

No. : 01/HĐQT

HCM City dated 30 Jan 2026

## REPORT ON CORPORATE GOVERNANCE IN THE YEAR OF 2025

**TO :** - THE STATE SECURITIES COMMISSION  
- HANOI STOCK EXCHANGE

- Name of Company: **CÔNG TY CỔ PHẦN ĐỊA ỐC CHỢ LỚN**
- Address of head office: **118 Hung Phú, Ward Chanh Hung, Hồ Chí Minh City**
- Telephone: **028.38.557.332** Email : [info@cholonres.com.vn](mailto:info@cholonres.com.vn)
- Charter Capital : **141.357.510.000 đồng**
- Stock symbol : **RCL**

### **I/ Activities of the General Meeting of Shareholders**

No.	Resolution No.	Date	Content
01	13/NQ-ĐHĐCĐ	22/04/2025	Report on Business and Production Results in 2024 (Revenue, Profit, Profit Distribution, etc.) and Business and Production Plan for 2025; Approval of the plan to issue shares for 2024 dividend payment; Adjustment of the maximum foreign ownership ratio to 50%; ...

### **II/ Board of Directors :**

#### **1 – Information about the members of the Board of Directors :**

No.	Board of Directors' members	Position	Date of appointment	Number of meetings attended by Board of Directors	Attendance rate	Reason for absence
01	Trần Văn Châu	Chairman	04/2014	10/10	100%	
02	Trần Tuấn Đạt	Executive Director	04/2016	10/10	100%	
03	Lê Thị Thanh Ngân	Non-executive Director	07/2022	10/10	100%	
04	Nguyễn Bảo Huy	Executive Director	05/2024	10/10	100%	
05	Nguyễn Đỗ Ngọc Bảo	Non-executive Director	05/2024	10/10	100%	

#### **2 –Supervising the Board of Management by the Board of Directors:**

In 2025, the streamlining and restructuring of the State administrative apparatus, the reorganization of administrative units at all levels, and the establishment of a two-tier local government model, together with global political and economic fluctuations and ongoing wars in various countries, have had significant impacts on the overall market and the production and business activities of domestic enterprises.

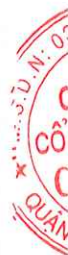
For the Company in particular, longstanding difficulties and obstacles related to legal procedures—such as planning approvals, land price appraisal, and the actual handover of products allocated under contracts over many years—have not yet been resolved. As a result, since the beginning of the year, no new projects of the Company have been implemented, which has had a substantial adverse impact on the Company’s business operations and revenue.

In 2025, the Board of Directors, together with the Company’s Board of Management, focused on actively submitting petitions to the City’s competent authorities to resolve legal obstacles related to the Company’s projects. Following the completion of the 2025 Annual General Meeting of Shareholders, the Board of Directors, including the Chairman, along with the Company’s management, directly participated in the direction, management, and administration of all aspects of business operations, in order to help the Company overcome the current difficult period and to develop appropriate and effective implementation plans for future growth.

By the end of 2025, as a result of the continuous efforts of the Board of Directors and the Board of Management, the 99 Ben Binh Dong Project was proposed by the relevant departments and agencies for submission to the Ho Chi Minh City People’s Committee for consideration and approval of the issuance of ownership certificates to the Company, enabling the Company to proceed with the issuance of ownership certificates to homebuyers..

### **3 – Activities of the Board of Directors’ subcommittees:**

- The Investment Committee:
  - Advises the Board of Directors on market updates in real estate and construction to formulate business plans aligned with the Company’s financial and human resources.
  - Coordinates with the project investor of the Lalaland Project in Sa Đéc, Đồng Tháp Province to complete title issuance procedures for purchased homes and prepare them for commercial exploitation. Monitors the progress of the Sabinco – Trương Bình Hiệp Project, and continues surveying and evaluating other potential projects in various provinces and cities.
  - Continues completing final acceptance procedures for the office space renovation project.
- The Legacy Committee:
  - Participates in the drafting and reviewing of sales contracts, property business agreements, and office lease contracts.
  - Focuses on strengthening coordination with relevant municipal authorities to resolve legal bottlenecks in the deployment of new projects, in a context where many developments are delayed due to procedural obstacles.
  - Works with joint venture partners to petition for solutions to legal issues in the 28-hectare Nhà Bè Project and the Mộc Bài – Tây Ninh Project.



- Has completed procedures to raise the maximum foreign ownership limit to 50% and is in the process of issuing shares for the 2024 dividend payment..
- The Remuneration and Nomination Committee:
  - Advises on improving workplace productivity, upgrading employee skill levels, and streamlining the organizational structure to enhance accountability and competitiveness.
  - Provides guidance to Company leadership on salary, bonus policies, and labor agreements to ensure compliance with the Law on Social Insurance and other relevant legal regulations..

#### 4 – Resolutions/Decisions of the Board of Directors:

No.	Resolutions/Decisions No.	Date	Content
01	02/NQ-HĐQT	04/03/2025	Resolution on finalizing the list of shareholders for the organization of the 2025 General Meeting of Shareholders
02	03/NQ-HĐQT	04/03/2025	Resolution on the approval of the date, venue, and agenda for the 2025 Annual General Meeting of Shareholders
03	10/NQ-HĐQT	03/04/2025	Resolution on the addition of agenda items for the 2025 Annual General Meeting of Shareholders
04	14/NQ-HĐQT	20/05/2025	Resolution on the appointment of Mr. Trần Tuấn Đạt as Permanent Deputy General Director
05	15/NQ-HĐQT	27/05/2025	Resolution on the implementation of the plan to issue shares for the 2024 dividend payment
06	17/NQ-HĐQT	17/06/2025	Resolution on the selection of the auditing firm for the 2025 financial statements
07	20/NQ-HĐQT	05/08/2025	Resolution on the record date for entitlement to receive 2024 dividends in shares
08	22/NQ-HĐQT	19/08/2025	Resolution approving the business performance report and the financial statements for the first six months of 2025, and the appointment of Ms. Lê Thị Kim Xuyên as Chief Accountant
09	25/NQ-HĐQT	04/09/2025	Resolution approving the results of the share issuance for payment of 2024 dividends and the adjustment of the Company's new charter capital
10	27/NQ-HĐQT	13/10/2025	Resolution on the amendment of the Company's Charter in accordance with the new charter capital
11	29/NQ-HĐQT	20/11/2025	Resolution on the policy to resolve outstanding issues and difficulties of the Nhon Đức – Nhà Bè Project and the 99 Bến Bình Đông Project

### III / Supervisory Board :

#### 1 – Information about Supervisory Board's member

No.	Supervisory Board's member	Position	The date becoming the member of the Supervisory Committee	Number of meetings attended	Attendance rate	Reason of absence
01	Nguyễn Thị Ngọc Duyên	Head of SB	04/2019	04/04	100%	

02	Nguyễn Xuân Dũng	Member of SB	04/2022	04/04	100%	
03	Nguyễn Tấn Huy	Member of SB	04/2024	04/04	100%	

2 – Supervising Board of Directors, Board of Management and shareholders by Audit Committee: In 2025, the Supervisory Board continued to appoint its representatives to attend meetings with the Board of Directors in order to monitor the Company’s operations and to inspect and supervise compliance with applicable laws, resolutions of the General Meeting of Shareholders, and the Company’s Charter on organization and operations. The Supervisory Board also coordinated with the Board of Directors in selecting the audit firm for the Company’s semi-annual and annual financial statements for 2025.

In addition, based on the Company’s business performance and statutory financial statements, the Supervisory Board periodically conducted reviews, analyses, and evaluations, and made recommendations and proposals to the Board of Directors and the Executive Management for risk management purposes and for matters requiring closer supervision

3 – The coordination among the Audit Committee, the Board of Management, Board of Directors and other managers: The Supervisory Board regularly communicates with the Chief Accountant on the accounting data reflected in the Company’s financial reports, which is required to meet complex accounting standards and current regulations. Moreover, the Supervisory Board also actively contributes opinions to the Executive Board and the Board of Directors at their meetings and advise appropriate solutions to emerging issues, enhancing compliance and rigor in the Company’s operations.

#### **IV/ Board of Management:**

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment
1	Trần Tuấn Đạt	18/9/1984	Construction Engineer	Becoming Deputy General Director since August 2017
2	Nguyễn Bảo Huy	04/3/1976	Master of Business Administration	Becoming Deputy General Director since September 2022

#### **V//Chief Accountant**

Name	Date of birth	Qualification	Date of appointment
Lê Thị Kim Xuyên	18/9/1979	Bachelor of Economy	Becoming Chief accounting since 30/9/2024

#### **VI/ Training courses on corporate governance::**

Training courses on corporate governance were involved by members of Board of Directors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: Delegate personnel to participate in training courses on information disclosure organised by The State Securities Commission and the Hanoi Stock Exchange.

The company is willing to create favorable conditions for management staff, secretaries, and specialists to participate in training courses on management skills, technical

expertise; and training sessions on new legal documents. At the same time, we encourage the working environment where employees continuously improve their professional skills and work efficiency.

**VII/ The list of internal persons of the company and transactions of internal persons of the Company:**

1 – The list of internal persons of the Company:

No.	Name of orgainsation/ individual	Position at the Company	Số giấy NSH, Date of issue, Place of issue	Contact Address	Time of starting to be affiliate person	Time of ending to be affiliated person	Reasons
<b>A. Board of Directors and Board of Management:</b>							
1	Trần Văn Châu	Chairman			07/2007		
2	Trần Tuấn Đạt	Member of BOD- Deputy General Director			04/2016		
3	Lê Thị Thanh Ngân	Member of BOD			07/2022		
4	Nguyễn Bảo Huy	Member of BOD - Deputy General Director			05/2024		
5	Nguyễn Đỗ Ngọc Bảo	Member of BOD			05/2024		
<b>B. Supervisory Board:</b>							
6	Nguyễn Thị Ngọc Duyên	Head of SB			05/2014		
7	Nguyễn Xuân Dũng	Member of SB			04/2022		
8	Nguyễn Tấn Huy	Member of SB			05/2024		
<b>C. Chief accountant:</b>							
9	Lê Thị Kim Xuyến	Chief accounting			09/2024		Becoming Chief accounting since 30/9/2024
<b>D. Authorized person for information disclosure</b>							
10	Trần Thùy Dung	Head of Investment Management Department – Authorized person for information diclosure			10/2016		
<b>E. Shareholders holding more than 10% of voting shares</b>							
11	Tổng Công ty Địa ốc Sài Gòn – TNHH MTV		0301479844 23/11/2018 Số KH&ĐT TPHCM	41 Sương Nguyệt Ánh, Bến Thành Ward, HCMC			Organization holding 20% of voting shares.

12	Công ty TNHH Thương mại N.T.P		0301658057 18/11/2013 Số KH&ĐT TPHCM	391/50 Sư Vạn Hạnh, Hoa Hưng Ward, HCMC	30/5/2023		Organization holding 20% of voting shares.
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2 – Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: nil

3 – Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: nil

4 – Transactions between the Company and other objects:

4.1 Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): nil

4.2 Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): nil

4.3 Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: nil

#### **VIII/ Share transactions of internal persons and their affiliated persons:**

1. The list of internal persons and their affiliated persons :

No.	Name of organisation / individual	Position at the Company	Relationship with internal persons	Số CMND/ ĐKKD	Date of issue	Place of issue	Address	No. of share owned at period-end	% owned at period-end
1	Trần Văn Châu	Chairman						1.328.893	9,59%
1.1	Vũ Thị Hồng Vân		Mother					0	0%
1.2	Trần Phương Thảo		Child					0	0%
1.3	Trần Tuấn Đạt	Member of BoD	Child					0	0%
1.4	Trần Thùy Dung	Head of Investment Management Department – Authorized person for information disclosure	Child					74.024	0,53%
1.5	Lê Thị Huệ		Child in law					0	0%
1.6	Trần Thị Cúc		Sister					0	0%
1.7	Trần Thị Minh		Sister					0	0%
1.8	Trần Thị Mai		Sister					0	0%
2	Trần Tuấn	Member of						0	0%

	<b>Đạt</b>	<b>BoD- Deputy General Director</b>							
2.1	Trần Văn Châu	Chairman	Father					1.328.893	9,59%
2.2	Vũ Thị Hồng Vân		Mother					0	0%
2.3	Trần Thùy Dung	Head of Investment Management Department – Authorized person for information disclosure	Sister					74.024	0,53%
2.4	Trần Phương Thảo		Sister					0	0%
2.5	Lê Thị Huệ		Wife					0	0%
2.6	Trần Tuấn Phát		Child					0	0%
2.7	Trần Minh Khoa		Child					0	0%
2.8	Lê Quý Thường		Father in law					0	0%
2.9	Lê Thị Gia		Mother in law					0	0%
3	<b>Lê Thị Thanh Ngân</b>	<b>Member of BoD</b>						<b>3.410</b>	<b>0,025 %</b>
3.1	Lê Ngọc Hân		Husband					0	0%
3.2	Lê Hải Kiệt		Child					0	0%
3.3	Lê Quốc Thành		Child					0	0%
3.4	Tổng Công ty Địa ốc Sài Gòn – TNHH MTV		Representative of State Capital					2.772.000	20%
4	<b>Nguyễn Bảo Huy</b>	<b>Member of BoD - Deputy General Director</b>						<b>0</b>	<b>0%</b>
4.1	Trần Thị Xuân		Mother					0	0%
4.2	Hồ Thị Rành		Mother in law					0	0%
4.3	Phạm Kim Loan		Wife					0	0%
4.4	Nguyễn Phạm Hồng Ngọc		Child					0	0%
4.5	Nguyễn Phạm Ngọc		Child					0	0%

	Mình								
5	<b>Nguyễn Đỗ Ngọc Bảo</b>	<b>Member of BoD</b>						0	0%
5.1	Đỗ Thị Kiêm		Mother					0	0%
5.2	Nguyễn Thanh Phong		Husband					0	0%
5.3	Nguyễn Thế Phú		Child					0	0%
5.4	Nguyễn Thế Phương		Child					0	0%
5.5	Nguyễn Đỗ Bảo Châu		Sister					0	0%
5.6	Nguyễn Khôi Nguyễn		Brother					535.446	3,86%
6	<b>Nguyễn Thị Ngọc Duyên</b>	<b>Head of SB</b>						0	0%
6.1	Nguyễn Thị Tuyết Dung		Mother					0	0%
6.2	Nguyễn Thị Bảo Ngọc		Sister					0	0%
7	<b>Nguyễn Xuân Dũng</b>	<b>Member of SB</b>						32.330	0.23%
7.1	Trần Thị Chi		Wife					98.110	0,71%
7.2	Nguyễn Trần Xuân Kim		Child					0	0%
7.3	Nguyễn Trần Kim Xuân		Child					0	0%
8	<b>Nguyễn Tấn Huy</b>	<b>Member of SB</b>						0	0%
8.1	Nguyễn Tấn Hưng		Father					0	0%
8.2	Lê Hồng Hương		Mother					0	0%
8.3	Nguyễn Quý Mai		Sister					0	0%
8.4	Đặng Mai Thảo Vi		Wife					0	0%
8.5	Đình Gia Bảo		Brother in law					0	0%
8.6	Đặng Ngọc Sơn		Father in law					0	0%
8.7	Mai Thị Liên		Mother in law					0	0%
9	<b>Trần Thùy Dung</b>	<b>Head of Investment Management Department – Authorized person for information disclosure</b>						74.024	0,53%
9.1	Trần Văn Châu	Chairman	Father					1.328.893	9,59%
9.2	Vũ Thị Hồng Vân		Mother					0	0%

9.3	Trần Tuấn Đạt	Member of BoD	Brother					0	0%
9.4	Trần Phương Thảo		Sister					0	0%
9.5	Lê Thị Huệ		Sister in law					0	0%
10	<b>Lê Thị Kim Xuyên</b>	<b>Responsible for accounting</b>						<b>0</b>	<b>0%</b>
10.1	Lê Bá Quán		Father					0	0%
10.2	Lê Thị Ngọc Huyền		Mother					0	0%
10.3	Mai Thị Bích		Mother in law					0	0%
10.4	Mai Quang Chinh		Husband					0	0%
10.5	Mai Ngọc Phương Trang		Child					0	0%
10.6	Mai Đức Trọng		Child					0	0%

2. Transactions of internal persons and affiliated persons with shares of the company: nil

CHAIRMAN OF BOARD OF DIRECTORS



TRẦN VĂN CHÂU