedings and opinions expressed at the meeting:**

**1. Approval of the General Meeting Agenda:**

The General Meeting of Shareholders voted by raising voting cards with the number of shares agreeing: 6,217,620 shares, equivalent to 74.91% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting, unanimously approving the General Meeting Agenda.

**2. Approval of the Working Regulations:**

The General Meeting of Shareholders voted by raising voting cards with the number of shares agreeing: 6,217,620 shares, equivalent to 74.91% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting, unanimously approve the Working Regulations of the General Meeting.

**3. The General Meeting listen to the presentation of the reports and Submissions:**

Approve the reports:

- Report on the results of production, business, and investment activities in 2025, the Plan in 2026.

- Report on the activities of the Board of Directors in 2025, and the Plan in 2026.

- Report of Independent Members of the Board of Directors on the activities of the Board of Directors in 2025.

- Report on the activities of Independent Members of the Board of Directors in the Auditing Committee in 2025 and the Plan in 2026.

Approve the Submissions:

- The Submission for approving the audited 2025 financial statements.

- The Submission for selecting an auditing firm for Financial Statements in 2026;

- The Submission for approving the 2026 production and business plan.

- The Submission for approving the 2025 profit distribution and the Plan in 2026.

- The Submission for approving the total remuneration and bonuses of the BOD in 2025 and the Plan in 2026.

- The Submission for approving the report on the repurchase of employee shares for treasury shares and the plan for implementing the procedure to reduce charter capital.

- The Submission for adjusting the High-rise Apartment Complex Investment Project on National Highway 1K - Bien Hoa Ward - Dong Nai City.

- The Submission for changing the registered office address, adjusting the business industry, and amending the Company Charter.

- The Submission for amending and supplementing the internal regulations on corporate governance.

- The Submission for amending and supplementing the operating regulations of the BOD.

- Some other contents under the authority of the GMS (if any).

#### 4. Discussion at the General Meeting:

The Host invites shareholders to participate in giving opinions on the reports and submissions of the General Meeting.

#### 4.1. Details of shareholder opinions and questions at the General Meeting (if any):

##### a) Opinions of the representative of KB Fund shareholders:

##### \* Regarding the DPPA (Direct Power Purchase Agreement):

Is the Company allowed to participate in the Direct Power Purchase Agreement (DPPA) mechanism? If so, what are the advantages and disadvantages of this policy for the Company, and what is the Company specific strategy?

##### \* Increasing charter capital:

The Company has not implemented the issuance of shares to increase charter capital because there are no capital demands. In 2026, does the Company plan to issue shares, and if so, will the Company follow the resolution approved by the General Meeting of Shareholders or present a new plan to the General Meeting of Shareholders?

- \* Request for the Presidium to clarify the legal status of the High-Rise Apartment Complex Project on National Highway 1K and the Apartment Building No. 3 Project in Hiep Phuoc.

##### \* Regarding the 110KV Tan Phuoc 1 Industrial Park Substation Project:

In 2026, the project investment plan is only 8.04 billion dong. Shareholders request the Presidium to clarify the capital contribution plan with ITC Tien Giang.

**\* Regarding employee welfare** (wealth fund allocation rate is 0.5% of after-tax profit):

The current welfare fund allocation rate of the Company is lower than the funds of some other companies. Shareholders request the BOD to consider adjusting the welfare fund allocation rate in the following year.

**b) The responses of the Presidium:**

**\* Regarding the DPPA (Direct Power Purchase Agreement) policy:**

According to current regulations, the company is eligible to participate in the DPPA mechanism as an investor in rooftop solar power and a retail electricity unit; and to purchase surplus rooftop solar power to supply to customers. However, expanding the scope of eligible participants in the DPPA under the new regulations may reduce the amount of electricity customers purchase from the Company, thereby affecting revenue and profits.

**\* Regarding increasing charter capital:**

The 2025 Annual General Meeting of Shareholders approved the plan to issue shares to existing shareholders to increase charter capital. The Company has not implemented this due to delays in investment projects and the lack of capital demands. In the future, based on the progress of project implementation and actual capital demands, the Company will submit to the General Meeting of Shareholders for consideration the issuance of shares to increase charter capital in accordance with regulations.

**\* Regarding the legal status of the High-Rise Apartment Complex Project on National Highway 1K and Apartment Building No. 3 in Hiep Phuoc:**

These two projects were not previously included in the Dong Nai Province Housing Development Program for the period 2021–2030. Until March 2026, both projects have been updated in the Dong Nai City Housing Development Program.

Regarding the High-Rise Apartment Complex Project on National Highway 1K, the Company has completed the procedures for renewing the Investment License. Simultaneously, to optimize land use ratio, the Company is adjusting the detailed construction plan at a scale of 1/500 for the Project. Due to the planning adjustments and changes in State regulations on investment capital, the Company is submitting the adjusted detailed construction plan at a scale of 1/500 and the total investment amount of the project to the General Meeting of Shareholders for consideration and approval at this meeting.

Regarding the Apartment Building No. 3 in Hiep Phuoc, the Company will carry out the procedures for adjusting the Investment License and implement the next steps according to regulations.

**\* Regarding the 110kV Substation Project in Tan Phuoc 1 Industrial Park:**

In 2026, the Company plans to only invest in the 22kV power line to provide temporary power for construction and power supply during the period

before the 110kV substation is completed, with a total investment of 8.04 billion dong.

Regarding the cooperation plan with ITC Tien Giang, the two parties have signed a Business Cooperation Contract (BBC), whereby ITC Tien Giang contribute capital in the form of infrastructure investment costs of the land plot to implement the project, the Company contributes capital by investing in the 110kV Substation, and the parties will share benefits according to the signed agreement.

**\* Regarding employee welfare policy:** The Presidium acknowledges the opinions of the Shareholders. The Company will consider and adjust the level of contributions to the Welfare Fund in the following years based on the results of production and business and the actual market situation.

**4.2.** The Presidium of the General Meeting has received, explained, and satisfactorily answered the opinions and questions of shareholders in Section 4.1 above, and shareholders have no further comments.

## **VII. Issues Approved at the General Meeting**

After reviewing the Meeting Agenda and discussing related issues, based on the Vote Counting results of the General Meeting on the content by marking "Agree," "Disagree," or "No opinion" on the Voting Ballot Form, the 2026 Annual General Meeting of Shareholders of the Company unanimously approved the following items:

At the time of voting, there were 11 shareholders participating, representing 6,220,620 Voting shares of the Company, representing 100% of the total voting shares present at the General Meeting; in which:

- The total number of valid votes is 11, representing 6,220,620 shares, representing 100% of the total number of voting shares present at the General Meeting.

- The total number of invalid votes is 0, representing 00 shares, representing 0% of the total number of voting shares present at the General Meeting.

**1. Approve The Report on the results of production, business, and investment activities in 2025, the Plan in 2026 (Report No. 28/BC-CT on 05/6/2026 of the Company Director):**

*Currency: Billion dong*

| NO | Indicator                      | Actual 2025 | Plan 2026 | Plan 2026 /Actual 2025 |
|----|--------------------------------|-------------|-----------|------------------------|
| 1  | Total Revenue and Other Income | 3,391.98    | 3,718.02  | 109.61%                |
| 2  | Profit before tax              | 128.02      | 129.66    | 101.28%                |

| NO | Indicator                        | Actual 2025 | Plan 2026 | Plan 2026 /Actual 2025 |
|----|----------------------------------|-------------|-----------|------------------------|
| 3  | Dividend payout ratio (expected) | 0%          | 0%        |                        |
| 4  | Total investment value           | 19.62       | 134.07    | 683.5%                 |

*Voting results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.. |
| - Number of invalid votes:<br>00 Votes         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |

**2. Approve The Report on the activities of the Board of Directors in 2025, and the Plan in 2026 (Report No. 01/BC-HDQT on 05/6/2026 of the Board of Director):**

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the                   |

|                                        |                                  |                                                                                                                                            |
|----------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
|                                        |                                  | General Meeting.                                                                                                                           |
| - Number of invalid votes:<br>00 Votes | - Number of shares:<br>00 Shares | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |

**3. Approve The Report of Independent Members of the Board of Directors on the activities of the Board of Directors in 2025 (Report No. 01/BC on 05/6/2026 of Independent Members of the Board of Directors):**

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of invalid votes:<br>00 Votes         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |

**4. Approve The Report on the activities of Independent Members of the Board of Directors in the Auditing Committee in 2025 and the Plan in 2026 (Report No. 02/BC on 05/6/2026 of Independent Members of the Board of Directors):**

*Voting Results:*

|                                            |                                         |                                                                                                                                             |
|--------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes    | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |

|                                                |                                  |                                                                                                                                            |
|------------------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of invalid votes:<br>00 Votes         | - Number of shares:<br>00 Shares | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |

5. Approve The Submission for approving the audited 2025 financial statements. (Submission No: 01/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of invalid votes:<br>00 Votes         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |

6. Approve The Submission for selecting an auditing firm for Financial Statements in 2026; (Submission No: 02/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                            |                                         |                                                                                                                                             |
|--------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes    | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no                  | - Number of shares:                     | Equivalent to 00% of the total number of                                                                                                    |

|                                        |                                  |                                                                                                                                            |
|----------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| opinion:<br>00 Votes                   | 00 Shares                        | votes by shareholders and authorized representatives attending and voting at the General Meeting.                                          |
| - Number of invalid votes:<br>00 Votes | - Number of shares:<br>00 Shares | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |

7. Approve The Submission for approving the 2026 production and business plan. (Submission No: 03/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of invalid votes:<br>00 Votes         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |

8. Approve The Submission for approving the 2025 profit distribution and the Plan in 2026. (Submission No: 04/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                            |                                         |                                                                                                                                             |
|--------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes    | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the                   |

|                                        |                                  |                                                                                                                                            |
|----------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 00 Votes                               |                                  | General Meeting.                                                                                                                           |
| - Number of invalid votes:<br>00 Votes | - Number of shares:<br>00 Shares | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |

9. Approve The Submission for approving the total remuneration and bonuses of the BOD in 2025 and the Plan in 2026. (Submission No: 05/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of invalid votes:<br>00 Votes         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |

10. Approve The Submission for approving the report on the repurchase of employee shares for treasury shares and the plan for implementing the procedure to reduce charter capital. (Submission No: 06/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the                   |

|                                        |                                  |                                                                                                                                            |
|----------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
|                                        |                                  | General Meeting.                                                                                                                           |
| - Number of invalid votes:<br>00 Votes | - Number of shares:<br>00 Shares | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |

11. Approving The Submission for adjusting the High-rise Apartment Complex Investment Project on National Highway 1K - Bien Hoa Ward - Dong Nai City. (Submission No: 10/TTr-HDQT on 23/6/2026 of the BOD).

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of invalid votes:<br>00 Votes         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |

12. Approve The Submission for changing the registered office address, adjusting the business industry, and amending the Company Charter. (Submission No: 07/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                            |                                         |                                                                                                                                             |
|--------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes    | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized                                                               |

|                                        |                                  |                                                                                                                                            |
|----------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
| 00 Votes                               |                                  | representatives attending and voting at the General Meeting.                                                                               |
| - Number of invalid votes:<br>00 Votes | - Number of shares:<br>00 Shares | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |

13. Approving The Submission for amending and supplementing the internal regulations on corporate governance (Submission No: 08/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of invalid votes:<br>00 Votes         | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |

14. Approve The Submission for amending and supplementing the operating regulations of the BOD (Submission No: 09/TTr-HDQT on 05/6/2026 of the BOD).

*Voting Results:*

|                                                |                                         |                                                                                                                                             |
|------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| - Number of votes agreeing:<br>11 Votes        | - Number of shares:<br>6,220,620 Shares | Equivalent to 100% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |
| - Number of votes disagreeing:<br>00 Votes     | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting.  |
| - Number of votes with no opinion:<br>00 Votes | - Number of shares:<br>00 Shares        | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the                   |

|                                        |                                  |                                                                                                                                            |
|----------------------------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|
|                                        |                                  | General Meeting.                                                                                                                           |
| - Number of invalid votes:<br>00 Votes | - Number of shares:<br>00 Shares | Equivalent to 00% of the total number of votes by shareholders and authorized representatives attending and voting at the General Meeting. |

The General Meeting of Shareholders assigns the BOD and the BOM to implement the contents approved by the General Meeting of Shareholders at this meeting, ensuring the interests of shareholders and the enterprise, and in accordance with the law.

The contents of the meeting are recorded in the Minutes, which are read publicly at the General Meeting. The General Meeting of Shareholders unanimously approved the contents with 6,220,620 shares agreeing, representing 100% of the total voting shares of shareholders and authorized representatives attending and voting at the General Meeting.

The General Meeting finished at 10:55 A.M on the same day.

The Minutes of the 2026 Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company are prepared in writing and published in full on the Company website <http://www.udico.com.vn> to inform all shareholders in accordance with the law.

**SECRETARIAT**

**THE MEETING HOST**

**[Signed]**

1. Mai Thi Nguyet...[Signed]..

2. Tran Thi Huyen Thanh...[Signed]....

**Dang Viet Dung**



**IDICO URBAN AND HOUSE  
DEVELOPMENT INVESTMENT  
JOINT STOCK COMPANY**

No: 01/NQ-DHDCD

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

*Dong Nai, June 29<sup>th</sup> 2026*

**RESOLUTION**  
**THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**  
**IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK**  
**COMPANY**

- Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, Amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022, Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025, and guiding documents for implementation;

- Based on the current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company;

- Based on the Minutes of the Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company in 2026, which was unanimously approved by the General Meeting with 100% of the total votes of shareholders and authorized representatives attending and voting at the General Meeting.

**THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK**  
**COMPANY**  
**DECIDE:**

**Article 1.** The 2026 Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company unanimously voted to approve the contents presented at the meeting:

1. Approve the Report on the results of production, business, and investment activities in 2025, the Plan in 2026:

*Currency: Billion dong*

| NO | Targets                        | Actual<br>2025 | Plan<br>2026 | Plan 2026<br>/Actual<br>2025 |
|----|--------------------------------|----------------|--------------|------------------------------|
| 1  | Total revenue and other income | 3,391.98       | 3,718.02     | 109.61%                      |

| NO | Targets                          | Actual 2025 | Plan 2026 | Plan 2026 /Actual 2025 |
|----|----------------------------------|-------------|-----------|------------------------|
| 2  | Profit before tax                | 128.02      | 129.66    | 101.28%                |
| 3  | Dividend payout ratio (expected) | 0%          | 0%        |                        |
| 4  | Total investment value           | 19.62       | 134.07    | 683.5%                 |

2. Approve the Report on the activities of the Board of Directors in 2025, and the Plan in 2026;
3. Approve the Report of Independent Members of the Board of Directors on the activities of the Board of Directors in 2025.
4. Approve the Report on the activities of Independent Members of the Board of Directors in the Auditing Committee in 2025 and the Plan in 2026.
5. Approve the Submission for approving the audited 2025 financial statements.
6. Approve the Submission for selecting an auditing firm for Financial Statements in 2026.
7. Approve the Submission for approving the 2026 production and business plan;

*Currency: Billion dong*

| NO | Targets                        | Actual 2025 | Plan 2026 | Plan 2026 /Actual 2025 |
|----|--------------------------------|-------------|-----------|------------------------|
| 1  | Total revenue and other income | 3,391.98    | 3,718.02  | 109.61%                |
| 2  | Profit before tax              | 128.02      | 129.66    | 101.28%                |
| 3  | Total investment value         | 19.62       | 134.07    | 683.5%                 |

8. Approve the Submission for approving the 2025 profit distribution and the Plan in 2026

The 2025 profit distribution:

*Currency: Billion dong*

| NO | Targets                                           | Actual 2025     |
|----|---------------------------------------------------|-----------------|
| I  | Undistributed after-tax profit                    | 326,512,736,051 |
|    | Calculated at the end of the previous year (2024) | 224,474,904,140 |
|    | Current year                                      | 102,037,831,911 |

| NO         | Targets                                                   | Actual 2025            |
|------------|-----------------------------------------------------------|------------------------|
| <b>II</b>  | <b>2025 Profit distribution</b>                           | <b>1,020,378,320</b>   |
| <b>1</b>   | <b>Allocation to funds</b>                                |                        |
|            | Bonus fund                                                | 510,189,160            |
|            | Welfare fund                                              | 510,189,160            |
| <b>2</b>   | <b>2025 Dividend payment</b>                              | <b>No payment</b>      |
| <b>III</b> | <b>Undistributed profit carried over to the next year</b> | <b>325,492,357,731</b> |

The profit distribution Plan in 2026:

*Currency: Billion dong*

| NO         | Targets                                                         | 2026                   |
|------------|-----------------------------------------------------------------|------------------------|
| <b>I</b>   | <b>Undistributed profit from the previous year carried over</b> | <b>325,492,357,731</b> |
| <b>II</b>  | <b>Profit after tax in the current year</b>                     | <b>103,730,919,351</b> |
| <b>III</b> | <b>Profit distribution in 2026</b>                              | <b>1,037,309,194</b>   |
| <b>1</b>   | <b>Allocation to fund</b>                                       |                        |
|            | Bonus fund (0,5%/ Profit after tax)                             | 518,654,597            |
|            | Welfare Fund (0,5%/ Profit after tax)                           | 518,654,597            |
| <b>2</b>   | <b>Dividend Payment in 2026</b>                                 | <b>No payment</b>      |
| <b>IV</b>  | <b>Undistributed Profits Carried Over to the Next Year</b>      | <b>428,185,967,888</b> |

9. The Submission for approving the total remuneration and bonuses of the BOD in 2025 and the Plan in 2026:

9.1. *The total amount for remuneration and bonuses for the Board of Directors in 2025 is: 1,997,440,000 dong (The General Meeting of Shareholders approved the 2025 plan at: 2,200,000,000 dong).*

9.2. The total amount of remuneration and bonuses for the BOD of the Company in 2026 (applicable from January to December 2026) is: **2,200,000,000 dong**, specifically as follows:

- The total amount of remuneration and bonuses for the Board of Directors is 2,200,000,000 dong. The amount for each member will be decided by the BOD based on agreement.

- Members of the BOD will be reimbursed for food, accommodation, travel, and other reasonable expenses incurred while performing their assigned duties, based on actual expenses and the Company internal expenditure regulations.

10. The General Meeting of Shareholders approved the report on the repurchase of employee shares for treasury shares and the plan for implementing the procedure to reduce charter capital as follows:

The General Meeting of Shareholders acknowledged the report of the Board of Directors on the repurchase of 8,000 employee shares under the Employment Stock Ownership Plan (ESOP) for treasury shares, with a total repurchase value of 80,000,000 dong.

The General Meeting of Shareholders approved the plan to cancel treasury shares and reduce the Company charter capital with the following details:

- Total number of shares issued: 8,308,000 shares, equivalent to the current charter capital of 83,080,000,000 dong;

- Total number of treasury shares currently held by the Company: 8,000 shares, corresponding to a total par value of 80,000,000 dong.

- The company carried out the procedure to cancel treasury shares and adjusted the registered capital recorded on the Business Registration Certificate from 83,080,000,000 dong to 83,000,000,000 dong.

- The General Meeting of Shareholders approved the amendment and supplementation of the Company Charter regarding the contents related to the registered capital and the total number of shares of the Company in accordance with the results of the cancellation of treasury shares.

- The General Meeting of Shareholders assigned and authorized the BOD and/or the Director/ Legal Representative of the Company to carry out the procedures for canceling treasury shares; to carry out the procedures for registering the reduction of registered capital, amending the Company Charter, registering changes to the contents of the Business Registration Certificate and other related procedures at the competent state agencies in accordance with the law.

11. The BOD approves adjusting the High-rise Apartment Complex Investment Project on National Highway 1K – Bien Hoa Ward – Dong Nai City, as outlined in the Submission No. 10/TTr-HDQT on 23/6/2026, as follows:

11.1 Approve the adjustment content of detailed construction plan at a scale of 1/500 for the Project according to the Submission, including architectural planning indicators, construction scale, and other relevant contents of the Project.

11.2 Approve the adjusted total investment amount for the Project (corresponding to the adjusted design scale) of 1,802,510,832,443 dong (including VAT).

During the Project implementation process, the BOD may decide to adjust the total investment of the Project by increasing or decreasing it by no more than 20% compared to the total investment approved by the General Meeting of Shareholders in case of changes in state policies and laws, unit prices, norms,

investment capital rates, financial obligations regarding land, taxes, fees, charges, or other objective factors that change the investment costs of the Project, provided that the adjustment does not change the investment objectives, land use scale, land use structure, architectural planning indicators, and construction scale of the Project as approved by the General Meeting of Shareholders.

11.3. Assign and authorize the BOD:

- To organize the implementation of the contents approved by the General Meeting of Shareholders;
- To decide on specific issues during the Project implementation process within the authority of the BOD as prescribed by law and the Company Charter;
- Perform other necessary tasks to ensure the progress and effectiveness of the investment and compliance with legal regulations.

12. The Submission for changing the registered office address, adjusting the business industry, and amending the Company Charter of IDICO Urban and House Development Investment Joint Stock Company.

12.1. Office address of the Company after changed: IDICO – URBIZ Building, Ton Duc Thang Street, Nhon Trach 1 Industrial Zone, Nhon Trach Ward, Dong Nai City.

12.2. Changes to the company business sectors and industries:

12.2.1. Add the following business sectors/ industries:

| NO | NAME                                                                                                                                                                                         | INDUSTRY CODE  |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| 1  | Production of building materials from clay                                                                                                                                                   | 2392           |
| 2  | Wholesale of solid, liquid, and gaseous fuels and related products.<br>Details: Wholesale of raw materials and fuels (petroleum products).                                                   | 4671           |
| 3  | Wholesale of other materials and installation equipment in construction<br>Details: Wholesale of building materials                                                                          | 4673           |
| 4  | Wholesale of metals and metal ores<br>Details: Wholesale of various ores and minerals                                                                                                        | 4672           |
| 5  | Electricity transmission and distribution<br>Details:<br>- Electricity transmission;<br>- Distribution and trading of electricity;<br>- Investment in the development of distribution grids; | 3513<br>(Main) |

|    |                                                                                                                                                                                                                                                                        |      |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
|    | - Management and operation of power plants, solar power systems, and renewable energy projects.                                                                                                                                                                        |      |
| 6  | Electricity production from renewable energy sources<br>Details: Electricity production from renewable energy sources, including: hydropower, wind power, solar power, biomass power, hydrogen power from renewable energy sources and other renewable energy sources. | 3512 |
| 7  | Repair and maintenance of electrical equipment                                                                                                                                                                                                                         | 3314 |
| 8  | Drainage and wastewater treatment                                                                                                                                                                                                                                      | 3700 |
| 9  | Technical testing and analysis activities<br>Details: Testing, inspection and quality assessment of electrical equipment.                                                                                                                                              | 7120 |
| 10 | Intermediary or agency activities for electricity and gas                                                                                                                                                                                                              | 3540 |
| 11 | Installation of other building systems<br>Details: Installation of lightning protection systems.                                                                                                                                                                       | 4329 |

12.2.2. Remove the following business sectors and industries:

| NO | NAME                                                                                                                                                         | INDUSTRY CODE |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| 1  | Scientific research and technological development in the field of science and technology:<br>Details: Test of materials, electrical equipment, transformers. | 7212          |
| 2  | Wholesale of solid, liquid, and gaseous fuels and related products<br>Details: Trade of raw materials and fuels (petroleum)                                  | 4661          |
| 3  | Wholesale of other materials and installation equipment in construction<br>Details: Trade of construction materials                                          | 4663          |
| 4  | Wholesale of metals and metal ores<br>Details: Buying and selling various types of ores and minerals                                                         | 4662          |
| 5  | Transmission and distribution of electricity<br>Details: Distribution and trade of electricity                                                               | 3512          |
| 6  | Electricity production                                                                                                                                       | 3511          |
| 7  | Repair of electrical equipment.<br>Details: Maintenance of various types of materials.                                                                       | 3314          |

| NO | NAME                                                       | INDUSTRY CODE |
|----|------------------------------------------------------------|---------------|
|    | electrical equipment, transformers. Repair of transformers |               |

12.2.3. Amend the details of the business sectors and industries as follows:

| NO | NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | INDUSTRY CODE |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| 1  | Real estate business, land use rights belonging to the owner, user or lessee.<br>Details: Investment in construction and development of housing, urban technical infrastructure, residential areas, industrial parks, economic zones; leasing of offices and factories; buying and selling of residential houses and land use rights; buying and selling of non-residential houses and land use rights; leasing and operation of residential houses and land; leasing and operation of non-residential houses and land; other real estate business. | 6810          |
| 2  | Installation of industrial machinery and equipment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3320          |
| 3  | Water extraction, treatment, and supply                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 3600          |
| 4  | Electrical system installation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 4321          |
| 5  | Extraction of stone, sand, gravel, and clay.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 0810          |
| 6  | Road construction                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4212          |
| 7  | Electrical Construction<br>Details: Construction of electrical works; solar power systems and other renewable energy projects.                                                                                                                                                                                                                                                                                                                                                                                                                      | 4221          |
| 8  | Construction of water supply and drainage systems                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 4222          |
| 9  | Wholesale of other machinery, equipment and spare parts<br>Details:<br>- Trading in electromechanical and refrigeration equipment for civil and industrial construction projects.<br>- Trading in solar power equipment, solar panels, inverters, materials and equipment, and accessories for the electrical industry.                                                                                                                                                                                                                             | 4659          |
| 10 | Rental of machinery, equipment and other tangible goods without operators<br>Details: Rental of construction and civil engineering machinery and equipment without operators                                                                                                                                                                                                                                                                                                                                                                        | 7730          |

12.3. Decision amending and supplementing the Company Charter.

*(Attached documents are the amended Company Charter and The Submission for changing the registered office address, adjusting the business industry, and amending the Company Charter).*

12.4. Authorize the BOD to proactively consider and decide on adjustments, additions, and technical improvements, wording, economic sector codes, forms, and detailed content of business activities related to changes in the registered office address, business industry, and the Company Charter as required by competent state agencies during the business registration process; including updating, standardizing, and adjusting the detailed content of business industry and corresponding economic sector codes to ensure compliance with the Vietnamese Economic Sector Classification System and legal regulations.

The adjustments mentioned above must not alter the scope, objectives, or nature of the contents approved by the General Meeting of Shareholders and must not include the addition of new business industry outside the scope approved by the General Meeting of Shareholders.

The BOD authorizes the Director – the legal representative – to organize and implement these changes.

The BOD is responsible for reporting to the General Meeting of Shareholders at the nearest meeting.

13. Approve the Internal Regulations on Corporate Governance (amended) of IDICO Urban and House Development Investment Joint Stock Company.

*(Attached is the Amended Internal Regulations on Corporate Governance of IDICO Urban and House Development Investment Joint Stock Company).*

14. Approve the Operating Regulations of the Board of Directors (amended) of IDICO Urban and House Development Investment Joint Stock Company.

*(The attached Document is the Amended Operating Regulations of the BOD of IDICO Urban and House Development Investment Joint Stock Company).*

## **Article 2: Implementation Clause**

The 2026 Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company assigns the BOD to implement and supervise the BOM in carrying out the contents approved by the General Meeting at this meeting to ensure the interests of shareholders and the enterprise and in accordance with the provisions of the Law. The BOD is responsible for supervising and reporting the results of the implementation of these tasks to the General Meeting of Shareholders at the nearest meeting.

This Resolution includes 07 pages, drafted and approved in full at the Annual General Meeting of Shareholders of IDICO Urban and House

Development Investment Joint Stock Company on June 29<sup>th</sup> 2026 and takes effects from the date of approval.

***Recipients:***

- Shareholders (Company Website);
- State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- BOD, BOM, AC;
- Saved: General Office.

**ON BEHALF OF THE GENERAL MEETING OF  
SHAREHOLDERS  
MEETING HOST**

**[Signed]**

**Dang Viet Dung**




**AGENDA**
**THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY**

1. Time: 08:30 A.M on June 29th 2026 (on Monday).
2. Location: IDICO-URBIZ Hall - IDICO-URBIZ Building, Ton Duc Thang Street, Nhon Trach 1 Industrial Zone, Nhon Trach Ward, Dong Nai City.

| Time        | Contents                                                                                                                                                                  |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 08:30-09:00 | Register the list of shareholders                                                                                                                                         |
| 09:00-09:30 | Opening Procedures                                                                                                                                                        |
|             | - Report on checking the qualifications of shareholders attending the General Meeting.                                                                                    |
|             | - Announce reasons.                                                                                                                                                       |
|             | - Approve the personnel of the Presidium, Secretariat, and Vote Counting Committee                                                                                        |
|             | - Approve the AGM Agenda.                                                                                                                                                 |
|             | - Approve the Working Regulations of the General Meeting                                                                                                                  |
| 09:30-11:20 | <b>Meeting Agenda</b>                                                                                                                                                     |
| 09:30-10:15 | Approve the reports:                                                                                                                                                      |
|             | - Report on the results of production, business, and investment activities in 2025, the Plan in 2026.                                                                     |
|             | - Report on the activities of the Board of Directors in 2025, and the Plan in 2026.                                                                                       |
|             | - Report of Independent Members of the Board of Directors on the activities of the Board of Directors in 2025.                                                            |
|             | - Report on the activities of Independent Members of the Board of Directors in the Auditing Committee in 2025 and the Plan in 2026.                                       |
|             | Approve the Submissions:                                                                                                                                                  |
|             | - The Submission for approving the audited 2025 financial statements.                                                                                                     |
|             | - The Submission for selecting an auditing firm for Financial Statements in 2026;                                                                                         |
|             | - The Submission for approving the 2026 production and business plan.                                                                                                     |
|             | - The Submission for approving the 2025 profit distribution and the Plan in 2026.                                                                                         |
|             | - The Submission for approving the total remuneration and bonuses of the BOD in 2025 and the Plan in 2026.                                                                |
|             | - The Submission for approving the report on the repurchase of employee shares for treasury shares and the plan for implementing the procedure to reduce charter capital. |
|             | - The Submission for changing the registered office address, adjusting the business industry, and amending the Company Charter.                                           |
|             | - The Submission for amending and supplementing the internal regulations on corporate governance.                                                                         |
|             | - The Submission for amending and supplementing the operating regulations of the BOD.                                                                                     |
|             | - Some other contents under the authority of the GMS (if any).                                                                                                            |
| 10:15-10:45 | Discuss and vote to approve the contents of the General Meeting.                                                                                                          |
| 10:45-11:00 | Break time                                                                                                                                                                |
| 11:00-11:15 | Approve the Minutes and Resolutions of the General Meeting.                                                                                                               |
| 11:15-11:20 | Close the General Meeting                                                                                                                                                 |



**IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT-STOCK COMPANY**

*Dong Nai, June 29<sup>th</sup> 2026*

**WORKING REGULATIONS  
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT-STOCK COMPANY**

- Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022, Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025, and guiding documents for its implementation;

- Based on the Securities Law No. 54/2019/QH14 on November 26<sup>th</sup>, 2019, amended and supplemented by Law No. 56/2024/QH15 on November 29<sup>th</sup>, 2024, and guiding documents for its implementation;

- Based on the current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company;

- Based on the Internal Regulations on Corporate Governance;

To ensure the success of the 2026 Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint-Stock Company, the Board of Directors has established the following regulations and working principles of the General Meeting as follow:

**Article 1. Scope and subjects of application**

- **Scope of application:** These Regulations apply to the organization of the 2026 Annual General Meeting of Shareholders of IDICO Urban and House Development Investment JSC on June 29<sup>th</sup> 2026.

- **Subjects of application:** All shareholders, representatives (authorized people) of shareholders who currently own shares of IDICO Urban and House Development Investment Joint-Stock Company according to the list of shareholders finalized on May 27<sup>th</sup> 2026 and guests attending the Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint-Stock Company must comply with the provisions of these Regulations, the Company's Charter and current regulations of law.

**Article 2. Explanation of abbreviations and terms**

- |              |                                                                     |
|--------------|---------------------------------------------------------------------|
| - Company    | : IDICO Urban and House Development Investment Joint-Stock Company  |
| - BOD        | : Board of Directors                                                |
| - AC         | : Auditing Committee                                                |
| - Organizers | : Board of Meeting Organization                                     |
| - GMS        | : General Meeting of shareholders                                   |
| - Delegates  | : Shareholders, representatives of shareholders (authorized people) |

**Article 3. Conditions for conducting the General Meeting of Shareholders**

1. The GMS shall be held when the number of delegates attending the meeting represents more than 50% of the total number of ballots (Clause 1, Article 19 of the Company's Charter).

IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

Read No. 4, Nhon Trach 1 Industrial Zone, Nhon Trach Ward, Dong Nai City, Vietnam

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2. In case that there are not enough good conditions for conducting the first meeting according to the provisions of Clause 1, Article 19 of the Company's Charter, the invitation to the second meeting shall be sent within 30 days after the date of the first meeting. The second GMS shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of ballots.

3. In case that there are not enough good conditions for conducting the second meeting according to the provisions of Clause 2, Article 19 of the Company Charter, the invitation to the third meeting shall be sent within 20 days after the date of the second meeting. The third GMS shall be held regardless of the total number of ballots of the shareholders attending the meeting.

#### **Article 4. Delegates attending the General Meeting of Shareholders**

1. The delegates who attend the General Meeting are the shareholders or representatives authorized in documents by one or more shareholders whose names are on the list of Company shareholders having the right to attend the 2026 General Meeting of Shareholders, closed on the last registration date (*May 27<sup>th</sup> 2026*).

2. Rights of shareholders when attending the General Meeting:

- To directly attend or authorize another person to attend the General Meeting in formatted documents.

- To discuss and vote on all matters within the authority of the General Meeting according to the provisions of the Law on Enterprises, other relevant legal documents and the Company Charter.

- To be notified by the Organizer the content, agenda of the General Meeting and attached documents.

- Each shareholder or authorized person attending the General Meeting shall receive a voting card after registering to attend the General Meeting with the Board of Shareholders' Qualification Examination.

- Shareholders and authorized people who arrive late, when the General Meeting has not finished, have the right to register and vote immediately at the General Meeting on issues that have not been voted on. In this case, the Host is not responsible for stopping the General Meeting and the validity of the previous votes will not be affected.

3. Obligations of shareholders when attending the General Meeting:

- Shareholders or authorized people attending the General Meeting must bring their ID card/passport, Meeting Invitation, Letter of Authorization (for authorized representatives) and register to attend the General Meeting with the Board of Shareholders' Qualification Examination.

- Dress formally.

- Speak and vote as the instructions of Chairman.

- Strictly comply with these Regulations and respect the results of the General Meeting.

#### **Article 5. Guests at the General Meeting**

- People who are the Company's managers, guests, the members of the Organizers who are not shareholders of the Company but are invited to attend the General Meeting.

- Guests do not participate in the discussion at the General Meeting *(exceptional cases where they are invited by the Host of General Meeting, or have registered in advance with the Organizers and have been approved by the Host of General Meeting)*.

#### **Article 6. The host of General Meeting and The Presidium**

1. The Presidium includes 02 people, 01 Host and 01 Member.

2. The Chairman of the BOD shall be the Host of the General Meeting or the Chairman of the BOD shall authorize another member of the BOD to host the General Meeting, nominates members of The Presidium and gets approved by the General Meeting.

In case that the Chairman is absent or temporarily unable to work, the remaining members of the BOD shall elect one of them to host the General Meeting according to the majority principle of elections.

In other cases, the person who signs the invitations for the GMS will direct the General Meeting to elect the Host of the meeting and the person with the highest rate of votes will be appointed as the Host of the General Meeting.

3. The Host has the right to give necessary solutions to direct the meeting in a reasonable, orderly manner, in accordance with the approved agenda and the reflection of the desires of the majority of the meeting attendees.

#### **4. Duties of The Presidium:**

- Direct the General meeting in accordance with the agenda and regulations approved by the General Meeting.

- Assign and introduce representatives of the BOD and the AC of the Company to present Reports and Submissions at the General Meeting;

- Introduce the members of The Vote Counting Committee in the General Meeting to vote.

- Guide the General Meeting to discuss and vote on issues within the agenda of the General Meeting and related issues throughout the General Meeting.

- Respond to and record issues within the agenda approved by the General Meeting;

- Solve issues arising during the General Meeting.

- Approve and issue documents, results, minutes, and resolutions of the General Meeting after the end of the General Meeting.

- The decisions of the Presidium on issues of order, procedures, or events arising outside the agenda of the General Meeting will be the highest judgment.

#### **Article 7. The Board of Shareholders' Qualification Examination**

1. The Board of Shareholders' Qualification Examination in the General Meeting includes 01 Head and 02 members (if necessary), responsible to the Presidium and the GMS for their duties. The Board of Shareholders' Qualification Examination is decided by the BOD:

#### **2. Duties:**

- Examine the qualifications of shareholders or authorized representatives attending the meeting: Request shareholders, authorized people attending the General Meeting and invited guests to present their ID/Passport, Meeting Invitation, Authorization Letter *(for authorized representatives)*.

- Issue voting ballot forms and documents of the General Meeting to shareholders or authorized people attending the meeting.
- Report to the General Meeting on the results of examining the Qualification of shareholders attending the General Meeting at the following times:
  - + Before the opening of the General Meeting.
  - + Before each time of voting in the General Meeting, if there is a change in the number of shareholders registered to attend the General Meeting (*shareholders attending the meeting late are allowed to register to attend the meeting*).

#### **Article 8. The Secretariat:**

- The Secretariat consists of 02 people responsible to the Presidium and the GMS for their duties and under control of the Presidium. The Secretariat is appointed by the Host.
- Duties:
  - + Receive and review shareholders' opinion registration forms during the General Meeting and send them to the Presidium to decide.
  - + Record the minutes of the GMS fully and honestly, including all the content of the General Meeting and the issues approved by the shareholders or emphasized at the General Meeting.
  - + Assist the Host in announcing the Draft Minutes of the General Meeting and Resolutions on issues approved at the General Meeting.
  - + Perform other tasks as assigned by the Presidium.
  - + Be jointly responsible for the truthfulness and accuracy of the contents of the Minutes and Resolutions of the General Meeting.

#### **Article 9. The Vote Counting Committee (Voting and Electing)**

1. The Vote Counting Committee introduced by the Host of the Meeting and elected by the General Meeting includes 01 Head and 02 members.
2. Duties:
  - Instruct how to vote and conduct the process of Vote Counting.
  - Prepare and announce the Minutes of Vote Counting for the election of the GMS.
  - Be responsible to the Presidium and the GMS when performing their duties.

#### **Article 10. Discussion at the General Meeting**

##### **1. Principles:**

- Discussions shall only be conducted within the prescribed time and within the scope of issues presented in the agenda of the GMS;
- Delegates having opinions shall register the content on the Question Form and forward it to the Secretariat;
- The Secretariat shall arrange the shareholders' Question Forms in the order of registration and forward them to the Presidium;
- Delegates shall raise their hands when they need to speak or debate only when the Host of the General Meeting agrees. Each delegate shall speak in no more than 03 minutes with brief and unrepeatable contents.
- The proposed content does not violate the law and does not involve in personal issues or does not exceed the authority of the enterprise.

UDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

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- The Host of the General Meeting has the right to remind or request shareholders to focus on the primary content that needs to be presented to save time and ensure the quality of the discussion. The Host has the right to interrupt the presentation of shareholders' opinions if necessary

## **2. Answering the opinions of delegates:**

- Basing on the question form of the delegates, the Host or any members designated by the Host will answer the opinions of the delegates;

- In case of organizing time limit, questions that have not been answered directly at the General Meeting will be answered directly by the Company in emails or in documents.

## **Article 11. Voting at the General Meeting**

### **1. Principles:**

All issues in the agenda and meeting content of the General Meeting must be discussed and voted in public by the GMS.

Voting cards and Voting ballot forms are printed, stamped and sent directly to delegates at the General Meeting by the Company (attached with the documents for attending the GMS). Each delegate is given a Voting Card and a Voting Ballot Form. The Voting Card and the Voting Ballot Form clearly are written with all information of the full name, number of shares owned, and authorized to vote of that delegate.

### **2. Voting at the General Meeting:**

#### **2.1. Voting Procedure:**

- **Voting by raising Voting Cards:** This way is applied to approve the following contents: Agenda of General Meeting; Working regulations at the General Meeting and Members of the Presidium, the Secretariat, the Vote Counting Committee (Voting and electing); Election List; Election regulations; Minutes of the General Meeting and Resolutions of the General Meeting.

#### **- Voting by filling out the Voting Ballot Forms:**

This way is applied to approve the contents of the Reports and Submission at the General Meeting, specifically:

- Approve Reports:
  - + Report on the results of production, business, and investment activities in 2025, the Plan in 2026.
  - + Report on the activities of the Board of Directors in 2025, and the Plan in 2026.
  - + Report of Independent Members of the Board of Directors on the activities of the Board of Directors in 2025.
  - + Report on the activities of Independent Members of the Board of Directors in the Auditing Committee in 2025 and the Plan in 2026
- Approve Submissions:
  - The Submission for approving the audited 2025 financial statements.
  - The Submission for selecting an auditing firm for Financial Statements in 2026;
  - The Submission for approving the 2026 production and business plan.

- The Submission for approving the 2025 profit distribution and the Plan in 2026.
- The Submission for approving the total remuneration and bonuses of the BOD in 2025 and the Plan in 2026.
- The Submission for approving the report on the repurchase of employee shares for treasury shares and the plan for implementing the procedure to reduce charter capital.
- The Submission for adjusting the High-rise Apartment Complex Investment Project on National Highway 1K- Bien Hoa Ward - Dong Nai City.
- The Submission for changing the registered office address, adjusting the business industry, and amending the Company Charter.
- The Submission for amending and supplementing the internal regulations on corporate governance.
- The Submission for amending and supplementing the operating regulations of the BOD.
- Some other contents under the authority of the GMS (if any).

## 2.2. Voting methods:

- Delegates vote to "Agree", "Disagree" or "No opinion" on an issue mentioned to vote at the General Meeting by raising the **Voting Card** or filling in the options on the **Voting Ballot Form**.
- Voting by raising Voting Card: Shareholders or authorized representatives of shareholders with voting rights can vote "Agree", "Disagree" or "No opinion" by raising their Voting Card under the direction of the Presidium.
- Voting by filling out the Voting Ballot Form: For each content, delegates choose one (01) of the three (03) options "Agree", "Disagree", "No opinion" already printed in the Voting Ballot Form by marking "X" in the box they choose. After completing the contents to be voted on at the General Meeting, delegates send the Voting Ballot Form to the sealed ballot box at the General Meeting according to the instructions of The Vote Counting Committee. The Voting Ballot Form must be signed and clearly state the full name of the delegate.

## 2.3. Validity and invalidity of the Voting Ballot Forms:

### - **Valid Voting ballot forms are:**

- + Voting Ballot Forms are printed in the form issued by the Organizers, with the Company's red seal, without erasures, scratches, tears, etc., without any additional content other than the regulations and must have the signature and full name of the attending delegate.
- + Voting content (Report, Submission) is marked by the delegate in one (01) of the three (03) voting boxes.

### - **Invalid Voting ballot forms are:**

- + Other contents are added to the Voting ballot forms;
- + Voting Ballot Forms are not printed in the form issued by the Organizers, the Voting ballot form does not have the Company's red seal or has been erased, scratched, or written with additional content other than the regulations, the Voting ballot form does not have a signature and clearly state the delegate's full name.

+ Voting content is not marked or marked by the delegate in more than one (01) of the three voting boxes.

#### **2.4. Voting rules:**

- Every 01 (one) share is equivalent to one voting right. Each delegate attending the General Meeting represents one or more voting rights.

- At the date of closing the shareholder list (May 27<sup>th</sup> 2026), the total number of voting shares of the Company is: **8,300,000 shares**, equivalent to **8,300,000 voting rights**.

- Issues requiring voting at the General Meeting shall only be approved when approved by shareholders representing more than 50% of the total number of Voting ballot forms of all shareholders attending and voting at the General Meeting. In some cases, voting issues specified in Clause 3, Article 21 of the Company's Charter shall only be approved when approved by shareholders representing 65% or more of the total number of Voting ballot forms of all shareholders attending and voting at the General Meeting.

#### **2.5. Recording voting results:**

The Vote Counting Committee will check, summarize and report to the Presidium the vote counting results of each issue according to the Agenda in General Meeting. The vote counting results will be announced by the Ballot Counting Committee immediately before the closing of the meeting.

#### **Article 12. Minutes and Resolutions of the General Meeting**

1. All contents at the General Meeting must be recorded by the Secretariat in the Minutes of the General Meeting.

2. The Minutes and Resolutions of the General Meeting must be read and approved by the General Meeting before the closing of the meeting.

3. The Minutes of the General Meeting, Resolutions of the General Meeting, Minutes of the shareholders' qualification examination, Minutes of the vote counting, and other documents recording the meeting proceedings and results of the General Meeting must be stored at the Company Head office.

#### **Article 13. Implementation of the Regulations**

These Regulations shall be read publicly in the 2026 Annual GMS and shall take effect immediately after being approved by the GMS of IDICO Urban and House Development Investment JSC.

Shareholders, authorized representatives, and invited guests who violate these Regulations shall be considered and handled by the Presidium in accordance with the Company Charter and the Law on Enterprises, depending on the specific level.

#### **Recipients:**

- GMS;
- Members of BOD, BOM;
- Saved: General Office; The secretariat

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

**[Signed]**

**Dang Viet Dung**

**REPORT**  
**ON THE RESULTS OF PRODUCTION, BUSINESS, AND INVESTMENT**  
**ACTIVITIES IN 2025, THE PLAN IN 2026**

**To: The General Meeting of Shareholders**

In accordance with the resolution of the 2025 Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company (UDICO), the Board of Directors (BOD) hereby reports on the results of production, business, and investment activities in 2025 and the plan in 2026 as follows:

**I. RESULTS OF PRODUCTION, BUSINESS, AND INVESTMENT ACTIVITIES IN 2025**

Overall, in 2025, UDICO has completed and exceeded the planned production and business targets, specifically:

**1. Key targets achieved in 2025**

| NO         | Target                                  | Currency            | Plan 2025       | Actual 2025     | % Actual 2025/<br>Plan 2025 |
|------------|-----------------------------------------|---------------------|-----------------|-----------------|-----------------------------|
| <b>I</b>   | <b>Total revenue and other income</b>   | <b>Billion dong</b> | <b>3.203,94</b> | <b>3.391,98</b> | <b>105,9%</b>               |
| I          | Revenue from Production and Business    | Billion dong        | 3.194,64        | 3.379,70        | 105,8%                      |
|            | Electricity Production and Trade        | Billion dong        | 3.153,47        | 3.307,78        | 104,9%                      |
|            | Construction                            | Billion dong        | 35,00           | 65,94           | 188,4%                      |
|            | Real Estate Business (Commercial)       | Billion dong        | 3,18            | 3,22            | 101,4%                      |
|            | Other Sectors                           | Billion dong        | 2,98            | 2,75            | 92,3%                       |
|            | Financial income                        | Billion dong        | 9,2             | 11,85           | 128,7%                      |
|            | Other incomes                           | Billion dong        | 0,10            | 0,44            | 437,1%                      |
| <b>II</b>  | <b>Total Profit Before Tax</b>          | <b>Billion dong</b> | <b>75,47</b>    | <b>128,02</b>   | <b>169,6%</b>               |
| <b>III</b> | <b>Dividend Payout Ratio (Expected)</b> | <b>%</b>            | <b>0%</b>       | <b>0%</b>       |                             |
| <b>IV</b>  | <b>Total Investment Value</b>           | <b>Billion dong</b> | <b>76,56</b>    | <b>19,62</b>    | <b>25,6%</b>                |

**2. 2. Production and business performance**

**2.1. Electricity business.**

Electricity business revenue in 2025 is implemented at 3,307.78 billion VND, reaching 104.9% of the 2025 plan; an increase of 13% compared to the same period in 2024.

Gross profit from the electricity business in 2025 is implemented at 132.62 billion VND, reaching 146.3% of the 2025 plan, an increase of 48.1% compared to the same period in 2024.

Revenue and gross profit from the electricity business in 2025 will increase compared to the same period in 2024 due to increased electricity consumption by

customers compared to 2024 and due to the increase in electricity selling prices from May 10<sup>th</sup>, 2025.

#### **Electricity supply reliability in 2025:**

##### **Incidents**

Plan : SAIDI (minutes): 18.29 minutes; SAIFI (times): 0.36 times

Actual : SAIDI (minutes): 15.81 minutes; SAIFI (times): 0.26 times

##### **Planned power outages:**

Plan : SAIDI (minutes): 1302 minutes; SAIFI (times): 2.12 times

Actual : SAIDI (minutes): 1376 minutes; SAIFI (times): 2.23 times

*(In 2025, additional power outages will be implemented for the construction of the 22kV Huu Thanh grid loop and the power outage schedule for the 110kV UDICO Huu Thanh substation, originally scheduled in December 2024, will be moved to January 2025 at the requests of customers.)*

If the above cases are excluded, the reliability index for planned implementation in 2025 is:

Actual : SAIDI (minutes): 1289.81 minutes; SAIFI (times): 2.09 times.

#### **2.2. Construction and Maintenance Business.**

Revenue from construction and maintenance services in 2025 is 65.94 billion VND, reaching 188.4% of the 2025 plan; doubled compared to the same period in 2024.

The gross profit from construction and maintenance services in 2025 is 9.46 billion VND, equivalent to 250.6% of the 2025 plan; a twofold increase compared to the same period in 2024. This profit is from the construction and maintenance of substations for customers in Nhon Trach and Huu Thanh Industrial Parks within UDICO's power supply area.

The gross profit from construction and maintenance services in 2025 exceeded the 2025 plan because the Company strengthened its efforts to approach new customers leasing land in Huu Thanh Industrial Park and promptly grasped the needs of customers investing in expanding substations in Nhon Trach Industrial Park, effectively managing costs and offering construction contracts at the most reasonable prices.

#### **2.3. Real Estate Business.**

Real estate business revenue in 2025 is implemented at 3.22 billion VND, reaching 101.4% of the 2025 plan; an increase of 4.2% compared to the same period in 2024.

Gross profit from real estate business in 2025 is implemented at 0.94 billion VND, reaching 105.7% of the 2025 plan; an increase of 13.7% compared to the same period in 2024.

The increase in gross profit from real estate business in 2025 compared to 2024 is due to an increase in the average number of rooms rented and a decrease in operating costs compared to 2024 (the average number of rental rooms in 2025 is 165 rooms/170 rooms).

#### **2.4. Other service businesses.**

Revenue from other business services in 2025 is implemented at 2.75 billion VND, reaching 92.3% of the 2025 plan, a 3.3% increase compared to the same period in 2024.

Gross profit from other business services in 2025 is implemented at 2.53 billion VND, reaching 86.4% of the 2025 plan, a 3.3% decrease compared to the same period in 2024.

Revenue from other services in 2025 includes consulting services, surveys, safety monitoring, connection monitoring, use of electricity infrastructure, leasing of 1-3P substations for temporary power supply to customers, etc.

## 2.5. Other Income.

Other income in 2025 is implemented at 0.44 billion VND: This is revenue from the liquidation of equipment and materials recovered during the process of handling incidents, testing and maintenance of tools, equipment, and fixed assets.

## 3. Financial Performance

### 3.1. Accounts Receivable and Other Liabilities

- Accounts Receivable: 150.3 billion VND.

- Accounts Payable: 254.2 billion VND.

*In which:* + Bank Debt : 97.0 billion VND.

+ Debt to Customers, Suppliers, and Others: 157.2 billion VND.

### Some financial indicators in 2025:

- Debt-to-equity ratio/ Total equity: 0.45

- Net Profit Margin / Net revenue: 3.02%

- Net Profit Margin / Average equity: 19.8%

### Regarding borrowing situation:

In 2025, the Company will not take out medium- or long-term investment loans. The working capital loan limit for production, business operations, and periodic electricity bill payments at banks is 220 billion VND.

At the end of 2025, the Company will not renew its working capital loan limit at Vietinbank (60 billion VND), but focus on increasing and maintaining limits at BIDV and Vietcombank, totaling 190 billion VND.

The outstanding short-term bank loan balance as of December 31<sup>st</sup>, 2025 is 97 billion VND, with an interest rate of 5.5% per year. Interest expense for 2025 is 3.07 billion VND.

### Regarding financial revenue:

Financial revenue in 2025 is implemented at 11.85 billion VND, equivalent to 128.7% of the 2025 plan and a 59.5% increase compared to the same period in 2024. Financial profit contributed 8.77 billion VND to the Company profit before tax structure.

## 3.2. Dividends.

The Company allocates after-tax profits for reinvestment and will not distribute dividends in 2025, as approved by the 2025 Annual General Meeting of Shareholders.

## 3.3. Financial investments.

The Company also has one financial investment in IDICO Machinery Erection Construction Investment Joint Stock Company (LMI) worth 2.644 billion VND, equivalent to 4.81% of the charter capital. LMI's dividend payment for 2025 is 8%, equivalent to 212 million VND.

### **3.4. Implementation of the plan to increase charter capital in 2025.**

The Annual General Meeting of Shareholders Resolution No. 01/NQ-DHDCD on April 22<sup>nd</sup>, 2025, approved the plan to issue shares to existing shareholders to increase the Company Charter Capital, as the Submission No. 07/TTr-HDQT on March 31<sup>st</sup>, 2025.

The total amount expected to be raised from the issuance is 249,240,000,000 VND which will be used to supplement capital for production and business activities and project investments. This includes: the substation and power grid system of Huu Thanh Industrial Park – Phase 2, the substation and power grid system of Tan Phuoc 01 Industrial Park, and the substation and power grid system of Phu Long Industrial Park.

However, due to the incomplete investment preparation procedures with the electricity sector and local authorities for new investment projects in 2025, the Company has not yet carried out procedures related to the plan to issue shares to existing shareholders to increase charter capital.

### **4. Investment and Construction Implementation Status**

In 2025, the Company will invest in projects with a total investment value of 19.62 billion VND, equivalent to 25.6% of the 2025 plan. The disbursement value for projects in 2025 is 9.4 billion VND. This includes the following projects:

#### **4.1. 110/22kV Huu Thanh Industrial Park Substation Project.**

##### **a. General information of the project.**

Project name: 110/22kV Huu Thanh Industrial Park Substation.

Location: Huu Thanh Industrial Park, Duc Hoa commune, Long An province.

Capacity: 189 MVA (3 x 63 MVA).

Total investment: 284.078 billion VND.

Expected project completion time: 2028

##### **b. Current project progress.**

##### **- Progress of investment in transformer No. 2 of the project:**

Completion of construction drawing design procedures, fire protection design approval, establishment of connection agreement procedures, appraisal of post-basic design implementation at the Department of Industry and Trade, agreement on technical design of electricity metering system and data collection system, preparation of construction bidding documents, and equipment procurement bidding documents.

Currently, the company is organizing the evaluation and selection of construction contractors, expected to complete the contractor selection process in Quarter 2 2026.

The value of investment consulting services implemented in 2025 is: 0.56 billion VND.

##### **- Progress of 22kV power grid investment for customer supply:**

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#### **\* 22kV Power Grid Phases 1 & 2**

In 2025, the company will implement construction on several lines for which land has been handed over in phases 1 & 2, with an investment value of approximately 7.74 billion VND, equivalent to 86% of the 2025 plan.

The company has completed acceptance testing and put into operation a part of the 22kV power grid system for phases 1 & 2. Some lines will be constructed in a later phase due to the lack of land from the Industrial Park investor.

#### **\* 22kV Power Grid Phase 3A**

In 2025, the company will implement construction on several lines for which land has been handed over in phase 3A. The investment value is approximately 11 billion VND, equivalent to 100% of the 2025 plan.

Currently, the 22kV power grid, phase 3A, has been completed and put into operation since December 2025. Some lines, due to the lack of land from the Industrial Park investor, will have their remaining construction completed in a later phase.

#### **\* 22kV Huu Thanh Loop Line**

The plan to upgrade the 22kV loop line connecting to the 22kV distribution grid of Huu Thanh Industrial Park has an approved investment value of 1.25 billion VND in 2025.

Currently, the company is implementing construction and expects to complete and put it into operation from Quarter 2 2026.

**The total investment value of the 22kV power grid project in 2025 is 18.74 billion VND, equivalent to 89% of the annual plan.**

#### **- Project disbursement progress:**

The value of disbursements to be implemented in 2025 is: 9.08 billion VND.

#### **4.2. Project to renovate and upgrade the 22kV distribution grid in Nhon Trach Industrial Park.**

The plan to renovate and upgrade the 22kV distribution grid in Nhon Trach Industrial Park, with an approved investment value of 8.7 billion VND in 2025, includes 3 items: 22kV power line supplying electricity to Coherent Company; Renovating the power grid system to improve the reliability of electricity supply to customers; Upgrading the 22kV loop connection supplying power to Hwaseung.

Based on the actual load situation of customers in 2025 and the periodic maintenance plan of the power grid system, the Company plans to implement the investment in these projects when needed to ensure the efficient use of investment capital.

#### **4.3. Project in applying digital transformation to the operation of 110kV substations and 22kV power grid.**

Implementation of relocating the SCADA system from Tuy Ha 110kV substation and Nhon Trach 5 110kV substation to the control room at the Company head office.

Currently, the project has been completed and put into operation since June 2025. The investment value and disbursement in 2025 is 0.316 billion VND.

#### **4.4. 22kV Distribution Grid Supplying Electricity to Tan Phuoc 1 Industrial Park.**

UDICO Company has been accepted by IDICO Tien Giang Joint Stock Company (IDICO-ITC) to be the investor and operator of the 22kV distribution grid supplying electricity to the industrial park, according to document No. 04/ITC-KT on June 3<sup>rd</sup>, 2024.

Currently, the company is selecting a design consultant and continuing to coordinate with IDICO-ITC to work with the electricity sector and local authorities to complete the relevant investment preparation procedures for the project.

#### **4.5. High-rise Apartment Project on National Highway 1K and Apartment Building No. 3 in Hiep Phuoc.**

##### **+ High-rise Apartment Project on National Highway 1K:**

The 2024 Extraordinary General Meeting of Shareholders (Resolution No. 02/NQ-DHDCD on November 27<sup>th</sup>, 2024) approved the adjustment of the investment project.

The BOD issued Decision No. 04/QĐ-HDQT on March 31<sup>st</sup>, 2025, approving the project adjustment and directing the Board of Management (BOM) to implement related legal procedures, including updating project information, adjusting the total investment amount and implementation schedule. Subsequently, in February 2026, at the request of the competent authority, the BOD issued supplementary Decision No. 05/QĐ-HDQT on March 23<sup>rd</sup>, 2026, to further adjust and update the project name, investor, location, and implementation schedule.

The project has been included in the Housing Development Program of Dong Nai Province for the period 2021–2030. The company is currently carrying out procedures to adjust the project (including progress, location, investor name, and related contents); after this, it will continue to implement the next steps according to current regulations.

At the time of this report, the project legal procedures are still in the process of completion. In the coming time, the company will continue to accelerate the progress of related procedures, while simultaneously seeking and selecting a suitable partner to implement the project when all conditions are met according to regulations.

##### **+ Apartment Building No. 3 Hiep Phuoc:**

The 2023 Annual General Meeting of Shareholders (April 25<sup>th</sup>, 2023) approved the plan to seek and select a capable partner to cooperate/contribute capital to implement the project.

The BOD has directed the implementation of a review of legal documents, the execution of procedures to adjust the progress and total investment amount, and continued to seek partners and develop a cooperation investment plan. According to the law on investment and housing, the project must have its investment policy adjusted (including extension of the progress schedule) and updated to conform with the local housing development program and plan before continuing implementation.

At the time of this report, this project is still in the process of completing the legal procedures mentioned above. In the coming period, the Company will continue to accelerate the implementation of related procedures and implement the item according to the approved investment policy of the project when all conditions under the law are met.

## 5. Organization and Personnel Situation

The total number of employees on the payroll managed by Company on December 31<sup>st</sup>, 2025 is: 101 people (16 women; 85 men).

Over the past year, the BOM has continued to maintain the company organizational structure according to the approved model, ensuring rationality and efficiency. Departments and units have been assigned clear tasks and functions, facilitating smooth and effective coordination between departments, helping the company operate stably and achieve the goals set for the past year.

The company has recruited personnel to fill key positions, meeting the demands of expanding production and business and improving service quality.

Emphasis has been placed on training and developing the staff. Professional and soft skills training programs have been organized, contributing to enhancing the capabilities of the workforce.

Compensation policies have continued to improve, ensuring the rights of employees, from salaries and bonuses to welfare benefits and insurance. Continue to maintain corporate culture activities to create motivation and cohesion for employees, such as: organizing team building activities, year-end parties, giving gifts on the occasion of Mid-Autumn Festival and Lunar New Year...

## II. PRODUCTION, BUSINESS AND INVESTMENT PLAN IN 2026

Based on the results achieved in the past years and the forecast of the economic and social situation in 2026, the Company develops the plan in 2026 as follows:

### 1. Main targets in the 2026 plan

| NO  | Target                               | Currency     | Actual 2025 | Plan 2026 | % Actual 2025/<br>Plan 2025 |
|-----|--------------------------------------|--------------|-------------|-----------|-----------------------------|
| I   | Total revenue and other income       | Billion dong | 3,391,98    | 3,718,02  | 109,6%                      |
| 1   | Revenue from Production and Business | Billion dong | 3,379,70    | 3,702,10  | 109,5%                      |
|     | Electricity Production and Trade     | Billion dong | 3,307,78    | 3,651,38  | 110,4%                      |
|     | Construction                         | Billion dong | 63,94       | 43,00     | 68,2%                       |
|     | Real Estate Business (Commercial)    | Billion dong | 3,22        | 3,23      | 100,3%                      |
|     | Other Sectors                        | Billion dong | 2,75        | 2,48      | 90,2%                       |
| 2   | Financial income                     | Billion dong | 11,85       | 15,71     | 132,6%                      |
| 3   | Other incomes                        | Billion dong | 0,44        | 0,20      | 45,8%                       |
| II  | Total Profit Before Tax              | Billion dong | 128,02      | 129,66    | 101,3%                      |
| III | Dividend Payout Ratio (Expected)     | %            | 0%          | 0%        |                             |
| IV  | Total Investment Value               | Billion dong | 19,62       | 134,07    | 683,5%                      |

### 2. Key tasks in 2026

In 2026, UDICO Company sets the key task of enhancing the professional electricity distribution and retail model, operating centrally, and enhancing the customer experience.

- Expanding the power supply coverage to meet the electricity demands of customers in industrial parks.
- Strengthening and standardizing construction and maintenance services for customers.
- Optimizing the exploitation of the Company real estate projects.

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- Operating the industrial park digital control center and improving customer service quality.

### **3. Implementation Solutions**

#### **3.1. Electricity Business.**

The planned revenue from electricity business in 2026 is VND 3,651.38 billion, equivalent to 110.4% of the 2025 results.

The planned gross profit from electricity business in 2026 is VND 138.07 billion, equivalent to 104.1% of the 2025 results.

The increase in planned revenue and gross profit from electricity business in 2026 compared to 2025 is due to the increase in the amount of electricity customers registered to use compared to 2025.

#### **Electricity supply reliability in 2026:**

**Incidents** : SAIDI (minutes): 15.02 minutes; SAIFI (times): 0.25 times.

**Planned power outages** : SAIDI (minutes): 1376 minutes; SAIFI(times): 2.23 times.

#### **3.2. Construction and maintenance business.**

Revenue from construction and maintenance services planned in 2026 is 45 billion VND, equivalent to 68.2% of the 2025 results.

Gross profit from construction and maintenance services planned in 2026 is 5.65 billion VND, equivalent to 59.7% of the 2025 results. This is the profit from providing services in the field of power substation construction and maintenance for customers in Nhon Trach and Huu Thanh Industrial Parks within UDICO's power supply area.

The gross profit from construction and maintenance services planned in 2026 is lower than the 2025 results because the Company assesses the development of new substations in the Industrial Parks to be lower than in 2025. At the same time, most existing businesses have already undergone periodic maintenance and testing in 2025.

#### **3.3. Real Estate Business.**

The planned revenue from real estate business in 2026 is 3.23 billion VND, corresponding to the actual revenue in 2025.

The planned gross profit from real estate business in 2026 is 1.03 billion VND, equivalent to 109.5% of the actual result in 2025.

The increase in the planned gross profit from real estate business in 2026 compared to the actual result in 2025 is due to the value of repairs and maintenance for apartment buildings No. 1 and No. 2, which were carried out from 2023, being allocated until the end of January 2026, so it reduced operating costs in 2026.

#### **3.4. Other business areas.**

The planned revenue from other business activities in 2026 is 2.48 billion VND, equivalent to 90.2% of the 2025 results.

The planned gross profit from other business activities in 2026 is 1.95 billion VND, equivalent to 77.3% of the 2025 results.

The planned revenue from other business activities in 2026 includes consulting services, surveys, safety monitoring, connection monitoring, electricity infrastructure usage, power system operation, and leasing of temporary power substations for customers...

The decrease in planned gross profit from other business activities in 2026 compared to 2025 is due to the company ceasing to lease locations for telecommunication BTS stations from 2026 onwards to ensure occupational safety, substation operation safety, and grid system safety. At the same time, due to the lower assessment of new substation development in industrial parks compared to 2025, revenue from safety consulting and supervision decreased.

#### **4. Financial Activities**

UDICO Company plans to achieve a minimum financial profit of 11.34 billion VND in 2026.

Continue working with banks to ensure sufficient short-term and medium-term capital for production and business activities with the most optimal loan interest rate policies.

Monitor short-term loans due according to plan, recover loan principal and record financial income promptly and fully to increase financial profit in the year.

#### **5. Investment and Construction Activities**

According to the 2026 plan, the Company will invest in projects with a total value of 134.07 billion VND. UDICO projects focus on providing electricity to customers in Nhon Trach and Huu Thanh Industrial Parks, supplying temporary power to new industrial park projects in Dong Thap, and completing investment procedures to qualify for real estate projects in Hoa An and Hiep Phuoc.

Specifically, the projects include:

##### **5.1. Huu Thanh Industrial Park 110/22 kV Substation Project - Tay Ninh.**

The estimated investment value in 2026 is 56.50 billion VND. This includes:

Implementing Phase 2 (Installation of 63MVA transformer No. 2) for the project, with an estimated total investment of 40.16 billion VND. Simultaneously, implementing the investment for Phase 3B of the 22kV power grid connecting to transformer No. 2, with an investment value of 11.50 billion VND in 2026.

Completion of the 22kV power grid construction, Phases 1 & 2 (remaining parts), Phase 3A, and renovation of the 22kV power grid loop connection, with an investment value of 4.84 billion VND in 2026.

##### **5.2. Nhon Trach Industrial Park 110/22kV Substation Project**

In 2026, the company will invest in installing 87B and 87L/(85+21) relays for Nhon Trach 5 Substation and 87L relays for Tuy Ha 110/22kV Substation. The estimated investment value in 2026 is 2.5 billion VND. The investment in installing 87B and 87L/(85+21) relays will be carried out according to the technical operation requirements of Dong Nai Power Company.

Regarding increasing capacity and expanding Nhon Trach 5 Substation: To prepare to meet the increased load demand in Nhon Trach Industrial Park, in 2026 the company plans to complete the planning procedures for an additional 63MVA transformer and prepare investment procedures with a value of 1.8 billion VND.

##### **5.3. Nhon Trach Industrial Park 22kV Power Grid Upgrade Project.**

The estimated investment value for 2026 is 22.07 billion VND. This includes:

- 22kV power line supplying MTC Company: 3.120 billion VND.
- 22kV power line supplying the Datacenter project: 8.825 billion VND.
- Upgrading the 22kV power grid system to improve power supply reliability: 1.0 billion VND.
- Upgrading the loop connection of the 22kV power line in Nhon Trach Industrial Park: 1.25 billion VND.
- Relocating power lines No. 12 and No. 4: 8.87 billion VND.

#### **5.4. Tan Phuoc 1 Industrial Park Substation Project - Dong Thap.**

In 2026, the Company and IDICO-ITC plan to complete the legal procedures with the electricity sector and local authorities regarding the investment in the Tan Phuoc 1 Industrial Park Substation.

The estimated investment value in 2026 is: 8.04 billion VND. Including:

- Consulting package for design and investment procedures: 3.34 billion VND.
- Investment in a 22kV power grid for temporary power supply to the project: 4.70 billion VND.

#### **5.5. High-rise apartment complex project on National Highway 1K.**

In 2026, the Company will focus on completing the legal procedures and preparing for investment to qualify for the implementation of the remaining items. Simultaneously, it will continue to seek and select capable partners and calculate suitable investment and business cooperation plans for the remaining items, submitting them to the competent authorities for approval and implementation when conditions are met, ensuring project efficiency.

The projected investment value for 2026 is VND 43.15 billion, including:

- Surveying, designing construction drawings, estimating costs, and constructing the renovation and connection of the drainage system for Road No. 1 and Road No. 8 with an investment value of 4.11 billion VND.
- Implementing the construction of the remaining villa and townhouses with an investment value of 39.04 billion VND.

#### **5.6. Apartment Building No. 3 - Hiep Phuoc Resettlement Area and Apartment Complex Project.**

In 2026, the Company will not set a financial plan for project implementation but will focus on completing the following related procedures:

- Complete environmental procedures for the Project.
- Complete legal procedures and investment preparation related to the conditions for further implementation of Apartment Building No. 3 in Hiep Phuoc.
- Continue searching for and selecting capable partners and calculating suitable investment cooperation plans for submission to competent authorities for approval and implementation when conditions are met to ensure project effectiveness.

### **6. Organization and Personnel**

In 2026, the Company will implement solutions to ensure human resources meet the requirements of production and business operations, improve the quality of

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the workforce, and perfect the organization towards a streamlined and efficient structure, specifically:

- Maintain a stable workforce; flexibly allocate personnel according to actual needs.
- Build a succession plan; recruit additional personnel to ensure sufficient operational and specialized personnel.
- Continue applying a salary and bonus mechanism linked to production and business efficiency and labor productivity; gradually improve the compensation policy towards competitiveness, suitability to the market and financial capacity.
- Consider adjusting employee income based on performance and work efficiency; Fully implement all regulations and policies as prescribed by law.
- Strengthen professional training and development; promote internal training on occupational safety, electrical system operation, and specialized software applications.
- Encourage employees to improve their professional qualifications and management skills to meet the requirements of digital transformation and the Company development orientation.
- Improve the processes, promote technology application; strengthen risk control and monitoring.
- Enhance labor discipline, build corporate culture; promote productivity and digital transformation.
- Continue to enhance the organization towards a lean and efficient structure, ensuring flexible and effective operation.

The above is the Report on the Results of Production, Business, and Investment activities in 2025 and the Plan in 2026 of IDICO Urban and House Development Investment Joint Stock Company.

We look forward to receiving feedback from the General Meeting of Shareholders.

Thanks and Best Regards.

**Recipients:**

- As above;
- BOD;
- Auditing Committee;
- Saved: General Office, Finance & Accounting Department.

**DIRECTOR**

**[Signed]**

**Nguyen Hoang Cong**



**REPORT  
ON THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025  
AND THE PLAN IN 2026**

**To: The General Meeting of Shareholders of IDICO Urban  
and House Development Investment Joint Stock  
Company**

**I. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**

The Board of Directors of Company (BOD) consists of 5 members, including 1 Independent Member of the BOD and 1 Member concurrently serving in the Board of Management (BOM), specifically as follows:

- |                          |                                                           |
|--------------------------|-----------------------------------------------------------|
| 1. Mr. Dang Viet Dung    | - Chairman of the BOD;                                    |
| 2. Mr. Nguyen Hoang Cong | - Member, Company Director.                               |
| 3. Mr. Nguyen Van Thinh  | - Member, Member of the Auditing Committee.               |
| 4. Mr. Le Hoang Thinh    | - Independent Member, Chairman of the Auditing Committee. |
| 5. Mr. Tran Minh Quang   | - Member.                                                 |

At the beginning of 2025, the BOD of Company had 2 (two) Independent Members. However, from August 8th, 2025, Mr. Nguyen Van Thinh no longer meets the criteria for being an Independent Member of the BOD as stipulated by law due to directly or indirectly owning more than 1% of the total voting shares of the Company. Therefore, at the time of preparing this report, the BOD of Company has 01 (one) Independent Member.

The BOD of Company operates collectively, in which each member is assigned specific duties and responsibilities. All matters within the authority of the BOD are discussed collectively and presented in the Minutes of Meetings or Written Opinion Forms.

The BOD of IDICO Urban and House Development Investment Joint Stock Company reports to shareholders on the activities in 2025 with the following main contents:

**1. Summary of BOD meetings and BOD decisions**

In 2025, the BOD of Company organized 11 in-person meetings and 27 meetings through Written Opinion Forms, to ensure the agenda, the number of members attending, and voting according to legal requirements, as details below:

| NO | Content                | Results | Notes |
|----|------------------------|---------|-------|
| 1  | Number of BOD meetings | 11      |       |

| NO | Content                                  | Results | Notes |
|----|------------------------------------------|---------|-------|
| 2  | Number of Written Opinion Forms from BOD | 27      |       |
| 3  | Number of Issued Resolutions             | 27      |       |
|    | Number of Issued Decisions               | 16      |       |

The decisions of the BOD at the meetings were in accordance with current legal regulations; and consistent with the Charter and Resolutions approved by the General Meeting of Shareholders (GMS).

## **2. Management and direction of the implementation of the 2025 plan objectives and targets according to the Resolution of the 2025 Annual General Meeting of Shareholders**

### **2.1/ Production and business activities:**

According to the Resolution of the GMS, the BOD has directed the implementation of key production and business plans in 2025. Specifically:

- Production objectives: Ensuring service quality, improving productivity and efficiency of production and business operations.
- Business plan: Promoting market expansion, increasing revenue and profit, focusing on the core products, industries, and strengths of Company.
- Implementation solutions: Promoting the application of technology and technical improvements to enhance product quality, operational efficiency, and the competitiveness of Company; Completing the smart grid ecosystem through the synchronized deployment of SCADA, MiniSCADA, DMS, MDMS, SERS, and ELOGBOOK systems; Step-by-step integration and data interoperability between systems, aiming for centralized operation, automation, and real-time monitoring, perfecting organizational structure, standardizing planning processes and competency assessment systems; and improving the quality of human resources to meet development requirements.

### **2.2/ Organizational and Personnel Management:**

The BOD has paid special attention to organizational and personnel management to improve operational efficiency and enhance the quality of human resources for helping the company maintain and develop sustainably in the long term. Specifically:

- Evaluation and improvement of organizational structure: Directed to continue reviewing and reorganizing the organizational structure to align with the long-term development strategy of company. The organizational chart, annual planning process, and performance evaluation regulations have been enhanced.
- Training and human resource development: The company has organized professional training and skills development courses for employees to improve work efficiency and meet increasingly demanding job requirements.
- Recruitment and talent retention: Recruitment and benefits programs have been improved to attract and retain highly qualified and experienced personnel.

### **2.3/ Financial activities:**

The BOD closely monitors financial management to ensure the achievement of set targets for helping the Company maintain stable operations and achieve profit targets in 2025. Specifically:

- Budget Management: The Company has developed and strictly controlled the budget, ensuring reasonable and efficient spending.
- Cost Optimization: Measures to reduce production and management costs have been implemented to increase profit margins.
- Cash Flow Assurance: Effective cash flow management measures have been implemented, focusing on maintaining liquidity and ensuring capital for production and business operations.
- Debt and Cost Control: Ensuring that debt and operating cost ratios remain at optimal levels to maintain the Company's long-term financial stability.

### **2.4/ Other Activities:**

- Digital Transformation: The BOD has directed the acceleration of digital transformation in management, operations, and production to help the Company improve efficiency and adapt to modern technological development trends.
- Social Welfare Activities: Participating in community support activities, contributing to charitable and social welfare programs to help build an image of a socially responsible enterprise.

## **3. Monitoring Activities of the BOD**

### **3.1/ Regarding Monitoring Methods:**

Over the past year, the BOD has implemented the following monitoring methods:

- Monitoring through ordinary and extraordinary meetings: The BOD held regular meetings as prescribed, as well as extraordinary meetings when necessary, to monitor the activities of the Director and the BOM.
- Monitoring through regular and irregular reports: The BOD requested the BOM and relevant departments to provide financial reports, business performance reports, and other activities on a quarterly, annual, or urgent reports to check and evaluate operational efficiency.
- Monitoring through on-site inspections: Members of the BOD participated in on-site inspections at offices, projects, etc., to ensure the implementation of the business plan and compliance with internal regulations.
- Supervision through specialized committees: conducting in-depth supervision of specific areas of the Company, thereby providing information and recommendations to the BOD.

### **3.2/ Regarding the results of supervision of the Director and the BOM:**

**a/ Regarding the management and implementation of the production and business plan**

The BOD has supervised the implementation of the Company production and business plans through detailed reports from the Director and the BOM. The results of the supervision show that:

- The basic economic, financial, and investment indicators are implemented by the Director and the BOM in accordance with the approved plans.

- The BOD acknowledges the efforts in achieving revenue and profit targets, and highly appreciates the flexibility and efforts of the BOM in adjusting plans and strategies to ensure production and business results in accordance with the Resolution of the GMS, with the following results:

| <b>Targets</b>              | <b>UNIT</b>  | <b>Plan in 2025</b> | <b>Actual in 2025</b> | <b>% Actual 2025/ Plan 2025</b> |
|-----------------------------|--------------|---------------------|-----------------------|---------------------------------|
| 1. Revenue + Other Income   | Billion dong | 3.203,94            | 3.391,98              | 105,9%                          |
| 2. Profit before tax        | Billion dong | 75,47               | 128,02                | 169,6%                          |
| 3. Total investment capital | Billion dong | 76,56               | 19,62                 | 25,6%                           |

#### **b/ Regarding compliance with internal regulations and the Company Charter**

The BOD closely monitors compliance with internal regulations and the Company Charter. Through reports, inspections, and regular meetings, the BOD has found that:

- The Director and the BOM have seriously implemented the provisions of the Company Charter and internal regulations, ensuring transparency and efficiency in management.

- Compliance with laws and regulations on corporate governance and protection of shareholder rights has been fully implemented.

#### **c/ Regarding financial management**

The BOD supervises the Company financial management through financial reports, independent audits, and internal control measures. The results of the supervision show that:

- The Company financial activities are carried out in accordance with legal regulations and accounting standards.

- Cost allocation and cash flow management are implemented rationally and effectively, thereby ensuring financial stability in production and business operations.

- Capital is preserved and used effectively and for the intended purpose; Average Net Profit Margin / Equity Ratio in 2025: 19.8%.

#### **4. Remuneration, expenses, and other benefits of the BOD**

| No | Full name         | Position                                                          | Types of incomes                            | Total (Dong)  | Notes |
|----|-------------------|-------------------------------------------------------------------|---------------------------------------------|---------------|-------|
| 1  | Dang Viet Dung    | Chairman of the BOD                                               | Income from remuneration and other benefits | 1,030,840,000 |       |
| 2  | Nguyen Hoang Cong | Executive Member of the BOD                                       | Remuneration                                | 48,000,000    |       |
| 3  | Le Hoang Thinh    | Independent Member of the BOD, Chairman of the Auditing Committee | Income from remuneration and other benefits | 368,680,000   |       |
| 4  | Nguyen Van Thinh  | Member of the BOD, Member of the Auditing Committee               | Income from remuneration and other benefits | 368,280,000   |       |
| 5  | Tran Minh Quang   | Non-Executive Member of the BOD                                   | Income from remuneration and other benefits | 185,640,000   |       |
| *  | Total:            |                                                                   |                                             | 1,997,440,000 |       |

## 5. Activities of Independent Members of the BOD and evaluations of Independent Members on the Board of Director performance

In 2025, Independent Members of the BOD fully performed their roles and responsibilities as stipulated by law, the Company Charter, and the Operating regulations of the BOD.

Independent members participated in the Auditing Committee (AC), performing supervisory and support functions for the BOD in risk management, internal auditing, and compliance control.

During the year, Independent Members reviewed, evaluated, and provided independent opinions on the control system, internal auditing, and the level of compliance with legal regulations and accounting standards; They also fully participated in BOD meetings, contributing independent and objective opinions on important issues, including strategic direction and business production plans.

Through these activities, Independent Members have contributed to enhancing transparency, governance efficiency, and risk control, ensuring that the BOD operations comply with legal regulations, the Company Charter, and corporate governance practices.

By monitoring, participating, and supervising in 2025, the Independent Member of the BOD assessed that the BOD maintained stable operations, complied with the Company Charter, the Operating Regulations of the BOD, and current legal regulations; fully implemented the Resolutions of the GMS and authorized tasks; and proactively guided the Company's strategic direction and business operations.

***The assessment report of the Independent Members in the BOD on the activities of the BOD in 2025 is referenced in the attached report of Independent Member on the activities in 2025.***

## 6. Activities of the Auditing Committee (AC) under the BOD:

In 2025, the AC under the Board of Directors performed its functions and duties as stipulated in the Enterprise Law, the Securities Law, Decree No. 155/2020/ND-CP, the Company Charter, and the Operating Regulations of the AC.

The AC held two meetings, with 100% attendance of its members; it supervised the preparation and publication of financial statements, assessed the accuracy and fairness of the financial statements before submission to the BOD, and supervised compliance with legal regulations on accounting, auditing, and information disclosure.

In addition, the AC supervised risk management, internal audit, and compliance control at the Company; monitored the implementation of recommendations from internal and independent auditors; and recommended solutions to the BOD to improve the effectiveness of risk management and control in accordance with the Company scale and actual conditions.

Through the activities, the AC contributed to enhancing transparency and governance efficiency, ensuring that the Company operations comply with legal regulations, the Company Charter, and corporate governance practices applicable to public companies.

**7. Activities of other subcommittees of the BOD: None.**

**8. Reporting on related transactions:**

+ Between the company, the subsidiaries, or a company in which the public company holds 50% or more of the charter capital, and a member of the BOD and their related parties: None.

+ Between the company and a company in which a member of the BOD is a founding member or a business manager for the three years preceding the transaction: None.

**9. Report on the implementation of previously approved resolutions of the General Meeting of Shareholders that have not yet been implemented**

**9.1/ Completed tasks**

Issuance of shares under the Employment Stock Ownership Plan (Resolution of the Extraordinary General Meeting of Shareholders 2024 No. 02/NQ-DHDCD on November 27<sup>th</sup>, 2024):

The Company has completed the issuance of 308,000 shares according to the plan approved by the GMS; simultaneously, it has completed the amendment of the Charter, registration of changes in charter capital and related procedures in accordance with the law. The implementation ensures compliance with the Resolution and the interests of shareholders.

**9.2/ Ongoing Activities**

**a/ Real Estate Projects**

+ *High-rise Apartment Project on National Highway 1K:*

The Extraordinary General Meeting of Shareholders in 2024 (Resolution No. 02/NQ-DHDCD on November 27<sup>th</sup>, 2024) approved the adjustment of the investment project.

The BOD issued Decision No. 04/QD-HDQT on March 31<sup>st</sup>, 2025, approving the project adjustment and directing the BOM to implement the relevant legal procedures, including updating project information, adjusting the total investment amount and implementation schedule. Subsequently, in February 2026, at the request of the competent authority, the BOD issued supplementary Decision No. 05/QD-HDQT on March 23<sup>rd</sup>, 2026, to further adjust and update the project name, investor, location, and implementation schedule.

The project has been included in the Housing Development Program of Dong Nai Province for the period 2021–2030. The company is currently carrying out the procedures for adjusting the project (including schedule, location, investor name, and related contents); after which, it will continue to implement the next steps according to current regulations.

At the time of this report, the project legal procedures are still in the process of completion. In the coming period, the company will continue to expedite the implementation of related procedures, while simultaneously seeking and selecting a suitable partner to implement the project once all conditions are met according to regulations.

**+ Apartment Building No. 3 Hiep Phuoc:**

The 2023 Annual General Meeting of Shareholders (April 25<sup>th</sup>, 2023) approved the plan to seek and select a capable partner for cooperation/investment to implement the project.

The BOD has directed the review of legal documents, the implementation of procedures to adjust the progress and total investment amount; and continues to seek partners and develop a cooperation investment plan. According to the law on investment and housing, the project must have its investment policy adjusted (including extension of the progress) and updated to conform with the local housing development program and plan before continuing implementation.

At the time of this report, this project is still in the process of completing the legal procedures mentioned above. In the future, the Company will continue to expedite the implementation of related procedures and deploy the item in accordance with the approved investment plan of the project when all conditions under the law are met.

**b/ Expanding the Power Supply Area**

The Extraordinary General Meeting of Shareholders in 2022 (November 14<sup>th</sup>, 2022) approved the principle of researching and preparing investment procedures for 110/22kV substation projects and power grid systems to expand the power supply coverage nationwide.

The BOD has directed the BOM to seek investment opportunities and prepare investment procedures for power supply projects.

The company is currently coordinating with IDICO Tien Giang Joint Stock Company (IDICO-ITC) to research investment in a power supply system for Tan Phuoc 1 Industrial Park; initially, the 22kV distribution grid project will be implemented under the agreement for investor and business operation as the document No. 04/ITC-KT on June 3<sup>rd</sup>, 2024. Currently, the company is selecting a design consultant and coordinating with relevant parties to complete the investment preparation procedures in accordance with regulations. In 2026, the Company, in coordination with IDICO-

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ITC, is expected to complete the legal procedures with the electricity sector and relevant state management agencies to implement the investment in the 110kV substation at Tan Phuoc 1 Industrial Park.

In addition, the Company will continue to seek, research, and prepare investment procedures for new power supply projects in accordance with the policy approved by the GMS.

***Regarding the resolutions approved by the GMS that are currently being implemented, the BOD commits to closely monitoring, directing, and supervising the implementation process in the coming period, ensuring compliance with legal regulations and protecting the interests of shareholders.***

#### **c/ Unimplemented Tasks**

Issuing shares to existing shareholders to increase charter capital in 2025 (Resolution of the Annual General Meeting of Shareholders 2025 No. 01/NQ-DHDCD on April 25<sup>th</sup>, 2025):

Basing on the progress of project implementation and actual capital demands, the Company has not implemented the plan to issue shares to existing shareholders according to the above Resolution and will not implement this plan at the present time.

## **II. PLAN OF THE BOARD OF DIRECTORS IN 2026**

### **1. Business and Production Plan in 2026**

The BOD unanimously agrees to submit to the Annual General Meeting of Shareholders the business and production plan in 2026 with the following key indicators:

|                                   |                         |
|-----------------------------------|-------------------------|
| + Total revenue and other income: | 3,718,020 million dong; |
| + Profit before tax:              | 129,660 million dong;   |
| + Dividend payout:                | 0%;                     |
| + Total investment value:         | 134,070 million dong;   |

#### **2.1. Objectives:**

To ensure sustainable growth, improve the efficiency of production and business operations, and expand the market; to move towards a professional electricity distribution and retail service company model by applying digital technology and cooperating in investment in electricity projects to expand the scope of electricity supply.

#### **2.2 Key tasks:**

- Continue to monitor and support the BOM in implementing the 2026 production and business plan.
- Ensure all company activities comply with the Company Charter, internal regulations, and current laws.
- Continue to improve the internal management process system towards standardization and transparency.
- Promote innovation and the application of technology in the management and operation of the system. Continue researching and investing in digital transformation.

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projects to optimize the management and operation of 110/22kV substations and 22kV power grids. Reduce power losses and operating costs. Enhance remote monitoring and control capabilities; enhance the reliability of power supply and ensure system safety (deploying a smart grid in stages, ready to integrate future technology modules).

The above is an assessment report of the BOD on the Company management and operation in 2025 and the operational plan for 2026.

The BOD respectfully requests shareholders to review, provide feedback, and approve this report. We also look forward to continuing to receive the attention and support of shareholders, and the cooperation of partners and investors in the near future.

On behalf of the BOD, we wish all shareholders good health and success.

We wish the General Meeting great success.

Thanks and Best Regards./.

**Recipients:**

- As above;
- BOD;
- Saved: General Office; Documents of GMS.

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

**[Signed]**

**Dang Viet Dung**

**REPORT**

**ASSESSMENT BY AN INDEPENDENT MEMBER IN THE BOARD OF  
DIRECTORS  
ON ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025**

**To: The General Meeting of Shareholders**

Evaluating the performance of the Board of Directors (BOD) in 2025, I, Le Hoang Thinh – An Independent Member of the BOD of IDICO Urban and House Development Investment Joint Stock Company, would like to report the evaluation results as follows:

**1. Regarding the Activities of Independent Members in the BOD**

In 2025, the BOD of Company has 5 members. At the beginning of the year, the BOD had 2 (two) independent members. During the year, there was a change in the status of independent members due to no longer meeting the conditions stipulated by law. Therefore, at the time of preparing this report, the BOD of Company has 1 (one) independent member.

IDICO Urban and House Development Investment Joint Stock Company has complied with the conditions and the number of Independent Members of the BOD as stipulated by law and the Company Charter.

The Independent Members of the BOD have fully exercised their rights and obligations as stipulated by law, the Company Charter, and the operating regulations of the BOD; they have fully attended meetings, participated in discussions, and voted independently on matters within the authority of the BOD.

Simultaneously, the Independent Members of the BOD participated in the Auditing Committee, oversaw financial matters, internal control systems, risk management, and compliance with legal regulations within the Company.

**2. Regarding the Performance of the Board of Directors**

- In 2025, the BOD closely monitored the implementation of the business production plan and played an active role in guiding the Company strategic development. The BOD regularly held and maintained ordinary and extraordinary meetings to promptly discuss issues, issue specific resolutions, and decisions within the authority to direct the BOM in implementing key tasks. In performing the functions and duties, the BOD complied with the provisions of the Enterprise Law, the Company Charter, the Operating Regulations of the BOD, and the Resolutions of the General Meeting of Shareholders;

- Each member of the BOD fully performed their functions and duties; Participate in discussions and vote on matters within their authority honestly and carefully, for the benefit of shareholders and the development of the Company.

**3. Overall Assessment**

By participating, monitoring, and supervising in 2025, I find that the BOD has performed the functions and duties in accordance with the law; complied with the Company Charter, the operating regulations of the BOD, and related regulations; fully implemented the contents of the Resolution of the General Meeting of Shareholders;

IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

governance and supervision were carried out regularly, ensuring transparency and effectiveness. No significant violations were detected in the activities of the BOD.

#### **4. Recommendations**

In the future, I propose that the BOD continue to improve operational efficiency, strengthen risk management and internal control, and enhance the role of independent members of the BOD in supervision and critical review.

Above is the Report by an Independent Member in the BOD on the activities of the BOD in 2025.

Wishing the General Meeting great success.

Sincerely,

**AN INDEPENDENT MEMBER IN THE  
BOARD OF DIRECTORS**

**[Signed]**

**Le Hoang Thinh**



Dong Nai, June 5<sup>th</sup> 2026

**REPORT  
BY INDEPENDENT MEMBERS IN THE BOARD OF DIRECTORS  
IN THE AUDITING COMMITTEE ON THE ACTIVITIES OF THE AUDITING  
COMMITTEE IN 2025 AND OPERATIONAL DIRECTIONS FOR 2026**

**To: The General Meeting of Shareholders**

- Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, as amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022, Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025, and guiding documents for implementation;

- Based on the current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company;

- Based on the Regulations on the Operation of the Auditing Committee issued by the Board of Directors on November 24<sup>th</sup>, 2023;

- Based on the results of the inspection and supervision of the management and operation of the Company production and business activities in 2025.

**The independent members of the Board of Directors in the Auditing Committee ("AC") of IDICO Urban and House Development Investment Joint Stock Company ("UDICO") hereby report to the General Meeting of Shareholders on the activities of the Auditing Committee in 2025 and the orientation for 2026 as follows:**

**I. ACTIVITIES OF THE AUDITING COMMITTEE**

**1. Personnel**

The Auditing Committee was established by the Board of Directors ("BOD") on November 24<sup>th</sup>, 2023, according to Resolution No. 26/NQ-HDQT and Decision No. 76/QD-CT of the Board of Directors ("BOD"), elected with 02 members of the BOD, including an independent member of the BOD as the Chairman of the Auditing Committee:

| NO | Members in AC        | Positions | Date of commencement as a member of the AC | Professional qualifications                                         |
|----|----------------------|-----------|--------------------------------------------|---------------------------------------------------------------------|
| 1  | Mr. Le Hoang Thinh   | Chairman  | 24/11/2023                                 | Bachelor of Economics, Master of Management - Accounting - Auditing |
| 2  | Mr. Nguyen Van Thinh | Member    | 24/11/2023                                 | Electrical Engineer, Short-                                         |

|  |  |  |  |                                                |
|--|--|--|--|------------------------------------------------|
|  |  |  |  | term training in<br>Business<br>Administration |
|--|--|--|--|------------------------------------------------|

## 2. Summary of Meetings

| NO | Member of the AC     | Number of Meetings Attended | Attendance Rate | Voting Rate |
|----|----------------------|-----------------------------|-----------------|-------------|
| 1  | Mr. Le Hoang Thinh   | 2                           | 100%            | 100%        |
| 2  | Mr. Nguyen Van Thinh | 2                           | 100%            | 100%        |

The meetings of the AC were organized in accordance with the Operating Regulations, ensuring the participation of members and compliance with legal regulations.

## 3. Remuneration and Operating Expenses of the AC in 2025

- Regarding the remuneration of the AC in 2025: details of the remuneration of the members of the AC will be reported and published in accordance with the provisions of the Enterprise Law and the Securities Law. In addition to this remuneration, the members of the AC do not receive any other benefits or remuneration.

- Specific information and figures are presented in detail in the audited Financial Statements for 2025 and the Annual Report for 2025. Shareholders are kindly requested to view these reports in detail, which are posted on the website of UDICO Urban and House Development Investment Joint Stock Company at the following link: <https://udico.com.vn/quan-he-co-dong/>

- Operating expenses of the AC in 2025: comply with the internal regulations and rules of UDICO.

## 4. Activities of the AC

The activities of the AC comply with the issued operating regulations and relevant adjusted legal regulations, based on the demands and actual operational situation of UDICO. Some key activities of the AC in 2025 are as follows:

- Monitoring the accuracy of the Financial Statements ("Financial Statements"), improving the quality of UDICO periodically published Financial Statements.

- Directing and supervising the activities of the Internal Auditing Team ("IAT") in 2025.

- Requesting a review of matters related to shareholder inquiries before and after the 2025 Annual General Meeting ("AGM").

- Working with independent auditing firms, analyzing, evaluating, and proposing the selection of independent auditing firms and their fees for the approval of the BOD.

- Other tasks as stipulated in the Charter, the Resolutions of AGM, and the Operating Regulations of AC.

## II. RESULTS OF THE AUDIT AND EVALUATION OF SOME KEY ACTIVITIES

UDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

Road No. 4, Nhon Trach 1 Industrial Zone, Nhon Trach Ward, Dong Nai City, Vietnam

Tel: (+84) 251 356 0614; Fax: (+84) 251 356 0610 | [www.udico.com.vn](http://www.udico.com.vn) |

## **1. Results of the audit and evaluation of the financial situation**

- The recording and storage of documents, the accounting information system, and the preparation of basic accounting books are carried out in accordance with current regulations.
- The Auditing Committee has reviewed the semi-annual and annual financial statements for 2025 and agrees with the assessments of the independent auditors.
- The financial statements are prepared and presented fairly and in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and relevant legal regulations on the preparation and presentation of financial statements. From a material perspective, the financial statements fairly and reasonably reflect UDICO financial situation as of December 31<sup>st</sup>, 2025.

## **2. Results of Monitoring Operations in 2025**

- The BOD has formulated a development strategy suitable to the Company situation and directed the systematic organization of business operations, preserving and developing the shareholders' capital contributions.
- The Board of Management ("BOM") and functional departments have seriously implemented the resolutions of the General Meeting of Shareholders and performed their functions and duties well in accordance with the law and the Company Charter.
- Regarding human resources, the BOM continues to strengthen and streamline the personnel structure in line with UDICO development orientation.
- Departments continue to improve the system of regulations and operating procedures and enhance the role of risk control at the frontline.

## **3. Results of monitoring the activities of the BOD and BOM, and evaluation of coordination between the AC and the BOD, the BOM, and shareholders**

- Continuing to face many difficulties and challenges in 2025, the BOD and the BOM have quickly and flexibly adapted to provide appropriate solutions, ensuring business efficiency, improving the system of management processes, developing the information technology system, etc., creating a foundation for development in the following years. Members of the AC have demonstrated a high sense of responsibility in performing their duties, ensuring honesty and objectivity in the work of the BOD and the BOM.
- In 2025, the BOD and the BOM performed their functions and duties in strict compliance with the law, the Company Charter, and the decisions of the General Meeting of Shareholders.
- The supervising activities of AC were implemented in diverse ways through reporting channels and contact with members of the BOM, the Chief Accountant, and independent auditors.
- During the performance of the duties, the AC always coordinated well with members of the BOD, members of the BOM, and relevant managers and always received their cooperation. In 2025, the AC consistently incorporated shareholder feedback regarding the management of the BOD and the operational activities of the BOM.

#### **4. Assessment of Transactions with Related Parties**

- Transactions with related parties were strictly controlled and complied with the law, the Charter, and Regulations of UDICO; no conflicts of interest were detected in transactions with related parties.

- Transactions with related parties have been fully disclosed in accordance with legal regulations and fully explained in the financial statements and the Corporate Governance Report in 2025; no irregularities were detected in these transactions.

#### **5. Assessment of the Internal Control and Risk Management System**

The Company internal control system is established and operated in accordance with current regulations; internal procedures and regulations are being gradually improved. Risk management is implemented and controlled at all management levels. Based on monitoring, the AC finds that the internal control and risk management system basically meets management requirements, and no significant risks affecting the Company operations have been detected.

### **III. CONCLUSION AND RECOMMENDATIONS**

- The BOD, the BOM, and department managers should continue to cooperate and provide timely information to enable the AC to fully perform its functions and duties.

- The BOM needs to enhance the role in control and self-control to minimize operational risks; this includes strengthening the application of technology in management, and improving and enhancing the system management capabilities.

- The BOM needs to pay more attention to the company-wide risk management (establishing, implementing, monitoring, evaluating, and managing risks) and strengthen internal control activities to improve and enhance the effectiveness of the company management system and risk management processes.

- The BOM has a specific plan to update new information to improve the business process system and conduct regular training so that employees understand the documents related to their individual and unit responsibilities; and to improve compliance awareness and contribute ideas during the performance of their duties.

### **IV. OPERATIONAL DIRECTIONS OF THE AUDITING COMMITTEE IN 2026**

The operational direction of the AC in 2026 is as follows:

- Continue to fully fulfill the obligations and authority and achieve the objectives of the AC in accordance with the operating regulations of the AC; complete other tasks in accordance with the law, the Company Charter, and the Company internal governance regulations.

- Strengthen supervision of the implementation of legal regulations, the Company Charter, Resolutions of the General Meeting of Shareholders, Resolutions of the BOD, and Internal Governance Regulations of UDICO; inspect and monitor the results of achieving objectives and plans.

- Conduct audits of semi-annual and annual financial statements as prescribed; coordinate with the BOD and the BOM to improve and enhance UDICO internal control activities.

- Regularly inspect and monitor the activities of departments within UDICO and make recommendations to improve the company governance and risk management

processes.

- Advise on the development and improvement of the internal audit system, review of the internal control system and risk management.
- Enhance the effectiveness of internal control and risk management.
- Perform other tasks as prescribed by law and the operating regulations of the AC.

The above is the Report by the Independent Member in the BOD in the AC on the activities of the AC in 2025 and operational directions for 2026.

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

Thanks and Best regards.

**Recipients:**

- As above;
- BOD;
- Saved: General Office.

**INDEPENDENT MEMBER IN THE  
AUDITING COMMITTEE**

**[Signed]**

**Le Hoang Thinh**





IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

No. 07/TTTr-HDQT

Dong Nai, June 5<sup>th</sup> 2026

**SUBMISSION**

**Regarding approving the audited 2025 financial statements.**

**To: The General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company**

- Based on the Law on Enterprises No. 59/2020/QH14 on June 17th, 2020, as amended and supplemented by Law No. 03/2022/QH15 on January 11th, 2022, Law No. 76/2025/QH15 on June 17th, 2025, and implementing documents;

- Based on the current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company;

- Based on the 2025 Financial Statements audited by Ernst & Young Vietnam Limited.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders the audited 2025 financial statements with the following main contents:

|           |                                    |                        |
|-----------|------------------------------------|------------------------|
| <b>I</b>  | <b>Balance Sheet</b>               |                        |
|           | Total assets                       | 821,528,629,202 dong   |
|           | Liabilities                        | 254,223,130,911 dong   |
|           | Owner's equity                     | 567,305,498,291 dong   |
| <b>II</b> | <b>Income Statement</b>            |                        |
|           | Total revenue and income           | 3,391,980,279,257 dong |
|           | Total accounting profit before tax | 128,023,883,309 dong   |
|           | Basic earnings per share           | 12,221 dong/per share  |

*(Details are provided in the attached 2025 audited financial statement.)*

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

Thanks and Best Regards./

**Recipients:**

- As above;
- BOD;
- Auditing Committee;
- Saved: Finance & Accounting Dept, General Office.

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

**[Signed]**

**Dang Viet Dung**



**IDICO Urban and House Development Investment  
Joint Stock Company**

Financial statements

For the year ended 31 December 2025



Shape the future  
with confidence

EY  
Ernst & Young Vietnam Limited  
274/1 Hai Ba Trung Street, Sai Gon Ward  
Ho Chi Minh City, Vietnam

Tel: +84 28 3824 5252  
Email: eyhcmc@vn.ey.com  
Website (EN): ey.com/vn/vn  
Website (VN): ey.com/vn/vn

Reference: 13689395/68624284/FN

## INDEPENDENT AUDITORS' REPORT

To: **The Shareholders of Idico Urban and House Development Investment Joint Stock Company**

We have audited the accompanying financial statements of Idico Urban and House Development Investment Joint Stock Company ("the Company"), as prepared on 20 March 2026 and set out on pages 5 to 38, which comprise the balance sheet as at 31 December 2025, and the income statement and the cash flow statement for the year then ended and the notes thereto.

### *Management's responsibility*

Management is responsible for the preparation and true and fair presentation of these financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the financial statements, and for such internal control as the Director determines is necessary to enable the preparation and presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditors' responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Company's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Shape the future  
with confidence

### Opinion

In our opinion, the financial statements give a true and fair view, in all material respects, of the financial position of the Company as at 31 December 2025, and of the results of its operations and its cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the financial statements.

Ernst & Young Vietnam Limited



Nguyễn Thị Thu Quỳnh  
Deputy General Director  
Audit Practicing Registration Certificate  
No. 3040-2024-004-1

Phạm Ninh Tung  
Auditor  
Audit Practicing Registration Certificate  
No. 5631-2025-004-1

Ho Chi Minh City, Vietnam

20 March 2026

Idico Urban and House Development Investment  
Joint Stock Company

B01-DN

BALANCE SHEET  
as at 31 December 2025

VND

| Code | ASSETS                                           | Notes   | Ending balance         | Beginning balance      |
|------|--------------------------------------------------|---------|------------------------|------------------------|
| 100  | <b>A. CURRENT ASSETS</b>                         |         | <b>537,985,751,994</b> | <b>423,527,321,335</b> |
| 110  | <b>I. Cash and cash equivalents</b>              | 4       | <b>45,481,274,354</b>  | <b>190,389,660,907</b> |
| 111  | 1. Cash                                          |         | 5,481,274,354          | 18,984,927,336         |
| 112  | 2. Cash equivalents                              |         | 40,000,000,000         | 171,404,733,571        |
| 120  | <b>II. Short-term investment</b>                 |         | <b>245,000,000,000</b> | -                      |
| 123  | 1. Held-to-maturity investments                  | 5       | 245,000,000,000        | -                      |
| 130  | <b>III. Current accounts receivable</b>          |         | <b>150,339,370,301</b> | <b>131,545,856,861</b> |
| 131  | 1. Short-term trade receivables                  | 6       | 143,786,939,510        | 124,490,917,880        |
| 132  | 2. Short-term advances to suppliers              | 7       | 10,468,369,339         | 12,839,742,651         |
| 136  | 3. Other short-term receivables                  | 8       | 5,021,343,281          | 1,710,901,389          |
| 137  | 4. Provision for doubtful short-term receivables | 8, 7, 9 | (8,957,281,829)        | (7,495,705,059)        |
| 140  | <b>IV. Inventory</b>                             | 10      | <b>96,135,999,600</b>  | <b>99,287,945,041</b>  |
| 141  | 1. Inventories                                   |         | 97,872,039,644         | 99,287,945,041         |
| 149  | 2. Provision for obsolete inventories            |         | (1,736,040,044)        | -                      |
| 150  | <b>V. Other current assets</b>                   |         | <b>1,029,107,739</b>   | <b>2,303,858,526</b>   |
| 151  | 1. Short-term prepaid expenses                   |         | 1,029,107,739          | 1,256,059,383          |
| 152  | 2. Value-added tax deductible                    | 16      | -                      | 728,488,969            |
| 153  | 3. Tax and other receivables from the State      | 16      | -                      | 319,310,174            |
| 200  | <b>B. NON-CURRENT ASSETS</b>                     |         | <b>283,542,877,208</b> | <b>298,348,075,262</b> |
| 220  | <b>I. Fixed assets</b>                           |         | <b>238,671,805,604</b> | <b>244,452,760,223</b> |
| 221  | 1. Tangible fixed assets                         | 11      | 238,671,805,604        | 244,452,760,223        |
| 222  | Cost                                             |         | 526,362,899,009        | 497,279,443,398        |
| 223  | Accumulated depreciation                         |         | (287,691,093,405)      | (252,826,683,175)      |
| 230  | <b>II. Investment properties</b>                 | 12      | <b>1,535,909,849</b>   | <b>2,414,967,941</b>   |
| 231  | 1. Cost                                          |         | 16,048,366,973         | 16,046,366,973         |
| 232  | 2. Accumulated depreciation                      |         | (14,510,457,124)       | (13,631,399,032)       |
| 240  | <b>III. Long-term assets in progress</b>         |         | <b>34,652,679,528</b>  | <b>43,700,030,719</b>  |
| 241  | 1. Long-term work-in-process                     | 13.1    | 24,512,320,294         | 24,512,320,294         |
| 242  | 2. Construction in progress                      | 13.2    | 10,140,359,234         | 19,187,710,425         |
| 250  | <b>IV. Long-term investment</b>                  |         | <b>2,644,242,965</b>   | <b>2,644,242,965</b>   |
| 253  | 1. Investment in another entity                  | 14      | 2,644,242,965          | 2,644,242,965          |
| 260  | <b>V. Other long-term assets</b>                 |         | <b>6,038,239,262</b>   | <b>5,136,073,414</b>   |
| 261  | 1. Long-term prepaid expenses                    |         | 779,194,890            | 1,557,304,310          |
| 262  | 2. Deferred tax assets                           | 25.3    | 604,649,248            | -                      |
| 263  | 3. Long-term tools, supplies and spare parts     |         | 4,654,395,124          | 3,578,769,104          |
| 270  | <b>TOTAL ASSETS</b>                              |         | <b>821,528,629,202</b> | <b>721,875,396,597</b> |

**Idico Urban and House Development Investment  
Joint Stock Company**

801-DN

BALANCE SHEET (continued)  
as at 31 December 2025

VND

| Code       | RESOURCES                                         | Notes | Ending balance         | Beginning balance      |
|------------|---------------------------------------------------|-------|------------------------|------------------------|
| <b>300</b> | <b>C. LIABILITIES</b>                             |       | <b>254,223,130,911</b> | <b>258,459,198,233</b> |
| <b>310</b> | <b>I. Current liabilities</b>                     |       | <b>254,117,920,227</b> | <b>258,349,603,769</b> |
| 311        | 1. Short-term trade payables                      | 15.1  | 116,308,331,189        | 106,676,723,844        |
| 312        | 2. Short-term advances from customers             | 15.2  | 19,108,359,945         | 7,764,567,736          |
| 313        | 3. Statutory obligations                          | 16    | 9,765,323,406          | 4,593,713,543          |
| 314        | 4. Payables to employees                          |       | 6,878,226,900          | 6,925,829,406          |
| 315        | 5. Short-term accrued expenses                    |       | 79,726,027             | 65,316,712             |
| 318        | 6. Short-term unearned revenues                   |       | -                      | 63,836,364             |
| 319        | 7. Other short-term payables                      | 17    | 3,774,553,422          | 2,259,048,270          |
| 320        | 8. Short-term loans                               | 18    | 97,000,000,000         | 129,020,000,000        |
| 322        | 9. Bonus and welfare fund                         |       | 1,203,399,358          | 980,967,894            |
| <b>330</b> | <b>II. Non-current liability</b>                  |       | <b>105,210,684</b>     | <b>109,594,464</b>     |
| 336        | 1. Long-term unearned revenue                     |       | 105,210,684            | 109,594,464            |
| <b>400</b> | <b>D. OWNERS' EQUITY</b>                          |       | <b>567,305,498,291</b> | <b>463,416,198,364</b> |
| <b>410</b> | <b>I. Capital</b>                                 | 19    | <b>567,305,498,291</b> | <b>463,416,198,364</b> |
| 411        | 1. Share capital                                  |       | 83,080,000,000         | 80,000,000,000         |
| 411a       | - Shares with voting rights                       |       | 83,080,000,000         | 80,000,000,000         |
| 412        | 2. Share premium                                  |       | 16,200,000,000         | 16,200,000,000         |
| 415        | 3. Treasury shares                                |       | (80,000,000)           | -                      |
| 418        | 4. Investment and development fund                |       | 141,592,762,240        | 141,592,762,240        |
| 421        | 5. Undistributed earnings                         |       | 328,512,736,051        | 225,623,436,124        |
| 421a       | - Undistributed earnings by the end of prior year |       | 224,474,904,140        | 168,196,836,928        |
| 421b       | - Undistributed earnings of the current year      |       | 102,037,831,911        | 57,426,599,196         |
| <b>440</b> | <b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>       |       | <b>821,528,629,202</b> | <b>721,875,396,597</b> |

  
Tran Thi Nga  
Preparer

  
Nguyen Manh Toai  
Chief Accountant

  
Nguyen Hoang Cong  
Director

Dong Nai Province, Vietnam

20 March 2026

Idico Urban and House Development  
Investment Joint Stock Company

B02-DN

INCOME STATEMENT  
for the year ended 31 December 2025

VND

| Code | ITEMS                                                         | Notes | Current year        | Previous year       |
|------|---------------------------------------------------------------|-------|---------------------|---------------------|
| 01   | 1. Revenues from sale of goods and rendering of services      | 20.1  | 3,379,696,916,302   | 2,967,385,498,973   |
| 10   | 2. Net revenues from sale of goods and rendering of services  | 20.1  | 3,379,696,916,302   | 2,967,385,498,973   |
| 11   | 3. Cost of goods sold and services rendered                   | 21    | (3,234,154,291,979) | (2,869,575,861,012) |
| 20   | 4. Gross profits from sale of goods and rendering of services |       | 145,542,624,323     | 97,809,637,961      |
| 21   | 5. Finance income                                             | 20.2  | 11,846,252,754      | 7,425,166,817       |
| 22   | 6. Finance expenses                                           | 22    | (3,073,366,942)     | (1,918,122,525)     |
| 23   | - In which: Interest expense                                  |       | (3,073,366,942)     | (1,971,010,290)     |
| 26   | 7. General and administrative expenses                        | 23    | (26,150,686,917)    | (28,722,492,690)    |
| 30   | 8. Operating profit                                           |       | 128,164,823,218     | 74,594,189,563      |
| 31   | 9. Other income                                               |       | 437,110,201         | 402,313,775         |
| 32   | 10. Other expenses                                            |       | (578,050,110)       | (2,138,584,982)     |
| 40   | 11. Other loss                                                |       | (140,939,908)       | (1,736,271,207)     |
| 50   | 12. Accounting profit before tax                              |       | 128,023,883,309     | 72,857,918,356      |
| 51   | 13. Current corporate income tax expense                      | 25.1  | (26,590,700,646)    | (15,431,319,160)    |
| 52   | 14. Deferred tax income                                       |       | 604,649,248         | -                   |
| 60   | 15. Net profit after tax                                      |       | 102,037,831,911     | 57,426,599,196      |
| 70   | 16. Basic earnings per share                                  | 19.5  | 12,221              | 7,035               |
| 71   | 17. Diluted earnings per share                                | 19.5  | 12,221              | 7,035               |

  
Trần Thị Nga  
Preparer

  
Nguyễn Mạnh Toại  
Chief Accountant

  
Nguyễn Hoàng Công  
Director

Dong Nai Province, Vietnam

20 March 2025

CASH FLOW STATEMENT  
for the year ended 31 December 2025

VND

| Code | ITEMS                                              | Notes  | Current year      | Previous year     |
|------|----------------------------------------------------|--------|-------------------|-------------------|
|      | <b>I. CASH FLOWS FROM OPERATING ACTIVITIES</b>     |        |                   |                   |
| 01   | Accounting profit before tax                       |        | 128,023,883,309   | 72,857,918,356    |
|      | Adjustments for:                                   |        |                   |                   |
| 02   | Depreciation and amortisation                      | 11, 12 | 35,855,953,364    | 31,786,627,259    |
| 03   | Provisions                                         |        | 3,197,616,814     | 4,173,346,398     |
| 05   | Gains from investing activities                    |        | (11,846,361,846)  | (7,427,694,317)   |
| 06   | Interest expense                                   | 22     | 3,073,366,942     | 1,971,010,290     |
| 08   | Operating profit before changes in working capital |        | 158,304,458,583   | 103,361,207,986   |
| 09   | Increase in receivables                            |        | (16,289,583,387)  | (6,259,700,311)   |
| 10   | Decrease (increase) in inventories                 |        | 2,125,793,397     | (4,040,036,723)   |
| 11   | Decrease in payables                               |        | 16,511,170,857    | 17,591,967,308    |
| 12   | Decrease (increase) in prepaid expenses            |        | 1,005,061,064     | (1,949,474,632)   |
| 14   | Interest paid                                      |        | (3,058,957,627)   | (1,914,553,852)   |
| 15   | Corporate income tax paid                          | 16     | (22,138,339,997)  | (14,694,505,030)  |
| 17   | Other cash outflows for operating activities       |        | (926,100,520)     | (1,115,914,600)   |
| 20   | Net cash flows from operating activities           |        | 135,533,502,370   | 90,978,990,146    |
|      | <b>II. CASH FLOWS FROM INVESTING ACTIVITIES</b>    |        |                   |                   |
| 21   | Purchases and construction of fixed assets         |        | (15,350,553,997)  | (84,262,162,291)  |
| 22   | Proceeds from disposal of fixed assets             |        | 120,000           | 2,780,250         |
| 23   | Payments for lendings and term deposit             |        | (255,000,000,000) | (165,000,000,000) |
| 24   | Collections from lendings and term deposit         |        | 10,000,000,000    | 165,000,000,000   |
| 27   | Interest and dividend received                     |        | 8,928,545,074     | 7,300,408,741     |
| 30   | Net cash flows used in investing activities        |        | (251,421,888,923) | (76,958,973,300)  |

**Idico Urban and House Development Investment  
Joint Stock Company**

B03-DN

**CASH FLOW STATEMENT (continued)**  
for the year ended 31 December 2025

VND

| Code | ITEMS                                                               | Notes | Current year             | Previous year          |
|------|---------------------------------------------------------------------|-------|--------------------------|------------------------|
|      | <b>III. CASH FLOWS FROM FINANCING ACTIVITIES</b>                    |       |                          |                        |
| 31   | Share issuance                                                      | 19    | 3,080,000,000            | -                      |
| 32   | Repurchase issued shares                                            | 19    | (80,000,000)             | -                      |
| 33   | Proceeds from borrowing                                             | 18    | 2,704,500,000,000        | 2,354,869,056,890      |
| 34   | Repayment of borrowings                                             | 18    | (2,736,520,000,000)      | (2,275,936,606,668)    |
| 40   | <b>Net cash flows (used in) from financing activities</b>           |       | <b>(29,020,000,000)</b>  | <b>78,932,450,222</b>  |
| 50   | <b>Net (decrease) increase in cash and cash equivalents in year</b> |       | <b>(144,908,386,553)</b> | <b>92,952,467,068</b>  |
| 60   | <b>Cash and cash equivalents at beginning of the year</b>           |       | <b>190,389,660,907</b>   | <b>97,437,193,839</b>  |
| 70   | <b>Cash and cash equivalents at end of the year</b>                 | 4     | <b>45,481,274,354</b>    | <b>190,389,660,907</b> |

  
Tran Thi Nga  
Preparer

  
Nguyen Manh Toai  
Chief Accountant

  
Nguyen Hoang Cong  
Director

Dong Nai Province, Vietnam

20 March 2026



## SUBMISSION

**Regarding selecting an auditing firm for the financial statements in 2026 of Company**

**To: The General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022, and Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025 and implementing guidelines;

- Based on the Current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company;

- Based on the recommendation of the Auditing Committee regarding the selection of the list of auditing firms approved to audit the 2026 financial statements of IDICO Urban and House Development Investment Joint Stock Company at the Company Board of Directors meeting on May 14, 2026.

The BOD respectfully submits to the General Meeting of Shareholders for approving the plan to select a reputable auditing firm with a quality of audit and a fee commensurate with the quality and scope of the audit, to audit the 2026 financial statements of IDICO Urban and House Development Investment Joint Stock Company, as follows:

**1. List of Auditing Firms:**

- **Ernst & Young Vietnam Co., Ltd. (Business Registration Number: 0300811802)**

Address: No. 2, Hai Trieu Street, Saigon Ward, Ho Chi Minh City, Vietnam.

- **PWC Vietnam Co., Ltd. (Business Registration Number: 0100157406)**

Address: No. 29, Le Duan Street, Saigon Ward, Ho Chi Minh City, Vietnam.

- **KPMG Vietnam Co., Ltd. (Business Registration Number: 0100112042)**

Address: 46th Floor, Keangnam Landmark 72 Tower, Pham Hung Street, Yen Hoa Ward, Hanoi City, Vietnam.

- **Deloitte Vietnam Auditing Co., Ltd. (Business Registration Number: 0100112500)**

Address: 12th Floor, Diamond Park Plaza Building, 16 Lang Ha Street, Giang Vo Ward, Hanoi City, Vietnam.

2. The General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of an auditing firm from the above list to audit the 2026 financial statements of IDICO Urban and House Development Investment Joint Stock Company.





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

Sincerely, /.

**Recipients:**

- As above;
- BOD;
- Auditing Committee;
- Saved: Finance & Accounting;
- General Office

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

**[Signed]**

**Dang Viet Dung**





No. AA/TTTr-HDQT

Dong Nai, June 5<sup>th</sup>, 2026

## SUBMISSION

**Regarding approving the 2026 production, business and investment plan**

**To: The General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022, and Law No. 76/2025/QH15 on June 17th, 2025 and implementing guidelines;

- Based on the Current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company (UDICO);

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders the production, business, and investment plan for 2026 as follows:

*Currency: million dong*

| NO  | Indicator                                | Actual 2025     | Plan 2026       | Plan 2026/<br>Actual 2025 |
|-----|------------------------------------------|-----------------|-----------------|---------------------------|
| 1   | <b>Total Revenue and Other Income</b>    | <b>3.391,98</b> | <b>3.718,02</b> | <b>109,61%</b>            |
| 1.1 | Revenue from Production and Business     | 3.379,70        | 3.702,10        | 109,54%                   |
|     | <i>Electricity Production and Trade</i>  | 3.307,78        | 3.651,38        | 110,39%                   |
|     | <i>Construction</i>                      | 65,94           | 45,00           | 68,25%                    |
|     | <i>Real Estate Business (Commercial)</i> | 3,22            | 3,23            | 100,29%                   |
|     | <i>Other Sectors</i>                     | 2,75            | 2,48            | 90,24%                    |
| 1.2 | Financial Revenue                        | 11,85           | 15,71           | 132,64%                   |
| 1.3 | Other income                             | 0,44            | 0,20            | 45,76%                    |
| 2   | <b>Profit before tax</b>                 | <b>128,02</b>   | <b>129,66</b>   | <b>101,28%</b>            |
| 3   | <b>Total investment value</b>            | <b>19,62</b>    | <b>134,07</b>   | <b>683,5%</b>             |

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

Thanks and Best Regards./.

**Recipients:**

- As above;
- BOD;
- Auditing Committee;
- Saved: Finance & Accounting,
- General Office.

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

**[Signed]**

**Dang Viet Dung**

IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

Road No. 4, Nhon Trach 1 Industrial Zone, Nhon Trach Ward, Dong Nai City, Vietnam

Tel: (+84) 251 356 0614, Fax: (+84) 251 356 0610 | www.udico.com.vn |



**IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY**  
No. 04/TTc-HDQT

Dong Nai, June 5<sup>th</sup> 2026

### **SUBMISSION**

**Regarding approving the 2025 profit distribution and the plan in 2026.**

**To: The General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11th, 2022, Law No. 76/2025/QH15 on June 17th, 2025 and guiding documents;

- Based on the Current Charter of IDICO Urban and House Development Investment Joint Stock Company;

- Based on the 2025 financial statements audited by Ernst & Young Vietnam Co., Ltd.;

**The Board of Directors respectfully submits to the General Meeting of Shareholders the 2025 profit distribution plan and the plan in 2026 as follows:**

**1. The 2025 profit distribution plan:**

|     |                                                    | Currency: dong  |
|-----|----------------------------------------------------|-----------------|
| NO  | Targets                                            | 2025            |
| I   | Undistributed after-tax profit                     | 326,512,736,051 |
|     | Calculated at the end of the previous year (2024)  | 224,474,904,140 |
|     | Current year                                       | 102,037,831,911 |
| II  | 2025 Profit distribution                           | 1,020,378,320   |
| 1   | Allocation to funds                                |                 |
|     | Bonus fund <sup>(1)</sup>                          | 510,189,160     |
|     | Welfare fund <sup>(2)</sup>                        | 510,189,160     |
| 2   | 2025 Dividend payment <sup>(3)</sup>               | No payment      |
| III | Undistributed profit carried over to the next year | 325,492,357,731 |

**2. Profit distribution plan in 2026:**

|     |                                                          | Currency: dong   |
|-----|----------------------------------------------------------|------------------|
| NO  | Targets                                                  | 2026             |
| I   | Undistributed profit from the previous year carried over | 325,492,357,731  |
| II  | Profit after tax in the current year                     | 103,730,919,351  |
| III | Profit distribution in 2026                              | 1,037,309,194    |
| 1   | Allocation to fund                                       |                  |
|     | Bonus fund (0.5%/Profit after tax)                       | 518,654,597 dong |
|     | Welfare Fund (0.5%/ Profit after tax)                    | 518,654,597 dong |
| 2   | Dividend Payment in 2026                                 | No payment       |

According to the Annual General Meeting Resolution 2025 on April 25th, 2025:

<sup>(1)</sup> The plan for allocating the bonus fund in 2025 is: 0.5% of profit after tax.

<sup>(2)</sup> The plan for allocating the welfare fund in 2025 is: 0.5% of profit after tax.

<sup>(3)</sup> The plan for dividend distribution in 2025: No payment will be made.

| NO | Targets                                             | 2026            |
|----|-----------------------------------------------------|-----------------|
| IV | Undistributed Profits Carried Over to the Next Year | 428,185,967,888 |

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

Thanks and Best Regards./

**Recipients:**

- As above;
- BOD;
- Auditing Committee;
- Saved: Finance & Accounting Dept,
- General Office.

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

**[Signed]**

**Dang Viet Dung**



## IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

No: 05 /TTr-HDQT

Dong Nai, June 05, 2026



## SUBMISSION

**Regarding approving the total remuneration and bonuses of the Board of Directors in 2025 and the plan in 2026**

To: **The General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11th, 2022, Law No. 76/2025/QH15 on June 17th, 2025, and guiding documents for implementation;
- Based on the current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company ("the Company");
- Based on Resolution No. 01/NQ-DHDCD on April 25th, 2025, of the Annual General Meeting of Shareholders in 2025;
- Based on the production, business and investment results in 2025 and the production, business and investment plan in 2026 of IDICO Urban and House Development Investment Joint Stock Company,

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders for approval the total amount of remuneration and bonuses for the BOD, specifically as follows:

1. Total amount of remuneration and bonuses for the BOD in 2025 is: **1,997,440,000 VND** (the General Meeting of Shareholders approved the 2025 plan: 2,200,000,000 VND).

2. Planned total amount of remuneration and bonuses for the BOD in 2026:

- Total amount of remuneration and bonuses for the BOD of the Company in 2026 (applicable from January to the end of December 2026) is: **2,200,000,000 VND**. The expenditure for members is decided by the BOD based on agreement.

- Members of the BOD are reimbursed for food, accommodation, travel, and other reasonable expenses incurred while performing their assigned duties, based on actual costs and in accordance with the Company Internal Expenditure Regulations.

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

Thanks and Best Regards./

**Recipients:**

- As above;
- BOD,
- Auditing Committee;
- Saved: General Office.

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

**[Signed]**

**Dang Viet Dung**

**SUBMISSION**

**Regarding approving the report on the repurchase of employee shares for treasury shares and the plan for implementing the procedure to reduce charter capital**

**To: The General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company**

- Based on the Enterprise Law No. 59/2020/QH14 on June 17th, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11th, 2022, Law No. 76/2025/QH15 on June 17th, 2025 and guiding documents for implementation;
- Based on the Current Charter of IDICO Urban and House Development Investment Joint Stock Company;
- Based on Resolution No. 02/NQ-DHDCCD on November 27th, 2024, of the Extraordinary General Meeting of Shareholders in 2024;
- Based on Submission No. 11/TTr-HDQT on November 6th, 2024, on the approval of the plan to issue shares under Employment Stock Ownership Plan ("ESOP");
- Based on Report No. 62/BC-CT on October 3rd, 2025, on the results of the repurchase of employee shares for treasury shares;

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders for approving the report on the results of the repurchase of employee shares for treasury shares and the plan for implementing the procedure to reduce charter capital, specifically as follows:

**1. Report on the results of the repurchase of employee shares for treasury shares:**

- Number of shares repurchased: 8,000 shares.
- Total value of shares repurchased: 80,000,000 VND.
- Purpose of repurchase: To be used as treasury shares for employees who resign at the company after receiving shares in the ESOP.
- Implementation period: From August to September 2025.
- Number of treasury shares after the transaction: 8,000 shares.

**2. Approval of the plan to reduce charter capital:**

- Total number of shares issued: 8,308,000 shares, equivalent to the current charter capital of 83,080,000,000 VND.
- Total number of treasury shares currently held by the Company: 8,000 shares, corresponding to a total face value of 80,000,000 VND.
- The Company is carrying out the procedure to cancel treasury shares and adjust the registered capital recorded on the Business Registration Certificate from 83,080,000,000 VND to 83,000,000,000 VND.

IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

Road No. 4, Nhon Trach 1 Industrial Zone, Nhon Trach Ward, Dong Nai City, Vietnam

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- The General Meeting of Shareholders assigns and authorizes the Board of Directors and/or the Director/Legal Representative of the Company to carry out the procedures for canceling treasury shares, registering the reduction in registered capital, adjusting the Business Registration Certificate with the competent authority, and amending and supplementing the Company Charter in accordance with current laws.

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

**Recipients:**

- As above;
- BOD;
- Saved: General Office; Documents of the General Meeting.

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

**[Signed]**

**Dang Viet Dung**





No. 74 ATT- HDQT

## SUBMISSION

Regarding changing the registered office address, adjusting business industry, and amending the Company Charter.

To: The General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company

Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022, Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025 and guiding documents for implementation;

Based on the Securities Law No. 54/2019/QH14 on November 26<sup>th</sup>, 2019, amended and supplemented by Law No. 56/2024/QH15 on November 29<sup>th</sup>, 2024, and the implementing guidelines:

Based on the Current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company ("the Company");

Based on the Company operational requirements:

Depending on the demand to organize and arrange operations and ensure the compliance with current legal regulations, the Company simultaneously implements the following contents:

(i) Change the registered office address to suit the actual operating situation and management and operational requirements of the Company;

(ii) Adjust and update the business sectors and occupations in accordance with Decision No. 36/2025/QĐ-TTg on September 29<sup>th</sup>, 2025, of the Prime Minister promulgating the System of Vietnamese Economic Sectors (replacing Decision No. 27/2018/QĐ-TTg on July 6<sup>th</sup>, 2018), and add some new sectors and occupations to meet the current actual business demands of the Company;

(iii) Amend and supplement the Company Charter to update the provisions of Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025 (amending and supplementing the Enterprise Law), Law No. 56/2024/QH15 on November 29<sup>th</sup>, 2024 (amending and supplementing the Securities Law), Government Decree No. 245/2025/ND-CP on September 11<sup>th</sup>, 2025 (amending and supplementing Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Securities Law) and guiding documents for implementation.

Details of the adjustments and additions are presented in: "Appendix 01 - Adjustments to the business industry of IDICO Urban and House Development Investment Joint Stock Company" and "Appendix 02 - Amendments and additions to the Charter of IDICO Urban and House Development Investment Joint Stock Company" attached to this Submission.

The Board of Directors (BOD) respectfully submits the following contents to the General Meeting of Shareholders for consideration and approval.

1. Approving the change of the registered office address:

- Current address: Road No. 4, Nhon Trach 1 Industrial Park, Phuoc Thien Commune, Nhon Trach District, Dong Nai Province (According to the two-tier

IMCO-URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

Street No. 4, Nhon Trach 1 IP, Nhon Trach Ward, Dong Nai City, Viet Nam

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- Current address: Road No. 4, Nhon Trach 1 Industrial Park, Phuoc Thien Commune, Nhon Trach District, Dong Nai Province (According to the two-tier local government model: Road No. 4, Nhon Trach I Industrial Park, Nhon Trach Ward, Dong Nai City)

- Updated address: IDICO – URBIZ Building, Ton Duc Thang Road, Nhon Trach I Industrial Park, Nhon Trach Ward, Dong Nai City.

**2. Approving the adjustment, change, and addition of the Company business industry and activities.**

The details of the business industry adjustment and addition are specified in "Appendix 01 - Adjustments to the business industry of IDICO Urban and House Development Investment Joint Stock Company" attached.

**3. Approving the amendments and additions to the Company's Charter.**

The details of the amendments and additions to the Charter are specified in "Appendix 02 - Amendments and additions to the Charter of IDICO Urban and House Development Investment Joint Stock Company".

**4. Approving the content of the Company's Charter (as amended and supplemented). This Charter takes effect from the date of its approval by the General Meeting of Shareholders and replaces the Current Charter.**

5. Authorize and delegate to the BOD to decide on the change of the registered office address, the adjustment and the update of business industry approved by the General Meeting of Shareholders in Part 01 and Part 02 of this Submission, and amendments to the relevant business registration documents in order to implement and complete the procedures for notifying or registering changes to the business registration content in accordance with the law and guidance of competent State agencies.

6. Authorize the Chairman of the BOD and the Director – the legal representative of the Company – to carry out the necessary procedures to change the registered office address; adjust and update the business industry and sign & issue the Company Charter approved by the General Meeting of Shareholders, in accordance with legal regulations.

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

**Recipients:**

- As above,
- BOD,
- Saved: General Office

**ON BEHALF OF THE BOD  
CHAIRMAN**

**[Signed]**

**Dang Viet Dung**

**APPENDIX 01**  
**REGULATIONS ON BUSINESS SECTORS AND INDUSTRIES**  
**OF IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY**

1. The adjustments to the business industries of IDICO Urban and House Development Investment Joint Stock Company (UDICO) include:

| Article / Clause    | Title                                   | Business sectors/ industries before adjustments                                                                                                                                                                                                                                                                                                                                                | Business sectors/ industries after adjustments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Notes                                                | Reason for the adjustments                                                                                                                                                                                             |
|---------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Article 4, Clause 1 | Business sectors/ industries of company | <p>1. Real estate business, land use rights belonging to the owner, user or tenant.</p> <p>Details: Investment in construction and business development of housing, urban technical infrastructure, residential areas, industrial parks, economic zones, hydroelectric and thermal power projects; Trading in technical services in industrial and urban zones.</p> <p>Industry code: 6810</p> | <p>Real estate business, land use rights belonging to the owner, user or lessee.</p> <p>Details: Investment in construction and development of housing, urban technical infrastructure, residential areas, industrial parks, economic zones; leasing of offices and factories; buying and selling of residential houses and land use rights; buying and selling of non-residential houses and land use rights; leasing and operation of residential houses and land; leasing and operation of non-residential houses and land; other real estate business.</p> <p>Industry code: 6810</p> | There have been changes (details have been modified) | Amended the content of business sectors/ industries to comply with the regulations in Decision 36/2025/QĐ-TTg on September 29 <sup>th</sup> , 2025, promulgating the Vietnamese economic sector classification system. |
|                     |                                         | <p>2. Installation of industrial machinery and equipment</p> <p>Details: <i>Installation of machinery and equipment for construction purposes.</i></p> <p>Industry code: 3320</p>                                                                                                                                                                                                              | <p>Installation of industrial machinery and equipment</p> <p>Industry code: 3320</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | There are changes (details are omitted)              | Amended the content of business sectors to comply with the regulations in Decision 36/2025/QĐ-TTg on September 29 <sup>th</sup> , 2025,                                                                                |

| Article / Clause | Title | Business sectors/ industries before adjustments                                                                                                                                                                                                                                                     | Business sectors/ industries after adjustments                                                                                                                   | Notes                                   | Reason for the adjustments                                         |
|------------------|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------|
|                  |       |                                                                                                                                                                                                                                                                                                     |                                                                                                                                                                  |                                         | promulgating the Vietnamese economic sector classification system. |
|                  |       | 3. Water extraction, treatment, and supply<br>Details: <i>Water business</i><br>Industry code: 3600                                                                                                                                                                                                 | Water extraction, treatment, and supply<br>Industry code: 3600                                                                                                   | There are changes (details are omitted) | As above                                                           |
|                  |       | 4. Electrical system installation<br>Detail:<br>- Installation of electromechanical equipment for civil and industrial construction projects.<br>- Installation of solar power equipment (no mechanical processing, waste recycling, or electroplating at the headquarters).<br>Industry code: 4321 | Electrical system installation<br>Industry code: 4321                                                                                                            | There are changes (details are omitted) | As above                                                           |
|                  |       | 5. Extraction of stone, sand, gravel, and clay<br>Details: Mining and processing of construction materials.<br>Industry code: 0810                                                                                                                                                                  | Extraction of stone, sand, gravel, and clay.<br>Industry code: 0810<br>Manufacture of building materials from clay<br>Industry code: 2392                        | Separate into 2 branches                | As above<br>As above                                               |
|                  |       | 6. Wholesale of solid, liquid, and gaseous fuels and related products<br>Details: Trading in raw materials and fuels (petroleum products).<br>Industry code: 4661                                                                                                                                   | Wholesale of solid, liquid, and gaseous fuels and related products.<br>Details: Wholesale of raw materials and fuels (petroleum products)<br>Industry code: 4671 | Change the Industry Code                | As above                                                           |

| Article / Clause | Title | Business sectors/ industries before adjustments                                                                                                                                                        | Business sectors/ industries after adjustments                                                                                                                                                                                                                                                                                                   | Notes                                   | Reason for the adjustments |
|------------------|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------|
|                  |       | 7. Wholesale of other machinery, equipment and spare parts<br>Details: Trading in electromechanical and refrigeration equipment for civil and industrial construction projects.<br>Industry code: 4659 | Wholesale of other machinery, equipment and spare parts<br>Details:<br>- Trading in electromechanical and refrigeration equipment for civil and industrial construction projects.<br>- Wholesale of solar power equipment, solar panels, inverters, materials and equipment, and accessories for the electrical industry.<br>Industry Code: 4659 | There are changes (details are omitted) |                            |
|                  |       | 8. Wholesale of other building materials and installation equipment<br>Details: Trading in building materials<br>Industry code: 4663                                                                   | Wholesale of other building materials and installation equipment<br>Details: Trading in building materials<br>Industry code: 4673                                                                                                                                                                                                                | Change the Industry Code                | As above                   |
|                  |       | 11. Wholesale of metals and metal ores<br>Details: Buying and selling various types of ores and minerals<br>Industry code: 4662                                                                        | Wholesale of metals and metal ores<br>Details: Buying and selling various types of ores and minerals<br>Industry code: 4672                                                                                                                                                                                                                      | Change the Industry Code                | As above                   |
|                  |       | 18. Construction of residential buildings<br>Details: Construction of civil works<br>Industry code: 4101                                                                                               | Construction of residential buildings<br>Industry code: 4101                                                                                                                                                                                                                                                                                     | There are changes (details are omitted) | As above                   |
|                  |       | 20. Railway construction<br>Details: Construction of transportation infrastructure<br>Industry code: 4211                                                                                              | Railway construction<br>Industry code: 4211                                                                                                                                                                                                                                                                                                      | There are changes (details are omitted) | As above                   |

| Article / Clause | Title | Business sectors/ industries before adjustments                                                                                                      | Business sectors/ industries after adjustments                                                                                                                                                                                                                                                                                | Notes                                             | Reason for the adjustments |
|------------------|-------|------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|----------------------------|
|                  |       | 21. Road construction<br>Details: Construction of transportation infrastructure<br>Industry code: 4212                                               | Road construction<br>Industry code: 4212                                                                                                                                                                                                                                                                                      | There are changes (details are omitted)           | As above                   |
|                  |       | 22. Construction of electrical works<br>Industry code: 4221                                                                                          | Electrical Construction<br>Details: <i>Construction of electrical works, solar power systems and other renewable energy projects</i><br>Industry Code: 4221                                                                                                                                                                   | There have been changes (more details)            | As above                   |
|                  |       | 23. Construction of water supply and drainage systems.<br>Details: Construction of irrigation works<br>Industry code: 4222                           | Construction of water supply and drainage systems.<br>Industry code: 4222                                                                                                                                                                                                                                                     | There have been changes (details omitted)         | As above                   |
|                  |       | 24. Construction of other civil engineering works<br>Details: Construction of industrial and infrastructure engineering works<br>Industry code: 4299 | Construction of other civil engineering works<br>Industry code: 4299                                                                                                                                                                                                                                                          | There have been changes (details omitted)         | As above                   |
|                  |       | 25. Electricity transmission and distribution<br>Details: Distribution and trading of electricity<br>Industry code: 3512 (main)                      | Electricity transmission and distribution<br>Details:<br>- Electricity transmission;<br>- Distribution and trading of electricity;<br>- Investment in the development of distribution grids;<br>- Management and operation of power plants, solar power systems, and renewable energy projects.<br>Industry Code: 3513 (Main) | Change the Industry Code and add further details. | As above                   |

| Article / Clause | Title | Business sectors/ industries before adjustments                                                                                                                                                                                                            | Business sectors/ industries after adjustments                                                                                                                                                                                                                                                                | Notes                                                                                          | Reason for the adjustments                                                                                                                                                                                                   |
|------------------|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                  |       | <p>26. Installation of water supply and drainage systems, heating and air conditioning systems</p> <p>Details: Installation of electromechanical and refrigeration equipment for civil and industrial construction projects</p> <p>Industry code: 4322</p> | <p>Installation of water supply and drainage systems, heating and air conditioning systems</p> <p>Industry code: 4322</p>                                                                                                                                                                                     | There have been changes (details omitted)                                                      | As above                                                                                                                                                                                                                     |
|                  |       | <p>27. Leasing of machinery, equipment and other tangible goods without an operator.</p> <p>Details: Rental of construction and civil engineering machinery and equipment, <i>including</i> operators.</p> <p>Industry code: 7730</p>                      | <p>Leasing of machinery, equipment and other tangible goods without an operator.</p> <p>Details: Rental of construction and civil engineering machinery and equipment, <i>excluding</i> operators.</p> <p>Industry code: 7730</p>                                                                             | There has been a change (changed to "excluding" in the details).                               | As above                                                                                                                                                                                                                     |
|                  |       | <p>28. Electricity production</p> <p>Industry code: 3511</p>                                                                                                                                                                                               | <p>Electricity Production from Renewable Energy Sources</p> <p>Details: Electricity production from renewable energy sources, including: hydropower, wind power, solar power, biomass power, hydrogen power from renewable energy sources, and other renewable energy sources.</p> <p>Industry Code: 3512</p> | Change the industry code and select only electricity production from renewable energy sources. | Update the industry code to comply with Decision No. 36/2025/QĐ-TTg of the Prime Minister on September 9 <sup>th</sup> , 2025, and add details of new industries to meet the current actual business demands of the Company. |
|                  |       | <p>29. Repairing electrical equipment.</p>                                                                                                                                                                                                                 | <p>Repairing and maintaining electrical equipment.</p> <p>Industry code: 3314</p>                                                                                                                                                                                                                             | There are changes (details removed, the                                                        | As above                                                                                                                                                                                                                     |



| Article / Clause | Title | Business sectors/ industries before adjustments                                                                                                                                                | Business sectors/ industries after adjustments | Notes                      | Reason for the adjustments |
|------------------|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|----------------------------|----------------------------|
|                  |       | Details: Maintenance of electrical materials, equipment, and transformers.<br>Repair of transformers.<br>Industry code: 3314                                                                   |                                                | word "maintenance" added). |                            |
|                  |       | 30. Scientific research and technological development in the field of science and technology:<br>Details: Testing of electrical materials, equipment, and transformers.<br>Industry code: 7212 | Cancel                                         |                            |                            |

## 2. Adding business sectors/ industries

| No. | Name                                                                                                                       | Industry code |                                                                                              |
|-----|----------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------------------------------------------------------------------------|
| 1   | Drainage and handle wastewater treatment                                                                                   | 3700          | Adding new business industry to meet the actual business operational demands of the Company. |
| 2   | Technical testing and analysis activities<br>Details: Testing, inspection, and quality assessment of electrical equipment. | 7120          | As above                                                                                     |
| 3   | Intermediary or agency activities related to electricity and gas.                                                          | 3540          | As above                                                                                     |
| 4   | Installation of other building systems<br>Details: Installation of lightning protection system.                            | 4329          | As above                                                                                     |

3. In the case that there are legal provisions relating to the Company business and activities not mentioned in Section 1 above, or in the case that there are new legal provisions different from these contents, those legal provisions shall automatically apply and govern the Company business and activities.

**APPENDIX 02**  
**AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**  
**OF IDICO URBAN AND HOUSING DEVELOPMENT INVESTMENT JOINT STOCK COMPANY**

1. The amendments and supplements to the Charter of IDICO Urban and House Development Investment Joint Stock Company (UDICO) are as follows:

| Article / Clause             | Title                                                                              | Provisions in the Former Charter                                                                                                                                                                                                                                                                                                | Amended / Supplemented Provisions in the New Charter                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Reason for Amendment                                                                                                                                                                                                                        |
|------------------------------|------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Article 1, Clause 1          | Interpretation of terms                                                            | <p>b. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020;</p> <p>c. "Law on Securities" means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019;</p> | <p>b. The Enterprise Law is Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15; Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025;</p> <p>c. The Securities Law is Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019, amended and supplemented by Law No. 56/2024/QH15 on November 29<sup>th</sup>, 2024;</p> <p>d. Decree No. 155/2020/ND-CP is Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020 of the Government detailing a number of articles of the Securities Law;</p> <p>e. Decree No. 245/2025/ND-CP is Decree No. 245/2025/ND-CP on September 11<sup>th</sup>, 2025, of the Government amending and supplementing a number of articles of Decree 155/2020/ND-CP;</p> | To update new legal documents amending and supplementing the Law on Enterprises, the Law on Securities, and Decree No. 245/2025/ND-CP amending and supplementing Decree No. 155/2020/ND-CP.                                                 |
| Article 1, Clause 1, Point c | Interpretation of terms                                                            | c. "Enterprise manager" means the Chairman of the Board of Directors, members of the Board of Directors, the Director, and other persons holding managerial titles as stipulated in this Charter and the internal regulations of the Company;                                                                                   | k. Enterprise manager means the Chairman of the Board of Directors, members of the Board of Directors, and the Director.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | To remove the phrase "and other persons holding managerial titles as stipulated in this Charter and the internal regulations of the Company" because the Charter no longer provides for any other title to be deemed an enterprise manager. |
| Article 2, Clause 3, Point a | Name, type, head office, branches, representative offices, business locations, and | Street No. 4, Nhon Trach I Industrial Park, Phuoc Thien Commune, Nhon Trach District, Dong Nai Province                                                                                                                                                                                                                         | IDICO - URBIZ Building, Ton Duc Thang Street, Nhon Trach I Industrial Park, Nhon Trach Ward, Dong Nai City                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | To change the head office address in line with the Company's actual operations and management.                                                                                                                                              |



|                               |                                                            |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                        |
|-------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                               | duration of operation of the Company                       |                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | requirements.                                                                                                                                                                                                          |
| Article 4, Clause 1           | Objectives of operation of the Company                     | Business lines of the Company: Detailed in Appendix 04.                                                                                                                                                                                                                                                                                                | Business lines of the Company: Detailed in Appendix 04.                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Update the industry code to comply with Decision No. 36/2025/QĐ-TTg of the Prime Minister on September 9 <sup>th</sup> , 2025, and add some new industries to meet the current actual business demands of the Company. |
| Article 10, Clause 3, Point a | Repurchase of shares as the requests of shareholders       | Shareholders who have voted against the resolution on the reorganization of the Company or changes to the rights and obligations of shareholders as stipulated in this Company Charter have the right to request the Company to repurchase their shares.                                                                                               | Shareholders who voted against the resolution on the reorganization of the Company or the change in the rights and obligations of shareholders as stipulated in this Company Charter have the right to request the Company to repurchase their shares.                                                                                                                                                                                                                                                        | Adjusted to conform with Clause 1, Article 132 of the Enterprise Law.                                                                                                                                                  |
| Article 12, Clause 1, Point c | Rights of shareholders                                     | To review, look up and extract information on his/her name and contact address in the list of shareholders with voting rights; and request correction of his/her inaccurate information;                                                                                                                                                               | To review, search, and retrieve information regarding the name and contact address in the list of shareholders entitled to vote as stipulated by law and the Company Charter; request correction of inaccurate information;<br><br>The provision and use of this information is solely for the purpose of exercising the rights and obligations of shareholders as stipulated by law and the Company Charter; it may not be used for other purposes and must comply with the law on personal data protection. | To ensure compliance with the Law on Enterprises and the law on personal data protection.                                                                                                                              |
| Article 12, Clause 2, Point a | Rights of shareholders                                     | Not provided                                                                                                                                                                                                                                                                                                                                           | Shareholders, or groups of shareholders, are fully responsible to the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of a General Meeting of Shareholders.                                                                                                                                                                                                                                                             | Supplemented in accordance with Clause 4 Article 115 of the Law on Enterprises as amended and supplemented in 2025.                                                                                                    |
| Article 14, Clause 4, Point b | Convening an extraordinary General Meeting of Shareholders | b. ... In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting and adopting resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the | b. ... In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All reasonable expenses for convening and conducting the General Meeting of                                                                                                                                       | Amended in accordance with Clause 4a Article 140 of the Law on Enterprises as amended and supplemented in 2025.                                                                                                        |

|                               |                                                                                                    |                                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                      |
|-------------------------------|----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
|                               |                                                                                                    | General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.                                                                                  | Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.                                                                                                                                                                                                                  |                                                                                      |
| Article 16, Clause 2, Point a | Authorized representative of a shareholder and proxy to attend the General Meeting of Shareholders | A shareholder or the authorized representative of a shareholder may directly attend the meeting or authorize in writing one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3 Article 144 of the Law on Enterprises.              | Shareholders and authorized representatives of shareholders who are organizations may directly attend the meeting or authorize in writing one or several other individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.                                                                                            | Amended in accordance with Clause 1 Article 144 of the Law on Enterprises 2020.      |
| Article 21, Clause 3          | Forms and conditions for adoption of resolutions of the General Meeting of Shareholders            | Not provided                                                                                                                                                                                                                                                                                                            | The Company may use information technology in organizing meetings and voting at the General Meeting of Shareholders, including absentee voting through a secure electronic system, via the internet, telephone or other electronic methods in accordance with law. Voting by electronic means must ensure shareholder authentication, confidentiality, data integrity, and full and accurate recording of voting results. | Supplemented in line with the Law on Enterprises 2020 and Decree No. 155/2020/ND-CP. |
| Article 25, Clause 1, Point b | Self-nomination and nomination of members of the Board of Directors                                | Companies in which the candidate for the Board of Directors is currently holding the position of member of the Board of Directors, other managerial titles and interests related to such companies of the candidate for the Board of Directors (if any).                                                                | Companies in which the candidate for the Board of Directors is currently holding the position of member of the Board of Directors, member of the Board of Members, other managerial titles and interests related to such companies of the candidate for the Board of Directors (if any).                                                                                                                                  | Amended to comply with Clause 78 Article 1 of Decree No. 245/2025/ND-CP.             |
| Article 25, Clause 4, Point c | Self-nomination and nomination of members of the Board of Directors                                | A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors of up to 05 (five) other companies.                                                                                                                                                                      | A member of the Board of Directors of Company may simultaneously be a member of the Board of Directors or Board of Members in a maximum of 05 other companies.                                                                                                                                                                                                                                                            | Amended to comply with Clause 78 Article 1 of Decree No. 245/2025/ND-CP.             |
| Article 26, Clauses 1 and 3   | Composition and term of office of members of the Board of Directors                                | 1. The Board of Directors consists of 05 persons.<br>3. The structure of the Board of Directors of the Company must ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members and that there is at least 01 independent member of the Board of Directors. | 1. The Board of Directors consists of 05 members.<br>3. The structure of the Board of Directors of the Company must ensure at least one (01) independent member of the Board of Directors and at least 01 non-executive member.                                                                                                                                                                                           | Amended to comply with Clause 79 Article 1 of Decree No. 245/2025/ND-CP.             |
| Article 27,                   | Rights and obligations                                                                             | 1. To elect, dismiss and remove the                                                                                                                                                                                                                                                                                     | 1. To elect, dismiss, and remove the Chairman of                                                                                                                                                                                                                                                                                                                                                                          | To adjust the authority to sign                                                      |

|                                      |                                                              |                                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                    |
|--------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| Clause 2, Point i                    | of the Board of Directors                                    | Chairman of the Board of Directors; appoint, dismiss, enter into labor contracts with, and terminate labor contracts with the Director, Deputy Directors, Chief Accountant and other key enterprise managers of the Company; decide salaries, remuneration, bonuses and other benefits of such managers; ... | the Board of Directors; to appoint, dismiss, sign contracts with, and terminate contracts with the Director; appoint and dismiss the Vice Director and Chief Accountant of the Company, and decide on their salaries, bonuses, and other benefits; ...                                                                                                                                                                                                                                     | labor contracts for the positions of Deputy General Director and Chief Accountant in accordance with Article 18 of the Labor Code. |
| Article 27, Clause 2                 | Rights and obligations of the Board of Directors             | Not provided                                                                                                                                                                                                                                                                                                 | s. To organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, Directors, Person in charge of Corporate Governance, and other managers of the company.<br>t. To pay dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.                                                                                                                                          | Amended to comply with Clause 81 Article 1 of Decree No. 245/2025/ND-CP.                                                           |
| Article 27, Clause 3                 | Rights and obligations of the Board of Directors             | The Board of Directors must report to the General Meeting of Shareholders on the operating results of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.                   | The Board of Directors must report to the General Meeting of Shareholders on the results of the activities of Board of Directors as prescribed in Article 280 of Decree No. 155/2020/ND-CP, as amended and supplemented by Clause 82, Article 1 of Decree No. 245/2025/ND-CP.                                                                                                                                                                                                              | Amended to comply with Clause 82 Article 1 of Decree No. 245/2025/ND-CP.                                                           |
| Article 27, Clause 4                 | Rights and obligations of the Board of Directors             | Not provided                                                                                                                                                                                                                                                                                                 | Each independent member of the Board of Directors (BOD) must prepare a report evaluating the performance of BOD.                                                                                                                                                                                                                                                                                                                                                                           | Amended to comply with Clause 80 Article 1 of Decree No. 245/2025/ND-CP.                                                           |
| Article 35, Clause 4, Point c        | Appointment, dismissal, duties and powers of the Director    | c. Must not be a family member of an enterprise manager.                                                                                                                                                                                                                                                     | c. They must not be the biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, daughter-in-law, or daughter-in-law of the business manager, the representative of state capital, or the representative of enterprise capital in the Company and the holding company. | Supplemented to comply with Clause 83 Article 1 of Decree No. 245/2025/ND-CP.                                                      |
| Article 42, Clause 6, Points a and b | Obligation of honesty and avoidance of conflicts of interest | The General Meeting of Shareholders or the Board of Directors shall approve contracts and transactions between the Company and the following related persons:<br>a. Shareholders, authorized representatives of institutional shareholders holding more than 10% of the total ordinary shares of the         | The General Meeting of Shareholders or the Board of Directors approves contracts and transactions between the Company and one of the following parties:<br>a. Shareholders, authorized representatives of shareholders owning more than 10% of the Company total common stock capital and their                                                                                                                                                                                            | Amended to comply with Clause 84 Article 1 of Decree No. 245/2025/ND-CP.                                                           |

|                                               |                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                             |
|-----------------------------------------------|--------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                               |                                                              | Company, and their related persons;<br>b. Members of the Board of Directors, the Director, and their related persons;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | related parties;<br>b. Members of the Board of Directors, Directors, other managers and their related parties;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                             |
| Article 42,<br>Clause 7,<br>Points a, c and d | Obligation of honesty and avoidance of conflicts of interest | <p>7. The Board of Directors shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions as prescribed in Clause 6 of this Article with a transaction value of less than 35% of the total asset value of the Company recorded in the latest financial statements;</p> <p>c. Granting loans or guarantees with a transaction value of less than 35% of the total asset value of the Company recorded in the latest financial statements to an organization related to a member of the Board of Directors, the Director or another manager where the Company and such organization are companies within the same group or operating under a group-company structure, including parent company - subsidiary and economic group.</p> <p>d. Transactions between the Company and one of the entities prescribed in Point b Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities, with a value of less than 35%, or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction being less than 35% of the total asset value shown in the latest financial statements of the Company.</p> | <p>7. The Board of Directors shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions as stipulated in Clause 6 of this Article with a transaction value less than 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction being less than 35% of the Company total assets as recorded in the most recent financial statement;</p> <p>c. Granting loans or guarantees with a transaction value less than 35% of the Company's total assets as recorded in the most recent financial statement to related organizations of members of the Board of Directors, Directors, or other managers where the Company and that organization are companies within the same group or companies operating as a group of companies, including parent-subsidiary companies, economic groups; and that organization is not a shareholder of the Company as stipulated in Clause 2, Article 293 of Decree 155/2020/ND-CP.</p> <p>Not specified</p> | <p>Amended to comply with Clause 84 Article 1 of Decree No. 245/2025/ND-CP;</p> <p>Remove point d because the content overlaps with point a, clause 7, Article 42 of the Charter (after the update as mentioned above).</p> |
| Article 42,<br>Clause 8, Point a              | Obligation of honesty and avoidance of conflicts of interest | <p>The General Meeting of Shareholders shall approve the following contracts and transactions:</p> <p>a. Contracts and transactions as prescribed in Clause 6 of this Article with a value of 35% or more of the total asset value of the Company recorded in the latest financial</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <p>The General Meeting of Shareholders approves the following contracts and transactions:</p> <p>a. Contracts and transactions as stipulated in Clause 6 of this Article and having a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction having a value of</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <p>Amended to comply with Clause 84 Article 1 of Decree No. 245/2025/ND-CP.</p>                                                                                                                                             |

|                                      |                                                              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                             |
|--------------------------------------|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
|                                      |                                                              | statements;                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 35% or more of the total assets of the Company as recorded in the most recent financial statement.                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                             |
| Article 42, Clause 8, Points d and e | Obligation of honesty and avoidance of conflicts of interest | <p>d. Granting loans or guarantees with a value of 35% or more of the total asset value of the Company recorded in the latest financial statements to an organization related to a member of the Board of Directors, the Director or another manager where the Company and such organization are companies within the same group or operating under a group-company structure, including parent company - subsidiary and economic group.</p> <p>e. Transactions prescribed in Point b Clause 4 Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing a number of articles of the Law on Securities.</p> | <p>d. Granting loans or guarantees with a value of 35% or more of the Company total assets as stated in the most recent financial report to related organizations of members of the Board of Directors, Directors, or other managers where the Company and that organization are companies within the same group or operate as a group of companies, including holding-subsidiary companies or economic groups; and at the same time, that organization is not a shareholder of the Company as stipulated in Clause 2, Article 293 of Decree 155/2020/ND-CP.</p> | Amended to comply with Clause 84 Article 1 of Decree No. 245/2025/ND-CP; Point e is removed because it duplicates Point a after the update. |

2. In addition to the amendments and supplements set out in Section 1 of this Appendix, the new Charter also contains detailed revisions to sentence structure, wording, terminology, and certain cross-references in order to ensure consistency in both form and content of the Charter (without changing the substance).
3. Following the removal of certain provisions or the addition of new provisions, the order and sequence of certain Articles and Clauses in the new Charter shall be adjusted accordingly.
4. In the case that any legal provisions relevant to the Company's operations are not mentioned in this Charter, or in the case that any new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the Company's operations.

DRAFT

 **CHARTER**  
**IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT  
STOCK COMPANY**

Dong Nai, 2026



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## **INTRODUCTION**

This Charter of IDICO Urban and House Development Investment Joint Stock Company (hereinafter referred to as "the Company" or "UDICO") is the legal reference for all of the Company's operations.

This Charter, the decisions of the General Meeting of Shareholders and the Board of Directors (BOD), and the Company regulations, all duly approved and in accordance with relevant laws, constitute the rules and regulations governing the Company business operations.

This Charter was approved by the General Meeting of Shareholders organized on 2026 according to Resolution No. 01/NQ-DHDCCD on June 2026 (hereinafter referred to as "the Charter").

## **CHAPTER I**

### **DEFINITION OF TERMS IN THE BY LAWS**

#### **Article 1. Interpretation of Terms**

1. In this Charter, the following terms shall have the meanings as below:
  - a. "Charter Capital" means the total par value of shares sold by the Company as provided in Article 6 of this Charter.
  - b. "Law on Enterprises" means Law No. 59/2020/QH14 on June 17<sup>th</sup> 2020, as amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup> 2022 and Law No. 76/2025/QH15 on June 17<sup>th</sup> 2025.
  - c. "Law on Securities" means Law on Securities No. 54/2019/QH14 on November 26<sup>th</sup> 2019, as amended and supplemented by Law No. 56/2024/QH15 on November 29<sup>th</sup> 2024.
  - d. "Decree No. 155/2020/ND-CP" means Decree No. 155/2020/ND-CP on December 31<sup>st</sup> 2020 detailing a number of articles of the Law on Securities.
  - e. "Decree No. 245/2025/ND-CP" means Decree No. 245/2025/ND-CP on September 11<sup>th</sup> 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP.
  - f. "Voting capital" refers to share capital, whereby the owner has the right to vote on matters within the decision-making authority of the General Meeting of Shareholders;
  - g. "Vietnam" means the Socialist Republic of Vietnam.
  - h. "Date of Establishment" means the date on which the Company is first granted the enterprise registration certificate.
  - i. "Business Executives" means the Director, Vice Directors, Chief Accountant and other executives as prescribed by this Charter and the internal regulations of the Company.
  - j. "Related People" means an organization or individual having a direct or indirect relationship with the Company as specified in Clause 23 Article 4 of the Law on Enterprises, and organizations or individuals related to each other as specified in Clause 46 Article 4 of the Law on Securities.
  - k. "Business Manager" means the Chairman of the BOD, members of the BOD, and the Director.
  - l. "Shareholder" means an individual or organization holding at least one share of the Company.
  - m. "Founding Shareholder" means a shareholder holding at least one ordinary share and whose name appears on the list of founding shareholders of the Company.
  - n. "Major Shareholder" means a shareholder as defined in Clause 18 Article 4 of the Law on Securities.

- o. "Term of Operation" means the duration of operation of the Company stated in Article 2 of this Charter.
  - p. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to one or more other regulations or documents, including amendments or replacements.
  3. The headings (Chapters, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.
  4. Words or terms defined in the Enterprise Law and the Securities Law (unless they conflict with the subject matter or context) shall have similar meanings in this Charter.

## **CHAPTER II**

### **NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE**

#### **Article 2. Name, Form, Head Office, Branches, Representative Offices, Business Locations and Term of Operation**

1. **Company name**
  - a. Vietnamese name: **CÔNG TY CỔ PHẦN ĐẦU TƯ PHÁT TRIỂN NHÀ VÀ ĐÔ THỊ IDICO**
  - b. English name: **IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY**
  - c. Abbreviation: **UDICO**
  - d. Company Logo: 
2. The Company is a joint stock company with legal entity status under the laws of Vietnam.
3. The registered head office of the Company is located at:
  - a. Address: IDICO – URBIZ Building, Ton Duc Thang Street, Nhon Trach I Industrial Park, Nhon Trach Ward, Dong Nai City, Vietnam.
  - b. Telephone: (84-2513) 560614
  - c. Fax: (84-2513) 560610
  - d. E-mail: [vanphong@udico.com.vn](mailto:vanphong@udico.com.vn);
  - e. Website: <http://www.udico.com.vn>
4. The Company may establish branches and representative offices in the business area to carry out the operational objectives of company in accordance with the decisions of the BOD and within the limits permitted by law.
5. Unless terminated in accordance with Article 55 of this Charter, the Company operating period is indefinite from the date of establishment.

### **Article 3. Legal Representative of the Company**

1. The Company shall have one legal representative who shall hold the title of Director.
2. Rights and Obligations of the Legal Representative.
  - a. Rights of the Legal Representative:
    - (i) To be the individual representing the Company in exercising the rights and obligations arising from the Company transactions;
    - (ii) To represent the Company as plaintiff, defendant, or party with related rights and obligations before Arbitration and Courts;
    - (iii) Other rights as stipulated by law, this Charter, and the employment contract (if any).
  - b. Obligations of the Legal Representative:
    - (i) To exercise the assigned rights and obligations honestly, carefully, and to the best of their ability to ensure the legitimate interests of the Company;
    - (ii) To be loyal to the interests of the Company; not to use the Company information, secret, or business opportunities; not to abuse their position or authority; and not to use the Company assets for personal gain or to serve the interests of other organizations or individuals;
    - (iii) To promptly, fully, and accurately inform the Company about the enterprises in which he/she and/or his/her related parties own or hold shares or capital contributions as stipulated in the Enterprise Law.
    - (iv) To be personally liable for damages to the Company due to violations of the obligations stipulated in clauses (i), (ii), and (iii) of Point b, Clause 2 of this Article.
    - (v) Other obligations as stipulated by law, this Charter, and the employment contract (if any).

## **CHAPTER III OBJECTIVES, BUSINESS SCOPE AND OPERATIONS OF THE COMPANY**

### **Article 4. Objectives of Operation**

#### **I. Company Business Industry:**

| <b>NO</b> | <b>Name of sectors</b>                                                                                                                                                                             | <b>Code</b> |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|
| 1         | Real estate business; rights to use land owned, used or leased<br>Details: Investment in the construction and development of house, urban infrastructure, residential areas, industrial zones, and | 6810        |

|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |      |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|
|    | economic zones; Providing technical services in industrial and urban areas.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |      |
| 2  | Installation of industrial machinery and equipment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 3320 |
| 3  | Water extraction, treatment, and supply                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 3600 |
| 4  | Electrical system installation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 4321 |
| 5  | Extraction of stone, sand, gravel, and clay.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | 0810 |
| 6  | Manufacture of building materials from clay                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 2392 |
| 7  | Wholesale of solid, liquid, gas and related products<br>Details: Trading in raw materials and fuels (petroleum products)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 4671 |
| 8  | Wholesale of machinery, equipment and other machine parts<br>Details: Trading in electromechanical and refrigeration equipment for civil and industrial construction projects                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 4659 |
| 9  | Wholesale of other building materials and installation equipment<br>Details: Trading in building materials                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4673 |
| 10 | Road freight transport<br>Details: Freight transport                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 4933 |
| 11 | Mining of other non-ferrous metal ores<br>Details: Mining and processing of various ores and minerals from titanium ore (operations outside the province)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 0722 |
| 12 | Wholesale of metals and metal ores<br>Details: Buying and selling various types of ores and minerals                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 4672 |
| 13 | Architectural and related engineering consulting activities<br>Details:<br>- Design of power lines and substations.<br><br>- Design of low-voltage power supply systems, water supply and drainage systems in industrial zones, urban areas, and residential areas.<br>- Consulting on design and construction investment.<br>- Design of civil and industrial building structures.<br>- Design of electrical works with voltage levels $\leq 35\text{kV}$ .<br>- Design of electrical systems for civil and industrial buildings.<br>- Supervision of construction and completion of civil and industrial buildings and road transport projects.<br>- Supervision of construction of industrial energy projects (power lines and substations).<br>- Preparing and reviewing construction investment estimates, reviewing designs, cost estimates, and total cost estimates for civil, industrial, transportation, irrigation, hydroelectric, thermal power, agricultural, urban and industrial park infrastructure projects, and energy industrial projects (power lines and substations).<br>- Topographical and geological surveys.<br>- Environmental impact assessment.<br>- Architectural design of buildings.<br>- Interior and exterior design of buildings. | 7110 |
| 14 | Demolition                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4311 |

|    |                                                                                                                                                                                                                                                                                                                                                                                        |                |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| 15 | Site preparation                                                                                                                                                                                                                                                                                                                                                                       | 4312           |
| 16 | Completion of construction work                                                                                                                                                                                                                                                                                                                                                        | 4330           |
| 17 | Other specialized construction activities                                                                                                                                                                                                                                                                                                                                              | 4390           |
| 18 | Motor vehicle rental                                                                                                                                                                                                                                                                                                                                                                   | 7710           |
| 19 | Construction of residential buildings<br>Details: Construction of civil works                                                                                                                                                                                                                                                                                                          | 4101           |
| 20 | Construction of non residential buildings                                                                                                                                                                                                                                                                                                                                              | 4102           |
| 21 | Railway construction                                                                                                                                                                                                                                                                                                                                                                   | 4211           |
| 22 | Road construction                                                                                                                                                                                                                                                                                                                                                                      | 4212           |
| 23 | Construction of power plants<br>Details: Construction of electrical works, solar power systems, and other renewable energy projects.                                                                                                                                                                                                                                                   | 4221           |
| 24 | Construction of water supply and drainage systems                                                                                                                                                                                                                                                                                                                                      | 4222           |
| 25 | Construction of other civil engineering works                                                                                                                                                                                                                                                                                                                                          | 4299           |
| 26 | Electricity transmission and distribution<br>Details:<br>- Electricity transmission;<br>- Distribution and trading of electricity;<br>- Investment in the development of distribution grids;<br>- Management and operation of power plants, solar power systems, and renewable energy projects.                                                                                        | 3513<br>(Main) |
| 27 | Install water supply and drainage systems, heating and air conditioning systems.                                                                                                                                                                                                                                                                                                       | 4322           |
| 28 | Rental of machinery, equipment and other tangible assets without operators<br>Details: Rental of construction and civil engineering machinery and equipment without operators                                                                                                                                                                                                          | 7730           |
| 29 | Electricity Production from Renewable Energy Sources<br>Details: - Electricity production from renewable energy sources, including: hydropower, wind power, solar power, biomass power, hydrogen power from renewable energy sources, and other renewable energy sources.<br>- Management, operation, maintenance of power plants, solar power systems, and renewable energy projects. | 3512           |
| 30 | Repair and maintenance of electrical equipment.                                                                                                                                                                                                                                                                                                                                        | 3314           |
| 31 | Drainage and wastewater treatment                                                                                                                                                                                                                                                                                                                                                      | 3700           |
| 32 | Technical testing and analysis activities<br>Details: Testing, inspection, and quality assessment of electrical equipment.                                                                                                                                                                                                                                                             | 7120           |
| 33 | Intermediary or agency activities related to electricity and gas.                                                                                                                                                                                                                                                                                                                      | 3540           |

During its operation, the Company may adjust its business industry according to operational demands and applicable law. Any such changes shall be disclosed on the Company website in accordance with law and incorporated into the Charter at the nearest amendment.

2. Operational Objectives of Company:

- a. To conduct profitable business, preserve and grow shareholders' capital; to fulfill tasks as stipulated in the General Meeting of Shareholders;
- b. To develop the Company with high technological, management, and

professional standards; to closely integrate production and business with science and technology;

c. To improve management quality and investment efficiency, expand joint ventures and partnerships, enhance reputation and competitiveness in domestic and international markets;

d. To improve the living standards of employees and promote corporate culture;

e. To maintain cooperation and sustainable development of the holding company - subsidiaries.

## **Article 5 Business Scope and Operations**

The Company may conduct business activities in the registered business industry provided in this Charter and in any amended business industries duly notified to the business registration authority and disclosed on the National Business Registration Portal, where required by law. For conditional business and investment industries, UDICO must satisfy all conditions prescribed by the Law on Investment and relevant specialized laws.

## **CHAPTER IV**

### **CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

#### **Article 6 Charter Capital, Shares and Founding Shareholders**

1. The Charter Capital of the Company is VND 83,080,000,000 (*in words: eighty-three billion and eighty million Vietnam dong*).

The company total charter capital is divided into 8,308,000 (eight million, three hundred and eight thousand) shares with a par value of VND 10,000 per share (ten thousand dong per share).

2. The Company may change the Charter Capital when approved by the General Meeting of Shareholders and in compliance with law. When there is a change in the Charter Capital according to the Resolution of the General Meeting of Shareholder, Clause 1 of this Article shall be automatically amended to reflect the adjusted Charter Capital under the relevant resolution of the General Meeting of Shareholders.

3. The Company shares on the date of approving this Charter are common shares. The rights and obligations of shareholders holding each type of share are stipulated in Articles 12 and 13 of this Charter.

4. The Company may issue preference shares after the approval of the General Meeting of Shareholders and in accordance with law.

5. Common shares must be offered preferentially to existing shareholders in proportion to their shareholding in the Company, unless otherwise decided by the General Meeting of Shareholders. The BOD of the Company may decide to distribute any unsubscribed shares to shareholders and other parties under

conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may repurchase shares issued by Company in the manner prescribed in Article 10 of this Charter and applicable law.
7. The Company may issue other types of securities as prescribed by law from time to time.

#### **Article 7 Share Certificates**

1. Shareholders of the Company are issued share certificates corresponding to the number and type of shares they own.
2. Shares certificates are securities issued by the Company confirming the legal rights and interests of the owner in a portion of the Company share capital. Shares certificates must contain all the information as stipulated in Clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of submitting a complete application for transfer of share ownership as prescribed by the Company, or within 2 months from the date of full payment for the shares as stipulated in the Company share issuance plan (or other timeframe as stipulated in the issuance terms), the shareholder will be issued a share certificate. The shareholder is not required to pay the Company the cost of printing the share certificate.
4. In case of errors in the content and form of the share certificates issued by the Company, the rights and interests of the owner will not be affected. The Company legal representative is responsible for damages caused by such errors.
5. In the case that share certificates are lost, damaged, or otherwise destroyed, the shareholders shall be reissued share certificates basing on the shareholders' requests. The shareholders' requests must include the following:
  - a. Information about the lost, damaged, or destroyed share certificates; in case of loss, the shareholder must certify that they have made every effort to find it and, if found, will return it to the Company for destruction;
  - b. Commitment to be responsible for any disputes arising from the reissue of the new share certificates.

#### **Article 8. Other Securities Certificates**

Bond certificates and other securities certificates of the Company shall have the signature of the legal representative and the seal of the Company.

#### **Article 9. Transfer of Shares**

1. All shares may be freely transferred unless there are other regulations provided by this Charter or law. Restrictions on transfer shall be effective only if clearly stated on the relevant share certificate. Listed or registered shares shall be transferred in accordance with regulations in the laws of securities and the stock market.

2. Shares that have not been fully paid may not be transferred and shall not enjoy related rights such as dividends, bonus shares issued from equity, subscription rights in new offerings, or other rights under law.
3. In the case of the deceased shareholders, the heirs, either by testament or by law, of that shareholders are shareholders of the Company. In the case of the deceased shareholders, the heirs of the deceased shareholders must have a written agreement designating one or more individuals to represent the shares of deceased shareholders. The agreement must specify the number of shares each person will represent. If the shares of the deceased shareholder are held by no heirs, unidentified heirs, heirs who refuses to inherit, or heirs who is disinherited, then those shares will be handled according to the provisions of civil law. In such cases, the exercise of rights related to the shares of deceased shareholders will be suspended until there is a decision of a competent State authority to determines the person(s) entitled to represent the shares of deceased shareholders, or until the heirs reach an agreement.
4. Shareholders have the right to donate a portion or all of their shares in the Company to others; or to use the shares to pay off debts. In this case, the recipient of the donated shares or the person receiving the shares as payment for debt will become a shareholder of the Company.

#### **Article 10. Repurchase of Shares at the Decision of the Company and at the Request of Shareholders**

1. Share repurchase as decided by the Company:
  - a. The company has the right to repurchase no more than 30% of the total number of common shares sold, or a portion or all of the dividend-preferred shares sold, subject to the following regulations:
    - (i) The BOD has the right to decide to repurchase no more than 10% of the total number of shares of each type sold within 12 months; In other cases, the repurchase of shares shall be decided by the General Meeting of Shareholders or in accordance with the provisions of the Securities Law;
    - (ii) The BOD shall determine the share repurchase price. For common shares, the repurchase price shall not exceed the market price at the time of repurchase, excepts the cases provided in sub-point (iii) of this Clause. For other types of shares, if it is not stipulated by the Company and not agreed by the relevant shareholders, the repurchase price shall not be lower than the market price;
    - (iii) The Company may repurchase the shares of each shareholder in proportion to their shareholding in the Company in accordance with the following procedures:
      - (iii-1) The Company's decision to repurchase shares must be notified in a manner that ensures all shareholders are

reached within 30 days of the date the decision is approved. The notification must include the Company name and registered office address, the total number and types of shares to be repurchased, the repurchase price or pricing principles, the payment procedures and deadlines, and the procedures and deadlines for shareholders to offer their shares to the Company.

(iii-2) Shareholders who agree to sell their shares must submit a written agreement form to the Company by a method that ensures it reaches the Company within 30 days from the date the Company sends the announcement of share repurchase to the shareholder. The agreement form must include the full name, contact address, and legal document number of the individual shareholder; the name, business registration number, or legal document number of the organization shareholder; the number of shares owned and the number of shares agreed to sell; the method of payment; and the signature of the shareholder or their legal representative. The Company will only repurchase shares offered within the period mentioned above.

b. The repurchase of the own issued shares as stipulated in Point a, Clause 1 of this Article shall only be carried out when the following conditions are met:

- (i) There is a resolution of the Company General Meeting of Shareholders approving the repurchase of shares to reduce the charter capital, the repurchase plan, which clearly states the quantity, the time of implementation, and the principles for determining the repurchase price;
- (ii) Having sufficient capital to repurchase shares;
- (iii) Designating a securities company to execute the transaction;
- (iv) Meeting the conditions prescribed by relevant laws regarding conditional investment and business sectors;
- (v) Not falling under the cases specified in Clause 3, Article 36 of the Securities Law.

c. The repurchase of shares is exempted from the conditions stipulated in clauses (i), (ii), (iii) and (iv) of Point b, Clause 2 of this Article in the following cases:

- (i) Repurchase shares at the request of shareholders as stipulated in Clause 3 of this Article and Article 132 of the Enterprise Law.

- (ii) Repurchase employee shares in accordance with the regulations of Employment Stock Ownership Plan.
    - (iii) Repurchase fractional shares through a stock issuance plan to pay dividends, or issue shares from equity capital.
  - d. The company must carry out the procedures to reduce the charter capital corresponding to the total value, calculated at par value, of the shares repurchased by the company within 10 days from the date of completion of the share repurchase payment.
2. In the case when the Company repurchases employee shares according to the regulations of Employment Stock Ownership Plan:
- a. The total number of employee shares repurchased by the Company to reduce the charter capital must be reported at the Annual General Meeting of Shareholders;
  - b. The Company must carry out the procedure to reduce the charter capital corresponding to the total value calculated at par value of the repurchased shares within 10 days from the date of reporting to the Annual General Meeting of Shareholders as stipulated in Point a of this Clause.
3. Repurchase of shares at the request of shareholders:
- a. Shareholders who voted against the resolution on the reorganization of the Company or the change in the rights and obligations of shareholders as stipulated in this Charter have the right to request the Company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the intended selling price, and the reason for requesting the Company to repurchase. The request must be submitted to the Company within 10 days from the date the General Meeting of Shareholders approves the resolution on the matters stipulated in this clause.
  - b. The Company must repurchase the shares as requested by the shareholder as stipulated in Point a, Clause 3 of this Article at market price or at a price calculated according to the Company principles at each time within 90 days from the date of receiving the request. If an agreement on the price cannot be reached, the parties may request a professional valuation organization to determine the price. The Company shall introduce at least 03 professional valuation organizations for the shareholder to choose from, and that choice shall be final.

## **CHAPTER V**

### **ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL**

#### **Article 11. Organizational Structure, Governance and Control**

The organizational structure for management, administration, and control of Company includes:

1. The General Meeting of Shareholders;
2. The Board of Directors and the Auditing Committee under the Board of Directors;
3. Director.

## **CHAPTER VI**

### **SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 12. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:
  - a. To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly, through an authorized representative, or by other means permitted by this Charter and law. Each ordinary share carries one vote;
  - b. To receive dividends as decided by the General Meeting of Shareholders;
  - c. To freely transfer shares to others (excluding preferred shares issued by the Company from time to time which, according to the law, are subject to transfer restrictions);
    - i. Priority in purchasing newly offered shares in proportion to their ownership of common shares in the Company;
    - ii. Review, search, and retrieve information on the name and contact address in the list of shareholders with voting rights; request correction of inaccurate information;
    - iii. Review, search, retrieve, or copy the Company Charter, Minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
    - iv. In the case of the Company dissolution or bankruptcy, receive a portion of the remaining assets in proportion of shares in the Company;
    - v. Request the Company to repurchase shares in the cases stipulated in Clause 3, Article 10 of the Company Charter and Article 132 of the Enterprise Law;
    - vi. Having equal treatment. Each share of the same type grants shareholders equal rights, obligations, and benefits. In the case that the Company has preferred shares, the rights and obligations associated with these preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
    - vii. To have full access to ordinary and extraordinary information disclosed by the Company in accordance with the law;
    - viii. To have their legitimate rights and interests protected; to request the suspension or cancellation of resolutions and decisions of the General

Meeting of Shareholders and the BOD in accordance with the Law on Enterprises;

- ix. Other rights as prescribed by law and this Charter..
2. Shareholders or groups of shareholders holding 5% or more of the total number of common shares have the following rights:
- a. To request the BOD to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law. The request to convene a General Meeting of Shareholders must be in writing and must include the following information: full name, contact address, nationality, and legal document number of the individual shareholder; name, enterprise code or legal document number of the organization, and head office address of the organization shareholder; the number of shares and the registration date of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total number of shares of the Company; the reference and reason for requesting the convening of the General Meeting of Shareholders. The request to convene a meeting must be accompanied by documents and evidence regarding violations by the BOD, the extent of the violations, or decisions exceeding their authority. Shareholders or groups of shareholders are fully responsible to the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of the General Meeting of Shareholders.
  - b. Review, search, and extract minutes and resolutions, decisions of the BOD, semi-annual and annual financial statements, contracts, transactions requiring approval from the BOD, and other documents, excepts the documents related to trade secrets and business secrets of the Company;
  - c. Propose matters to be included in the agenda of the General Meeting of Shareholders. Submissions must be in writing and sent to the Company no later than 3 working days before the opening date. Submissions must clearly state the name of the shareholder, the number of each type of share held by the shareholder, and the proposed matter to be included in the agenda;
  - d. Other rights as prescribed by law and the Company Charter.
3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the BOD. The nomination process for the BOD is as follows:
- a. Common shareholders forming a group to nominate candidates for the BOD must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the BOD, the shareholder or group

of shareholders specified in this Clause has the right to nominate one or more individuals as decided by the General Meeting of Shareholders as candidates for the BOD. If the number of candidates nominated by the shareholder or group of shareholders is less than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the BOD or other shareholders.

### **Article 13. Obligations of Shareholders**

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares they committed to purchase.
2. Not to withdraw capital contributed in the form of ordinary shares from the Company in any form, excepts the cases where the shares are repurchased by the Company or another party. If a shareholder withdraws part or all of their contributed capital contrary to the provisions of this clause, that shareholder and any related parties in the Company shall be jointly and severally liable for the Company debts and other financial obligations to the extent of the value of the withdrawn shares and any resulting damages.
3. To comply with the Company Charter, the Internal Management Regulations, and other Company regulations.
4. Comply with the Resolutions and Decisions of the General Meeting of Shareholders and the BOD.
5. Maintain the confidentiality of information provided by the Company in accordance with the Company Charter and the law; use the provided information only to exercise and protect your legitimate rights and interests; it is strictly prohibited to disseminate, copy, or send information provided by the Company to other organizations or individuals.
6. Attend the General Meeting of Shareholders and exercise voting rights through the following methods:
  - a. Attend and vote in person at the meeting;
  - b. Authorize another individual or organization to attend and vote at the meeting;
  - c. Attend and vote via online conference, electronic voting, or other electronic means;
  - d. Send voting ballots to the meeting via mail, fax, email, and other means as prescribed by law and company regulations.
7. Be personally liable for any of the following acts committed in the name of the Company:
  - a. Violating the law;
  - b. Conducting business and other transactions for personal gain or to

- serve the interests of other organizations or individuals;
  - c. Paying debts before they are due in advance to avoid financial risks to the Company.
8. Fulfill other obligations as prescribed by applicable law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making authority of the Company.

The General Meeting of Shareholders convenes annually, within four months of the end of the fiscal year. The BOD may decide to extend the Annual General Meeting of Shareholders if necessary, but not exceeding six months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The location of the General Meeting of Shareholders is determined by where the Host attends the meeting and must be within the territory of Vietnam.

2. The BOD convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters as prescribed by law and the Company Charter, especially approving the audited annual financial statements. In the case that the Company annual financial statement audit report contains material exceptions, adverse audit opinions, or disclaimers, the Company must invite a representative of the approved auditing firm to attend the Annual General Meeting of Shareholders. The representative of the approved auditing firm is responsible for attending the Company Annual General Meeting of Shareholders.
3. The BOD must convene an Extraordinary General Meeting of Shareholders in the following cases:
- a. The BOD considers it necessary for the benefit of the Company;
  - b. The number of remaining members of the BOD is less than the minimum number of members required by law;
  - c. A shareholder or group of shareholders specified in Clause 2, Article 12 of the Company Charter requests to convene a General Meeting of Shareholders in writing as stipulated in Point a, Clause 2, Article 12 of the Company Charter. The request to convene a General Meeting of Shareholders must clearly state the reason and purpose of the meeting, have the signatures of all relevant shareholders, or the request document must be made in multiple copies and include the signatures of all relevant shareholders;
  - d. Other cases as prescribed by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders:
  - a. The BOD must convene a General Meeting of Shareholders within 30 days from the date of the occurrence of the case specified in Point b, Clause 3 of this Article or when receiving the request specified in Point c, Clause 3 of this Article;
  - b. If the BOD fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article has the right to represent the Company in convening a General Meeting of Shareholders as prescribed in the Enterprise Law.  
In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All reasonable expenses for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - c. Procedures for organizing the General Meeting of Shareholders are stipulated in Clause 5, Article 140 of the Enterprise Law and Article 18 of this Charter.

#### **Article 15. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations:
  - a. Approve the Company development orientation;
  - b. Decide on the types of shares and the total number of shares of each type authorized for sale; decide on the annual dividend rate for each type of share;
  - c. Electing, dismissing, and removing members of the BOD;
  - d. Deciding on investments or sales of assets valued at 35% or more of the total asset value recorded in the Company's most recent financial statement;
  - e. Deciding on amendments and additions to the Company Charter;
  - f. Approving annual financial statements;
  - g. Deciding on the repurchase of more than 10% of the total number of shares sold of each type;

- h. Reviewing and handling violations by members of the BOD that cause damage to the Company and the shareholders;
  - i. Deciding on the reorganization or dissolution of the Company;
  - j. Deciding on the budget or total amount of remuneration, bonuses, and other benefits for the BOD;
  - k. Approving the Internal Governance Regulations; the Operating Regulations of the BOD;
  - l. Approving the list of approved auditing firms; decide which auditing firm is approved to conduct an audit of the Company operations, and dismiss approved auditors when necessary;
  - m. Other rights and obligations as prescribed by law.
2. The Annual General Meeting of Shareholders shall discuss and approve the following matters:
- a. The Company annual business plan;
  - b. The audited annual financial statements;
  - c. The BOD report on governance and performance of the BOD and each member of the BOD; the report on the activities of the Independent Member of BOD in the Auditing Committee;
  - d. The dividend rate for each share of each type;
  - e. Other matters within the authority.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.
4. Shareholders are not allowed to participate in voting or collecting opinions in the following situations:
- a. Contracts and transactions stipulated in Clause 8, Article 42 of this Charter if the shareholder or a person related to that shareholder is a party to the contract or transaction; or
  - b. The repurchase of shares of that shareholder or a person related to that shareholder, excepts cases when the repurchase is carried out proportionally to the ownership ratio of all shareholders or the repurchase is carried out through order matching transactions on the Stock Exchange or a public tender offer as prescribed by law.

**Article 16. Authorized representatives of shareholders and authorized representatives to attend the General Meeting of Shareholders.**

- 1. Authorized Representatives of Shareholders
  - a. All shareholders, organizations or individuals, have the right to appoint authorized representatives to exercise their shareholder rights as

prescribed by law.

b. Authorization by Organizational Shareholders:

(i) Organizational shareholders have the right to appoint one or more authorized representatives to exercise their shareholder rights as prescribed by law; if more than one authorized representative is appointed, the number of shares and voting rights of each representative must be specifically determined. The appointment, termination, or change of authorized representatives must be notified in writing to the Company as soon as possible. The notification must include the following main contents:

- Name, business registration number, and registered head office address of the shareholder;
- Number of authorized representatives and the corresponding share percentage of each authorized representative;
- Full name, contact address, nationality, and legal document number of each authorized representative (applicable to individuals acting as authorized representatives); Name, business registration number, and head office address (applicable to organizations acting as authorized representatives);
- The corresponding authorization period for each authorized representative, clearly stating the starting date of the authorization;
- Full name and signature of the legal representative of the shareholder and of the authorized representative (applicable to individuals acting as authorized representatives) or the legal representative of the authorized representative (applicable to organizations acting as authorized representatives).

(ii) An organization that is a shareholder of the Company owning at least 10% of the total number of common shares may authorize a maximum of 3 representatives.

c. Authorization by an individual shareholder must also be in writing in the form prescribed by law. The content of the document designating the shareholder's authorized representative must include the following information as prescribed by law:

- (iii) Full name, contact address, nationality, legal document number, permanent address, and contact address of the shareholder;
- (iv) The number of authorized representatives and the

corresponding shareholding ratio of each authorized representative;

- (v) Full name, contact address, nationality, and legal document number of each authorized representative (applicable to individual authorized representatives); Name, business registration number, and head office address (applicable to organizational authorized representatives);
  - (vi) The corresponding authorization period for each authorized representative, clearly stating the starting date of the authorization;
  - (vii) Full name and signature of the shareholder and the authorized representative (applicable to authorized representatives who are individuals) or the legal representative of the authorized representative (applicable to authorized representatives who are organizations).
- d. The authorized representative of a shareholder must meet the following standards and conditions:
- (i) Have full legal capacity;
  - (ii) Not be subject to the prohibition on establishing and managing enterprises as stipulated in Clause 2, Article 17 of the Enterprise Law.

## 2. Authorization to attend the General Meeting of Shareholders

- a. Shareholders, or authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize one or more other individuals or organizations in writing to attend, or attend through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

The authorization for an individual or organization to represent and attend the General Meeting of Shareholders as stipulated in Clause 2 of this Article must be in writing. The authorization document must be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party. The authorized person to attend the General Meeting of Shareholders must submit the authorization document when registering to attend the meeting. In the case of sub-authorization, the meeting participant must present the original authorization document from the shareholder or the authorized representative of the shareholder (if not previously registered with the Company).

- b. The voting ballot of the authorized participant within the scope of their authorization remains valid in the case that the Company does not receive written announcement and the General Meeting of Shareholders has commenced:
  - (i) The authorizing party has died, is incapacitated, or has lost their civil capacity;
  - (ii) The authorizing party has cancelled the authorization;
  - (iii) The authorizing party has cancelled the authority of the person performing the authorization.

This clause does not apply if the Company receives written announcement of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Change the rights**

1. Changes or cancellations of special rights associated with a type of preferred shares are effective when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A General Meeting resolution concerning adverse changes to the rights and obligations of preferred shareholders is only approved if it is endorsed by preferred shareholders of the same type present at the meeting, holding 75% or more of the total number of preferred shares of that type, or by preferred shareholders of the same type holding 75% or more of the total number of preferred shares of that type in the case of a resolution approved by Written Opinion Form.
2. A meeting of shareholders holding a type of preferred shares to approve the changes mentioned above is only valid if there are at least two shareholders (or their authorized representatives) holding at least one-third of the par value of the issued shares of that type. In the case that there are not enough representatives as stated above... The meeting shall be reconvened within the following 30 days, and those holding shares of that type (regardless of the number of people and shares) present in person or through authorized representatives shall be considered to have met the required number of delegates. At the meetings mentioned above of preferred shareholders, those holding shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the meetings mentioned above.
3. The procedure for conducting such separate meetings shall be similar to the provisions in Articles 19, 20, and 21 of this Charter.
4. Otherwise stipulated in the share issuance terms, the special rights associated with preferred shares concerning some or all matters relating to the distribution of profits or assets of the Company shall not be altered when the Company issues additional shares of the same type.

#### **Article 18. Convening Meetings, Meeting Agenda, and Announcements of**

### **Meeting Invitations to the General Meeting of Shareholders**

1. The BOD shall convene annual and extraordinary General Meetings of Shareholders. The BOD shall convene extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 14 of this Charter.
2. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the meeting invitations. The Company must publish the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b. Prepare the agenda and content of the meeting;
  - c. Prepare documents for the meeting;
  - d. Draft resolutions of the General Meeting of Shareholders according to the planned content of the meeting; List and details of candidates in the list for election to the BOD (if any);
  - e. Determining the time and place of the general meeting;
  - f. Notifying and sending announcements of the General Meeting of Shareholders to all shareholders entitled to attend;
  - g. Other matters serving the general meeting.
3. The invitations to shareholders to the General Meeting of Shareholders shall be sent to all shareholders by means that ensure delivery to the shareholders' contact addresses, and shall also be published on the Company website and the State Securities Commission, and the Stock Exchange where the Company shares are registered and traded.

The person convening the General Meeting of Shareholders must send invitations to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date of the General Meeting of Shareholders (calculated from the date the notice is duly sent or transmitted).

The agenda for the General Meeting of Shareholders, and documents related to the issues to be voted on at the meeting, shall be sent to shareholders and/or posted on the Company website. If the documents are not sent with the announcement of the General Meeting of Shareholders, the invitation must clearly state the link to all meeting documents for shareholders to access, including:

- a. The agenda and documents to be used in the meeting;

- b. The list and detailed information of candidates in case of electing members of the BOD (if any);
  - c. Voting ballots;
  - d. The form for appointing representatives to attend the meeting in authorization;
  - e. Draft resolutions for each matter on the agenda..
4. Shareholders or groups of shareholders mentioned in Clause 2, Article 12 of this Charter have the right to propose matters to be included in the agenda of the General Meeting of Shareholders. Submissions must be in writing and must be submitted to the Company no later than 3 working days before the opening of the General Meeting of Shareholders. The Submission must include the shareholders' full name, permanent address, nationality, Citizen Identification Card number or National Identity Card number or Passport number or other legally valid personal identification for individual shareholders; the name, business registration number or establishment decision number, and head office address for corporate shareholders; the number and type of shares held by that shareholder; and the matters to be included in the meeting agenda.
5. The person convening the General Meeting of Shareholders may only refuse a Submission as stipulated in Clause 4 of this Article if it falls under one of the following cases:
- a. The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
  - b. At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of this Charter;
  - c. The proposed matters are not within the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders must accept and include the proposal stipulated in Clause 4 of this Article in the proposed agenda and content of the meeting, excepts the cases stipulated in Clause 5 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for holding a General Meeting of Shareholders**

- 1. A General Meeting of Shareholders shall be held when the number of shareholders attending represents more than 50% of the total voting shares.
- 2. If the first meeting does not meet the conditions for holding a meeting as prescribed in Clause 1 of this Article, the announcement of the second meeting must be sent within 30 days from the date of the first planned

meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending represents 33% or more of the total voting shares.

3. If the second meeting does not meet the requirements as stipulated in Clause 2 of this Article, the announcement of the third meeting must be sent within 20 days from the date of the planned second meeting. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders attending.

#### **Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the meeting opens, the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting have registered in the following order:
  - a. When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholder's full name, the authorized representative's full name, and the shareholder's voting number.
  - b. Shareholders or authorized representatives who arrive after the meeting has started may still register and have the right to vote immediately after registration. The Host is not obligated to stop the meeting to allow latecomers to register, and the validity of previously voted items remains unchanged.
2. The election of the Host, the Secretariat, and vote counting committee is regulated as follows:
  - a. The Chairman of the BOD shall be the Host or authorize another member of the BOD to be the Host of the General Meeting of Shareholders convened by the BOD. In the case of the Chairman's absence or temporary incapacity, the remaining members of the BOD shall elect one of them to host the meeting by majority vote.
  - b. Except for the cases as provided in Point a of this clause, the signatory convening the General Meeting of Shareholders shall direct the meeting to elect the Meeting Host, and the person with the highest number of votes shall be the Meeting Host;
  - c. The Meeting Host shall appoint one or more people to serve as meeting the Secretariat;
  - d. The meeting shall elect those responsible for counting or supervising the vote counting as proposed by the Meeting Host. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Meeting Host.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically define the time allocated for each matter in the agenda.
4. The Meeting Host has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees.
  - a. Arrange seats at the meeting place;
  - b. Ensure the safety of all individuals present at the meeting place;
  - c. Facilitate the shareholders to attend (or continue attend) the general meeting. The convenor of the General Meeting of Shareholders has the full right to modify the above measures and apply all necessary measures. These measures may include issuing entry passes or using other selection methods.
5. The General Meeting of Shareholders discusses and votes on each matter on the agenda. Voting is conducted by vote of agreement, disagreement, and no opinion. At the meeting, the votes for agreement are collected first, followed by the votes for disagreement. Finally, the total number of votes for or against is counted to make a decision. The results of the vote counting are announced by the Host immediately before the closing of the meeting.

For online General Meetings of Shareholders, the Company may use computer programs, software, and information technology services applied in voting and collecting voting cards from shareholders to facilitate shareholder attendance.
6. Shareholders or authorized representatives who arrive after the meeting has commenced may still register and have the right to vote immediately after registration; in this case, the validity of previously voted items remains unchanged.
7. The convenor or the Meeting Host of the General Meeting of Shareholders has the following rights:
  - a. To require all attendees to undergo security checks or other lawful and reasonable security measures;
  - b. To request the competent authority to maintain order at the meeting; to expel those who do not comply with the authority of the Meeting Host, intentionally disrupt order, hinder the normal progress of the meeting, or fail to comply with security checks from the General Meeting of Shareholders.
8. The Meeting Host has the right to postpone the General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date, and may only postpone or change the meeting location in the following cases:

- a. The meeting location does not have enough convenient seats for all attendees;
  - b. The communication facilities at the meeting location do not ensure that shareholders can participate, discuss, and vote;
  - c. Attendees obstruct or disrupt order, posing a risk of the meeting not being conducted fairly and legally.
9. If the Meeting Host postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Meeting Host in conducting the meeting until its conclusion; all resolutions passed at that meeting shall be effective and enforceable.
10. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Enterprise Law and Clause 3, Article 273 of Government Decree No. 155/ND-CP on December 31<sup>st</sup>, 2020.

**Article 21. Forms and Conditions for approving the Resolutions of the General Meeting of Shareholders.**

1. The General Meeting of Shareholders approves decisions within its authority by voting at the meeting or by obtaining opinions in writing.
2. The General Meeting of Shareholders approves resolutions by voting at the meeting on the following matters:
  - a. Amendments and additions to the Company Charter;
  - b. Company development orientation;
  - c. Types of shares and the total number of shares of each type;
  - d. Approval of annual financial statements;
  - e. Election, dismissal, and removal of members in the BOD;
  - f. Decisions on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
  - g. Reorganization and dissolution of the Company.
3. The Company may use information technology in organizing meetings and voting at the General Meeting of Shareholders, including absentee voting through a secure electronic system, via the internet, telephone, or other electronic methods as prescribed by law. Electronic voting must ensure shareholder authentication, data security and integrity, and the full and accurate recording of voting results.

4. Resolutions on the following matters shall be adopted if approved by shareholders representing 65% or more of the total voting rights of all shareholders attending and voting at the meeting, except as stipulated in Clauses 6 and 7 of this Article and Clause 9 of Article 22 of this Charter:

- a. Types of shares and the total number of shares of each type;
- b. Changes to the Company's business sectors and business industries;
- c. Changes to the Company's organizational and management structure;
- d. Investment projects or the sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement;
- e. Reorganization or dissolution of the Company.

5. Other resolutions are adopted when approved by shareholders representing more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except as stipulated in Clauses 4, 6, and 7 of this Article and Clause 9 of Article 22 of this Charter.

6. The election of members in the BOD must be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the BOD, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the BOD are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in this Charter is reached. If two or more candidates receive the same number of votes for the last member of the BOD, a re-election will be held among the candidates with an equal number of votes, or a selection will be made according to the criteria stipulated in the Company election regulations.

7. A resolution of the General Meeting of Shareholders concerning adverse changes to the rights and obligations of shareholders holding preferred shares shall only be adopted if it is approved by a vote of 75% or more of the total number of preferred shares of that type at the General Meeting of Shareholders or through Written Opinion Forms.

8. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and passing the resolution violate the provisions of the Enterprise Law and the Company Charter.

#### **Article 22. Authority and Procedure for Obtaining Shareholder Opinions in Writing to Pass Resolutions of the General Meeting of Shareholders**

The authority and procedure for obtaining shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following provisions:

1. The BOD has the right to obtain shareholder opinions in writing to pass resolutions of the General Meeting of Shareholders when necessary for the benefit of the Company on all matters within the authority as stipulated in Article 15 of this Charter, except for matters that must be passed by voting at the meeting as stipulated in Clause 2, Article 21 of this Charter.
2. The BOD must prepare the ballot, the draft resolution of the General Meeting of Shareholders, and the explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the ballot. The requirements and methods for sending the ballot and accompanying documents shall be implemented in accordance with Clause 3, Article 18 of this Charter.
3. The Written Opinion Forms must contain the following main contents:
  - a. Name, registered office address, and business registration number;
  - b. Purpose of collecting the opinions;
  - c. Full name, contact address, nationality, and legal document number of the individual shareholder (for individual shareholders); name, business registration number or legal document number of the organization, and registered office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder. the number of shares of each type and the number of voting rights of shareholders;
  - d. The matter requiring an opinion to reach a decision;
  - e. The voting option including "agree" or "disagree," and "no opinion" for each matter being considered;
  - f. Deadline for returning the completed Written Opinion Forms to the Company;
  - g. Full name and signature of the Chairman of the BOD.
4. Completed Written Opinion Forms must be signed by the individual shareholder, or the legal representative of the shareholder (organization or individual) authorized by the shareholder, or the legal representative of the organization authorized by the shareholder.
5. Written Opinion Forms may be sent to the Company in the following ways:
  - a. By mail: Written Opinion Forms sent to the Company must be enclosed in a sealed envelope and no one is allowed to open them before the vote counting;
  - b. By fax or email: Written Opinion Forms sent to the Company via fax or email must be kept confidential until the vote counting.
  - c. Written Opinion Forms received by the Company after the deadline specified in the ballot content, or that have been opened in the case of mail, or disclosed before the vote counting in the case of fax or email,

are invalid. Unsubmitted Written Opinion Forms are considered non-voting Written Opinion Forms.

6. The Board of Directors shall check Written Opinion Forms and prepare a vote counting report in the presence of shareholders who do not hold the position of Business Manager of the Company. The vote counting report must include the following main contents:
  - a. Name, registered office address, and business registration number;
  - b. Purpose and matters requiring a vote to pass the resolution;
  - c. Number of shareholders and total number of votes cast, distinguishing between valid and invalid votes and the method of submitting ballots, along with an appendix listing participating shareholders;
  - d. Total number of votes in favor, against, and no opinion for each matter;
  - e. Issues passed and the corresponding percentage of votes in favor;
  - f. Full name and signature of the Chairman of the BOD, the vote counter, and the vote counting supervisor.

Members of the BOD, vote counters, and vote supervisors shall be jointly liable for the integrity and accuracy of the vote counting report; and jointly liable for any damages arising from decisions made due to dishonest or inaccurate vote counting.

7. The vote counting report and resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. Sending the vote counting report and resolution may be replaced by posting them on the Company website within 24 hours from the time of completion of the vote counting.
8. The completed Written Opinion Forms, vote counting report, approved resolution, and related documents accompanying the Written Opinion Forms must all be kept at the Company head office.
9. Resolutions adopted by Written Opinion Forms of shareholders must be approved by shareholders representing more than 50% of the total voting shares and shall have the same value as resolutions adopted at a General Meeting of Shareholders, except as provided in Clause 7, Article 21 of this Charter.

#### **Article 23. Minutes and Resolutions of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, and may also be prepared in a foreign language, and shall contain the following main contents:
  - a. Name, registered office address, and business registration number of the Company;

- b. Time and place of the General Meeting of Shareholders;
- c. Meeting agenda and content;
- d. Full names of the Meeting Host and the Secretariat;
- e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each matter on the agenda;
- f. Number of shareholders and total number of votes cast by shareholders attending the meeting, appendix listing registered shareholders, shareholder representatives attending the meeting with their respective shareholdings and votes;
- g. Total number of votes cast for each voting item, clearly stating the voting method, total number of valid, invalid, agreement, disagreement and no opinion votes; corresponding percentage of the total number of votes cast by shareholders attending the meeting;
- h. Issues that have been approved and the corresponding percentage of votes in agreement;
- i. Full name and signature of the Meeting Host and the Secretariat. If the Meeting Host and the Secretariat refuse to sign the meeting minutes, these minutes shall be valid if signed by all other members of the BOD attending the meeting and containing all the content as stipulated in Clause 1 of this Article (except for point (i) of this Clause).

2. The minutes of the General Meeting of Shareholders must be completed and approved before the meeting concludes. The Meeting Host and the Secretariat of the meeting, or any other person signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of Meeting Minutes.

3. Minutes prepared in both Vietnamese and a foreign language have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language minutes, the Vietnamese version shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix listing shareholders registered to attend the meeting with their signatures (if the meeting is held in person) or list of shareholders registered to attend the meeting recorded by the electronic voting system as attending the online General Meeting of Shareholders (if the meeting is held online), authorization documents for attending the meeting, all documents attached to the minutes (if any) and related documents accompanying the meeting invitation must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company head office.

#### **Article 24. Request for cancelling the Resolutions of the General Meeting of Shareholders**

1. The resolutions of the General Meeting of Shareholders take effect from the date of their approval or from the effective date stated in the resolution, or

otherwise as prescribed by law.

2. The resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares are legal and effective even if the procedures for convening the meeting and approving the resolution violate the provisions of the Enterprise Law and the Company Charter.

3. In the case that a shareholder or group of shareholders requests the Court or Arbitration to cancel a resolution of the General Meeting of Shareholders as prescribed in Clause 4 of this Article, that resolution shall remain in effect until the Court or Arbitration's decision to cancel it takes effect, except in cases when interim injunctive measures are applied by a competent authority.

4. Within 90 days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders in writing, the shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter has the right to request the Court or Arbitration to review and cancel the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a. The procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except as stipulated in Clause 7, Article 21 of this Charter.
- b. The content of the resolution violates the law or the Company Charter.

5. In the case that a decision of the General Meeting of Shareholders is cancelled by a court or arbitration decision as stipulated in Clause 4 of this Article, the convenor of the General Meeting of Shareholders whose decision was cancelled may consider rescheduling the General Meeting of Shareholders within 30 days in accordance with the procedures stipulated in the Enterprise Law and this Charter.

## **CHAPTER VII**

### **BOARD OF DIRECTORS**

#### **Article 25. Nomination and Election of Members in the BOD**

1. If candidates for the BOD have been identified, the Company must publish information related to these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company website so that shareholders can learn about these candidates before voting. Candidates for the BOD must provide a written commitment regarding the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best

interests of the Company if elected as a member of the BOD. Information related to candidates for the BOD that is disclosed includes:

- a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other management positions (including positions of the BOD in other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any).
  - g. Companies in which the candidate for the BOD currently holds positions as a member of the BOD, a member of the Board of Members, other management positions, and any interests related to the candidate's company (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate and elect members of the BOD. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of common shares may nominate 1 candidate; from 20% to less than 30% may nominate a maximum of 2 candidates; from 30% to less than 40% may nominate a maximum of 3 candidates; from 40% to less than 50% may nominate a maximum of 4 candidates; and those holding 50% or more may nominate the full number of candidates.
- Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the BOD. Common shareholders forming a group to nominate individuals to the BOD must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.
3. If the number of candidates for the BOD, through nomination and candidacy, is still insufficient according to regulations, the incumbent BOD shall nominate additional candidates or organize nominations in accordance with the company charter, internal regulations on corporate governance, and the operating regulations of the BOD. The incumbent BOD nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the BOD in accordance with the law.
4. Members of the BOD must meet the following standards and conditions:
- a. Not be subject to the provisions of Clause 2, Article 17 of the Enterprise Law;
  - b. Possess professional qualifications and experience in business administration or in the field, industry, or profession of the Company business, and are not necessarily shareholders of the Company;

- c. A member of the Company BOD may only simultaneously be a member of the BOD or Board of Members in a maximum of 05 other companies.
5. Independent members of the BOD must meet the following standards and conditions:
- a. Not be currently employed by the Company, its holding company, or its subsidiary; not have previously worked for the Company, its holding company, or its subsidiary for at least the three consecutive years prior to the appointment;
  - b. Not currently receiving salary or remuneration from the Company, except for allowances granted to members in the BOD as stipulated;
  - c. Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling who is a major shareholder of the Company; or who is a manager of the Company or its subsidiary;
  - d. Not directly or indirectly owning at least 1% of the total voting shares of the Company;
  - e. Not having served as a member of the BOD or Auditing Committee of the Company for at least 5 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms.

An independent member of the BOD must notify the BOD of no longer meeting the above standards and conditions and will automatically cease to be an independent member of the BOD from the date they no longer meet the above standards and conditions. The BOD must notify the next General Meeting of Shareholders if an independent member of the BOD no longer meets the required standards and conditions, or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the BOD within six months from the date of receiving notification from the relevant independent member of the BOD.

#### **Article 26 Structure and Working Term of Members in the BOD**

- 1. The Board of Directors shall consist of 05 members.
- 2. The working term of Members in the BOD shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the BOD of a Company for no more than 02 consecutive terms. In the case that all members of the BOD complete their terms at the same time, those members shall continue to be members of the BOD until new members are elected to replace them and take over the work.
- 3. The structure of the Company BOD must ensure that there is at least one (01) independent member and at least one (01) non-executive member.

4. A member of the BOD shall cease to be a member of the BOD if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Enterprise Law and this Charter.
  - a. The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:
    - i. Not meeting the qualifications and conditions for membership in the BOD as stipulated in Clause 4, Article 25 of the Company Charter;
    - ii. Submitting a resignation letter and having it accepted;
    - iii. Following resolution or decision of the General Meeting of Shareholders.
  - b. The General Meeting of Shareholders shall remove a member of the BOD in the following cases:
    - (i) Not attending meetings of the BOD for 06 consecutive months, except in cases of force majeure;
    - (ii) Repeatedly or seriously violating the obligations of a member of the BOD as stipulated in the Enterprise Law and the Company Charter;
    - (iii) In accordance with resolutions and decisions of the General Meeting of Shareholders.
  - c. When necessary, the General Meeting of Shareholders shall decide to replace members of the BOD; dismiss or remove members of the BOD except in the cases stipulated in points (a) and (b) of Clause 4 of this Article.
  - d. The BOD must convene a meeting of the General Meeting of Shareholders to elect additional members of the BOD in the following cases:
    - (i) The number of members of the BOD is reduced by more than 1/3 compared to the number stipulated in the Company Charter. In this case, the BOD must convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than 1/3;
    - (ii) The number of independent members of the BOD is reduced, failing to ensure the ratio as stipulated in Clause 3, Article 26 of this Charter and Point b, Clause 1, Article 137 of the Enterprise Law. In this case, the mechanism for convening the General Meeting of Shareholders to elect additional independent members of the BOD will be applied according to the provisions of Clause 5, Article 25 of this Charter;
    - (iii) Except as stipulated in sub-clauses i and ii of Point d, Clause 4 of this Article, the General Meeting of Shareholders shall elect new

members to replace members of the BOD who have been dismissed or removed from office at the most recent meeting.

- b. The election, dismissal, removal, and replacement of members of the BOD must be announced in accordance with the law on information disclosure in the securities market.

#### **Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the governing agency of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the BOD are stipulated by law, the Company Charter, internal regulations, and decisions of the General Meeting of Shareholders. Specifically, the BOD has the following powers and obligations:
  - a. Deciding on the Company strategy, medium-term development plan, and annual business plan;
  - b. Proposing the types of shares and the total number of shares authorized for sale of each type;
  - c. Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital through other forms;
  - d. Deciding on the selling price of the Company's shares and bonds;
  - e. Deciding on the repurchase of no more than 10% of the total number of shares of each type sold within 12 months; Deciding on the repurchase price of shares as stipulated in Clause 2, Article 133 of the Enterprise Law;
  - f. Deciding on investment plans and investment projects within the authority and limits prescribed by law;
  - g. Decision on market development, marketing, and technology solutions;
  - h. Approval of purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in Point d, Clause 1, Article 15 and Clause 8, Article 42 of this Charter;
  - i. Electing, dismissing, and removing the Chairman of the BOD; Appointing, dismissing, signing contracts with, and terminating contracts with the Director; appointing and dismissing the Vice Director and Chief Accountant of the Company, and determining their salaries, bonuses, and other benefits; Appointing, dismissing, and removing the Chairman of the Board of Members and the Chairman of the Company of a wholly-owned subsidiary; Deciding on the signing and termination of contracts with the General Director (Director) of a

- wholly-owned subsidiary, and determining their salaries, bonuses, and other benefits;
- j. Appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies in which the Company has invested capital (the Company is a contributing member or shareholder), and decide on the remuneration and other benefits of those representatives;
  - k. Supervise and direct the Director and other managers in the daily operation of the Company business;
  - l. Decide on the organizational structure and internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - m. Approve the agenda and content of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or solicit opinions for the General Meeting of Shareholders to pass resolutions;
  - n. Submit the audited annual financial statements to the General Meeting of Shareholders;
  - o. Propose the dividend rate to be paid; decide on the time and procedures for paying dividends or handling losses incurred during business operations;
  - p. Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;
  - q. Developing and submitting to the General Meeting of Shareholders for approval the internal regulations on corporate governance, the operating regulations of the BOD; deciding on the issuance of the operating regulations of the Auditing Committee under the BOD and the regulations on information disclosure of the Company;
  - r. Resolving the Company's complaints against the business executives and deciding on the selection of the Company's representatives to resolve issues related to legal procedures concerning the business executives;
  - s. Organizing training and workshops on corporate governance and necessary skills for members of the BOD, Directors, Person in charge of Corporate Governance, and other managers of the Company;
  - t. Paying dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.
  - u. Other rights and obligations as prescribed by the Enterprise Law, the Securities Law, other legal regulations, and the Company Charter.
3. The BOD must report to the General Meeting of Shareholders on the results of the activities of the BOD as prescribed in Article 280 of Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020, as amended and supplemented by Clause 82, Article 1 of Decree 245/2025/ND-CP on September 11<sup>th</sup>, 2025;

4. Each independent member of the BOD must prepare a report evaluating the activities of the BOD.
5. The BOD approves resolutions and decisions by voting at meetings, obtaining opinions in writing, or other forms as prescribed in the Company Charter. Each member of the BOD or their authorized representative has one vote.
6. When performing its functions, rights, and obligations, the BOD shall strictly comply with the provisions of the law, the Company Charter, and the resolutions of the General Meeting of Shareholders. In the case that a resolution or decision passed by the BOD is contrary to the provisions of the law, the resolutions of the General Meeting of Shareholders, or the Company Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual responsibility for that resolution or decision and shall compensate the Company for the damage; members who opposed the resolution or decision shall be exempt from liability. In this case, the Company shareholders have the right to request the court to suspend or cancel the resolution or decision.

#### **Article 28. Remuneration, Bonuses, and Other Benefits of Members in the BOD**

1. The Company has the right to pay remuneration and bonuses to members of the BOD based on business results and efficiency.
2. Members in the BOD are entitled to remuneration and bonuses for their work. Remuneration is calculated based on the number of working days required to complete the tasks of Members in the BOD and the daily rate. The BOD determines the remuneration for each member by mutual agreement. The total remuneration and bonuses of the BOD are decided by the General Meeting of Shareholders at its annual meeting.
3. The remuneration of each Member in the BOD is included in the Company business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.
4. Members in the BOD holding executive positions or members in the BOD working in subcommittees of the BOD or performing other tasks outside the normal scope of duties of BOD may receive additional remuneration in the form of a lump sum payment, salary, commission, percentage of profits, or other forms as decided by the BOD.
5. Members of the BOD are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as members of the BOD, including expenses incurred in attending

meetings of the General Meeting of Shareholders, the BOD, or subcommittees of the BOD.

6. Members of the BOD may be insured by the Company for liability insurance after approval by the General Meeting of Shareholders. This insurance does not cover the liability of Members in the BOD related to violations of the law and the Company Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the BOD is elected, dismissed, or removed in the working term by the BOD from the members.
2. The Chairman of the BOD may not also hold the position of Director.
3. The Chairman of the BOD has the following rights and obligations:
  - a. To prepare the program and plan of activities of the BOD;
  - b. To prepare the agenda, content, and documents for meetings; to convene, preside over, and host the meeting of the Board of Directors to discuss and decide on matters within the authority of the BOD; To decide on whether to obtain Written Opinion Forms from Members of the BOD to approve matters in cases where it is considered unnecessary to convene an extraordinary meeting of the BOD;
  - c. To organize the adoption of resolutions and decisions of the BOD; signing resolutions, decisions, and other documents of the BOD on behalf of the BOD after obtaining the consensus of a majority of Members in the BOD on matters within the decision-making authority of the BOD;
  - d. To supervise the implementation of resolutions and decisions of the BOD;
  - e. To host the General Meeting of Shareholders;
  - f. Other rights and obligations as stipulated in the Enterprise Law and the Company Charter.
4. If the Chairman of the BOD submits a resignation letter or is dismissed or removed in the working term, the BOD must elect a replacement within 10 days from the date of receiving the resignation letter or the effective date of the decision of the BOD on the dismissal or removal of the Chairman of the BOD.
5. If the Chairman of the BOD is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the BOD. In the case that there is no authorized person or the Chairman of the BOD dies, goes missing, is detained, is serving a prison sentence, is undergoing administrative measures at a compulsory rehabilitation center or compulsory education center, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court in the working term, practicing a profession, or performing a certain job, the remaining members shall elect one of the

members to hold the position of Chairman of the BOD by a majority vote of the remaining members until a new decision is made by the BOD.

6. When necessary, the BOD shall decide to appoint a company secretary. The company secretary has the following rights and obligations:
  - a. To assist in organizing and convening meetings of the General Meeting of Shareholders and the BOD; to record meeting minutes;
  - b. To assist members of the BOD in exercising their assigned rights and obligations;
  - c. To assist the BOD in applying and implementing corporate governance principles;
  - d. To assist the company in building shareholder relations and protect the legitimate rights and interests of shareholders;
  - e. To assist the company in complying with its obligations to provide information, disclose information, and handle administrative procedures;
  - f. Other rights and obligations as stipulated in the Charter.

### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the BOD shall be elected at the first meeting of the BOD within 7 working days from the date of the conclusion of the election of the BOD for that term. This meeting shall be convened and hosted by the member with the highest number of votes. In the case that more than one member has the highest number of votes and they are equal, the members shall elect by majority vote to choose one of them to convene the meeting of the BOD.
2. The BOD shall meet at least once every quarter and may hold extraordinary meetings.
3. The Chairman of the BOD shall convene a meeting of the BOD in the following cases:
  - a. There is a request of an independent member of the BOD;
  - b. There is a request of the Director or at least 05 other managers;
  - c. There is a request of at least 02 members of the BOD;
  - d. Other cases (if any).
4. The request stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the BOD.
5. The Chairman of the BOD must convene a meeting of the BOD within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. If the Chairman of the BOD fails to convene a meeting of the BOD as requested, he/she shall be responsible for any damages incurred by

the Company; the person making the request has the right to replace the Chairman of the BOD in convening the meeting of the BOD.

6. The Chairman of the BOD or the person convening the meeting of the BOD must send an announcement of meeting at least 3 working days before the meeting date. The announcement of meeting must specify the time and place of the meeting, the agenda, the issues to be discussed and decided. The announcement of meeting must include the documents to be used at the meeting and the voting ballots of the members.

The announcement of the BOD meeting may be sent by invitation, telephone, fax, electronic means, or other methods, and must ensure that it reaches the contact address of each member in the BOD registered with the Company.

7. A BOD meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the BOD members are present.

The BOD approves resolutions and decisions by voting at the meeting or by obtaining opinions in writing. A meeting of the BOD may be held in the form of a video conference between its members when all or some members are in different locations, provided that each participating member can:

- a. Listen to each member of the BOD speaking at the meeting;
- b. Speak to all other attending members of the BOD simultaneously. Discussions among BOD members may be conducted directly by telephone or by other means of communication, or a combination of these methods. A BOD member participating in such a meeting is considered "present." The meeting location, as stipulated in this regulation, is the location where the largest number of BOD members are present, or the location where the Host is present.

Decisions made during a meeting by telephone are formally organized and conducted, taking effect immediately based on the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all BOD members who are present.

8. A BOD member is considered to have attended and voted at the meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote as stipulated in Clause 10 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic means;

- d. Sending ballots to the meeting via mail, fax, or email;
  - e. Sending ballots by other means.
9. In the case of sending ballots to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairman of the BOD no later than one hour before the meeting begins. The ballot may only be opened in the presence of all attendees.
  10. Members must attend all BOD meetings. Members may authorize another person to attend and vote on their behalf if approved by a majority of the BOD members.
  11. The BOD adopts resolutions and decisions by voting at the meeting. Each BOD member has one ballot. Resolutions and decisions of the BOD are adopted if approved by a majority (more than half) of the members present at the meeting. In the case of the same number of votes, the final decision rests with the side whose opinion is supported by the Chairman of the BOD.
  12. The BOD has the right to adopt resolutions and decisions by Written Opinion Forms on all matters within its authority as stipulated in Article 27 of this Charter. Resolutions and decisions adopted by approved Written Opinion Forms if they are supported by a majority (more than half) of the BOD members whose opinions are solicited in writing. Each BOD member has one vote. In the case of the same number of votes, the final decision rests with the side whose opinion is supported by the Chairman of the BOD.
  13. Resolutions of the BOD regarding transactions with related parties are adopted in accordance with Article 42 of this Charter and Article 167 of the Enterprise Law.

#### **Article 31. Subcommittees of the Board of Directors**

1. The BOD may establish subcommittees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee shall be decided by the BOD, with a minimum of 3 members including members of the BOD and external members. The activities of the subcommittee must comply with the regulations of the BOD. Resolutions of the subcommittee shall only be effective when a majority of members present and voting on them at the subcommittee meeting.
2. The implementation of decisions of the BOD, or of subcommittees under the BOD, must comply with current legal regulations and the provisions of the Company Charter and Internal Regulations on corporate governance.

#### **Article 32. Person in Charge of Corporate Governance**

1. The BOD must appoint at least one person in charge of corporate governance to support corporate governance. The person in charge of corporate governance may also serve as the Company Secretary or the Secretary of the Board of Directors of the Company. The working term of the person in

charge of corporate governance is decided by the BOD and may be reappointed for an unlimited number of terms.

2. The person in charge of corporate governance must meet the following standards:
  - a. Have knowledge of the law;
  - b. Not simultaneously work for an approved auditing firm that is auditing the Company's financial statements;
  - c. Other standards as prescribed by law, this Company Charter, and the decision of the BOD.
3. The person in charge of corporate governance has the following rights and obligations:
  - a. Advise the BOD on organizing the General Meeting of Shareholders as prescribed and on related matters between the Company and shareholders;
  - b. Prepare for the BOD meetings and the Meetings of General Shareholders as requested by the BOD;
  - c. Advise on meeting procedures;
  - d. Attend meetings;
  - e. Advise on procedures for drafting BOD resolutions in accordance with legal regulations;
  - f. Provide financial information, make copies of BOD meeting minutes, and other information to BOD members;
  - g. Monitor and report to the BOD on the Company information disclosure activities;
  - h. Act as the liaison with relevant stakeholders;
  - i. Maintain the confidentiality of information in accordance with legal regulations and the Company Charter;
  - j. Other rights and obligations as stipulated by law and the Company Charter.

## **CHAPTER VIII**

### **DIRECTOR AND OTHER EXECUTIVES**

#### **Article 33. Management Structure**

The Company management system must ensure that the management team is accountable to the BOD and subject to the supervision and direction of the BOD in the Company daily business operations. The Company has a Director, Vice Directors, Chief Accountant, and other management positions appointed by the BOD. The appointment, dismissal, and removal of the above-mentioned positions must be approved by a resolution or decision of the BOD, legally and validly

adopted in accordance with the provisions of this Company Charter and the Enterprise Law.

#### **Article 34. Business Executives**

1. The Company business executives include the Director, Vice Directors, Chief Accountant, and other executives as stipulated in this Company Charter and the Company internal documents.
2. Based on the Director's recommendation and the approval of the BOD, the Company may recruit other executives in a number and according to standards consistent with the Company's structure and management regulations as stipulated by the BOD. Business executives must be responsible for diligently supporting the Company in achieving its operational and organizational goals.
3. The Director receives a salary and bonuses. The Director's salary and bonuses are determined by the BOD.
4. The salary of the Business Executives is included in the Company business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 35 Appointment, dismissal, responsibilities and authority of the Director**

1. The BOD appoints one member of the BOD or hires another person to be the Director.
2. The Director is responsible for managing the Company day-to-day business operations; Subject to the supervision of the BOD; accountable to the BOD and to the law for the exercise of assigned rights and obligations.
3. The working term of the Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The appointment will automatically expire if the employment contract signed between the Director and the Company terminates without renewal.
4. The Director must meet the following standards and conditions:
  - a. Possess full civil capacity and not be subject to the prohibitions on managing enterprises as stipulated in Clause 2, Article 17 of the Enterprise Law.
  - b. Possess professional qualifications and experience in business administration suitable for the Company.
  - c. The Director must not be the biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, daughter-in-law, or daughter-in-law of the Business Manager, the representative of state capital, or the representative of the enterprise's

capital in the Company and its holding company.

5. The Director has the following rights and obligations:

- a. To decide on matters related to the Company daily business operations that are not within the authority of the BOD, including signing financial and commercial contracts on behalf of the Company, organizing and managing the Company daily business operations in accordance with the law, the Charter, and regulations, rules, resolutions, and decisions issued by the BOD;
- b. To organize the implementation of resolutions and decisions of the BOD;
- c. To organize the implementation of the Company business plan and investment plan;
- d. To propose organizational structure and internal management regulations for the Company;
- e. To appoint, dismiss, and remove management positions within the Company, except for positions under the authority of the BOD;
- f. To decide on salaries and other benefits for employees in the Company, including managers appointed by the Director;
- g. To recruit employees;
- h. To propose dividend payment plans or handle business losses;
- i. To suggest measures to improve the Company operations and management;
- j. To perform all other activities as stipulated in the Company Charter and the Company regulations, resolutions and decisions of the BOD, and legal provisions.
- k. Other rights and obligations as stipulated by law, the Company Charter, resolutions and decisions of the BOD, and employment contracts signed with the Company.

6. The Director is accountable to the BOD and the General Meeting of Shareholders for the performance of assigned duties and authority and must report to these agencies when requested.

7. The BOD may dismiss the Director when a majority of the BOD members with voting rights present at the meeting approve and appoint a new Director to replace him/her.

## **CHAPTER IX**

### **AUDITING COMMITTEE UNDER THE BOARD OF DIRECTORS**

#### **Article 36. Nomination and Election of Auditing Committee Members**

1. The Chairman of the Auditing Committee and other members of the Auditing

Committee are nominated by the BOD and are not the Business Executives.

2. The appointment of the Chairman of the Auditing Committee and other members of the Auditing Committee must be approved by the BOD at a meeting of the BOD.

#### **Article 37. Structure of the Auditing Committee**

1. The Auditing Committee shall have two or more members. The Chairman of the Auditing Committee shall include an independent member of the BOD. The other members of the Auditing Committee shall be non-executive members of the BOD.

2. Members of the Auditing Committee must have knowledge of accounting and auditing, a general understanding of the law and the Company operations, and must not fall into any of the following situations:

- a. Working in the Company accounting or finance department;
- b. Being a member or employee of an auditing organization approved to audit the Company financial statements for the three consecutive years prior to the audit.

3. The Chairman of the Auditing Committee must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

#### **Article 38. Rights and Obligations of the Auditing Committee**

The Auditing Committee has the rights and obligations as stipulated in Article 161 of the Enterprise Law, the Company Charter, and the following rights and obligations:

1. The right to access documents related to the Company operations, to exchange information with other members of the BOD, the Director, the Chief Accountant, and other managers, to gather information for the Auditing Committee activities.
2. The right to request representatives of approved audit organizations to attend and answer questions related to audited financial statements at Auditing Committee meetings.
3. The usage of external legal, accounting, or other consulting services when necessary.
4. The development and submission to the BOD policies for risk detection and management; to propose to the BOD solutions for handling risks arising in the Company operations.
5. The preparation of written report to the BOD when discovering that a member of the BOD, the Director, and other managers are not fully fulfilling their responsibilities as stipulated in the Enterprise Law and the Company Charter.
6. The development of the operating regulations of the Auditing Committee and the submission to the BOD for approval.

### **Article 39. Meetings of the Auditing Committee**

1. The Auditing Committee must meet at least twice a year. Meeting minutes must be detailed, clear, and fully preserved. The person recording the minutes and the members of the Auditing Committee attending the meeting must sign the meeting minutes.
2. The Auditing Committee approves decisions by voting at the meeting, obtaining opinions in writing, or other forms as stipulated in the operating regulations of the Auditing Committee. Each member of the Auditing Committee has one vote. A decision of the Auditing Committee is approved if it is approved by a majority of the members present at the meeting; In the case of the same number of votes, the final decision rests with the side whose opinion is supported by the Chairman of the Auditing Committee.

### **Article 40. Reporting the activities of Independent Members of the BOD in the Auditing Committee at the Annual General Meeting of Shareholders**

1. Independent members of the BOD in the Auditing Committee are responsible for reporting on their activities at the Annual General Meeting of Shareholders.
2. The report on the activities of Independent Members of the BOD in the Auditing Committee at the Annual General Meeting of Shareholders must include the following contents:
  - a. Remuneration, operating expenses, and other benefits of the Auditing Committee and each member of the Auditing Committee as stipulated in the Enterprise Law and the Company Charter;
  - b. Summary of the Auditing Committee meetings and its conclusions and recommendations;
  - c. Results of monitoring the Company financial statements, operational situation, and financial situation;
  - d. Reports assessing transactions between the Company, the subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and members of the BOD, Directors, other executives of the enterprise, and related parties of those entities; transactions between the Company and companies in which members of the BOD, Directors, or other executives of the enterprise are founding members or business manager during the three years immediately preceding the transaction;
  - e. Results of the assessment of the Company internal control and risk management system;
  - f. Results of supervision of the BOD, Directors, and other executives of the enterprise;
  - g. Results of the assessment of the coordination of activities between the Auditing Committee and the BOD, Directors, and shareholders.

**CHAPTER X**  
**RESPONSIBILITIES OF BOD MEMBERS, DIRECTORS, AND OTHER**  
**EXECUTIVES**

**Article 41. Responsibility for Care**

1. The BOD members, Directors, and other executives are responsible for performing their duties, including those as members of subcommittees of the BOD, honestly and carefully for the benefit of the Company.
2. Exercising assigned rights and obligations in accordance with the provisions of this Charter, Resolutions of the General Meeting of Shareholders, Resolutions and Decisions of the BOD, and the provisions of the law.

**Article 42. Responsibility for being honesty and avoiding conflicts of interest**

1. The BOD members, Directors, Business Managers, and other Business Executives must disclose relevant interests in accordance with the Law on Enterprises and related legal documents.
2. Members of the BOD, Directors, Business Managers, and other Business Executives, and their related parties, may only use information obtained through their positions to serve the interests of the Company.
3. Members of the BOD, Directors, Business Managers, and other Business Executives are obligated to notify the BOD in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities or their related parties, as stipulated by law. For such transactions approved by the General Meeting of Shareholders or the BOD, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.
4. Members of the BOD are not permitted to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law and the Company Charter.
5. Members of the BOD, Directors, Business Manager, and other Business Executives, and their related parties, are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.
6. The General Meeting of Shareholders or the BOD approves contracts and transactions between the Company and any of the following parties:
  - a. Shareholders, authorized representatives of shareholders owning more than 10% of the Company's total common share capital, and their related parties;
  - b. Members of the BOD, Directors, other managers, and their related parties;
  - c. Businesses that members of the BOD, Directors, and other managers of

the Company are required to declare as stipulated in Clause 2, Article 164 of the Enterprise Law.

7. The BOD approves the following contracts and transactions:
- a. Contracts and transactions as stipulated in Clause 6 of this Article and with a transaction value less than 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction being less than 35% of the total value of the Company's assets as recorded in the most recent financial statement;
  - b. Contracts and transactions for borrowing, lending, or selling assets with a value equal to or less than 10% of the total value of the Company's assets as recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders;
  - c. Granting loans or guarantees with a transaction value less than 35% of the Company total assets as recorded in the most recent financial statement to related organizations of members of the BOD, Directors, or other managers where the Company and that organization are companies within the same group or operating as a group of companies, including parent-subsidiary companies, economic groups; and at the same time, that organization is not a shareholder of the Company as stipulated in Clause 2, Article 293 of Decree 155/2020/ND-CP;

In the case of approving a contract or transaction as stipulated in Clause 7 of this Article, the Company representative signing the contract or transaction must notify the BOD of the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The BOD shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification; members of the BOD with an interest related to the parties in the contract or transaction do not have the right to vote.

8. The General Meeting of Shareholders shall approve the following contracts and transactions:
- a. Contracts and transactions as stipulated in Clause 6 of this Article and with a value of 35% or more, or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the Company total assets as recorded in the most recent financial statement.
  - b. Contracts, loan transactions, lending, and asset sales with a value exceeding 10% of the Company's total assets as recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of those shareholders;

- c. Granting loans or guarantees to members of the BOD, Directors, other managers who are not shareholders, and related individuals or organizations of these individuals or entities;
- d. Granting loans or guarantees with a value of 35% or more of the Company total assets as recorded in the most recent financial statement to related organizations of members of the BOD, Directors, or other managers where the Company and that organization are companies within the same group or operate as a group of companies, including holding-subsidiary companies, economic conglomerates; Furthermore, that organization is not a shareholder of the Company as stipulated in Clause 2, Article 293 of Decree 155/2020/ND-CP.

In the case of approving a contract or transaction as stipulated in Clause 8 of this Article, the Company representative signing the contract or transaction must notify the BOD of the relevant parties to that contract or transaction and send a draft contract or notification of the main contents of the transaction. The BOD shall present the draft contract or transaction or explain the main contents of the contract or transaction at the General Meeting of Shareholders or obtain shareholder opinions in writing. In this case, shareholders with interests related to the parties in the contract or transaction do not have the right to vote; the contract or transaction is approved according to Clauses 1 and 4, Article 148 of the Enterprise Law.

- 9. Transactions between the Company and one or more members of the BOD, Directors, other executives, and individuals or organizations related to these individuals or entities shall not be invalidated in the following cases:
  - a. For transactions with a value less than 35% of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the members of the BOD, Directors, and other executives, have been reported to the BOD and approved by a majority vote of the members of the BOD who have no related interests;
  - b. For transactions with a value of 35% or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the significant contents of this transaction, as well as the relationship and interests of the BOD members, Directors, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders by vote of shareholders without an interest in accordance with the provisions of this Charter and the Law on Enterprises.
- 10. Contracts and transactions are invalidated by court decision and processed according to the provisions of law when signed in violation of the provisions of this Article and the provisions of law; the signatories of the contract or

transaction, shareholders, BOD members, or related Directors shall be jointly liable for compensation for damages incurred and reimburse the Company for any profits obtained from the execution of such contracts or transactions.

11. Other obligations as stipulated in the Company Charter and applicable laws.

#### **Article 43. Liability for Damages and Compensation**

1. Members of the BOD, Directors, and other executives who violate their duties and responsibilities of honesty and care, or fail to fulfill their obligations, shall be liable for damages caused by their violations.
2. The Company shall consider compensating individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such individuals have been or are members of the BOD, Directors, other executives, employees, or authorized representatives of the Company who have performed or are performing duties under the Company's authorization, acting honestly and carefully in the Company interest in compliance with the law, and there is no evidence to confirm that they have violated their responsibilities.
3. Compensation costs include judgment fees, fines, and actual payments incurred (including attorney fees) when resolving these cases within the legal framework. The company may purchase insurance for these individuals to avoid the compensation liabilities mentioned above.

### **CHAPTER XI**

#### **RIGHT TO ACCESS COMPANY RECORDS AND DOCUMENTS**

##### **Article 44. Right to access records and documents**

1. Ordinary shareholders have the right to access records and documents, specifically as follows:
  - a. Ordinary shareholders have the right to examine, search, and extract information about their name and contact address in the list of shareholders with voting rights; request correction of inaccurate information about themselves; examine, search, extract, or copy the Company Charter, Minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;
  - b. Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, examine, and extract Minutes and Resolutions, Decisions of the BOD, interim and annual financial statements, contracts, transactions requiring approval from the BOD, and other documents, except for documents related to the Company trade secrets and business secrets.
2. In cases where an authorized representative of a shareholder or group of shareholders requests to examine books and records, they must include an

authorization document from the shareholder or group of shareholders they represent, or a notarized copy of this authorization document.

3. Members of the BOD, the Director, and other executives have the right to examine the Company's shareholder register, shareholder list, books, and other records for purposes related to their positions, provided that this information is kept confidential.
4. The Company must keep this Company Charter and any amendments to them, the Certificate of Business Registration, regulations, documents proving ownership of assets, Resolutions of the General Meeting of Shareholders and the BOD, Minutes of the General Meeting of Shareholders and the BOD, reports of the BOD, annual financial statements, accounting books, and other documents as prescribed by law at its head office or another location provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The Company Charter must be published on the Company website.

## **CHAPTER XII ORGANIZATIONS, EMPLOYEES AND TRADE UNIONS**

### **Article 45. Employees and Trade Unions**

1. The Director shall prepare a plan for the BOD to approve matters relating to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for employees and business executives.
2. The Director shall prepare a plan for the BOD to approve matters relating to the Company relationship with trade unions in accordance with best management standards, practices and policies, the practices and policies stipulated in this Charter, the Company regulations and applicable laws.

## **CHAPTER XIII PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the rate and the method of annual dividend payments from the Company's retained earnings.
2. The Company does not pay interest on dividend payments or payments related to a particular stock.
3. The BOD may propose to the General Meeting of Shareholders the approval of the payment of all or part of the dividend in shares, and the BOD is the agency responsible for implementing this decision.
4. In the case of dividends or other payments related to a particular stock being paid in cash, the Company must pay in Vietnamese Dong. Payment may be

made directly or through banks based on the bank account details provided by the shareholder. If the Company has transferred the funds according to the bank details provided by the shareholder, but the shareholder does not receive the money, the Company is not liable for the amount transferred to that shareholder. Dividend payments may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Enterprise Law and the Securities Law, the BOD shall pass a resolution or decision to determine a specific date for closing the shareholder list. Based on that date, those registered as shareholders or holders of other securities are entitled to receive dividends in cash or shares, and to receive announcements or other documents.
6. Other matters related to profit distribution shall be carried out in accordance with the provisions of law.

## **CHAPTER XIV**

### **BANK ACCOUNTS, FINANCIAL YEAR AND ACCOUNTING SYSTEM**

#### **Article 47. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks authorized to operate in Vietnam.
2. With prior approval from the competent authority, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 48. Allocation of Funds**

Annually, the Company allocates funds from its after-tax profit (net profit). The allocation and percentage of these funds are based on proposals from the BOD, comply with legal regulations, and are approved by the General Meeting of Shareholders.

#### **Article 49. Fiscal Year**

The fiscal year of Company begins on the first day of January each year and ends on the 31st day of December of the same year.

#### **Article 50. Accounting System**

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system issued and approved by the competent authority.
2. The Company maintains accounting books in Vietnamese and keeps accounting records in accordance with accounting laws and related laws.

These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company transactions.

3. The company uses the Vietnamese Dong as its accounting currency. If the company economic transactions are primarily conducted in a foreign currency, it may choose that foreign currency as its accounting currency, is legally responsible for that choice, and must notify the relevant tax authority.

## **CHAPTER XV**

### **ANNUAL REPORTS, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 51. Annual, Semi-Annual, and Quarterly Financial Statements**

1. The company must prepare annual financial statements, and these statements must be audited in accordance with the law. The company must publish its audited annual financial statements in accordance with the law on information disclosure on the securities market and submit them to the competent state authority.
2. Annual financial statements must include all reports, appendices, and explanatory notes as required by law on corporate accounting. Annual financial statements must truthfully and objectively reflect the Company operational situation.
3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

#### **Article 52. Annual Report**

The Company must prepare and publish an Annual Report in accordance with the law on securities and the securities market.

## **CHAPTER XVI**

### **AUDITING FIRM**

#### **Article 53. Audit**

1. The Annual General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD to decide on the selection of one of these firms to audit the Company financial statements for the following fiscal year based on the terms and conditions agreed with the BOD.
2. The audit report shall be attached to the Company annual financial statements.
3. Independent auditors conducting the audit of the Company financial statements are entitled to attend the General Meeting of Shareholders and

receive announcements and other information related to the General Meeting of Shareholders, and to express their opinions at the meeting on matters related to the audit of the Company financial statements.

## **CHAPTER XVII COMPANY STAMP**

### **Article 54. Company Stamp**

1. The stamps includes stamps made at stamp engraving establishments or stamps in the form of digital signatures as prescribed by law on electronic transactions.
2. The BOD decides on the type, quantity, form, and content of the stamp of the Company, its branches, and representative offices (if any).
3. The BOD and the Director use and manage the stamp in accordance with current laws.

## **CHAPTER XVIII COMPANY DISSOLUTION**

### **Article 55. Company Dissolution**

1. A company may be dissolved in the following cases:
  - a. By resolution or decision of the General Meeting of Shareholders;
  - b. By the revocation of the Business Registration Certificate, except where the Law on Tax Administration provides others;
  - c. Other cases as prescribed by law.
2. The dissolution of the company is decided by the General Meeting of Shareholders and implemented by the BOD. This dissolution decision must be notified to the competent authority as prescribed.

### **Article 56. Liquidation**

1. At least 6 months before the decision to dissolve the company, the BOD must establish a Liquidation Committee consisting of 3 members, in which 2 members are appointed by the General Meeting of Shareholders and 1 member is appointed by the BOD from an independent auditing firm. The Liquidation Committee prepares its operating regulations. Members of the Liquidation Committee may be selected from among the Company employees or independent experts. All expenses related to the liquidation are prioritized by the Company before other debts of the Company.
2. The Liquidation Committee is responsible for reporting its establishment date and commencement date to the Business Registration Authority. From that point onwards, the Liquidation Committee acts on behalf of the Company in all matters related to the Company liquidation to the Courts and administrative agencies.
3. The proceeds from the liquidation are paid in the following order:

- a. Liquidation expenses;
- b. Debts for salaries, severance pay, social insurance, and other benefits of employees according to Collective Labour Agreement and Signed Employment Contracts;
- c. Tax debts;
- d. Other debts of the Company;
- e. The remaining balance after all debts from (a) to (d) above have been paid is distributed to the shareholders. Preferred shares are given priority in payment.

## **CHAPTER XIX**

### **INTERNAL DISPUTE RESOLUTION**

#### **Article 57. Internal Dispute Resolution**

1. In the case of a dispute or complaint arising concerning the Company operations, the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company Charter, other legal regulations, or agreements between:

- a. Shareholders and the Company;
- b. Shareholders and the BOD, the Director, or other executives.

The parties involved shall endeavor to resolve the dispute through negotiation and conciliation. Except in cases where the dispute involves the BOD or the Chairman of the BOD, the Chairman of the BOD shall preside over the dispute resolution and require each party to present information related to the dispute within 15 working days from the date the dispute arises. In the case of a dispute involving the BOD or the Chairman of the BOD, either party may request the BOD to appoint an independent expert to mediate the dispute resolution process.

2. If a settlement is not reached within 6 weeks from the start of the mediation process, or if the mediator's decision is not accepted by the parties, one party may bring the dispute to arbitration or court.
3. The parties shall bear the costs associated with the negotiation and mediation procedures. Payment of court costs shall be made according to the court's judgment.

#### **Article 58. Right to sue members of the Board of Directors and the Director**

1. Shareholders or groups of shareholders owning at least one percent (01%) of the common shares have the right to initiate civil liability lawsuits against members of the BOD and the Director on their own behalf or on behalf of the Company in the following cases:
  - a. Violation of the obligations of the business manager as stipulated in Article 165 of the Enterprise Law and the Company Charter;

- b. Failure to perform or have incomplete performance, untimely performance, or performance contrary to the provisions of the law or the company charter, resolutions, and decisions of the BOD regarding assigned rights and obligations;
  - c. The abuse of position and using information, business secrets, business opportunities, and other assets of the company for personal gain or to serve the interests of other organizations or individuals;
  - d. Other cases as prescribed by law.
- 2. The procedures for initiating a lawsuit shall be carried out in accordance with the provisions of the law on civil procedure. Lawsuit costs in cases where a shareholder or group of shareholders sues on behalf of the company shall be included in the company expenses, except in cases where the lawsuit is dismissed.
- 3. Shareholders or groups of shareholders as stipulated in this Article have the right to review, search for, and extract necessary information as determined by the Court or Arbitration body before or during the litigation process.

## **CHAPTER XX**

### **SUPPLEMENTS AND AMENDMENTS TO THE CHAPTERS**

#### **Article 59. Supplements and amendments to the Chapters**

- 1. Supplements and amendments to the Charters must be considered and decided by the General Meeting of Shareholders of the Company.
- 2. In case there are provisions of law related to the Company operations not mentioned in this Charter, or in case there are new provisions of law different from the provisions in this Charter, those provisions of law shall automatically apply and govern the Company operations.

## **CHAPTER XXI**

### **EFFECTIVE DATE**

#### **Article 60. Effective Date**

- 1. This Charter, consisting of 21 Chapters and 60 Articles, was unanimously approved by the Company Annual General Meeting of Shareholders in 2026 on June 2026.
- 2. This Charter is made in three copies, all having equal validity, and must be kept at the Company head office.
- 3. This Charter is the sole and Official Charter of the Company and replaces the Charter approved by the Annual General Meeting of Shareholders on April 25th 2024, and any amendments to that Charter in 2025.

4. Copies or extracts of the Company Charter are valid when signed by the Legal Representative or the Chairman of the BOD or at least 1/2 of the total number of members of the BOD and stamped with the Company's seal.

**LEGAL REPRESENTATIVE  
IDICO URBAN AND HOUSE INVESTMENT  
DEVELOPMENT JOINT STOCK COMPANY  
DIRECTOR**

**Nguyen Hoang Cong**



**SUBMISSION**

Regarding amending and supplementing the internal regulations on corporate governance of UDICO Urban and House Development Investment Joint Stock Company.

To: The General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company

Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022, Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025, and guiding documents for implementation;

Based on the Securities Law No. 54/2019/QH14 on November 26<sup>th</sup>, 2019, amended and supplemented by Law No. 56/2024/QH15 on November 29<sup>th</sup>, 2024, and the implementing guidelines;

Based on the Current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company ("the Company");

Based on the Current Internal Regulations on Corporate Governance of IDICO Urban and House Development Investment Joint Stock Company ("Internal Regulations on Corporate Governance");

Based on the organizational and operational requirements of the Company

Based on current legal regulations, the Company wishes to adjust and update the contents of the Internal Regulations on Corporate Governance to ensure the compliance with the newly amended and supplemented legal documents of the Enterprise Law, the Securities Law, and Decree 245/2025/ND-CP amending and supplementing Decree 155/2020/ND-CP. The details of the adjusted and supplemented Regulations are specified in the *"Appendix - Amendments and Supplements to the Internal Regulations on Corporate Governance of IDICO Urban and House Development Investment Joint Stock Company"* attached to this Submission.

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

1. Approving the amendment and addition of the Company internal regulations on corporate governance. The amendments and additions to the internal regulations on corporate governance are specified in *"Appendix - Amendments and Additions to the Internal Regulations on Corporate Governance of IDICO Urban and House Development Investment Joint Stock Company"*.
2. Approving the draft (amended) internal regulations on corporate governance of the Company. These regulations shall take effect from the date of approval by the General Meeting of Shareholders and replace the current internal regulations on corporate governance.
3. Assigning the Chairman of the BOD of the Company to carry out the necessary procedures and sign & issue the (amended) internal regulations on corporate governance approved by the General Meeting of Shareholders in accordance with the law.

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



**Recipients:**

- As above;
- BOD;
- Saved: General Office

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN

[Signed]

Dang Viet Dung

## APPENDIX

### AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK COMPANY

1. Amendments and additions to the internal regulations on corporate governance of the IDICO Urban and House Development Investment Joint Stock Company (UDICO), including:

| Article ,<br>clause                   | Name article ,<br>clause                                                                                                                         | Content in old Regulations                                                                                                                                                                                                                                               | Content in new Regulations                                                                                                                                                           | Reason for the<br>adjustments                                                                                                                                                                                                                |
|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Article<br>2, Clause<br>1<br>Point c  | Explanation of<br>terms                                                                                                                          | c. "Business managers" include: the Chairman of the Board of Directors, members of the Board of Directors, Directors, and individuals holding other managerial positions as stipulated in Clause 1, Article 1 of the Company Charter and the Company internal documents. | c. Business managers are the Chairman of the Board of Directors (BOD), members of the Board of Directors, and Directors as stipulated in Clause 1, Article 1 of the Company Charter. | Remove the phrase "and individuals holding other managerial positions as stipulated in this Company Charter and the Company internal documents" because the Charter no longer specifies any other position considered as a business manager. |
| Article<br>4, Clause<br>7, Point<br>b | The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions by voting at the General Meeting of Shareholders. | (v). Dividend rate per share of each class;                                                                                                                                                                                                                              | No regulations                                                                                                                                                                       | This content has been removed in accordance with Clause 2, Article 21 of the Company Charter.                                                                                                                                                |
| Article<br>4, Clause<br>7, Point<br>c | The sequence and procedures for holding a General Meeting of                                                                                     | No regulations                                                                                                                                                                                                                                                           | c. The company may use information technology in organizing meetings and voting at the General Meeting of Shareholders, including remote voting through a secure                     | The supplementary content is in accordance with the provisions of the                                                                                                                                                                        |



| Article , clause     | Name article , clause                                                                              | Content in old Regulations                                                                                                                                                                                                                                                                                                           | Content in new Regulations                                                                                                                                                                                                                                                                                                | Reason for the adjustments                                                                                                      |
|----------------------|----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|
|                      | Shareholders to adopt resolutions by voting at the General Meeting of Shareholders.                |                                                                                                                                                                                                                                                                                                                                      | electronic system, via the internet, telephone, or other electronic methods as prescribed by law. Electronic voting must ensure shareholder authentication, data security and integrity, and the full and accurate recording of voting results.                                                                           | 2020 Enterprise Law and Decree 155/2020/ND-CP and is consistent with the content of the draft amended Charter.                  |
| Article 8, Clause 2  | Provide login information and cast electronic votes at the online General Meeting of Shareholders. | ...The provision of login information via email or phone will only be based on shareholder information from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository and Clearing Corporation according to the Company announcement of exercising voting rights.                                      | Providing login information via email or phone is only permitted based on shareholder information from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository and Clearing Corporation, as the Company announcement of exercising voting rights.                                         | This content has been revised to reflect current situations.                                                                    |
| Article 19 Point i   | The role, rights, and responsibilities of the BOD.                                                 | Electing, dismissing, and removing the Chairman of the BOD; appointing, dismissing, signing contracts with, and terminating contracts with the Director, Vice Director, Chief Accountant, and other key business managers of the Company; deciding on the salaries, remuneration, bonuses, and other benefits of those managers;.... | Electing, dismissing, and removing the Chairman of the Board of Directors; appointing, dismissing, signing contracts with, and terminating contracts with the Director; appointing and dismissing the Vice Director and Chief Accountant of the Company, and determining their salaries, bonuses, and other benefits; ... | This content has been amended to conform with Article 18 of the Labor Code and to be consistent with the draft amended Charter. |
| Article 19, Clause 2 | The role, rights, and responsibilities of the BOD.                                                 | No regulations                                                                                                                                                                                                                                                                                                                       | s. Organize training and workshops on corporate governance and necessary skills for members of the Board of Directors, Directors, Person in charge of Corporate Governance, and other managers of the company.                                                                                                            | This content has been added to comply with the provisions of Clause 81, Article 1 of Decree 245/2025/ND-CP on                   |

| Article , clause     | Name article , clause                                                                      | Content in old Regulations                                                                                                                                                                                                                                           | Content in new Regulations                                                                                                                                                                                                                                                        | Reason for the adjustments                                                                                                                                     |
|----------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                      |                                                                                            |                                                                                                                                                                                                                                                                      | t. Pay dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.                                                                                                                                                         | September 11 <sup>th</sup> , 2025.                                                                                                                             |
| Article 19, Clause 3 | The role, rights, and obligations of the BOD, and the responsibilities of the BOD members. | The BOD must report to the General Meeting of Shareholders on the results of the BOD operations as stipulated in Article 280 of Government Decree No. 155/2020/ND-CP on December 31 <sup>st</sup> , 2020, detailing a number of provisions of the Law on Securities. | The Board of Directors must report to the General Meeting of Shareholders on the results of the activities of the Board of Directors as prescribed in Article 280 of Decree No. 155/2020/ND-CP, as amended and supplemented by Clause 82, Article 1 of Decree No. 245/2025/ND-CP. | This content has been amended to comply with the provisions of Clause 82, Article 1 of Decree No. 245/2025/ND-CP and the content of the draft amended Charter. |
| Article 19, Clause 4 | The role, rights, and obligations of the BOD, and the responsibilities of the members.     | No regulations                                                                                                                                                                                                                                                       | Each independent member of the Board of Directors of Company must prepare a report evaluating the performance of the Board of Directors.                                                                                                                                          | This content has been amended to comply with the provisions of Clause 80, Article 1 of Decree 245/2025 and the content of the draft amended Charter.           |
| Article 20 Clause 1  | Nominating, electing, dismissing, and removing members of the BOD.                         | The BOD has 5 members.<br>..The BOD company structure must ensure that at least 1/3 of the total number of BOD members are non-executive members and that at least 1 BOD member is an independent member.                                                            | The number of Board of Directors members is 05 members.<br>... The structure of the Board of Directors of the Company must ensure that there is at least one (01) Board of Directors member who is an independent member and at least one (01) non-executive member.              | This content has been amended to comply with the provisions of Clause 79, Article 1 of Decree 245/2025 and the content of the draft amended Charter.           |

| Article , clause                           | Name article , clause                                              | Content in old Regulations                                                                                                                                         | Content in new Regulations                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Reason for the adjustments                                                                                                                           |
|--------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| Article 20, Clause 2 Point c               | Nominating, electing, dismissing, and removing members of the BOD, | c. A member of the Company BOD may simultaneously be a member of the BOD of up to five other companies.                                                            | e. A member of the Board of Directors of Company may only simultaneously be a member of the Board of Directors or the Board of Members in a maximum of 05 other companies.                                                                                                                                                                                                                                                                                                        | This content has been amended to comply with the provisions of Clause 78, Article 1 of Decree 245/2025 and the content of the draft amended Charter. |
| Article 20, Clause 6 , Point f             | Nominating, electing, dismissing, and removing members of the BOD  | f. Companies in which the BOD candidate holds BOD membership positions, other management positions, and any related interests in the candidate's company (if any). | f. Companies in which the candidate for the Board of Directors holds positions as a member of the Board of Directors, a member of the Board of Members, other management positions, and any related interests in the company of the candidate (if any).                                                                                                                                                                                                                           | This content has been amended to comply with the provisions of Clause 78, Article 1 of Decree 245/2025 and the content of the draft amended Charter. |
| Article 30 Section 2 Point b Section (iii) | Working term, standards, and qualifications for the Director       | ( iii) Must not be a family member of the Business Manager.                                                                                                        | (iii) They must not be the biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, daughter-in-law, or daughter-in-law of the business manager, representative of state capital, or representative of enterprise capital in the Company and holding company. | This content has been added to comply with the provisions of Clause 83, Article 1 of Decree 245/2025 and the Draft Amended Charter.                  |

2. In addition to the amendments and additions in Section 1 of this Appendix, the new Regulations include detailed revisions to sentence structure, expression, terminology, and some references within the Regulations to ensure consistency in form and content (without changing the meaning).

3. After the removal or addition of certain provisions, the order and sequence of some provisions in the new Regulations are also changed accordingly.
  4. In the case that there are legal provisions relating to the Company operations not addressed in these Regulations, or in the case that new legal provisions differ from the provisions in these Regulations, those legal provisions shall automatically apply and govern the Company operations.
- 



**DRAFT**

**INTERNAL REGULATIONS ON CORPORATE  
GOVERNANCE**  
**IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT  
STOCK COMPANY**

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**INTERNAL REGULATIONS ON CORPORATE GOVERNANCE  
OF IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT  
STOCK COMPANY**

Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, as amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022 ; and Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025;

Based on the Securities Law No. 54/2019/QH14 on November 26<sup>th</sup>, 2019; amended and supplemented by Law No. 56/2024/QH15 on November 29<sup>th</sup>, 2024;

Based on Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020; amending and supplementing Decree No. 245/2025/ND-CP on September 11<sup>th</sup>, 2025 of the Government detailing the implementation of a number of articles of the Securities Law;

Based on Circular No. 116/2020/TT-BTC on December 31<sup>st</sup>, 2020 , issued by the Minister of Finance, guiding some provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020, of the Government detailing the implementation of some provisions of the Securities Law;

Based on the Charter of IDICO Urban and House Development Investment Joint Stock Company, which was approved by the General Meeting of Shareholders;

Based on the Resolution No. 01/NQ-DHDCD on \_\_\_\_ / \_\_\_\_ /2026 of the Annual General Meeting of Shareholders of IDICO Urban and House Development Joint Stock Company,

The Board of Directors issues the Internal Regulations on Corporate Governance of IDICO Urban and House Development Investment Joint Stock Company. The Internal Regulations on Corporate Governance of IDICO Urban and House Development Investment Joint Stock Company include the following contents:

## **CHAPTER 1**

### **GENERAL REGULATIONS**

#### **Article 1: Scope of adjustment and applied objects**

1. Scope of Adjustment: Internal Regulations on Corporate Governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders (GMS), the Board of Directors (BOD), and the Director; the procedures for organizing the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the BOD and the Director; and other activities as stipulated in the Company Charter and other current legal regulations.

2. Applied Objects: This regulation applies to members of the BOD, the Director, and related parties.

#### **Article 2: Explanation of Terms**

1. The following terms are understood as follows:

a. Corporate governance is a system of principles, including:

- Ensuring a rational governance structure;
- Ensuring the effective operation of the BOD;
- Ensuring the rights of shareholders and related parties;
- Ensuring fair treatment among shareholders;
- Transparency in all company activities.

b. "Major shareholder" is a shareholder as defined in Clause 18, Article 4 of the Securities Law;

c. "Business managers" are Chairman of the BOD, a member of the BOD, and Director as defined in Clause 1, Article 1 of the Company Charter;

d. "Business Executives" are the Director, Vice Director, Chief Accountant, and other managers as defined in Clause 1, Article 1 of the Company Charter and internal company documents;

e. "Related parties" are organizations or individuals that have a direct or indirect relationship with the Company in the cases specifically stipulated in Clause 23, Article 4 of the Enterprise Law; and organizations or individuals that have a relationship with each other in the cases specifically stipulated in Clause 46, Article 4 of the Securities Law;

f. "Non-executive Members of the BOD" are Members of the BOD who are not Director, Vice Director, Chief Accountants, and other managers as stipulated in Clause 1, Article 1 of the Company's Charter and internal documents of the Company;

g. "Independent Members of the BOD" are members as stipulated in Clause 2, Article 155 of the Enterprise Law.

2. In these Regulations, references to one or more provisions or legal documents shall include any amendments, supplements, or replacements. If the specialized laws stipulating corporate governance differ from those in these Regulations, the provisions of those specialized laws shall apply.

3. The headings (Chapters, Articles of these Regulations) are used for easy understanding and for not affecting the content of these Regulations.

## **CHAPTER II**

### **THE GENERAL MEETING OF SHAREHOLDERS**

#### **Article 3: Role, rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders is the highest decision-making part of the company, comprising all shareholders with voting rights. The General Meeting of Shareholders includes both the Annual General Meeting and the Extraordinary General Meeting. The Annual General Meeting of Shareholders is organized once a year, within four months from the last date of the fiscal year. The BOD may decide to extend the Annual General Meeting of Shareholders if necessary, but not exceeding six months from the last date of the fiscal year.

##### **2. Rights and Obligations of the General Meeting of Shareholders**

- a. To approve the development direction of Company;
- b. To decide on the types of shares and the total number of shares of each type authorized for sale; to decide on the annual dividend rate for each type of share;
- c. To elect, dismiss, and remove members of the BOD;
- d. To decide on the investment or sale of assets with a value of more than 35% of the total asset value recorded in the Company's most recent financial statement;
- e. To decide to amend and supplement the Company Charter;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than 10% of the total number of sold shares of each type;
- h. To review and handle the violations of Members in the BOD that cause damage to the Company and the shareholders;
- i. To decide the reorganization or dissolution of the Company;
- j. To decide the budget or total amount of remuneration, bonuses, and other benefits for the BOD;
- k. To approve the Internal Regulations on Corporate Governance; the Operating Regulations of the BOD;

l. To approve the list of auditing firms; to decide that the approved auditing firm can conduct the inspection of Company operations; to dismiss approved auditors if necessary;

m. Other rights and obligations as prescribed by law.

3. The Annual General Meeting of Shareholders shall discuss and approve the following matters:

- a. The Company's annual business plan;
- b. The annual audited financial statements;
- c. Reports from the BOD on the governance and the Performance of the BOD and each individual member of the BOD; Reports on the activities of Independent Members of the BOD in the Auditing Committee;
- d. Dividend rates for each share of each type;
- e. Other matters within the authority of the Annual General Meeting of Shareholders.

**Article 4: Procedures for organizing a General Meeting of Shareholders to approve resolutions by voting at the Meeting.**

1. Authority to convene the General Meeting of Shareholders;

a. The BOD convenes the annual and extraordinary General Meeting of Shareholders. The BOD convenes the extraordinary General Meeting of Shareholders in the cases stipulated in Clause 3, Article 14 of the Company Charter.

b. Shareholders or groups of shareholders holding more than 5% of the total number of common shares have the right to represent the Company in convening the General Meeting of Shareholders as prescribed.

2. Preparation of the List of Shareholders entitled to attend the meeting, and notification of the finalizing the list of shareholders entitled to attend the General Meeting of Shareholders:

The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the invitation to shareholders to the General Meeting of Shareholders. The company must publish information of the preparation for the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.

3. Announcement of convening the General Meeting of Shareholders, agenda and content of the General Meeting of Shareholders:

a. The announcement for inviting shareholders to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures the delivery to the contact addresses of shareholders, and shall also be published on

the Company website, State Security Commission of Vietnam and the Ho Chi Minh Stock Exchange where the Company shares are registered for listing and trading.

The person convening the General Meeting of Shareholders must send the invitations to all shareholders in the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders *(calculated from the date when the invitation is duly sent or transmitted)*.

The agenda for the General Meeting of Shareholders, and documents related to the issues to be voted on at the meeting, shall be sent to shareholders and/or posted on the Company website. If the documents are not included with the invitations of the General Meeting of Shareholders, the invitations must clearly state the link to all meeting documents for shareholders to access, including:

- The agenda and documents used in the meeting;
- The list and detailed information of candidates in case there is an election for the members of the BOD (if any);
- Voting ballots;
- The form for appointing representatives to attend the General Meeting of Shareholders;
- Draft resolutions for each matter in the agenda.

b. Shareholders or groups of shareholders holding more than 5% of the total number of common shares have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. Proposals must be in writing and must be submitted to the Company no later than three (3) working days before the opening date of the General Meeting of Shareholders. The proposal must include the full name, permanent address, nationality, Citizen Identification Card number or National Identity Card number or Passport number or other legally valid personal identification for individual shareholders; the name, business tax number or establishment decision number, and head office address for organizational shareholders; the number and type of shares held by that shareholder; and the issue proposed in the meeting agenda.

c. The person convening the General Meeting of Shareholders may only refuse a proposal as stipulated in Point b, Clause 3 of this Article if it falls under one of the following cases:

- The proposal is not submitted in accordance with the provisions of Point b, Clause 3 of this Article;
- At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of the common shares as stipulated in Clause 2, Article 12 of the Company Charter;

- The proposed issue falls outside the scope of authority for discussion and approval by the General Meeting of Shareholders.

d. The person convening the General Meeting of Shareholders must accept and include the proposal issues stipulated in Point b, Clause 3 of this Article in the proposed agenda and content of the meeting, excepts the cases stipulated in Point c, Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

4. Authorization of a representative to attend the General Meeting of Shareholders:

a. Shareholders, or authorized representatives of shareholders who are organizations can directly attend the meeting or authorize one or more other individuals or organizations in writing to attend the meeting, or attend the meeting through one of the forms stipulated in Clause 3, Article 144 of the Enterprise Law.

b. The authorization of an individual or organization to represent to attend the General Meeting of Shareholders as stipulated in Point a, Clause 4 of this Article must be in writing. The authorization document must be prepared in accordance with civil law regulations and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of both the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the authorization document when registering to attend. In case of sub-authorization, the person attending the meeting must also present the original authorization document from the shareholder or the authorized representative of the shareholder (*if not previously registered with the Company*).

5. How to register to attend the General Meeting of Shareholders:

Before the meeting starts, the Company must carry out the shareholder registration procedure and must continue registration until all shareholders entitled to attend the meeting are present and registered in the following order:

- When registering shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the registration number, the shareholders' full name, the authorized representatives' full name, and the shareholders' voting rights.

- Shareholders or their authorized representatives who arrive after the meeting has started may still register and have the right to vote immediately after registration; the Host is not obligated to stop the meeting to allow late-arriving shareholders to register, and the validity of any previously voted contents remains unchanged.

6. Conditions for organizing a General Meeting of Shareholders :

- a. A General Meeting of Shareholders shall be organized when the number of shareholders in attendance represents more than 50% of the total voting rights.

- b. If the first meeting does not meet the conditions for organizing the meeting as stipulated in Point a, Clause 6 of this Article, the second invitation to the meeting must be sent within 30 days from the date of the first planned meeting. The second General Meeting of Shareholders shall be organized when the number of shareholders in attendance represents more than 33% of the total voting shares.

- c. If the second meeting does not meet the conditions for organizing the meeting as stipulated in Point b, Clause 6 of this Article, the third invitation to the meeting must be sent within 20 days from the date of the second planned meeting. The third General Meeting of Shareholders shall be organized regardless of the total number of voting shares of the attending shareholders.

#### 7. Method of approving Resolutions by the General Meeting of Shareholders:

- a. The General Meeting of Shareholders approves decisions within the authority by voting at the meeting or by obtaining opinions in writing.

- b. The General Meeting of Shareholders approves resolutions by voting at the meeting on the following matters:

- (i) The amendment and supplementation of the Company Charter;
- (ii) Company development orientation;
- (iii) Type of shares and total number of shares of each type;
- (iv) The approval of annual financial statements;
- (v) Election, dismissal, and removal of the members in the BOD;
- (vi) Decisions to invest in or sell assets worth more than 35% of the total asset value recorded in the most recent financial statements of the Company;
- (vii) Reorganization or dissolution of the Company.

- c. The Company may use information technology in organizing meetings and voting at the General Meeting of Shareholders, including absentee voting through a secure electronic system, via the internet, telephone, or other electronic methods as prescribed by law. Electronic voting must ensure shareholder authentication, data security and integrity, and the full and accurate recording of voting results.

#### 8. Voting and counting procedures; Announcement of vote counting results:

##### a. Voting Procedures:

- The General Meeting of Shareholders elects the people responsible for counting or supervising the counting as proposed by the Host. The number of

members of the Counting Committee is decided by the General Meeting of Shareholders based on the proposal of the Host.

- Voting procedures: The voting contents in the Meeting Agenda will be conducted according to the decision of the Presidium, using procedures appropriate to the proceedings of the session, specifically:

- + Voting by Ballot: The detailed contents are presented on the Ballot. Shareholders vote by marking the corresponding box they choose ( agree, disagree, no opinion) on the Ballot. The Ballot must clearly state the full name of the delegate. Then the delegate places the Ballot into the ballot box located at the polling station.

- + Voting by Voting Card: On certain other matters, shareholders raise their Voting Cards at the General Meeting as requested by the Presidium to vote on the following: Agree; Disagree; or No opinion.

The total number of votes which agree, disagree, and have no opinion for each matter will be announced at the General Meeting.

- + Voting procedure for cumulative voting: Voting for the election of the BOD members must be conducted by using cumulative voting. Accordingly, each delegate has a total number of votes corresponding to the total number of shares owned or represented multiplied by the number of members to be elected. Attending delegates have the right to allocate all of their total votes to one or more candidates.

b. Vote Counting Procedures:

- The vote counting procedure involves collecting the ballots/voting cards for "agree," then collecting the ballots/voting slips for "disagree," and finally collecting the total number of votes for "agree," "disagree," and "no opinion."

- For the cumulative voting procedure: The winning candidate is determined by the number of collected vote cards from highest to lowest, starting from the candidate with the highest number of vote cards until the required number of members is elected. In the case where two (02) or more candidates receive the same number of vote cards, a re-election will be held among the candidates with the same number of vote cards or a selection will be made according to the Company election regulations. If the results of the first election are not sufficient to elect the required number of members, the election will be held until the required number is elected.

c. Announcement of vote counting results:

After the vote counting is completed, the Vote Counting Committee will announce the results of the vote counting for each item to the Host. The results of the vote counting will be announced by the Host/Vote Counting Committee immediately before the closing of the meeting.

9. Conditions for the resolution to be approved:

- a. Resolutions on the following matters shall be approved if they are approved by shareholders representing more than 65 % of the total voting rights of all shareholders attending and voting at the meeting, except as stipulated in

Points c and d of Clause 9 of this Article and Clause 9 of Article 5 in these Regulations:

- The type of shares and the total number of shares of each type;
- Changes in industry, professions, and business sectors;
- Changes to the organizational and management structure of the company;
- Investment projects or asset sales with a value of 35% or more of the total asset value recorded in the most recent financial statement of the Company;
- Reorganize or dissolve the company.

b. Other resolutions are passed when they are approved by shareholders representing more than 50% of the total voting rights of all shareholders attending and voting at the meeting, except as stipulated in points a, c, and d of Clause 9 of this Article and Clause 9 of Article 5 in these Regulations.

c. The election of the BOD members must be conducted using cumulative voting. The elected BOD members are determined by the number of collected vote cards from highest to lowest, starting with the candidate with the highest number of vote cards until the required number of elected members stipulated in the Company Charter and election regulations is reached.

d. The resolutions of the General Meeting of Shareholders regarding adverse changes to the rights and obligations of preferred shareholders shall only be approved if they are approved by at least 75% of the total number of preferred shares of that type by voting at the General Meeting of Shareholders or through Written Opinion Forms.

e. Resolutions of the General Meeting of Shareholders are approved by 100% of the total voting shares, which are legal and effective even if the procedures for convening the meeting and approving the resolution violate the provisions of the Enterprise Law and the Company Charter.

10. Methods of disapproving the Resolutions of the General Meeting of Shareholders (as stipulated in Article 132 of the Enterprise Law):

a. Shareholders who voted to disapprove the resolution on the reorganization of the company or the change in the rights and obligations of shareholders as stipulated in the Company Charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the shareholders' names and addresses, the number of shares of each type, the intended selling price, and the reason for requesting the company to repurchase. The request must be sent to the company within 10 days from the date when the General Meeting of Shareholders approved the resolution on the matters stipulated in this clause.

b. The company must repurchase shares at the request of shareholders as stipulated in point a, clause 10 of this Article at market price or at a price calculated according to the principles stipulated in the Company Charter within 90 days from the date of receiving the request. If an agreement on the price cannot

be reached, the parties may request a valuation organization to determine the price. The company shall introduce at least three valuation organizations for shareholders to choose from, and that choice shall be final.

11. Prepare the Minutes of the General Meeting of Shareholders, Announce the Resolutions of the GMS:

a. The Minutes of the General Meeting of Shareholders must be in writing and may be audio-recorded or recorded and stored in other electronic forms. The Minutes must be written in Vietnamese and may also be written in a foreign language, and must include the following main contents:

(i) Name, address of headquarters, and business registration number;

(ii) Time and place of the GMS;

(iii) Meeting agenda and content;

(iv) Full names of the Host and the Secretariat;

(vi) Summarize the proceedings and opinions made at the General Meeting of Shareholders on each matter in the agenda;

(vii) The number of shareholders and the total number of voting rights of shareholders attending the meeting, the appendix list of registered shareholders, shareholder representatives attending the meeting with their respective shares and vote cards;

(viii) The total number of vote cards for each voting matter, including the voting procedure, the total number of valid, invalid, agree, disagree, and no opinion, and the corresponding percentage of the total number of vote cards by shareholders is presented at the meeting.

(ix) Issues that were approved and the corresponding percentage of agreeing vote cards;

(x) Full name and signature of the Host and the Secretariat. If the Host and the Secretariat refuse to sign the Meeting Minutes, the Minutes shall be valid if signed by all other members of the BOD present at the meeting and contain all the content as prescribed in point a of this clause (except for sub-point (x) of point a of this clause). The Meeting Minutes shall clearly state the refusal of the Host and the Secretariat to sign the Meeting Minutes.

b. The Minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Host and the Secretariat of the meeting, or other people signing the Minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the Meeting Minutes.

c. The Meeting Minutes prepared in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

The Minutes of the General Meeting of Shareholders shall be considered authentic evidence of the meeting agenda performed at the General Meeting of Shareholders unless objections to the content of the Meeting Minutes are raised in accordance with the prescribed procedure within ten (10) days from the date of sending the Minutes.

d. Resolutions, Minutes of the General Meeting of Shareholders, the appendix list of shareholders registered to attend the meeting with shareholder signatures (if meeting in person) or the list of shareholders registered to attend the meeting, recorded by the electronic voting system as attending the online general meeting of shareholders (if meeting online) , the authorization documents for attending the meeting, all documents attached to the Minutes (if any) and related documents attached to the announcement of meeting must be disclosed in accordance with the law and the Company Charter.

#### **Article 5 Approval of Resolutions the General Meeting of Shareholders by Written Opinion Forms**

1. The BOD has the right to collect the opinions of shareholders in writing to approve the resolutions of the General Meeting of Shareholders when necessary for the benefit of the Company on all matters within the authority as stipulated in Article 3 of these Regulations, excepts matters that must be approved by voting at the meeting as stipulated in point b, clause 7, Article 4 of these Regulations.

2. The BOD must prepare the Written Opinion Forms, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all entitled shareholders to vote no later than 10 days before the deadline for returning the Written Opinion Forms. The requirements and method for sending the Written Opinion Forms and attached documents shall be implemented in accordance with Clause 3, Article 18 of the Company Charter.

3. The Written Opinion Form must contain the following key information:

- Name, registered office address, and business registration number;
- Purpose of collecting the Written Opinion Forms;
- Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, registered office address of the organization shareholder; or full name, contact address, nationality, and legal document number of the representative of the organization shareholder; the number of shares of each type and the number of voting rights of the shareholder;
- Matters requiring the Written Opinion Forms for an approval;
- Voting options including "Agree," "Disagree," and "No opinion" for each matter;
- Deadline for returning the completed Written Opinion Forms to the Company;

- Full name and signature of the Chairman of the BOD.

4. The completed Written Opinion Forms must be signed by the individual shareholder, or the legal representative of the shareholder (organization or individual), or the authorized legal representative of the organization.

5. The Written Opinion Forms may be sent to the Company in the following ways:

a. By Letter: The Written Opinion Forms sent to the Company must be enclosed in a sealed envelope and no one is allowed to open them before the vote counting.

b. By fax or email: The Written Opinion Forms sent to the Company via fax or email must be kept confidential until the vote counting.

c. The Written Opinion Forms received by the Company after the deadline specified in the content, or that have been opened in the case of mail, or disclosed before the vote counting in the case of fax or email, are invalid. Unreturned Written Opinion Forms will be considered as not participating in the vote counting.

6. The BOD shall count the voting cards and prepare a vote counting report in the presence of shareholders who do not hold the position of Business Managers of the Company. The vote counting report must include the following main contents:

- Name, registered office address, and business registration number;

- Purpose and matters requiring the Written Opinion Forms to pass the Resolution;

- The number of shareholders and the total number of voting cards, in which there are valid and invalid voting cards, and the method of submitting the voting cards, along with an appendix listing the shareholders who participated in the voting;

- Total number of voting cards agreeing, disagreeing, and having no opinion for each matter;

- Matters approved and the corresponding percentage of voting cards agreeing;

- Full name and signature of the Chairman of the BOD, the voting inspectors, and the vote counting supervisor.

The members of the BOD, the voting inspectors, and the vote counting supervisor shall be jointly liable for the integrity and accuracy of the vote counting report; and jointly liable for any damages arising from decisions due to dishonest or inaccurate vote counting.

7. The vote counting report and resolution must be sent to shareholders within 15 days from the date of completion of the vote counting. Sending the vote counting report and resolution may be replaced by posting them on the Company

website within 24 hours from the time of completion of the vote counting.

8. The completed Written Opinion Forms, vote counting report, approved resolution, and related documents accompanying the Written Opinion Forms must all be kept at the Company head office.

9. Resolutions are approved by collecting the Written Opinion Forms of shareholders representing more than 50% of the total voting shares, and shall have the same validity as resolutions approved at the General Meeting of Shareholders, excepts cases stipulated in point d, clause 9, Article 4 of these Regulations.

### **CHAPTER III**

#### **THE GENERAL MEETING OF SHAREHOLDERS APPROVED THE RESOLUTION VIA ONLINE CONFERENCE OR A COMBINATION OF IN-PERSON AND ONLINE CONFERENCE**

##### **Article 6 Notification of the online general meeting of shareholders**

In accordance with the provisions of point a, clause 3, Article 4 of these Regulations, Voting cards/election ballots do not need to be sent with the meeting invitation announcement.

##### **Article 7 How to register for an Online General Meeting of Shareholders**

The method for registering to attend the online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is stipulated in the announcement of the General Meeting of Shareholders, including:

1. Conditions for participation:
  - Being named in the compiled list of shareholders entitled to attend the General Meeting of Shareholders according to the Company announcement of exercising the rights.
  - An authorized representative who meets the eligibility requirements as stipulated in these Regulations.
2. Technical requirements: Delegates need an electronic device with an internet connection (e.g., computer, tablet, mobile phone, other electronic device with an internet connection...).
3. Method of checking the presence of delegates attending the online General Meeting of Shareholders: Delegates are considered as attending the online General Meeting of Shareholders by the electronic voting system when they access the system using the access information provided in accordance with Article 8 of these Regulations and have conducted their electronic voting on any matters in the agenda of the online General Meeting of Shareholders.

## **Article 8 Providing Login Information and Conducting Electronic Voting at the Online General Meeting of Shareholders**

1. Information on the access link to the electronic voting system, username, password, and other identifying factors (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation announcement (or the method of login information announcement as stipulated by the BOD). Delegates are responsible for keeping their username, password, and other identifying factors confidential to ensure that only Delegates have the right to vote on the electronic voting system and are fully responsible for this registered information.

2. When Delegates request a re-issue of their login information, the Organizer of the General Meeting of Shareholders may notify them through the following methods: in person or by email/telephone. Providing login information via email or phone is only permitted based on information of the shareholders from the list of shareholders entitled to vote compiled by the Vietnam Securities Depository and Clearing Corporation, according to the Company announcement of exercising voting rights.

3. Delegates use their login name, password, or other identifying factors (if any) to access the electronic voting system and cast their electronic votes according to the agenda of the online General Meeting of Shareholders.

## **Article 9 Authorization of representatives to attend the online General Meetings of Shareholders.**

1. Shareholders shall authorize in accordance with Clause 4, Article 4 of these Regulations.

2. Some regulations to note when authorizing online:

Shareholders must comply with providing complete information to authorize online, especially providing information of the authorized party: phone number, contact address, and email address. This is the reference for assigning login names, access passwords, and other identifying elements (if any) to the authorized party.

Validity of online authorization: authorization is only legally valid when the following conditions are met:

- When the shareholder fills in all the information according to the online authorization form and completes the online authorization process.

- The authorization form is printed according to the online authorization form with full signatures, clearly stating the full names, and being stamped (if it is an organization) of both the authorizing party and the authorized party.

- The company receives the original authorization form before the official opening of the general meeting.

Cancellation of authorization for shareholders who have authorized online: Shareholders must submit a formal written request to the company to cancel their

online authorization before the official opening of the general meeting. Note that the time for recognizing the effective date of the cancellation is calculated from the time the company receives the formal written request to cancel the online authorization.

Cancellation of authorization will be invalid if the authorized representative has already voted/elected on any matter of the online general meeting agenda.

#### **Article 10 Conditions for Conducting an Online General Meeting of Shareholders**

In accordance with Clause 6, Article 4 of these Regulations.

#### **Article 11. Discussion at the Online General Meeting of Shareholders**

##### **1. Principle:**

- Discussions will only be conducted within the allotted time and will be limited to the matters presented in the agenda of the General Meeting of Shareholders.

- Only delegates are allowed to participate in the discussion;
- Delegates may register their discussion topics in the format specified in the working regulations of the General Meeting;
- The Secretariat will arrange the discussion topics of delegates in the order of registration and forward them to the Host.

##### **2. Answering the Questions of Delegates:**

- Based on the discussion topics of the delegates, the Host or a member designated by the Host will answer the questions of delegates;
- In case of time limit, questions not answered directly at the meeting will be answered by the Company later.

#### **Article 12 Method of Approving Resolutions at the Online General Meeting of Shareholders**

The online General Meeting of Shareholders approves resolutions within the authority by electronic voting.

#### **Article 13. Method of Online Voting:**

##### **1. Voting Method:**

- Delegates choose one of three voting options: Agree, Disagree, or No opinion for each matter to a vote at the General Meeting, which is pre-set in the electronic voting system.
- Delegates then confirm their vote so that the electronic voting system records the result.

##### **2. Election Voting Method:**

Current voting method: voting for the members of the BOD is conducted using the cumulative voting method. Accordingly, delegates conduct their voting by marking the "Current Voting" box or clearly writing the number of votes in the

"Number of Votes" box for the corresponding candidates on the ballot paper pre-set in the electronic voting system. Afterward, delegates proceed to confirm their votes so that the electronic voting system can record the results.

### **3. Other regulations when conducting electronic voting:**

- If delegates do not complete all voting and election issues according to the Meeting agenda, the matter not voted or elected will be considered as the delegates have not voted or elected on those.

- In case of issues arising outside the submitted Meeting agenda, delegates may vote or elect supplementary matters. If delegates do not vote or elect on these arising matters, it will be considered that the delegates have not voted or elected on those.

- Delegates can change the voting or election results (but cannot cancel the voting or election results); including the results of supplementary voting or election on issues arising outside the Meeting agenda. The online system only records vote counting for the final voting results at the time when the electronic voting ends for each vote counting round as stipulated in the working regulations of the General Meeting.

- In the case of delegates conducting their voting by number: An invalid ballot is one in which the total number of votes for other candidates is greater than (or less than) the total number of votes for the delegate representing the delegate as calculated at the time of vote counting.

- The time for electronic voting is specifically stipulated in the working regulations of the General Meeting of Shareholders. Delegates can access the electronic voting system and vote 24 hours a day and 7 (seven) days a week, except in cases of system maintenance or other reasons out of the Company control. After the voting period ends, the system will not record any further electronic voting results from delegates.

### **Article 14 Online Vote Counting Method**

- When delegates vote/elect, the number of votes cast and ballots is recorded in the system according to the principle of votes in favor, votes against, and abstentions.

- For cumulative voting, the vote counting method is recorded in the system according to the principle stipulated in Clause 2, Article 13 of these Regulations.

### **Article 15 Announcement of Vote Counting Results**

- Based on the vote counting minutes recorded as stipulated in Article 14 of these Regulations, the Vote Counting Committee will check, summarize, and report to the Chairman the results of the vote counting for each issue according to the agenda of the general meeting. The results of the vote counting will be announced by the Chairman/Vote Counting Committee immediately before the closing of the meeting.

## **Article 16 Preparation of Minutes of the Online General Meeting of Shareholders**

- This shall be carried out in accordance with the provisions of points a, b, and c, Clause 11, Article 4 of these Regulations.
- The location specified in the minutes of the online Shareholders' Meeting is the location where the Chairman of the Meeting is present to preside over the Meeting. This location must be within the territory of Vietnam.
- The method of adopting the minutes of the Shareholders' Meeting is specifically stipulated in the Company's Rules of Procedure for the Shareholders' Meeting.

## **Article 17. Publication of Resolutions and the Minutes of the General Meeting of Shareholders**

This shall be carried out in accordance with the provisions of point d, clause 11, Article 4 of these Rules.

## **Article 18. Approval of Resolutions at the General Meeting of Shareholders by a combination of in-person and online meetings**

In the case of approving a resolution at the General Meeting of Shareholders by a combination of in-person and online meetings, the following procedures must be followed:

1. Procedures for notifying the convening of the General Meeting of Shareholders: These shall be carried out in accordance with the provisions of point a, clause 3, Article 4 of these Regulations;
2. Method of registering to attend the General Meeting of Shareholders: These shall be carried out in accordance with the provisions of clause 5, Article 4 and Article 7 of these Regulations;
3. Authorization to attend the General Meeting of Shareholders: These shall be carried out in accordance with the provisions of clause 4, Article 4 and Article 9 of these Regulations;
4. Conditions for conducting the meeting: These shall be carried out in accordance with the provisions of clause 6, Article 4 of these Regulations;
5. Form of adopting resolutions of the General Meeting of Shareholders: These shall be carried out in accordance with the provisions of clause 7, Article 4 and Article 12 of these Regulations;
6. Voting method: These shall be carried out in accordance with the provisions of point a, clause 8, Article 4 and Article 13 of these Regulations;
7. Vote counting method: These shall be carried out in accordance with the provisions of point b, clause 8, Article 4, and Article 14 of these Regulations;
8. Announcing the vote count results: This shall be carried out in accordance with the provisions of point c, clause 8, Article 4 and Article 15 of these Regulations;

9. Preparing the minutes of the General Meeting of Shareholders: This shall be carried out in accordance with the provisions of points a, b, and c, clause 11, Article 4 and Article 16 of these Regulations;

10. Announcing the resolutions of the General Meeting of Shareholders: This shall be carried out in accordance with the provisions of point d, clause 11, Article 4 of these Regulations.

## **CHAPTER IV BOARD OF DIRECTORS**

### **Article 19 Role, Rights and Obligations of the Board of Directors, Responsibilities of Members in the BOD**

1. The BOD is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the BOD are stipulated by law, the Company Charter, internal regulations, and decisions of the General Meeting of Shareholders. Specifically, the BOD has the following rights and obligations:

a. Deciding on the Company strategy, medium-term development plan, and annual business plan;

b. Proposing the types of shares and the total number of shares authorized for sale of each type;

c. Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital through other forms;

d. Deciding on the selling price of the Company's shares and bonds;

e. Deciding on the repurchase of no more than 10% of the total number of shares of each type sold within a 12-month period; Deciding on the repurchase price of shares as stipulated in Clause 2, Article 133 of the Enterprise Law;

f. Deciding on investment plans and investment projects within the authority and limits prescribed by law;

g. Deciding on solutions for market development, marketing, and technology;

h. Approving contracts for buying, selling, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, except for contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, Clause 1, Article 15 and Clause 8, Article 42 of the Company's Charter;

i. Electing, dismissing, and removing the Chairman of the Board of Directors; Appointing, dismissing, signing contracts, and terminating contracts for the Director; appointing and dismissing the Vice Director and Chief Accountant of the Company, and determining their salaries, bonuses, and other benefits; appointing, dismissing, and removing the Chairman of the Board of Members and the Chairman of the subsidiaries owned by the Company; deciding on the signing and terminating the contracts for the General Director (Director) of subsidiaries having 100% charter capital of the Company and determining their salaries, bonuses, and other benefits;

j. Appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies in which the Company has invested capital (the Company is a contributing member or shareholder), and determining the remuneration and other benefits of those representatives;

k. Supervise and direct the Director and other managers in the daily operation of the Company business;

l. Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m. Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders or soliciting opinions for the General Meeting of Shareholders to approve resolutions;

n. Presenting the audited annual financial statements to the General Meeting of Shareholders;

o. Proposing the dividend rate to be paid; deciding on the timeframe and procedures for dividend payment or handling losses incurred during business operations;

p. Proposing the reorganization or dissolution of the Company; requesting the Company bankruptcy;

q. Developing and submitting to the General Meeting of Shareholders for approving the internal regulations on corporate governance, the operating regulations of the BOD; deciding on the issuance of the operating regulations of the Auditing Committee under the BOD and the regulations on information disclosure of the Company;

r. Resolving the Company complaints against the business executives as well as deciding on the selection of the Company representatives to resolve issues related to legal procedures concerning the business executives;

s. Organizing training and workshops on corporate governance and necessary skills for members of the BOD, Directors, Heads of Corporate Governance and other managers of the Company;

t. Paying dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.

s. Other rights and obligations as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Company Charter.

3. The BOD must report to the General Meeting of Shareholders on the results of the activities of the BOD as stipulated in Article 280 of Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020, as amended and supplemented by Clause 82, Article 1 of Decree 245/2025/ND-CP on September 11<sup>th</sup>, 2025;

4. Each independent member of the BOD of the company must prepare a report evaluating the activities of the BOD.

5. The BOD approves resolutions and decisions by voting at meetings, obtaining opinions in writing, or other forms as stipulated in the Company Charter. Each member of the BOD or their authorized representative has one vote.

6. When performing the functions, rights, and obligations, the BOD shall strictly comply with the provisions of the law, the Company Charter, and the resolutions of the General Meeting of Shareholders. In the case that a resolution or decision approved by the BOD is contrary to the provisions of the law, the resolutions of the General Meeting of Shareholders, or the Company Charter, and causes damages to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual consequences and shall compensate the Company for the damages; members who opposed the resolution or decisions shall be exempt from liability. In this case, the Company shareholders have the right to request the court to suspend or cancel the Resolution or Decision mentioned above.

#### **Article 20 Nomination, candidacy, election, dismissal and removal of members of the BOD**

1. Term, number and structure of the BOD.

The number of members in the BOD is 05.

The term of members in the BOD shall not exceed 05 years and may be re-elected for unlimited terms. An individual may only be elected as an independent member of the BOD of a company in no more than 02 consecutive terms. In the case that all members in the BOD complete their terms at the same time, those members shall continue to be members of the BOD until new members are elected to replace them and take over the work.

The structure of the BOD of Company must ensure that there are at least one (01) member in the BOD being an independent member and at least one (01) non-executive member.

## 2. Standards and conditions of members in the BOD

a. Not subject to the provisions of Clause 2, Article 17 of the Enterprise Law;

b. Possess professional qualifications and experience in business administration or in the company's business field, industry, or profession, and are not necessarily shareholders of the company, unless otherwise stipulated in the company's charter;

c. A member of the BOD may only simultaneously be a member of the BOD or a member of the Board of Members in a maximum of 05 other companies.

d. Independent members of the BOD must meet the following standards and conditions:

- Not currently employed by the company, its holding company, or its subsidiary; not having previously worked for the company, its holding company, or its subsidiary for at least 03 consecutive years prior to the appointment;

- Not currently receiving salary or remuneration from the company, excepts allowances granted to members of the BOD as stipulated;

- Not a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling is a major shareholder of the company; or is a manager of the company or its subsidiary;

- Not a person who directly or indirectly owns at least 1% of the total voting shares of the company;

- Not a person who has served as a member of the BOD or the Board of Supervisors of the company for at least 5 consecutive years prior to the appointment, excepts the case of being appointed for two consecutive terms.

An independent member of the BOD must notify the BOD that they no longer meet the above conditions and qualifications and will automatically cease to be an independent member of the BOD from the date they no longer meet the above standards and conditions. The BOD must notify the next General Meeting of Shareholders if an independent member of the BOD no longer meets the required standards and conditions, or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the BOD within 6 months from the date of receiving notification from the relevant independent member of the BOD.

## 3. Nomination and candidacy of members in the BOD:

a. Shareholders or groups of shareholders owning more than 10% of the total number of common shares have the right to nominate or elect members of the BOD. Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of common shares may nominate 1 candidate; from 20%

to less than 30% may nominate a maximum of 2 candidates; from 30% to less than 40% may nominate a maximum of 3 candidates; from 40% to less than 50% may nominate a maximum of 4 candidates; more than 50% of common shares may nominate all candidates.

Shareholders holding common shares have the right to combine their voting rights to nominate candidates for the BOD. Common shareholders forming a group to nominate candidates for the BOD must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.

b. If the number of nominated and elected candidates for the BOD is still insufficient according to regulations, the current BOD may introduce additional candidates or nominate candidates in accordance with the Company Charter, Internal Regulations on Corporate Governance, and the Operating Regulations of the BOD. The introduction of additional candidates by the current BOD must be clearly announced before the General Meeting of Shareholders for voting to elect members of the BOD in accordance with the law.

#### 4. Method of electing members in the BOD

Voting for members in the BOD must be conducted by using cumulative voting in which each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the BOD, and shareholders have the right to allocate all or part of their total votes to one or more candidates.

The elected members in the BOD are determined by the number of received votes, from highest to lowest, starting with the candidate with the highest number of votes until the number of members as stipulated in the Company Charter is reached. In the case that two (02) or more candidates receive the same number of votes for the last member of the BOD, a re-election will be held among those candidates with the same number of votes or a selection will be made.

#### 5. Cases of Dismissal, Removal, and Appointment of Members in the BOD

a. The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:

(i) Not meeting the qualifications and conditions for membership in the BOD as stipulated in Article 160 of the Enterprise Law and Clause 4, Article 25 of the Company Charter;

(ii) Submitting a resignation letter and having it accepted;

(iii). In accordance with resolution or decision of the General Meeting of Shareholders.

b. The General Meeting of Shareholders shall remove a member of the BOD in the following cases:

(i) Not attending the meetings of the BOD for 06 consecutive months, excepts the cases of force majeure;

(ii) Repeatedly and seriously violating the obligations of members of the BOD as stipulated in the Enterprise Law and the Company Charter;

(iii). By Resolution or Decision of the General Meeting of Shareholders.

c. When considered necessary, the General Meeting of Shareholders shall decide to replace members of the BOD; dismiss or remove members of the BOD excepts the cases stipulated in points (a) and (b) of Clause 5 of this Article.

d. The BOD must convene a General Meeting of Shareholders to elect additional members of the BOD in the following cases:

(i) The number of members in the BOD is reduced by more than one-third compared to the number stipulated in the Company Charter. In this case, the BOD must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

(ii) The number of independent members in the BOD is reduced, failing to meet the ratio stipulated in Clause 3, Article 26 of the Company Charter and Point b, Clause 1, Article 137 of the Enterprise Law; In this case, the mechanism for convening a General Meeting of Shareholders to elect additional independent members of the BOD will be applied according to the provisions of Clause 5, Article 25 of the Company Charter;

(iii) Excepts cases as provided in clauses (i) and (ii) of point d, paragraph 5 of this Article, the General Meeting of Shareholders shall elect new members to replace members of the BOD who have been dismissed or removed from office at the most recent meeting.

d. After the decision to elect, dismiss, remove, or replace members of the BOD is made, the information must be disclosed in accordance with the law on information disclosure in the securities market.

#### 6. Method of introducing candidates to the BOD

If candidates for the BOD have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company website so that shareholders can learn about these candidates before voting. Candidates for the BOD must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the BOD. Information related to candidates for the BOD that is disclosed includes:

a. Full name, date of birth (day, month, year);

b. Professional qualifications;

c. Work experience;

d. Other management positions (including positions in the BOD of other companies);

e. Interests related to the Company and its related parties;

f. Other information (if any);

g. Companies in which the candidate for the BOD currently holds positions as a member of the BOD, a member of the Board of Members, other management positions, and any interests related to the candidate's company (if any).

7. Election, dismissal, and removal of the Chairman of the BOD:

a. The Chairman of the BOD is elected, dismissed, or removed by the BOD from the members. The Chairman of the BOD is elected at the first meeting of the BOD term within 7 working days from the end date of the election of the BOD for that term.

b. In the case that the Chairman of the BOD submits a resignation letter or is dismissed or removed from the BOD, the BOD must elect a replacement person within 10 days from the date of receiving the resignation letter or the effective date of the decision of the BOD on the dismissal or removal of the Chairman.

#### **Article 21 Remuneration, Bonuses, and Other Benefits of Members in the BOD**

1. The Company has the right to pay remuneration and bonuses to the members in the BOD based on business results and efficiency.

2. Members of the BOD are entitled to remuneration and bonuses.

Work-related remuneration is calculated based on the number of working days required to complete the tasks of the members in the BOD and the daily remuneration rate. The BOD shall determine the remuneration for each member based on agreement. The total amount of remuneration and bonuses for the BOD shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member in the BOD shall be included in the Company's business expenses in accordance with the law on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and shall be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the BOD holding executive positions, or members of the BOD working in subcommittees of the BOD, or performing other duties outside the normal scope of duties of the members in the BOD, may receive additional remuneration in the form of a lump-sum payment, salary, commission, profit sharing, or other forms as decided by the BOD.

5. Members of the BOD are entitled to reimbursement of all travel, accommodation, and other reasonable expenses incurred in performing their duties as members of the BOD, including expenses incurred in attending meetings of the General Meeting of Shareholders, the BOD, or subcommittees of the BOD.

6. Members of the BOD may be covered by liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the BOD related to violations of the law and the Company Charter.

## **Article 22 Procedures for holding the Board of Directors meetings**

1. The BOD must meet at least once every quarter and may hold extraordinary meetings.

2. The Chairman of the BOD must convene a meeting of the BOD within 7 working days from the date of receiving the request in the following cases. If the Chairman of the BOD fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the BOD in convening the meeting.

- a. Based on a proposal from an independent member of the BOD;
- b. Based on a proposal from the Director or at least 05 other managers;
- c. Based on a proposal from at least 02 members of the BOD;
- d. Other cases (if any).

Proposals for regulations under this clause must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the BOD to make decisions.

3. The Chairman of the BOD or the person convening the meeting of the BOD must send an announcement of meeting at least 3 working days before the meeting date. The announcement of meeting must specify the time and place of the meeting, the agenda, the matters to be discussed and decided. The announcement of meeting must include the documents to be used at the meeting and the voting ballots of the members.

The announcement of the BOD meeting may be sent by invitation, telephone, fax, electronic means, or other methods, and must ensure that it reaches the contact address of each member of the BOD registered with the Company.

4. A meeting of the BOD shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members in the BOD are present.

The BOD adopts resolutions and decisions by voting at meetings or by Written Opinion Forms. Meetings of the BOD may be held via video conference between members when all or some members are in different places, provided that each participating member can:

a. Listen to each member in the BOD participating in a discussion at the meeting;

b. Speak to all other attending members in the BOD simultaneously. Discussions among members in the BOD may be conducted in person by telephone, or other means of communication, or a combination of these methods. A member of the BOD participating in such a meeting is considered "present." The meeting location, as stipulated in this regulation, is the location where the largest number of members of the BOD are present, or the location where the Meeting Host is present.

Decisions made during a formal meeting held and conducted by telephone take effect immediately after the conclusion of the meeting, but must be confirmed by the signatures in the Minutes of all members in the BOD present at the meeting.

5. Members of the BOD are considered to have attended and voted at the meeting in the following cases:

a. Attending and voting in person at the meeting;

b. Authorizing another person to attend and vote on their behalf as stipulated in Clause 6 of this Article;

c. Attending and voting through online conference, electronic voting, or other electronic means;

d. Sending ballots to the meeting via mail, fax, email, and other means.

e. In the case of sending ballots to the meeting via mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD no later than one hour before the meeting begins. Ballots may only be opened in the presence of all attendees.

6. Members must attend all meetings of the BOD. Members may authorize other people to attend and vote on their behalf if approved by a majority of the members of the BOD.

7. The BOD adopts resolutions and decisions by voting at meetings. Resolutions and decisions of the BOD are adopted if approved by a majority (more than half) of the members present at the meeting. In case of the same number of votes, the final decision rests with the side whose opinion is supported by the Chairman of the BOD.

Resolutions and decisions made through Written Opinion Forms are adopted if approved by a majority (more than half) of the BOD members whose opinions are solicited in writing. In case of the same number of votes, the final decision rests with the side whose opinion is supported by the Chairman. These resolutions and decisions have the same effect and value as resolutions and decisions approved by the BOD members at meetings convened and organized ordinarily.

a. Except as provided in point b, clause 7 of this Article, each member of the BOD or their authorized representative as stipulated in clause 5 of this Article has one vote;

b. Board members are not permitted to vote on transactions that benefit that member or their related parties as stipulated in the Enterprise Law and the Company's Charter.

#### 8. Minutes of Board Meetings

a. Board meetings must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. Minutes must be in Vietnamese, and may also be in a foreign language, including the following main contents:

- (i). Name, registered office address, enterprise code;
- (ii). Time and place of the meeting;
- (iii). Purpose, agenda and content of the meeting;
- (iv). Full name of each member attending the meeting or authorized representative and the manner of attendance; full names of members not attending the meeting and reasons;
- (v). Issues discussed and voted on at the meeting;
- (vi). Summary of the opinions expressed by each member attending the meeting in chronological order of the meeting;
- (vii). The voting results clearly state which members approved, disapproved, and abstained;
- (viii). The issue that was approved and the corresponding percentage of votes in favor;
- (ix). Full name and signature of the Chairperson and the person recording the minutes, except as provided in point b, clause 8 of this Article.

b. If the Chairperson or the person recording the minutes refuses to sign the meeting minutes, but if all other members of the Board of Directors present and agree to approve the minutes and they sign them, and the minutes contain all the content as stipulated in clauses (i), (ii), (iii), (iv), (v), (vi), (vii), and (viii) of point a, clause 8 of this Article, then these minutes are valid. The minutes clearly state that the Chairperson or the person recording the minutes refused to sign. The person signing the minutes is jointly responsible for the accuracy and truthfulness of the content of the Board of Directors' meeting minutes. The chairperson and the person recording the minutes are personally liable for any damages incurred by the business due to their refusal to sign the meeting minutes as required by this Law, the Company Charter, and relevant laws.

c. The chairperson, the person recording the minutes, and those signing the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors' meeting minutes.

d. The minutes of the Board of Directors' meeting and documents used in the meeting must be kept at the Company's head office.

e. Minutes prepared in Vietnamese and in a foreign language have the same legal effect. In case of discrepancies in content between the minutes in

Vietnamese and in a foreign language, the content in the Vietnamese minutes shall prevail.

9. Resolutions and decisions of the Board of Directors must be notified to relevant parties as stipulated in the Company Charter and relevant laws.

### **Article 23 Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be responsible for development policy, human resources, compensation, internal audit, and risk management. The number of members of a subcommittee shall be decided by the Board of Directors, with a minimum of 3 members including members of the Board of Directors and external members. The activities of the subcommittee must comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of the members present and voting at the subcommittee meeting who are members of the Board of Directors have approved them.

2. The implementation of decisions of the Board of Directors, or of subcommittees under the Board of Directors, must comply with current legal regulations and the provisions of the company's charter and internal regulations on corporate governance.

### **Article 24 Selection, Appointment, and Dismissal of the Company's Governance Officer**

1. The Board of Directors must appoint at least one Company Governance Officer to support the company's governance. The Company Governance Officer may also serve as the Company Secretary or the Secretary of the Board of Directors. The term of office of the Company Governance Officer is decided by the Board of Directors and may be reappointed for an unlimited number of terms. The Board of Directors may dismiss the Company Governance Officer when necessary, but not contrary to current labor laws.

The appointment and dismissal of the Company Governance Officer must be notified to relevant parties as stipulated in the Company's Charter and applicable laws.

2. Standards for the Company Governance Officer:

- a. Possess knowledge of the law;
- b. Must not simultaneously work for an independent auditing firm that is auditing the Company's financial statements;
- c. Other standards as prescribed by law, this Charter, and decisions of the Board of Directors.

3. Rights and obligations of the person in charge of corporate governance.

- a. Advise the Board of Directors on organizing the General Meeting of Shareholders as prescribed and on related matters between the Company and shareholders;

- b. Prepare for meetings of the Board of Directors and the General Meeting of Shareholders as requested by the Board of Directors;
- c. Advise on the procedures of the meetings;
- d. Attend the meetings;
- e. Advise on the procedures for drafting resolutions of the Board of Directors in accordance with the provisions of the law;
- f. Provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the point of contact with relevant stakeholders;
- i. Information security in accordance with the law and the company's charter;
- j. Other rights and obligations as prescribed by law and the company's charter.

## **CHAPTER V**

### **AUDITING COMMITTEE UNDER THE BOARD OF DIRECTORS**

#### **Article 25. Nomination and Election of Auditing Committee Members**

1. The Chairman of the Auditing Committee and other members of the Auditing Committee are nominated by the BOD and are not executives of the Company.
2. The appointment of the Chairman of the Auditing Committee and other members of the Auditing Committee must be approved by the BOD at a meeting of the BOD.

#### **Article 26. Structure of the Auditing Committee**

1. The Auditing Committee shall have two or more members. The Chairman of the Auditing Committee must be an independent member of the BOD. Other members of the Auditing Committee must be non-executive members of the BOD.
2. Members of the Auditing Committee must have knowledge of accounting and auditing, a general understanding of the law and operations of the Company, and must not fall into any of the following categories:
  - a) Working in the accounting or finance department of the Company;
  - b) Being a member or employee of an auditing firm approved to audit the Company's financial statements for the three consecutive years prior to the audit.
3. The Chairman of the Auditing Committee must have a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration.

#### **Article 27. Rights and Responsibilities of the Auditing Committee**

The Auditing Committee has the rights and obligations as stipulated in Article 161 of the Enterprise Law, the Company Charter, and the following rights and obligations:

1. The right to access documents related to the Company's operations, to exchange information with other members of the BOD, the Director, the Chief Accountant, and other management personnel to gather information for the Auditing Committee's activities.
2. The right to request representatives of approved audit organizations to attend and answer questions related to audited financial statements at Auditing Committee meetings.
3. To utilize external legal, accounting, or other consulting services when necessary.
4. To develop and submit to the BOD policies for risk detection and management; to propose to the BOD solutions for handling risks arising in the Company's operations.
5. To prepare a written report to the BOD when discovering that a member of the BOD, the Director, or other managers are not fully fulfilling their responsibilities as stipulated in the regulations.
6. To develop the operating regulations of the Auditing Committee and submit them to the BOD for approval.

#### **Article 28. Meetings of the Auditing Committee**

1. The Auditing Committee must meet at least twice a year. Meeting minutes must be detailed, clear, and fully preserved. The person recording the minutes and the members of the Auditing Committee attending the meeting must sign the meeting minutes.
2. The Auditing Committee adopts decisions by voting at the meeting, soliciting opinions in writing, or other forms as stipulated in the operating regulations of the Auditing Committee. Each member of the Auditing Committee has one vote. A decision of the Auditing Committee is adopted if it is approved by a majority of the members present; in case of the same number of votes, the final decision rests with the side whose opinion is supported by the Chairman of the Auditing Committee.

#### **Article 29. Reporting Activities of Independent Members in the BOD in the Auditing Committee at the Annual General Meeting of Shareholders**

1. Independent Members of the BOD in the Auditing Committee are responsible for reporting on their activities at the Annual General Meeting of Shareholders.
2. The report on the activities of Independent Members of the BOD in the Auditing Committee at the Annual General Meeting of Shareholders must include the following contents:

a) Remuneration, operating expenses, and other benefits of the Auditing Committee and each member of the Auditing Committee as stipulated in the Enterprise Law and the Company Charter;

b) Summary of the Auditing Committee meetings and its conclusions and recommendations;

c) Results of monitoring the Company financial statements, operational performance, and financial situation;

d) Assessment report on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of more 50% of the charter capital, and members of the BOD, Directors, other executives of the enterprise, and related parties of those entities; transactions between the Company and companies in which members of the BOD, Directors, or other executives of the enterprise are founding members or managers of the enterprise during the three years preceding the transaction;

e) Assessment results of the Company's internal control and risk management system;

f) Monitoring results of the BOD, Directors, and other executives of the enterprise;

g) Assessment results of the coordination of activities between the Auditing Committee and the BOD, Directors, and shareholders.

## **CHAPTER VI COMPANY DIRECTOR**

### **Article 30. Director**

#### **1. Role, Responsibilities, Rights and Obligations of the Director**

a. The Director is responsible for managing the Company's daily business operations; is subject to the supervision of the BOD; and is accountable to the BOD and to the law for the exercise of assigned rights and obligations.

b. The Director has the following rights and obligations:

(i). Deciding on matters related to the Company's daily business operations that are not within the authority of the BOD, including signing financial and commercial contracts on behalf of the Company, organizing and managing the Company's daily business operations in accordance with the law, the Charter, and regulations, rules, resolutions, and decisions issued by the BOD;

(ii) Organizing the implementation of resolutions and decisions of the BOD;

(iii) Organizing the implementation of the Company's business plan and investment plan;

(iv) Proposing organizational structure and internal management regulations for the Company;

(v) Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the BOD;

(vi) Deciding on salaries and other benefits for employees in the Company, including managers appointed by the Director;

(vii) Recruiting employees;

(viii) Proposing dividend payment plans or handling business losses;

(ix) Proposing measures to improve the Company's operations and management;

(x) Performing all other activities as stipulated in the Company Charter and the Company regulations, resolutions and decisions of the BOD, and legal provisions;

(xi) Other rights and obligations as stipulated by law, the Company Charter, the Company internal regulations, resolutions of the BOD, and labor contracts signed with the Company.

c. The Director is responsible to the BOD and the General Meeting of Shareholders for the performance of assigned duties and powers and must report to these management groups when requested.

2. Appointment, dismissal, signing of contracts, and termination of contracts for the Director

a. The BOD appoints one member of the BOD or hires another person to be the Director.

b. The working term of the Director shall not exceed 5 years and may be reappointed for an unlimited number of terms. The Director must meet the following standards and conditions:

(i) Possess full civil capacity and not be subject to the prohibitions on managing enterprises as stipulated in Clause 2, Article 17 of the Enterprise Law.

(ii) Possess professional qualifications and experience in business management suitable for the Company.

(iii) The Director must not be the biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, wife, husband, biological child, adopted child, daughter-in-law, son-in-law, biological brother, biological sister, biological sibling, brother-in-law, sister-in-law, daughter-in-law, or daughter-in-law of the Enterprise Manager, the State Capital Representative, or the Enterprise Capital Representative at the Company and its holding company.

c. The BOD may dismiss the Director when a majority of members in the BOD with voting rights present at the meeting approve and appoint a new

Director to replace him/her.

d. After making decisions regarding the appointment, dismissal, signing of contracts, or termination of contracts for the Company Director, the Company is responsible for disclosing information in accordance with the Company Charter and applicable laws.

e. The Director receives a salary and bonuses. The Director's salary and bonuses are determined by the BOD. The Director's salary is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

## **CHAPTER VII**

### **COORDINATION OF ACTIVITIES BETWEEN THE BOD AND THE DIRECTOR**

#### **Article 31 Working Principles**

Members of the BOD, the Director, and other executives shall be personally responsible for the performance of their assigned duties and shall seriously cooperate in order to protect the legitimate interests of shareholders and the development of the Company.

All members have the right to reserve their opinions, agreeing or disagreeing on a matter, and are responsible for explaining their opinions when requested.

#### **Article 32 Coordination of Activities Between the BOD and the Director**

1. Regarding the organization of the Annual General Meeting of Shareholders, the BOD must inform the Director about the coordination and use of resources within a reasonable timeframe as stipulated in the Company Charter;

2. In urgent cases, the BOD has the right to request the Director or other executives in the Company to provide information on the Company's operations. The BOD is not allowed to use information that has not been authorized for public disclosure by the Company or disclose it to others to carry out related transactions;

3. Issues within the BOD's authority to approve according to the law and the Company Charter, proposed by the Director, must be responded to by the BOD within the timeframe stipulated in the Company Charter;

4. The BOD shall reward or discipline the Director for the completion or failure to complete resolutions and other delegated authority of the BOD.

### **Article 33 Coordination of Activities between the Director and the BOD**

1. The Director is responsible for managing all activities of the Company, ensuring continuous and efficient operation.
2. The Director is accountable to the BOD and to the law for the exercise of assigned rights and obligations and must report to the BOD when requested.
3. When proposing measures to improve the Company's operations and management, the Director shall submit them to the BOD as soon as possible, but no less than 7 working days before the date on which the matter needs to be decided;
4. When preparing long-term, annual, and quarterly budgets of the Company (hereinafter referred to as budgets) to serve the long-term, annual, and quarterly management activities of the Company in accordance with the business plan; The annual budget (including the balance sheet, income statement, and projected cash flow statement) for each fiscal year must be submitted by the Director to the BOD for approval;
5. The Director must prepare a plan for the BOD to approve matters related to recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions for management personnel approved by the BOD;
6. Other matters requiring the opinion of the BOD must be submitted at least 7 working days in advance, and the BOD will respond within 7 working days.

### **Article 34 Performance Evaluation of Members in the BOD and Director, Executives**

1. The Board of Directors is responsible for establishing performance evaluation standards for all members of the BOD, Director, and other executives.
2. Performance evaluation criteria must harmonize the interests of business executives with the long-term interests of the company and shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the BOD at each given time. Non-financial indicators may include: the interests of stakeholders, operational efficiency, progress and improvements achieved, etc.
3. Annually, based on assigned functions and responsibilities, established evaluation criteria/achieved results, the BOD conducts a performance evaluation of the members.
4. The performance evaluation of other executives is carried out according to internal regulations or may be based on self-assessments by these executives.

### **Article 35. Awards and Recognition**

1. The BOD or relevant subcommittees are responsible for developing the award and recognition policy. Awards are based on performance evaluations as stipulated in Article 34 of these Regulations.

2. Forms of awards: cash, shares (issuing shares under an employee stock option program), or other forms developed by the BOD. The Director must prepare a plan for the awards and submit it to the BOD for approval; if it exceeds their authority, it will be submitted to the General Meeting of Shareholders for approval.

3. The award scheme for members of the BOD is decided by the General Meeting of Shareholders.

4. For business executives: the award funds are drawn from the Company's reward and welfare fund and other legal sources. The award amount is based on the actual annual business results; the Director will propose it to the BOD for approval; if it exceeds their authority, it will be submitted to the General Meeting of Shareholders for approval.

## **CHAPTER VIII**

### **PREVENTING CONFLICTS OF INTEREST**

#### **Article 36. Responsibility for Care**

Members of the BOD, Directors, and other executives are responsible for performing their duties, including those as members of subcommittees of the BOD, in an honest and careful manner for the benefit of the Company.

#### **Article 37. Responsibility for Honesty and Avoiding Conflicts of Interest**

1. Members of the BOD, Directors, and other managers must disclose relevant interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the BOD, Directors, other managers, and their related parties may only use information obtained through their positions to serve the interests of the Company.

3. Members of the BOD, Directors, and other managers are obligated to notify the BOD in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For such transactions approved by the General Meeting of Shareholders or the BOD, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.

4. Members of the BOD are not permitted to vote on transactions that benefit them or their related parties, as stipulated by the Enterprise Law and the Company's Charter.

5. Members of the BOD, Directors, other managers, and their related parties are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.

6. Transactions between the Company and one or more members of the BOD, Directors, other executives, and individuals or organizations related to these individuals or entities shall not be invalidated in the following cases:

a. For transactions with a value less than 35% of the total value of assets recorded in the most recent financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the members of the BOD, Directors, and other executives, have been reported to the BOD and approved by a majority vote of the members of the BOD who have no related interests;

b. For transactions with a value of 35% or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statement, the significant details of such transactions, as well as the relationship and interests of the members in the BOD, Directors, and other executives, have been disclosed to shareholders and approved by the General Meeting of Shareholders through a vote of shareholders without an interest.

#### **Article 38. Liability for Damages and Compensation**

1. Members in the BOD, Directors, and other executives who violate their duties and responsibilities of good faith and care, and fail to fulfill their obligations, shall be liable for damages caused by their violations.

2. The Company shall consider compensating individuals who have been, are, or may become involved in claims, lawsuits, or prosecutions (including civil, administrative, and non-civil cases initiated by the Company) if such individuals have been or are currently members of the BOD, Directors, other executives, employees, or authorized representatives of the Company who have acted in good faith and with due diligence in the Company's best interests, in compliance with the law, and there is no evidence to confirm that they have violated their responsibilities.

3. Compensation costs include judgment costs, fines, and actual payments incurred (including attorney fees) in resolving these cases within the legal framework. The Company may purchase insurance for these individuals to avoid the aforementioned compensation liabilities.

### **CHAPTER IX**

#### **SUPPLEMENTATION, AMENDMENT OF REGULATIONS, EFFECTIVE DATE**

### **Article 39. Supplementation and Amendment of Regulations**

1. Supplementation and amendment of these Regulations must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions of law related to the Company's governance not mentioned in these Regulations or in case there are new provisions of law different from the provisions in these Regulations, those provisions of law shall automatically apply and govern the Company's operations.

### **Article 40. Effective Date**

1. These Regulations, consisting of nine (9) chapters and forty (40) articles, were unanimously approved by the General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company on .... June 2026.

2. This Internal Regulations on Corporate Governance is the sole and official regulation of IDICO Urban and House Development Investment Joint Stock Company.

3. Copies or extracts of these Regulations must be signed by the Chairman of the BOD.

***Recipients:***

- Board of Directors;
- Auditing Committee;
- Board of Management;
- Departments, Business Locations;
- Saved: General Office.

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

**Dang Viet Dung**

**SUBMISSION**

**Regarding amending and supplementing the Operating Regulations of the  
Board of Directors of IDICO Urban and House Development  
Investment Joint Stock Company**

**To: The General Meeting of Shareholders of IDICO Urban and House Development Investment  
Joint Stock Company**

Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020, as amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022, Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025, and guiding documents for implementation;

Based on the Securities Law No. 54/2019/QH14 on November 26<sup>th</sup>, 2019, as amended and supplemented by Law No. 56/2024/QH15 on November 29<sup>th</sup>, 2024, and guiding documents for implementation;

Based on the current Charter ("Charter") of IDICO Urban and House Development Investment Joint Stock Company ("the Company");

Based on the current Operating Regulations of the Board of Directors (BOD) of IDICO Urban and House Development Investment Joint Stock Company ("Operating Regulations of the BOD");

Based on the operational requirements of the Company;

Based on current legal regulations, the Company would like to amend and update the contents of the Operating Regulations of the BOD to ensure that the activities of the BOD comply with the newly amended and supplemented legal documents of the Enterprise Law and Decree 245/2025/ND-CP amending and supplementing Decree 155/2020/ND-CP. The details of the amended and supplemented Regulations are specified in the "Appendix on amendments and supplements to the Operating Regulations of the BOD of IDICO Urban and House Development Investment Joint Stock Company" attached to this Submission.

The BOD respectfully submits the following to the General Meeting of Shareholders for approval.

1. Approval of the amendment and supplementation of the Operating Regulations of the BOD in the Company. The amendments and supplementations to the Operating Regulations of the BOD are detailed in the attached "Appendix of Amendments and Supplements to the Operating Regulations of the BOD of IDICO Urban and House Development Investment Joint Stock Company".
2. Approval of the draft (amended) Operating Regulations of the BOD. These Operating Regulations shall take effect from the date of approval by the General Meeting of Shareholders and replace the current Operating Regulations.
3. Authorization for the Chairman of the BOD of the Company to carry out the necessary procedures and sign and issue the Operating Regulations of the BOD approved by the General Meeting of Shareholders in accordance with the law.

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

**Recipients:**

- As above;
- Board of Directors;
- Saved: General Office

ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN

[Signed]

Dang Viet Dung

**APPENDIX**  
**AMENDMENTS AND SUPPLEMENTS TO THE OPERATING REGULATIONS OF THE BOARD OF**  
**DIRECTORS OF IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT STOCK**  
**COMPANY**

1. The following amendments and additions have been made to the Regulations on the Operation of the Board of Directors of IDICO Urban and House Development Investment Joint Stock Company (UDICO):

| Article & Clause    | Titles                                                            | Contents in Old Regulations                                                                                                                                                                                                                                                              | Amendments and additions in the New Regulations                                                                                                                                                                                                                     | Reason for these Amendments and additions                                                                                              |
|---------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| The references:     |                                                                   | No regulations                                                                                                                                                                                                                                                                           | Decree No. 245/2025/ND-CP is Decree No. 245/2025/ND-CP on September 11 <sup>th</sup> , 2025, of the Government amending and supplementing a number of articles of Decree 155/2020/ND-CP.                                                                            | Added with more references including Decree 245/2025 on September 11 <sup>th</sup> , 2025, amending and supplementing Decree 155/2020. |
| Article 3, Clause 3 | Rights and obligations of members in the Board of Directors (BOD) | Independent members of the Company BOD must prepare a report evaluating the performance of the BOD.                                                                                                                                                                                      | Each Independent Member of the BOD must prepare an evaluation report on the performance of the BOD                                                                                                                                                                  | Amended to conform with Clause 80, Article 1 of Decree 245/2025-ND/CP                                                                  |
| Article 5 Clause 1  | Working term and the number of members in the BOD                 | The BOD of IDICO Urban and House Development Investment Joint Stock Company has 5 members. The structure of the Company BOD must ensure that at least 1/3 of the total number of members in the BOD are non-executive members and at least 1 member in the BOD is an independent member. | The BOD of IDICO Urban and House Development Investment Joint Stock Company has 05 members. The structure of the Company BOD must ensure that there is at least one (01) member in the BOD who is an independent member and at least one (01) non-executive member. | Amended to conform with Clause 79, Article 1 of Decree 245/2025-ND/CP on September 11 <sup>th</sup> , 2025.                            |



| Article & Clause                  | Titles                                                                            | Contents in Old Regulations                                                                                                                                                                                                                                                                                                  | Amendments and additions in the New Regulations                                                                                                                                                                                                                                                              | Reason for these Amendments and additions                                                                    |
|-----------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| Article 6<br>Clause 1,<br>Point c | Standards and Conditions for being members of the BOD                             | c. A member of the Company BOD may also be a member of the BOD of another Company.                                                                                                                                                                                                                                           | c. A member of the Company BOD may only simultaneously be a member of the BOD or the Board of Members in a maximum of 05 other companies.                                                                                                                                                                    | Amended to conform with Clause 78, Article 1 of Decree 245/2025-ND/CP                                        |
| Article 9<br>Clause 4             | Procedures for electing, dismissing, and removing members of the BOD              | 4. ... The voting ratio for the dismissal or removal of a member of the BOD shall be implemented in accordance with the provisions of Clause 4, Article 21 of the Company Charter.                                                                                                                                           | 4. ... The voting ratio for the dismissal or removal of a member of the BOD shall be implemented in accordance with the provisions of Clause 5, Article 21 of the Company Charter.                                                                                                                           | Updated to conform with the order of the Articles in the Draft Amended Company Charter.                      |
| Article 10<br>Clause 1<br>Point f | Announcement regarding the election, dismissal, and removal of members of the BOD | Companies having the candidates for the BOD holds positions as a member of the BOD, other management positions, and any interests related to the candidates' company (if any).                                                                                                                                               | Companies having the candidates for the BOD holds positions as a member of the BOD, a member of the Board of Members, other management positions, and any interests related to the candidates' company (if any).                                                                                             | Amended to conform with Clause 78, Article 1 of Decree 245/2025-ND/CP and the Draft Amended Company Charter. |
| Article 11<br>Clause 2<br>Point h | Authority and responsibilities of the BOD                                         | h. Electing, dismissing, and removing the Chairman of the BOD; appointing, dismissing, signing contracts with, and terminating contracts with the Director, Vice Director, Chief Accountant, and other executives of the Company; deciding on the salaries, remuneration, bonuses, and other benefits of those managers; ... | h. Electing, dismissing, and removing the Chairman of the BOD; appointing, dismissing, signing contracts with, and terminating contracts with the Director; Appointing and dismissing the Vice Director and Chief Accountant of the Company, and determining their salaries, bonuses, and other benefits;... | Amended to conform with the content at Point i, Clause 2, Article 27 of the Draft Amended Company Charter.   |

| Article & Clause                     | Titles                                                                                        | Contents in Old Regulations                                                                                                                                                                                                                                                                                                                                                                                                    | Amendments and additions in the New Regulations                                                                                                                                                                                                                                                                                                                                                                                                                                           | Reason for these Amendments and additions                                                                                                     |
|--------------------------------------|-----------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|
| Article 11, Clause 2                 | Rights and obligations of the BOD                                                             | No regulations                                                                                                                                                                                                                                                                                                                                                                                                                 | s. Organize training and workshops on corporate governance and necessary skills for members of the BOD, Directors, Person in charge of Corporate Governance, and other managers of the company.<br>t. Pay dividends to shareholders in accordance with the law after the approval of the Annual General Meeting of Shareholders.                                                                                                                                                          | Added to conform with Clause 81, Article 1 of Decree 245/2025-ND/CP and the Draft Amended Company Charter.                                    |
| Article 11, Clause 3                 | Rights and obligations of the BOD                                                             | No regulations                                                                                                                                                                                                                                                                                                                                                                                                                 | The BOD must report to the General Meeting of Shareholders on the results of the activities of the BOD as stipulated in Article 280 of Decree No. 155/2020/ND-CP, as amended and supplemented by Clause 82, Article 1 of Decree No. 245/2025/ND-CP.                                                                                                                                                                                                                                       | Added to conform with the provisions of Clause 82, Article 1 of Decree No. 245/2025/ND-CP.                                                    |
| Article 12, Clause 1, Points c and d | The responsibilities and authority of the BOD in approving and signing transaction contracts. | c. Granting loans or guarantees with a transaction value less than 35% of the total asset value of the Company as recorded in the most recent financial statement to related organizations of members of the BOD, Directors, or other managers where the Company and that organization are companies within the same group or operating as a group of companies, including holding-subsidiary companies, economic corporation; | c. Granting loans or guarantees with a transaction value less than 35% of the total assets of Company as recorded in the most recent financial statement to related organizations of members of the BOD, Directors, or other managers where the Company and that organization are companies within the same group or operating as a group of companies, including holding-subsidiary companies, economic corporation; and at the same time, that organization is not a shareholder of the | Amended to conform with the provisions of Clause 84, Article 1 of Decree 245/2025 (amending Clauses 3 and 4, Article 293 of Decree 155/2020). |

| Article & Clause     | Titles                     | Contents in Old Regulations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Amendments and additions in the New Regulations                                                                                                                                                                                                                                                                                                                                                          | Reason for these Amendments and additions                                                                                                        |
|----------------------|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
|                      |                            | <p>d. Transactions between the Company and one of the entities specified in Point (b), Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of a number of articles of the Securities Law, stipulates that a transaction with a value less than 35% or a transaction resulting in a total transaction value within 12 months from the date of the first transaction being less than 35% of the total asset value recorded in the Company's most recent financial statement.</p> | <p>Company as stipulated in Clause 2, Article 293 of Decree 155/2020/ND-CP;</p> <p>d. Not specified</p>                                                                                                                                                                                                                                                                                                  | <p>Remove Point d. because the content overlaps with Point a, Clause 1, Article 12 of The Regulations (after the update as mentioned above).</p> |
| Article 16, Clause 2 | Minutes of the BOD meeting | No regulations                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <p>The meeting minutes clearly state that the Host and the person recording the minutes refused to sign them. The person signing the minutes is jointly liable for the accuracy and truthfulness of the content of the BOD meeting minutes. The Host and the person recording the minutes are personally liable for any damages incurred by the company due to their refusal to sign the minutes, as</p> | <p>Amended to conform with the provisions of Clause 6, Article 7 of Law No. 03/2022/QH15.</p>                                                    |

| Article &<br>Clause | Titles | Contents in Old Regulations | Amendments and additions<br>in the New Regulations | Reason for these<br>Amendments and<br>additions |
|---------------------|--------|-----------------------------|----------------------------------------------------|-------------------------------------------------|
|                     |        |                             | stipulated by law and the Company<br>Charter.      |                                                 |

2. In addition to the amendments and additions in Section 1 of this Appendix, the new Regulations include detailed revisions to sentence structure, expression, terminology, and some references within the Regulations to ensure consistency in form and content (without changing the meaning).

3. After the removal or addition of certain provisions, the order and sequence of some provisions in the new Regulations have also been changed accordingly.

4. In the case that there are legal provisions relating to the Company's operations not mentioned in these Regulations; or in the case that new legal provisions differ from the provisions in these Regulations, those legal provisions shall automatically apply and govern the Company's operations.

5. In the case that the Company Charter or legal provisions relating to the activities of BOD of the Company are not mentioned in these Regulations, or in the case that new legal provisions differ from the provisions in these Regulations, those legal provisions shall automatically apply and govern the Company's operations.



DRAFT



## **OPERATING REGULATIONS OF THE BOARD OF DIRECTORS**

**IDICO URBAN AND HOUSE DEVELOPMENT INVESTMENT JOINT  
STOCK COMPANY**

Dong Nai, 2026



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**OPERATING REGULATIONS  
OF THE BOARD OF DIRECTORS OF IDICO URBAN AND HOUSE INVESTMENT  
DEVELOPMENT JOINT STOCK COMPANY**

Based on the Enterprise Law No. 59/2020/QH14 on June 17<sup>th</sup>, 2020 amended and supplemented by Law No. 03/2022/QH15 on January 11<sup>th</sup>, 2022 ; and Law No. 76/2025/QH15 on June 17<sup>th</sup>, 2025;

Based on the Securities Law No. 54/2019/QH14 on November 26<sup>th</sup>, 2019; amended and supplemented by Law No. 56/2024/QH15 on November 29<sup>th</sup>, 2024;

Based on Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020; amending and supplementing Decree No. 245/2025/ND-CP on September 11<sup>th</sup>, 2025 of the Government detailing the implementation of a number of articles of the Securities Law;

Based on Circular No. 116/2020/TT-BTC on December 31<sup>st</sup>, 2020, issued by the Minister of Finance, guiding certain provisions on Corporate Governance applicable to public companies under Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020, of the Government detailing the implementation of certain provisions of the Securities Law;

Based on the Charter of IDICO Urban and House Development Investment Joint Stock Company, which was approved by the General Meeting of Shareholders;

Based on Resolution No. 01/NQ-DHDCD on \_\_\_\_/\_\_\_\_/2026 of the Annual General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company,

The Board of Directors (BOD) hereby issues the Operating Regulations of the BOD of IDICO Urban and House Development Investment Joint Stock Company, including the following contents:

**CHAPTER I  
GENERAL REGULATIONS**

**Article 1. Scope of Regulation and Applicable Subjects**

1. Scope of Regulation: Operating Regulations of the BOD stipulate the organizational structure, personnel, operating principles, powers, and obligations of the BOD and the members in order to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.

2. Applicable Subjects: These Regulations apply to the BOD and the members.

#### **Article 2. Principles of Operation of the BOD**

1. The BOD operates on the principle of collective decision-making. Members of the BOD are individually responsible for their assigned tasks and are jointly responsible to the General Meeting of Shareholders and to the law for the resolutions and decisions of the BOD concerning the development of the Company.

2. The BOD assigns responsibility to the Director to organize and implement the resolutions and decisions of the BOD.

### **CHAPTER II MEMBERS IN THE BOARD OF DIRECTORS**

#### **Article 3. Rights and obligations of Members in the Board of Directors**

1. Members in the Board of Directors (BOD) have all the rights stipulated in the Enterprise Law, the Securities Law, relevant laws, and the Company Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and the subsidiaries.

2. Members in the Board of Directors have the obligations stipulated in the Company Charter and the following obligations:

a ) To perform their duties honestly and carefully for the best interests of shareholders and the Company;

b ) To attend all meetings of the BOD and to express opinions on matters discussed;

c ) To report promptly and fully to the BOD any remuneration received from subsidiaries, affiliated companies, and other organizations;

d ) To report to the BOD at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds a controlling stake of 50% or more of the charter capital with members of the BOD and their related parties; and transactions between the Company and companies in which a member of the BOD is a founding member or a business manager during the three years immediately preceding the transaction;

e) To disclose information when conducting transactions involving the Company's shares in accordance with the law.

3. Each independent member of the BOD of the company must prepare an evaluation report on the activities of the BOD.

#### **Article 4. Right of Board of Directors members to access information**

1. Members in the BOD have the right to request the Director, Vice Director, Business Manager, and other Business Executives of the Company (hereinafter collectively referred to as "Company Managers") to provide information and documents on the Company's financial situation and business operations, provided

that such provision is for the purpose of serving the duties of that Member in the BOD and complies with the information request procedure as stipulated in Clause 2 of this Article.

2. The requested Company Managers must provide timely, complete, and accurate information and documents as requested by Members in the BOD. The procedure for requesting information is as follows:

a. Members in the BOD must send the request for information to the Chairman of the BOD, clearly stating the information and documents to be provided and the purpose of this request;

b. In the event that the Chairman of the BOD approves, Members in the BOD requesting information must submit a written request to the relevant Company Manager. The request for information must clearly state the information and documents requested, the reason for the request, the purpose of using the information, and include a commitment to use the provided information and documents for the intended purpose and to maintain the confidentiality of the provided information and documents;

c. The relevant Company Manager must provide the requested information within 07 days from the date of receiving the request from Members in the BOD.

#### **Article 5. Working Term and The Number of Members in the BOD**

1. The BOD of IDICO Urban and House Development Investment Joint Stock Company has 05 members. The structure of the Company's BOD must ensure that there is at least one (01) member who is an Independent Member and at least one (01) Non-executive Member.

2. The working term for Members in the BOD shall not exceed 5 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an Independent Member of the BOD of a company for no more than 2 consecutive terms.

3. If all members of the BOD complete their terms at the same time, those members shall continue to be members of the BOD until new members are elected to replace them and take over the work.

4. Independent members of the BOD have all the rights and obligations of Members in the BOD as stipulated in the Enterprise Law, the Securities Law, the Company Charter, and these Regulations.

#### **Article 6. Standards and Conditions for Members in the BOD.**

1. Members of the BOD must meet the following standards and conditions:

a ) Not fall under the objects specified in Clause 2, Article 17 of the Enterprise Law;

b ) Possess professional qualifications and experience in business administration or in the Company's business field, industry, or profession, and are not necessarily shareholders of the Company;

c ) Members of the Company's BOD may simultaneously be members of the

BOD of up to 05 other companies.

d ) Independent members of the BOD must meet the following standards and conditions:

- Not be currently employed by the Company, the holding company, or the subsidiary; not have previously worked for the Company, the holding company, or the subsidiary for at least 03 consecutive years prior to the appointment;

- Not be receiving a salary or remuneration from the Company, except for allowances granted to Members of the BOD as stipulated;

- Not have a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological brother, biological sister, or biological sibling who are major shareholders of the Company; not be a manager of the company or the subsidiary;

- Not directly or indirectly own at least 1% of the total voting shares of the company;

- Not serve as a member of the BOD or Supervisory Board of the company for at least 5 consecutive years prior to the appointment, except in the case of being appointed for two consecutive terms.

2. An Independent Member of the BOD must notify the BOD that they no longer meet the standards and conditions stipulated in point d, clause 1 of this Article and will automatically cease to be an Independent Member of the BOD from the date they no longer meet the standards and conditions. The BOD must notify in the next General Meeting of Shareholders if an Independent Member of the BOD no longer meets the required standards and conditions, or convene a General Meeting of Shareholders to elect a replacement or additional independent member of the BOD within 6 months from the date of receiving notification from the relevant independent member of the BOD.

#### **Article 7. Chairman of the BOD**

1. The Chairman of the BOD is elected, dismissed, or removed by the BOD among the members.

2. The Chairman of the BOD of the Company may not also hold the position of Director.

3. The Chairman of the BOD has the following rights and obligations:

- a ) To prepare the program and plan of activities of the BOD;

- b ) To prepare the agenda, content, and documents for meetings; to convene, to organize, and to host the meetings of the BOD to discuss and decide on matters within the authority of the BOD; to decide on obtaining Written Opinions Form from members of the BOD to approve matters in cases where it is considered unnecessary to convene an extraordinary meeting of the BOD;

c) To organize the adoption of resolutions and decisions of the BOD. To sign resolutions, decisions, and other documents of the BOD on behalf of the BOD after obtaining the consensus of the majority of Members in the BOD on matters within the decision-making authority of the BOD;

d) To supervise the implementation of resolutions and decisions of the BOD;

e) To organize the General Meeting of Shareholders;

f) To perform other duties and responsibilities as required by the General Meeting of Shareholders and the BOD, depending on the actual requirements and circumstances;

g) Other rights and obligations as stipulated in the Enterprise Law and the Company Charter.

4. In the case that the Chairman of the BOD submits a resignation letter or is dismissed or removed in the working term, the BOD must elect a replacement within 10 days from the date of receiving the resignation letter or the effective date of the decision of the BOD on the dismissal or removal of the Chairman of the BOD.

5. In the absence of the Chairman of the BOD or inability to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the BOD in accordance with the principles stipulated in the Company Charter. If there is no authorized person, or if the Chairman of the BOD passes away, goes missing, is detained, is serving a prison sentence, is undergoing administrative sanctions at a compulsory rehabilitation center or compulsory education facility, has absconded from his/her residence, is restricted or incapacitated, has difficulties in understanding or controlling his/her actions, or is prohibited by the Court from holding office, practicing a profession, or performing a certain job, the remaining members shall elect one of them to hold the position of Chairman of the BOD by a majority vote until a new decision is made by the BOD.

6. When necessary, the BOD shall decide to appoint a company secretary. The company secretary has the following rights and obligations:

a) Assisting in organizing and convening meetings of the General Meeting of Shareholders and the BOD; recording meeting minutes;

b) Assisting members of the BOD in exercising their assigned rights and obligations;

c) Assisting the BOD in applying and implementing corporate governance principles;

d) Assisting the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders;

e) Assisting the company in complying with obligations to provide information, disclose information, and administrative procedures;

f) Other rights and obligations as stipulated in the Company Charter.

#### **Article 8. Dismissal, removal, replacement, and addition of members of the Board of Directors**

1. The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:

- a) Do not meet the qualifications and conditions for being members in the BOD as stipulated in Clause 4, Article 25 of the Company Charter;
- b) Submit a resignation letter and have approval;
- c) Follow the decision of the General Meeting of Shareholders.

2. The General Meeting of Shareholders shall dismiss a member of the BOD in the following cases:

- a) Do not attend meetings of the BOD for 06 consecutive months, excepts the cases of force majeure;
- b) Violate repeatedly or seriously the obligations of Members of the BOD as stipulated in the Enterprise Law and the Company Charter;
- c) Follow the resolution or decision of the General Meeting of Shareholders.

3. When necessary, the General Meeting of Shareholders shall decide to replace a member of the BOD; dismiss or remove a member of the BOD excepts the cases stipulated in Clauses 1 and 2 of this Article.

4. The BOD must convene a General Meeting of Shareholders to elect additional members of the BOD in the following cases:

- a) The number of members of the BOD is reduced by more than one-third compared to the number stipulated in the Company Charter. In this case, the BOD must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;
- b) The number of independent members of the BOD decreases, failing to meet the ratio stipulated in Clause 3, Article 26 of the Company Charter and Point b, Clause 1, Article 137 of the Enterprise Law. In this case, the mechanism for convening a General Meeting of Shareholders to elect additional independent members of the BOD will be applied according to the provisions of Clause 5, Article 25 of the Company Charter;
- c) Except as stipulated in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace members of the BOD who have been dismissed or removed at the most recent meeting.

#### **Article 9. Procedures for Electing, Dismissing, and Removing Members of the BOD**

1. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate and elect members of the BOD. Shareholders or groups of shareholders holding from 10% to less than 20% of the

total number of common shares may nominate 1 candidate; from 20% to less than 30% may nominate a maximum of 2 candidates; from 30% to less than 40% may nominate a maximum of 3 candidates; from 40% to less than 50% may nominate a maximum of 4 candidates; and those holding 50% or more may nominate the full number of candidates.

Shareholders holding common shares have the right to pool their voting rights to nominate candidates for the BOD. Common shareholders forming a group to nominate individuals to the BOD must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders.

2. If the number of candidates for the BOD, through nomination and candidacy, is still insufficient according to regulations, the incumbent BOD shall nominate additional candidates or organize nominations in accordance with the Company Charter, Internal Regulations on Corporate Governance, and the operating regulations of the BOD. The incumbent BOD's nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the BOD in accordance with the law.

3. The election of members in BOD must be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members in BOD to be elected. Shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members for BOD are determined by the number of votes received, from highest to lowest, starting with the candidate with the highest number of votes until the number of members stipulated in the Company Charter is reached. In the case that two or more candidates receive the same number of votes for the last member in BOD, a re-election will be held among those candidates or a selection will be made according to the election regulations or the Company Charter.

4. The dismissal or removal of members in the BOD is decided by the General Meeting of Shareholders through voting at the meeting. The voting ratio for dismissing or removing members of the BOD is determined according to the provisions of Clause 5, Article 21 of the Company Charter.

#### **Article 10. Notification of Election, Dismissal, and Removal of Members in the BOD**

1. If candidates for the BOD have been identified, the company must publish information related to these candidates at least 10 days before the opening of the General Meeting of Shareholders on the Company website so that shareholders can know about these candidates before voting. Candidates for the BOD must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the BOD.

Information related to candidates for the BOD to be published includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work experience;
- d) Other management positions (including positions of the BOD in other companies);
- e) Interests related to the Company and its related parties;
- f) Other information (if any) as stipulated in the Company Charter.
- g) Companies in which the candidate for the BOD holds positions as a member of the BOD, member of the Board of Members, other management positions, and any interests related to the candidate's company (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the BOD shall be carried out in accordance with the regulations guiding the disclosure of information.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the BOD**

1. The BOD is the governing body of the Company, having full authority to act on behalf of the Company to decide and exercise the rights and obligations of the Company, excepts those rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the BOD are stipulated by law, the Company Charter, internal regulations, and decisions of the General Meeting of Shareholders. Specifically, the BOD has the following powers and obligations:

- a. Deciding on the Company's strategy, medium-term development plan, and annual business plan;
- b. Proposing the types of shares and the total number of shares authorized for sale of each type;
- c. Deciding on the sale of unsold shares within the scope of the number of shares authorized for sale of each type; deciding on raising additional capital through other forms;
- d. Deciding on the selling price of the Company's shares and bonds;
- e. Deciding on the repurchase of no more than ten percent (10%) of the total number of shares of each type sold within twelve (12) months; Deciding on the repurchase price of shares as stipulated in Clause 2, Article 133 of the Enterprise Law;

f. Deciding on investment plans and investment projects within the authority and limits as prescribed by law;

g. Deciding on solutions for market development, marketing, and technology;

h. Approving purchase, sale, loan, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statement, excepts the contracts and transactions under the authority of the General Meeting of Shareholders as stipulated in point d, clause 1, Article 15 and clause 8, Article 42 of the Company Charter;

i. Electing, dismissing, and removing the Chairman of the BOD; Appointing, dismissing, signing contracts, and terminating contracts for the Director; appointing and dismissing the Vice Director and Chief Accountant of the Company and deciding on their salaries, bonuses, and other benefits; Appointing, dismissing, and removing the Chairman of the Board of Members and the Chairman of the Company of a subsidiary in which the Company holds 100% of the charter capital; Decisions regarding the signing and termination of contracts for the General Director (Director) of wholly-owned subsidiary companies, and the determination of their salaries, bonuses, and other benefits;

j. Appointing authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies where the Company has invested capital (the Company is a contributing member or shareholder), and determining their remuneration and other benefits;

k. Supervising and directing the Director and other managers in the daily operation of the Company's business;

l. Deciding on the organizational structure and internal management regulations of the Company, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m. Approving the agenda and content of documents for the General Meeting of Shareholders, convening the General Meeting of Shareholders, or soliciting opinions for the General Meeting of Shareholders to pass resolutions;

n. Presenting the audited annual financial statements to the General Meeting of Shareholders;

o. Proposing the dividend rate; deciding on the timeframe and procedures for dividend payment or handling losses incurred during business operations;

p. Proposing the reorganization or dissolution of the Company; requesting the Company's bankruptcy;

q. Developing and submitting to the General Meeting of Shareholders for approval the Internal Regulations on Corporate Governance, the operating regulations of the BOD; deciding on the issuance of the operating regulations of the Auditing

Committee under the BOD and the regulations on information disclosure of the Company;

r. Resolving the Company's complaints against the business executives and deciding on the selection of the Company's representatives to resolve issues related to legal procedures for business executives;

s. Organizing training and workshops on Corporate Governance and necessary skills for members of the BOD, Directors, Person in charge of Corporate Governance, and other managers of the company.

t. Paying dividends to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders.

u. Other rights and obligations as stipulated by the Enterprise Law, the Securities Law, other legal regulations, and the Company Charter.

3. The BOD must report to the Annual General Meeting of Shareholders on the results of the activities as stipulated in Article 280 of Decree No. 155/2020/ND-CP on December 31<sup>st</sup>, 2020, and amended and supplemented by Clause 82, Article 1 of Decree No. 245/2025/ND-CP.

4. The BOD adopts resolutions and decisions by voting at meetings or by Written Opinion Forms. Each member of the BOD has one vote.

5. When performing the functions, rights, and obligations, the BOD strictly adheres to the provisions of the law, the Company Charter, and the resolutions of the General Meeting of Shareholders. In the case that a resolution or decision adopted by the BOD contradicts the provisions of the law, the resolutions of the General Meeting of Shareholders, or the Company Charter, and causes damage to the Company, the members who approved the resolution or decision shall be jointly and severally liable for the individual consequences and must compensate the Company for the damages; members who opposed the resolution or decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the court to suspend or cancel the resolution or decision mentioned above.

## **Article 12. Duties and Authority of the BOD in approving and signing Contracts and Transactions**

1. The BOD shall approve the following contracts and transactions:

a) Contracts and transactions with a value less than 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction with a value less than 35% of the total asset value recorded in the most recent financial statement between the Company and the following related parties:

(i) Members of the BOD, Directors, other managers and related parties of these parties;

(ii) Shareholders, authorized representatives of shareholders owning more than

10% of the total common share capital of the Company and their related parties;

(iii) Enterprises that members of the BOD, Directors and other managers of the Company are required to declare according to the provisions of Clause 2, Article 164 of the Enterprise Law.

b) Contracts, loan transactions, lending, or sale of assets with a value equal to or less than 10% of the total asset value of the Company as recorded in the most recent financial statement between the Company and shareholders owning 51% or more of the total voting shares or related parties of such shareholders;

c) Granting loans or guarantees with a transaction value less than 35% of the total asset value of the Company as recorded in the most recent financial statement to related organizations of members of the BOD, Directors, or other managers where the Company and that organization are companies within the same group or companies operating as a group of companies, including holding-subsidiary companies, economic groups; and at the same time, that organization is not a shareholder of the Company as stipulated in Clause 2, Article 293 of Decree 155/2020/ND-CP;

2. The Company's representative signing the contract or transaction must notify the BOD of the parties involved in that contract or transaction and send a draft contract or the main contents of the transaction. The BOD shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification; Members in the BOD with an interest related to the parties in the contract or transaction do not have the right to vote.

### **Article 13. Responsibilities of the BOD in convening an Extraordinary General Meeting of Shareholders**

1. The BOD must convene an Extraordinary General Meeting of Shareholders in the following cases:

a) The BOD finds it necessary for the benefit of the Company;

b) The number of remaining Members in the BOD is less than the minimum number of members stipulated by law;

c) Shareholders or groups of shareholders as stipulated in Clause 2, Article 12 of the Company Charter request the convening of a General Meeting of Shareholders in writing as prescribed in Point (a) Clause 2, Article 12 of the Company Charter. The request to convene the General Meeting of Shareholders must clearly state the reason and purpose of the meeting, have sufficient signatures of the relevant shareholders, or the request document must be made in multiple copies and include sufficient signatures of the relevant shareholders;

d) Other cases as prescribed by law and the Company Charter.

2. Convening an Extraordinary General Meeting of Shareholders:

a) The BOD must convene a General Meeting of Shareholders within 30 days

from the date of the occurrence of the case stipulated in point b, Clause 1 of this Article or receiving the request stipulated in point c, Clause 1 of this Article;

b) If the BOD fails to convene a General Meeting of Shareholders as prescribed in point a, clause 2 of this Article, the shareholder or group of shareholders specified in point c, clause 1 of this Article has the right to represent the Company in convening a General Meeting of Shareholders as prescribed in the Enterprise Law;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders will be reimbursed by the Company. This does not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

c) The procedures for organizing the General Meeting of Shareholders are stipulated in Clause 5, Article 140 of the Enterprise Law and Article 18 of the Company Charter.

3. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders must be prepared no more than 10 days before the date of sending the notice inviting the General Meeting of Shareholders. The company must publish information on the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in the list for election to the BOD (if any);

d) Determine the time and place of the meeting;

e) Notify and send announcements of the General Meeting of Shareholders to all shareholders entitled to attend;

f) Other tasks serving the meeting.

#### **Article 14. Subcommittees assisting the BOD.**

1. The BOD may establish subordinate subcommittees to be responsible for development policy, personnel, compensation, internal audit, and risk management. The number of members of the subcommittee is decided by the BOD, with a minimum of 3 members including members of the BOD and external members. The activities of the subcommittee must comply with the regulations of the BOD.

Resolutions of the subcommittee are only valid when a majority of members attend and vote to approve them at the subcommittee meeting.

2. The implementation of decisions of the BOD, or of subcommittees under the BOD, must comply with current legal regulations and the provisions of the Company Charter and Internal Regulations on Corporate Governance.

## **CHAPTER IV**

### **BOARD OF DIRECTORS MEETING**

#### **Article 15. Board of Directors Meetings**

1. The Chairman of the BOD shall be elected at the first meeting of the BOD within 7 working days from the date of the conclusion of the election of that BOD. This meeting is convened and hosted by the member with the highest number of votes. If more than one member has the highest number of votes and they have the same number of votes, the members shall vote by majority to select one of them to convene the BOD meeting.

2. The BOD must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the BOD shall convene a meeting of the BOD in the following cases:

- a) There is the request of an Independent Member of the BOD;
- b) There is the request of the Director or at least five other managers;
- c) There is the request of at least two members of the BOD;
- d) Other cases (if any).

The request stipulated in Clause 3 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions within the authority of the BOD.

4. The Chairman of the BOD must convene a meeting of the BOD within 7 working days from the date of receiving the request as stipulated in Clause 3 of this Article. If the Chairman of the BOD fails to convene a meeting as requested, he/she shall be liable for any damages incurred by the Company; the person making the request has the right to replace the Chairman of the BOD in convening the meeting.

5. The Chairman of the BOD or the person convening the meeting must send a notice of meeting at least 3 working days before the meeting date. The announcement of meeting must specify the time and place of the meeting, the agenda, the matters to be discussed and decided. The announcement of meeting must include the documents to be used at the meeting and the voting ballots of the members.

The announcement of meeting of the BOD may be sent by invitation letter, telephone, fax, electronic means, or other methods, and must ensure that it reaches

the contact address of each member of the BOD registered with the Company.

6. A BOD meeting shall be held when at least 3/4 of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within 7 days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the members in the BOD are present.

The BOD adopts resolutions and decisions by voting at the meeting or by obtaining opinions in writing. BOD meetings may be held in the form of online conferences among members of the BOD when all or some members are in different locations, provided that each participating member can:

- a) Listen to each other participating member in the BOD speak at the meeting;
- b) Speak to all other attending member in the BOD simultaneously.

Discussions among member in the BOD may be conducted in person by telephone or other means of communication, or a combination of these methods. A member in the BOD participating in such a meeting is considered to be "present" at that meeting. The meeting location as stipulated in these regulations is the location where the largest number of members in the BOD are present, or the location where the Host is present.

Decisions made during a meeting conducted by telephone are formally organized and implemented, taking effect immediately upon the conclusion of the meeting, but must be confirmed by the signatures in the minutes of all members in the BOD present at the meeting.

7. A Board member is considered to have attended and voted at the meeting in the following cases:

- a) Attending and voting in person at the meeting;
- b) Authorizing another person to attend and vote as stipulated in Clause 9 of this Article;
- c) Attending and voting through online conferencing, electronic voting, or other electronic forms;
- d) Sending voting ballots to the meeting via mail, fax, or email;
- e) Sending voting ballots by other means.

8. In the case of sending voting ballots to the meeting via mail, the ballots must be enclosed in a sealed envelope and must be delivered to the Chairman of the BOD no later than one hour before the meeting begins. Voting ballots may only be opened in the presence of all attendees.

9. Members must attend all BOD meetings. Members may authorize another person to attend and vote on their behalf if approved by a majority of the members in the BOD.

10. The BOD adopts resolutions and decisions by voting at meetings. Resolutions and decisions of the BOD are adopted if approved by a majority (more than half) of the members present at the meeting. In case of having the same number of votes, the final decision rests with the side whose opinion is supported by the Chairman of the BOD.

Resolutions and decisions made through Written Opinion Forms are adopted if approved by a majority (more than half) of members in the BOD whose opinions are solicited in writing. In case of having the same number of votes, the final decision rests with the side whose opinion is supported by the Chairman of the BOD. This resolution/decision has the same effect and value as resolutions/decisions adopted by the members of the BOD at a meeting convened and held in accordance with established practice.

a) Except as provided in point b, clause 10 of this Article, each member of the BOD or their authorized representative as stipulated in clause 7 of this Article who is present in person at the BOD meeting has one vote;

b) Members of the BOD are not allowed to vote on transactions that benefit that member or their related parties as stipulated in Article 167 of the Enterprise Law and Article 42 of the Company Charter.

#### **Article 16. Minutes of BOD Meetings**

1. BOD meetings must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, and business registration number;
- b) Time and place of the meeting;
- c) Purpose, agenda, and content of the meeting;
- d) Full names of each member attending the meeting or authorized representatives and their manner of attendance; full names of members absent from the meeting and their reasons;
- e) Issues discussed and voted on at the meeting;
- f) Summary of the opinions expressed by each member attending the meeting in chronological order;
- g) Voting results clearly indicating those who approved, disapproved, and had no opinions;
- h) Issues that were approved and the corresponding percentage of votes in favor;
- i) Full name and signature of the Host and the person recording the minutes, except as stipulated in Clause 2 of this Article.

2. In the event that the Host or the person recording the minutes refuses to sign

the meeting minutes, but if all other members of the BOD present and agree to approve the minutes and they sign them, and the minutes contain all the information as stipulated in points a, b, c, d, e, f, and g of Clause 1 of this Article, then these minutes shall be valid. The minutes shall clearly state that the Host or the person recording the minutes refused to sign. The person signing the minutes shall be jointly liable for the accuracy and truthfulness of the content of the meeting minutes of the BOD. The Host or the person recording the minutes shall be personally liable for any damages incurred by the enterprise due to their refusal to sign the minutes, as stipulated in this Law, the Company Charter, and relevant laws.

3. The Host, the person recording the minutes, and all people signing the minutes shall be responsible for the truthfulness and accuracy of the content of the meeting minutes of the BOD.

4. Minutes of the BOD meeting and documents used in the meeting must be kept at the Head Office of the company.

5. Minutes prepared in Vietnamese and in a foreign language have the same legal effect. In case of discrepancies in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall prevail.

## **CHAPTER V REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 17. Annual Report Submission**

1. At the end of the fiscal year, the BOD must submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business results;
- b) Financial statements;
- c) Report on the evaluation of the Company's management and operation;

2. The report stipulated in Clause 1 of this Article and the audit report must be kept at the Company's head office no later than 10 days before the opening of the annual General Meeting of Shareholders. Shareholders who have continuously held shares of the Company for at least one year have the right to review the reports stipulated in this Article themselves or together with a lawyer, accountant, or auditor holding a professional license.

### **Article 18. Remuneration, Bonuses, and Other Benefits of Members in the BOD**

1. The Company has the right to pay remuneration and bonuses to Members in the BOD based on business results and efficiency.

2. Members in the BOD are entitled to work-related remuneration and bonuses. Work-related remuneration is calculated based on the number of working days required to complete the tasks of the Members in the BOD and the daily remuneration rate. The BOD shall determine the remuneration for each member based on

agreement. The total amount of remuneration and bonuses for the BOD shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the BOD is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the BOD holding executive positions or members of the BOD working in subcommittees of the BOD or performing other tasks outside the normal scope of a member's duties may receive additional remuneration in the form of a lump sum payment, salary, commission, percentage of profits, or other forms as decided by the BOD.

5. Members of the BOD are entitled to reimbursement for all travel, accommodation, meals, and other reasonable expenses incurred in performing their duties as members of the BOD, including expenses incurred in attending meetings of the General Meeting of Shareholders, the BOD, or subcommittees of the BOD.

6. Members of the BOD may be insured by the Company with the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Members in the BOD related to violations of the law and the Company Charter.

#### **Article 19. Disclosure of Related Interests**

The disclosure of the Company's related interests and related parties shall be carried out in accordance with the following regulations:

1. Members of the BOD of Company must declare to the Company their related interests, including:

a) The name, business registration number, head office address, business lines, and business activities of the enterprise in which they own capital contributions or shares; the percentage and time of ownership of those capital contributions or shares;

b) The name, business registration number, head office address, business lines, and business activities of the enterprise in which their related parties jointly or individually own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration stipulated in Clause 1 of this Article must be made within 7 working days from the date the related interest arises; any amendments or additions must be notified to the Company within 7 working days from the date of the corresponding amendments or additions.

3. Members of the BOD, acting in their own name or on behalf of others, to perform any work in any form within the scope of the Company's business must explain the nature and content of such work to the BOD and may only perform it with the approval of a majority of the remaining members of the BOD; if they perform such work without reporting it or without the approval of the BOD, all income derived from that activity shall belong to the Company.

## **CHAPTER VI**

### **RELATIONSHIP OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship between members of the Board of Directors**

1. The relationship between members of the BOD is a cooperation; members of the BOD are responsible for informing each other on relevant issues in the process of handling their assigned work.

2. During the process of handling tasks, the Members in the BOD assigned primary responsibility must proactively coordinate the handling of issues related to the area of responsibility of another Member in the BOD. In case of different opinions among Members in the BOD, the member primarily responsible shall report to the Chairman of the BOD for consideration and decision within his/her authority, or organize a meeting or seek the opinions of Members in the BOD in accordance with the law, the Company Charter, and these Regulations.

3. In case of reassignment among Members in the BOD, the Members in the BOD must hand over the work, files, and related documents. This handover must be documented and reported to the Chairman of the BOD.

#### **Article 21. Relationship with the Board of Management**

In the governance role, the BOD issues resolutions and decisions for the Director and the Board of Management to implement. At the same time, the BOD inspects and supervises the implementation of the resolutions and decisions.

#### **Article 22. Relationship with the Auditing Committee**

1. The relationship between the BOD and the Auditing Committee is a cooperation. The working relationship between the BOD and the Auditing Committee is based on the principles of equality and independence, while also closely coordinating and supporting each other in the performance of their duties.

2. When receiving the audit report or summary report from the Auditing Committee, the BOD is responsible for studying and directing the Director and relevant departments to cooperate in developing a plan for timely consolidation and rectification.

## **CHAPTER VII**

### **SUPPLEMENTS AND AMENDMENTS TO THE REGULATIONS**

#### **Article 23. Supplements and Amendments to the Regulations**

1. Supplements and amendments to these Regulations must be considered and decided by the General Meeting of Shareholders.

2. The headings (Chapters, Articles of the Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

3. If any provision conflicts with the Company Charter or is not regulated in these Regulations, the Company Charter and current legal provisions shall apply. In the case of new legal provisions that differ from the provisions of these Regulations, those legal provisions shall automatically apply and govern the activities of the BOD of Company.

## **CHAPTER VIII IMPLEMENTATION CLAUSES**

### **Article 24. Effective Date**

1. These Regulations, consisting of 8 Chapters and 24 Articles, was unanimously approved by the General Meeting of Shareholders of IDICO Urban and House Development Investment Joint Stock Company on 2026.

2. These Regulations replaces the Regulations on the Operation of the BOD issued on April 25<sup>th</sup>, 2024;

3. Matters not regulated in these Regulations will be governed by the provisions of the Company Charter and current legal regulations.

#### ***Recipients:***

- Board of Directors;
- Auditing Committee;
- Board of Management;
- Departments, Business Locations
- Saved: BOD, General Office

**ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN**

**Dang Viet Dung**