

CÔNG TY CỔ PHẦN  
TẬP ĐOÀN EMA LAND  
EMA LAND GROUP JSC

Số: 11/2026/CBTT  
No:11/2026/CBTT

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

Hồ Chí Minh, ngày 09 tháng 06 năm 2026  
Ho Chi Minh, day 09 month 06 year 2026

**CÔNG BỐ THÔNG TIN**  
**INFORMATION DISCLOSURE**

**Kính gửi: - Sở Giao dịch chứng khoán Hà Nội/ Hanoi Stock Exchange**  
**- Ủy ban Chứng khoán Nhà nước/ State Securities Commission**

1. Tên tổ chức/*Name of organization*: Công ty Cổ phần Tập đoàn EMA LAND/ *Ema Land Group Jsc*

- Mã chứng khoán/ *Stock code*: TV6

- Địa chỉ/*Address*: 71 Tạ Hiện, Phường Cát Lái, Hồ Chí Minh/ *71 Ta Hien Street, Cat Lai Ward, Ho Chi Minh City.*

- Điện thoại liên hệ/*Tel.*: 0908 687 295

Fax:

- E-mail: tapdoanbdsema@gmail.com

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

Công ty Cổ phần Tập đoàn EMA LAND công bố thông tin Thư mời họp và tài liệu Đại hội đồng cổ đông thường niên năm 2026.

*EMA LAND Group Joint Stock Company announces the Invitation Letter and Meeting Materials for the 2026 Annual General Meeting of Shareholders.*

(Đối với trường hợp đính chính hoặc thay thế thông tin đã công bố cần giải trình rõ nguyên nhân đính chính hoặc thay thế)/*In case of correction or replacement of previously disclosed information, explanation is needed*).

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 09/06/2026 tại đường dẫn <https://emaland.vn/> /*This information was published on the company's website on September 6, 2026, as in the link <https://emaland.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.*



**Tài liệu đính kèm/Attached documents:**

Thư mời họp và tài liệu họp  
Đại hội đồng cổ đông thường  
niên năm 2026/ *Invitation  
Letter and Meeting Materials  
for the 2026 Annual General  
Meeting of Shareholders*

**Đại diện tổ chức**  
**Organization representative**  
**Giám đốc**  
**Director**



**Lý Minh Tâm**





**EMA LAND GROUP JOINT STOCK COMPANY**  
Head office: No. 71 Ta Hien Street, Cat Lai Ward, Ho Chi Minh City  
Business Registration Certificate No.: 0600446389  
Phone: 0908687295 Website: www.emaland.vn

Ho Chi Minh City, June 09, 2026

## **INVITATION LETTER**

### **ATTENDING THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to the Charter of organization and operation of EMA LAND GROUP JOINT STOCK COMPANY, THE Board of Directors of the Company cordially invites shareholders to attend the Annual General Meeting of Shareholders (AGM) in 2026 as follows:

**1. Time of the meeting:** 08:00, June 30, 2026

**2. Meeting Location:** No. 71 Ta Hien Street, Cat Lai Ward, Ho Chi Minh City, Vietnam.

**3. Contents of presentation, discussion and voting at the Congress:**

The agenda and documents of the General Meeting of Shareholders are posted on the Company's website at the link: <https://emaland.vn/> (Shareholder Relations Section) from 09/06/2026

**4. Registration for the meeting:**

To prepare facilities to welcome delegates, please register to attend the General Meeting at EMA LAND GROUP JOINT STOCK COMPANY or send the Registration Form to the following address before **30/06/2026**.

**5. Authorization to attend the congress:**

If you authorize another person to attend the General Meeting, please fill in the *Power of Attorney form* or *other forms as prescribed by civil law* and send the signed Power of Attorney to the address below before **30/06/2026** or present it when the Authorized Person attends the General Meeting.

*(Note: The power of attorney must clearly state the name of the authorized individual or organization and must contain the number of authorized shares. The power of attorney must be the original, with a live signature. In case of receiving authorization from shareholders of organizations, the Power of Attorney must bear the seal of the authorizing organization).*

**6. Texting address and support contact:**

**EMA LAND GROUP JOINT STOCK COMPANY**

- Address: No. 71 Ta Hien Street, Cat Lai Ward, Ho Chi Minh City, Vietnam.
- Phone: 0908 687 295 – Email: tapdoanbdsema@gmail.com

**7. Shareholders or authorized persons attending the General Meeting should bring the following documents:**

- Invitation letter and Power of Attorney (*if any*);
- ID card/ID card/Passport or a valid copy of the organization's Business Registration Certificate.

It is our pleasure to welcome you to the Annual General Meeting of Shareholders in 2026.

Best regards!

**TM. BOARD  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**



**Vu Tien Hung**



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## PROGRAM

### ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026

(June 30, 2026)

Time	Contents
08:00 – 08:30	<b>Welcoming guests and checking the eligibility of delegates:</b> <ul style="list-style-type: none"><li>Welcoming delegates;</li><li>Check the qualifications of delegates, distribute voting cards, voting papers, election papers and documents of the Congress.</li></ul>
08:30 – 09:00	<b>Opening of the Congress:</b> <ul style="list-style-type: none"><li>Report on checking the qualifications of delegates to attend the Congress;</li><li>Statement of reasons, introduction of the Chairman;</li><li>Adopt the Working Regulations;</li><li>The Chairman introduces and approves the list of the Presiding Delegation, the Delegate Eligibility Examination Committee, the Vote Counting Committee;</li><li>Approval of the Congress program;</li></ul>
09:00 – 09:30	<b>The Board of Directors, the Supervisory Board and the Board of Directors presented the following contents:</b> <ul style="list-style-type: none"><li>Report on the performance of the Board of Directors in 2025 and the Operation Plan in 2026;</li><li>Report on the activities of the Supervisory Board in 2025 and the Operation Plan in 2026;</li><li>Report of the Board of Directors of the Company on the business situation in 2025 and the Operation Plan in 2026.</li></ul>
09:30 – 10:15	<b>Contents of the report to be submitted to the Congress:</b> <ul style="list-style-type: none"><li>Proposal to approve the audited 2025 financial statements;</li><li>Proposal on profit distribution and dividend distribution plan in 2025 and plan for 2026;</li><li>Proposal to approve the remuneration of the Board of Directors and the Supervisory Board, the salary of the Executive Board in 2025 and the plan for 2026;</li><li>Proposal approving the selection of an independent auditor for the fiscal year 2026;</li><li>Proposal for dismissal of Members of the Board of Directors, Members of the Supervisory Board and election of new Members of the Board of Directors, Members of the Supervisory Board</li><li>Proposal for approval of adjustment and supplementation of the Company's business lines</li></ul>



Time	Contents
	<ul style="list-style-type: none"> <li>• Proposal to approve the amendment and supplementation of the Company's Charter.</li> <li>• Proposal to approve the policy of changing the address of the Company's head office</li> <li>• Other content (if any).</li> </ul>
10:15 – 10:45	Discussion Congress
10:45 – 10:55	Voting Guidelines and Voting Through Reports and Submissions
11:00 – 11:15	Announcement of vote counting results.
11:15 – 11:25	<p>The Secretary reads the draft Minutes of the meeting and the Resolution of the General Meeting of Shareholders;</p> <p>The General Meeting voted to approve the contents of the Minutes of the meeting and the Resolution of the General Meeting of Shareholders.</p>
11:25 – 11:30	<b>Closing Statement of the Congress.</b>





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**CERTIFICATE**  
**ATTENDANCE/AUTHORIZATION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

To: EMA LAND Group Joint Stock Company

**Shareholder/Authorizer:**.....  
ID card/CCCD/Passport/business registration number:..... issued on .../.../.....  
at.....  
Address: .....Phone: .....  
Number of shares owned (According to the list of VSDC closed on 04/06/2026):  
..... Shares  
(In words: .....)  
Full name of the legal representative of shareholders being organizations:  
.....  
ID card/CCCD/Passport number:..... issued date.....  
at.....

(Shareholders select one of the two items below, check the appropriate box)

- 1. REGISTER TO ATTEND  THE MEETING
- 2. AUTHORIZATION FOR

**Name of the individual/organization:** .....  
ID card/CCCD/Passport/business registration number:..... issued on .../.../.....  
at.....  
Address: .....  
Phone: ..... Email : .....  
Number of authorized shares: ..... shares.  
(In words: .....)  
Full name of the legal representative of the authorized organization (in case of authorization for the organization): .....  
ID card/CCCD/Passport number:..... issued date.....  
at.....



3. In case shareholders are unable to attend and cannot authorize others, shareholders can authorize members of the company's Board of Directors according to the list below:

STT	Full name	Position	Tick	Number of authorized shares
1	Vu Tien Hung	Chairman of the Board of Directors		
2	Nguyen Dang Manh	Member of the Board of Directors		

3	Ly Van Nam	Member of the Board of Directors		
4	Nguyen Thanh Nghia	Independent Member of the Board of Directors		
5	Tran Thi Minh Thu	Member of the Board of Directors		

*(Note: Please mark (X) next to the name of the member that you choose to authorize, only choose to authorize one person the entire number of shares owned; in case you want to authorize more than one person, please specify the number of authorized shares for each member)*

**4. Authorization contents:**

The Authorized Party shall represent the Authorizing Party to attend the 2026 Annual General Meeting of Shareholders of EMA LAND Group Joint Stock Company **held on 30/06/2026** and perform all rights and obligations at the General Meeting of Shareholders related to the number of authorized shares.

**5. Responsibilities and duration of authorization**

- I/we are solely responsible for this authorization and undertake to strictly comply with the applicable provisions of the law and the Charter of the EMA LAND Group Joint Stock Company.
- This Power of Attorney is effective from the date of signing until the end of the 2026 Annual General Meeting of Shareholders of the EMA LAND Group Joint Stock Company./.

....., date ..... 20 years old....

**AUTHORIZED PERSON**

*(Sign and specify your full name and seal if it is an organization)*

**SHAREHOLDERS/AUTHORS**

*(Sign and specify your full name and seal if it is an organization)*





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### VOTING VOTES

(At the 2026 Annual General Meeting of Shareholders  
 EMA LAND Group Joint Stock Company on June 30, 2026)

Shareholder Name: ..... Shareholder Code: .....  
 Full name of the person authorized to attend and vote (if any):.....  
 Number of valid voting shares:..... CP<sup>1</sup>  
 Contacts: .....  
 CCCD/HC number: ..... Date of issue: ..... Place of Issue.....

#### Voting Plan

Voting issues	Endorsement (1)	Disapprove (2)	No Comments (3)
<b>Article 1:</b> To approve the report of the Board of Directors on the results of production and business activities in 2025 and the plan for 2026;			
<b>Article 2:</b> To approve the Supervisory Board's report on the results of operations in 2025 and the plan for 2026;			
<b>Article 3:</b> To approve the Report of the Board of Directors on the results of operations in 2025 and the plan for 2026;			
<b>Article 4:</b> Approval of the audited financial statements for 2025;			
<b>Article 5:</b> Approving the plan for profit distribution and dividend distribution in 2025 and the plan for 2026;			
<b>Article 6:</b> Approving the remuneration of the Board of Directors, the Supervisory Board, the salary of the Executive Board in 2025 and the plan for 2026			

<sup>1</sup> Number of shares owned according to the list of shareholders as of the closing date 04/06/2026



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<b>Article 7:</b> Approval of the selection of an independent auditor for the fiscal year 2026			
<b>Article 8:</b> Approving the dismissal of members of the Board of Directors/members of the Control Board and the election of additional members of the Board of Directors/members of the Control Board			
<b>Article 9:</b> Approval of adjustment and supplementation of the Company's business lines			
<b>Article 10:</b> Approving amendments and supplements to the Company's Charter			
<b>Article 11:</b> Approval of the change of the Company's business address			

**Shareholders/Authorized Persons**  
(sign and specify full name)





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04



DỰ THẢO

Ho Chi Minh City, June 30, 2026

**WORKING REGULATIONS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026  
EMA LAND GROUP JOINT STOCK COMPANY**

**Base:**

- Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and guiding documents;
- Charter of organization and operation of EMA LAND Group Joint Stock Company;
- Notice of invitation to the 2026 Annual General Meeting of Shareholders of the Board of Directors of the Company.

In order to ensure the principles of openness, fairness and democracy, and create favorable conditions for the organization and conduct of the 2026 Annual General Meeting of Shareholders ("**the General Meeting**"), the Organizing Committee of the General Meeting would like to report to the General Meeting of Shareholders for approval of the Working Regulations at the General Meeting as follows:

**CHAPTER I  
GENERAL REGULATIONS**

**Article 1: Scope of regulation**

This Regulation stipulates the order of the General Meeting, the rights and tasks of the General Meeting, the rights and procedures for the exercise of rights of shareholders, the responsibilities of the Chairman, the Secretariat, the Vote Counting Committee, regulations on minutes and resolutions of the General Meeting and related matters.

**Article 2: Subjects of application**

Shareholders, persons authorized by shareholders to attend the General Meeting and parties participating in the General Meeting shall comply with the provisions of this Regulation.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF PARTICIPANTS IN THE CONGRESS**

**Article 3.- Rights and obligations of the General Meeting of Shareholders**

- Through the Presidium, the Secretariat, the Vote Counting Committee, the Congress Agenda, and the Working Regulations.
- Approving the Minutes and Resolutions of the General Meeting.





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**Article 4: Rights and obligations of shareholders or authorized representatives of shareholders attending the General Meeting**

**4.1. Participants and conditions for attending the General Meeting:**

Shareholders or authorized representatives in writing of one or more shareholders named in the list of shareholders of the Company as of **04/06/2026**.

**4.2. Rights of shareholders:**

- Directly attend or authorize others to attend the Congress, express opinions and discuss all contents of the agenda of the Congress approved by the Congress.

- Exercising the right to vote directly or through an authorized representative or in other forms prescribed by law and the Company's Charter. Each ordinary share has 01 vote. Shareholders or representatives of shareholders when attending the general meeting are entitled to receive voting cards, voting papers and election papers to participate in voting and elections after registering to attend the general meeting with the Organizing Committee.

- Shareholders who arrive late when the General Meeting has not yet ended have the right to register immediately, then have the right to participate and vote and vote right at the General Meeting. The Presidium is not responsible for stopping the General Meeting to allow late shareholders to register and the validity of the votes that have been conducted will not be affected.

- Other rights as prescribed by law and the Company's Charter.

**4.3. Obligations of shareholders:**

- Shareholders or authorized persons attending the meeting must bring the following documents when attending the General Meeting in person: (1) Notice of invitation to the meeting; (2) Participation registration certificate (3) ID card/ID card/passport for individuals; (4) Power of attorney (in case of authorization to attend the Congress).

- Strictly abide by the law, the Company's Charter and this Regulation, respect the control of the Chairman of the General Meeting and the results of work at the General Meeting.

- Other obligations as prescribed by law and the Company's Charter.

**Article 5.- Rights and obligations of the Chairperson of the Congress**

**5.1.** Control the Congress in accordance with the content of the agenda and regulations approved by the Congress.

**5.2.** To guide the congress in discussing and collecting opinions to vote on issues on the agenda of the congress and related issues during the course of the congress.

**5.3.** To direct the settlement of issues arising during the course of the Congress. The Chairman's decision to handle issues of order, procedures or events arising will be the highest judgment.



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5.4. The Chairman has the right not to reply or only record the opinions of shareholders if the opinions are not included in the work agenda of the General Meeting.

5.5. Other rights and obligations as prescribed by law and the Company's Charter.

**Article 6.- Rights and obligations of the Congress Secretariat**

6.1. The Secretariat of the Congress shall be appointed by the Chairman, consisting of 01 Head of the Secretariat and from 01 to 02 assisting members if necessary.

6.2. The Secretariat of the Congress shall perform the assisting tasks as assigned by the Chairman of the Congress, including:

- Assisting the Chairman and the Presidium in controlling the program of the Congress;
- Making minutes of the General Meeting fully and truthfully reflecting the order of the General Meeting, the comments and discussions of the Chairman and shareholders during the course of the General Meeting;
- Presenting the draft Minutes of the Congress to the Congress for approval;
- Draft Resolution of the Congress;
- Perform other tasks as assigned by the Chairman.

**Article 7: Rights and duties of the Shareholder Eligibility Examination Committee to attend the General Meeting**

7.1. The Shareholder Eligibility Examination Committee to attend the General Meeting consists of 01 Head of the Board of Directors and members decided by the Board of Directors of the Company.

7.2. The Committee for Examination of Shareholders' Qualifications to Attend the General Meeting shall have the following rights and tasks:

- Receive the notice of the meeting of shareholders, power of attorney, ID card/CCCD/Passport of the attendees of the General Meeting, check and determine the shareholders who have the right to attend the meeting;
- Distribution of documents, voting cards, voting slips, election slips to shareholders and authorized persons attending the General Meeting;
- Refusing or preventing persons who do not have the status of shareholders from attending meetings;
- Prepare and report to the General Meeting the results of checking the eligibility of shareholders to attend the General Meeting of Shareholders before the opening of the General Meeting and before voting, conducting elections if there is a change in the number of shareholders registered to attend.

**Article 8.- Rights and obligations of the Vote Counting Committee**

8.1. The vote counting committee consists of 01 Head and members voted for approval by the Congress if necessary.



## EMA LAND GROUP JOINT STOCK COMPANY

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**8.2.** The Vote Counting Committee has the following tasks:

- The vote counting committee must make a record of vote counting and take responsibility before the Presidium and the General Meeting of Shareholders when performing its tasks;
- Work honestly and objectively;
- Guidance on voting, election and voting methods;
- Counting votes, making a record of vote counting;
- Consider and report to the General Meeting of Shareholders on the results of vote counting, and cases of violation of voting rules or complaints related to vote counting (if any).

### CHAPTER III

#### REGULATIONS CONDUCTING THE CONGRESS

##### **Article 9: Conditions for conducting the Congress**

The General Meeting shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total voting shares. In case more than 60 minutes from the time of opening of the General Meeting stated in the content of the General Meeting program sent to shareholders but the number of shareholders registered to attend the General Meeting does not fully represent more than 50% of the total number of shares with voting rights according to the list of closing shareholders on **04/06/2026**, the meeting is considered ineligible to be held. In this case, the convening and conducting of the 2nd General Meeting of Shareholders will be conducted in accordance with the provisions of the Company's Charter and the Law on Enterprises.

##### **Article 10: Voting to approve issues at the General Meeting**

**10.1.** Each shareholder has the number of votes calculated by the total number of shares owned by him or her representative.

**10.2.** Resolutions of the General Meeting shall be adopted when they are approved by the number of shareholders owning more than 50% of the total votes of all *shareholders attending and voting at the meeting*.

**10.3.** A resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders *attending and voting at the meeting*:

- Type of shares and total number of shares of each type;
- Change of business lines, trades and fields;
- Changes in the structure and management organization of the Company;
- Projects to invest in or sell assets with a value equal to or greater than 35% of the total value of assets recorded in the Company's latest financial statements;
- Reorganization or dissolution of the Company;
- Other cases as prescribed in Article 19 of the Company's Charter.



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### 10.4. Voting rules:

a. Shareholders or authorized representatives attending the General Meeting will be issued by the Company with a blue "Voting Card" and a white "Voting Card". Voting cards, voting slips approving the contents of the General Meeting are pre-printed cards and slips, according to the Company's form. On the Voting Card, the Voting Slip contains the following information: full name of the shareholder or authorized person, number of votes (owner/representative and/or authorized) of the shareholder, voting/election contents at the General Meeting and affixed with the Company's seal.

#### b. Voting form:

✓ Shareholders vote by holding up voting cards when voting on the following issues:

- (i) Approving the Congress Program, Working Regulations at the Congress;
- (ii) Through the Presidium, the Secretariat, the Vote Counting Committee;
- (iii) Approving the Minutes of the meeting and the Resolution of the General Meeting of Shareholders.

✓ Shareholders vote in the form of voting for reports and proposals. Shareholders vote by choosing the option of approving or disapproving or having no opinion on each content to be consulted.

+ If approving the issue of requesting voting, the shareholder shall mark the multiplication (X) in column (1) and blank the entire column (2) (3);

+ If they disagree with the issue of voting request, the shareholder shall mark the multiplication (X) in column (2) and must leave the entire column (1) (3) blank;

+ If there is no opinion on the issue of requesting voting, the shareholder shall mark the multiplication (X) in column (3) and must leave the entire column (1) (2) blank.

For issues to be voted on, each shareholder only uses a single voting slip on which the contents to be voted on at the General Meeting are clearly stated.

In case, in the same 01 issue, shareholders choose 2 opinions or no opinions will be counted as having no opinion

#### c. Invalid votes shall not be counted, including:

- Not according to the form issued by the Organizing Committee and without the Company's seal;
- Being torn, bricked, erased, repaired;
- Write other information not related to the content of the meeting;
- There is no signature of the shareholder or the authorized representative of the shareholder.

d/ The voting for each content to be approved in the voting paper is independent of each other and the validity of the voting part of this content does not affect the validity of other voting contents.



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**Article 11: Discussion and expression of opinions at the General Meeting**

At the General Meeting, shareholders or authorized representatives may express their opinions in the discussion section of the General Meeting and must comply with the following principles and conditions:

**11.1.** The discussion shall be conducted only within the prescribed time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders.

**11.2.** Shareholders or authorized representatives shall raise their voting cards when they wish to express their opinions and only when approved by the chairman. In case many shareholders want to speak, the Chairman will arrange for shareholders to speak in the order of registration, and at the same time answer shareholders' questions.

**11.3.** Shareholders shall make brief speeches and focus on the contents of the agenda of the General Meeting that have been approved, and do not restate the opinions expressed by other shareholders.

**Article 12: Minutes and Resolutions of the Congress**

**12.1.** All contents, developments, opinions and discussions in accordance with the contents of the program approved by the General Meeting must be recorded by the Secretary in the Minutes of the General Meeting of Shareholders in a full and truthful manner.

**12.2.** The Minutes of the Congress shall serve as a basis for making the Resolution of the Congress. The Minutes and Resolutions must be read and approved before the Congress closes.

**12.3.** The contents already voted and approved by the General Assembly must be reflected in the Resolution of the General Assembly.

**CHAPTER IV**

**IMPLEMENTATION PROVISIONS**

**Article 13: Enforcement Provisions**

**13.1.** This Regulation consists of 04 Chapters and 13 Articles, which were approved by the 2026 Annual General Meeting of Shareholders held on June 30, 2026 and take effect for the meeting on the same day.

**13.2.** This Regulation may be amended and supplemented right at the congress session at the proposal of the Chairman of the congress and must be voted for by the congress.





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**Recipients:**

- General Meeting of Shareholders;
- Save: VP of the Board of Directors.

**TM. GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN**

**Vu Tien Hung**



Ho Chi Minh City, June 30, 2026



No. 01/2026/BC-HDQT

**REPORT OF THE BOARD OF DIRECTORS ON OPERATING RESULTS  
PRODUCTION AND BUSINESS IN 2025 AND PLAN FOR 2026**

**Submission: - Annual General Meeting of Shareholders in 2026;  
- EMA LAND Group Joint Stock Company.**

In 2025, the Board of Directors of EMA LAND Group Joint Stock Company has fulfilled its functions and tasks in accordance with the provisions of the law and the Company's Charter. The year 2025 is a year marking many great developments in the business activities of the whole Company, when the Company has begun to record revenue from real estate brokerage and leasing activities after the restructuring period and looking for sustainable development in the future. The Board of Directors has been doing a good job of managing, building business strategies and supervising the management of the Board of Directors. The main results achieved in 2025 are as follows:

**I. RESULTS OF THE IMPLEMENTATION OF THE RESOLUTION OF THE 2025  
GENERAL MEETING OF SHAREHOLDERS**

In 2025, under the direction of the Board of Directors and the efforts of the Board of Directors and all employees, the Company has initially recorded revenue and profit from the Company's core business activities. The Company's revenue comes from real estate brokerage and leasing activities. In which, real estate brokerage activities will account for the main proportion of the Company's revenue structure in 2025. Specifically, in terms of business results, the Company has achieved the following:

Criteria	Plan for 2025	Implementation in 2025	Completion Level (%)
Turnover (VND)	45.000.000.000	5.476.940.304	12,17%
Profit after tax (VND)	3.200.000.000	442.920.645	13,84%
Dividend (%)	0	0	0

**II. ACTIVITIES OF THE BOARD OF DIRECTORS AND EXECUTIVE BOARD IN 2025**

**1. Personnel structure of the Board of Directors**

The Board of Directors of the Company consists of 05 members chaired by *Mr. Vu Tien Hung*, with 03 members of the Board of Directors, 01 independent member of the Board of Directors, specifically:

STT	Name	Position in the Board of Directors	Position in the Company
1	Vu Tien Hung	Chairman of the Board of Directors	None
2	Nguyen Dang Manh	Member of the Board of Directors	None
3	Ly Van Nam	Member of the Board of Directors	None
4	Nguyen Thanh Nghia	Independent Member of the Board of Directors	None
5	Tran Thi Minh Thu	Member of the Board of Directors	Vice President of Sales

## 2. Regarding the personnel structure of the Executive Board in 2025

The Company's Board of Directors, including 01 member of Mr. Ly Minh Tam as Director:

STT	Name	Positions on the Board of Directors	Other Positions
1	Ly Minh Tam	Director	None

## 3. The activities of the Board of Directors in 2025 are in accordance with the provisions of the Law on Enterprises and the Charter of organization and operation of the Company.

In 2025, the Board of Directors has managed and directed the operation of the Company in compliance with the provisions of the Law on Enterprises and the Charter of the Company's organization. The remaining tasks under the jurisdiction of the Board of Directors and the Executive Board are directed to be carried out in accordance with the provisions of the law.

### a. Board Meetings:

Anonymous	Member of the Board of Directors	Position	The start date is the TV of the Board of Directors	The day is no longer the TV of the Board of Directors	Number of sessions attended	Rate (%)	Reasons for not attending
1.	Mr . Vu Tien Hung	Chairman of the Board of Directors	30/06/2025	-	06/06	100 %	
2.	Mr . Nguyen Dang Manh	Member of the Board of Directors	30/06/2025	-	06/06	100 %	
3.	Mr . Ly Van Nam	Member of the Board of Directors	30/06/2025	-	06/06	100 %	
4.	Mr . Nguyen Thanh Nghia	Independent Board of Directors TV	30/06/2025	-	03/06	50%	New appointment 30/06/2025

<b>Anonymus</b>	<b>Member of the Board of Directors</b>	<b>Position</b>	<b>The start date is the TV of the Board of Directors</b>	<b>The day is no longer the TV of the Board of Directors</b>	<b>Number of sessions attended</b>	<b>Rate (%)</b>	<b>Reasons for not attending</b>
5.	<b>Ms . Tran Thi Minh Thu</b>	Member of the Board of Directors	30/06/2025	-	03/06	50%	New appointment 30/06/2025

**b. Supervisory activities of the Board of Directors over the Board of Directors:**

In 2025, the Board of Directors has also directed directly to the Executive Board to monitor, supervise, orient and direct the management and administration of the Executive Board.

Monthly/quarterly, a company-wide briefing meeting is held with members including: Board of Directors, Executive Board, Heads of departments. To assess the level of production and business task performance, implementation results; Set out a detailed plan for the next month; Solving problems that exist in the production and business process of the Company; regularly remind and urge the Executive Board to implement the report.

**c. Management and direction of the Company**

The Board of Directors has made decisions in the management and direction of the Company on:

- Implementing the Resolution of the General Meeting of Shareholders to the Board of Directors and departments throughout the Company;
- Every month, the Board of Directors regularly sends people to attend full briefings with the heads of departments to capture the results of handling the work of each department and management department as well as directly give directions and suggestions to promptly solve problems arising in the management and administration of the Board of Directors in order to manage the activities of the Company in accordance with the orientation and objectives of the General Meeting of Shareholders;
- Quarterly, on the basis of evaluating the results of the implementation of the previous quarter's plan, identifying the causes of existence to come up with remedial solutions and assigning the next quarter's production plan;
- Promulgating unified resolutions on the Company's guidelines and policies in management and administration activities, investment, production and business, etc. and Decisions on directing the implementation of business, management and investment operations;
- In conjunction with the Executive Board and the Supervisory Board, decide to select an audit firm to implement the preparation of the audited financial statements in 2025.

**d. Evaluation of the performance of members of the Board of Directors in 2025**

In 2025, the members of the Board of Directors have seriously participated in the regular meetings of the Board of Directors once a quarter in accordance with the provisions of the law and

gave written opinions on issues under the jurisdiction of the Board of Directors with a high sense of responsibility, promoting the leadership capacity of the Board of Directors members, for the benefit of shareholders and the sustainable development of the Company.

In addition to performing and fulfilling the general responsibilities for the activities of the Board of Directors, the members of the Board of Directors have basically completed the assigned tasks according to the assignment of specific tasks of the members of the Board of Directors;

- The Chairman of the Board of Directors has fulfilled the duties of the Chairman of the Board of Directors in accordance with the Law on Enterprises, the Company's Charter of Organization and Operation Regulations of the Board of Directors in formulating and implementing the annual work program, assigning tasks among members of the Board of Directors, organizing meetings, collecting written opinions, etc. promulgating Resolutions, Decisions, Notices of the Board of Directors; direct, manage and supervise the implementation of the Resolutions of the Board of Directors; assign tasks for Departments and Departments under the Board of Directors and Internal Control to promote the function of advising and advising the Board of Directors on matters under their jurisdiction.

- The remaining full-time members of the Board of Directors have made positive contributions in the process of perfecting the Company's internal management system, together with the Board of Directors to manage, supervise and administer business activities, contributing to the maintenance of production activities. doing business in the most difficult period.

e. Activities of independent members of the Board of Directors and results of independent members' evaluation of the activities of the Board of Directors: Independent members of the Board of Directors in 2025 have supervised and organized the implementation of control over the management and administration of the company. Specifically, supervising the Board of Directors and Directors in the management and administration of the company; Examining the reasonableness, legality, honesty and prudence in the management and administration of business activities; the systematic, consistent and appropriate work of accounting, statistics and financial reporting...

***Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board.***

In 2025, the remuneration of the Board of Directors shall be approved by the General Meeting of Shareholders as follows:

*Unit: Bronze*

<b>Full Name</b>	<b>Position</b>	<b>Remuneration</b>	<b>Operating Costs</b>	<b>Other benefits</b>
Vu Tien Hung	Chairman of the Board of Directors	0	0	0
Nguyen Dang Manh	Member of the Board of Directors	0	0	0
Ly Van Nam	Member of the Board of Directors	0	0	0
Nguyen Thanh Nghia	Independent Board of Directors TV	0	0	0
Tran Thi Minh Thu	Member of the Board of Directors	0	0	142.063.333

<b>Total spent in 2025</b>	0	0	<b>142.063.333</b>
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**4. Report on the evaluation of the activities of independent members of the Board of Directors**

**III. PLAN AND DIRECTION OF ACTIVITIES OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD IN 2026**

**1. Personnel structure**

The total number of members of the Board of Directors is 05 members, including 01 independent member of the Board of Directors.

**2. Production and business plan**

Based on the current business situation, the Board of Directors submits to the General Meeting of Shareholders for approval the production and business plan in 2026:

The expected targets are as follows:

<b>Criteria</b>	<b>Unit of calculation</b>	<b>Implementation plan</b>
Revenue	Copper	150.000.000.000
Profit before tax	Copper	10.000.000.000
Profit after tax	Copper	8.000.000.000
Dividends	%	0

**3. Direction of activities of the Board of Directors and the Board of Directors in 2026**

The Board of Directors strives to overcome all difficulties and challenges of the economy and enterprises, proactively taking advantage of opportunities to implement tasks well.

On the stepping stone achieved in 2025, the Board of Directors is determined to bring the Company to maintain the growth rate in 2026.

In addition, the Board of Directors will drastically direct the Board of Directors in implementing the Company's key tasks in 2026, namely: Continue to improve the organizational structure, apparatus and personnel; Expanding the search for real estate investment opportunities; Opening up capital mobilization channels to meet the investment and business needs of the Company; Good cost control to improve business investment efficiency and financial efficiency; Take care of and ensure the satisfactory interests of shareholders and employees.

Above is the report of the Board of Directors and the Board of Directors of the Company in 2025, plans and operational directions for 2026, respectfully submitted to the General Meeting of Shareholders for study, consideration and approval.

**IV. REPORT ON TRANSACTIONS**

**1. Transactions between companies, subsidiaries and companies controlled by public companies with more than 50% or more of charter capital and members of the Board of Directors and related persons of such members:**

<b>STT</b>	<b>Name of organization/individual</b>	<b>Relationship with the company</b>	<b>Professional content</b>	<b>Transaction value</b>	<b>Pursuant to the Board of</b>	<b>Notes</b>
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					<b>Directors, the General Meeting of Shareholders</b>	
1	Emaar Land Real Estate Investment Consulting Joint Stock Company	Together with Members of the Board of Directors	Collect office rental deposits	10,000,000 VND	No. 94/2025/TV6-NQ-HDQT	
2	Kim Hung Trading Co., Ltd.	Together with Members of the Board of Directors	Business Cooperation:	20,000,000,000 VND	No. 02/2024 TTr-BOD	
3	Bao Loc Park Hills Co., Ltd.	Together with the person in charge of corporate governance	Collecting office rental deposits:	10,000,000 VND	No. 94/2025/TV6-NQ-HDQT	

**2. Transactions between companies and companies in which a member of the Board of Directors is a founding member or manager of the enterprise in the last 03 years before the time of transaction:**

STT	Institution Name	Relationship with the company	Professional content	Transaction value	Pursuant to the Board of Directors/General Meeting of Shareholders	Notes
1	X Land Investment Co., Ltd.	Subsidiary (Ema Land Group Joint Stock Company, owning 98% of charter capital)	Receiving the transfer of contributed capital to become a subsidiary	According to the contributed capital transfer contract	Resolution No. 2010/2025/TV6/NQ-HDQT on investment and purchase of capital in X Land	Completion of capital transfer 27/10/2025

*Respectfully submitted to the Annual General Meeting of Shareholders in 2026 for approval.*

**Recipients:**

- As dear to you;
- Save: VT, VP OF THE BOARD OF DIRECTORS.

**TM. BOARD  
CHAIRMAN**

**VU TIEN HUNG**



**REPORT OF THE SUPERVISORY BOARD ON THE RESULTS  
2025 OPERATION AND 2026 PLAN**

**Submission:** - Annual General Meeting of Shareholders in 2026;  
- EMA LAND Group Joint Stock Company.

The Supervisory Board (Supervisory Board) reports to the General Meeting of Shareholders (AGM) on the operation of the Supervisory Board of the Company in 2025 and the plan for 2026 with the following contents:

**I. ORGANIZATION OF THE APPARATUS AND OPERATION OF THE CONTROL BOARD**

**1. Organizational structure of the Control Board:**

The Supervisory Board of EMA LAND Group Joint Stock Company consists of 03 members, of which:

STT	Member of the Supervisory Board	Position	Appointment Date	Date of dismissal
1.	Phan Luu Nhat Quang	Head of the Supervisory Board	30/06/2025	
2.	Hoang Thi Anh Loan	Member of the Supervisory Board	30/06/2025	
3.	Nguyen My Lynh	Member of the Supervisory Board	30/06/2025	
4.	Ta Van An	Member of the Supervisory Board		30/06/2025
5.	Tran Lam Hoang	Member of the Supervisory Board		30/06/2025

Statistics of meetings:

STT	Member of the Supervisory Board	Number of Supervisory Board Meetings	Meeting Attendance Rate	Reason not attending the meeting
1.	Phan Luu Nhat Quang	02/02	100%	Appointed from 06/2025
2.	Hoang Thi Anh Loan	01/02	50%	Appointed from 06/2025

3.	Nguyen My Lynh	01/02	50%	Appointed from 06/2025
4.	Ta Van An	01/02	50%	Dismissal from 06/2025
5.	Tran Lam Hoang	01/02	50%	Dismissal from 06/2025

## 2. Main activities of the Control Board

In 2025, the Supervisory Board of the Company has carried out the following activities:

The Supervisory Board is primarily responsible for reviewing issues and material judgments of the financial statements to ensure the integrity of the financial statements, the internal control system and internal audit, compliance with legal regulations related to the Company's business activities, related party transactions, related party transactions or person's transactions may cause conflicts of interest and results of independent audits, as well as consideration of the selection of an independent audit firm for the Company.

The Supervisory Board performs the function of risk management and the effectiveness of the internal control system for the whole Company and reports to the Board of Directors on a quarterly basis.

Supervise the activities of the Board of Directors, the Board of Directors and other managers of the Company to ensure the proper functions and tasks of each department.

### 3. Remuneration, operating expenses and other benefits of the Control Board:

In 2025, the remuneration of the Supervisory Board shall be approved by the General Meeting of Shareholders as follows:

*Unit: Bronze*

STT	Full name	Position	Duration of remuneration	Remuneration (VND)	Other benefits (VND)	Total (VND)
1	Phan Luu Nhat Quang	Head of the Supervisory Board	01/01/2025 to 31/12/2025	0	338.000.000	338.000.000
2	Hoang Thi Anh Loan	Member of the Supervisory Board	Appointment 30/06/2025	0	80.000.000	80.000.000

STT	Full name	Position	Duration of remuneration	Remuneration (VND)	Other benefits (VND)	Total (VND)
		sory Board	to 31/12/2025			
3	Nguyen My Lynh	Member of the Supervisory Board	Appointment 30/06/2025 to 31/12/2025	0	108.918.422	108.918.422
4	Ta Van An	Member of the Supervisory Board	01/01/2025 to 30/06/2025	0	135.000.000	135.000.000
<b>Total spent in 2025</b>				<b>0</b>	<b>661.918.422</b>	<b>661.918.422</b>

## II. SUPERVISION RESULTS OF THE CONTROL BOARD

### 1. Activities of the Board of Directors and the Executive Board

#### a. Board of Directors

In 2025, the total number of members of the Board of Directors of the Company will be 05 people, including: 01 Chairman of the Board of Directors, 03 members of the Board of Directors and 01 independent member of the Board of Directors who have fully performed their management responsibilities in compliance with the Law on Enterprises, the Law on Securities, the Company's Charter, the Resolution of the 2025 General Meeting of Shareholders and other provisions of law.

During the year, the Board of Directors issued 11 Resolutions to implement the Resolution of the General Meeting of Shareholders and implement the Company's business strategy. According to the Supervisory Board, the organization of the Board of Directors meeting, the preparation of meeting minutes, the sending of voting opinion polls, the making of vote counting minutes and the issuance of documents of the Board of Directors are carried out in accordance with the law and the Company's Charter.

The Board of Directors regularly supervises the activities of the Board of Directors in implementing the Resolution of the General Meeting of Shareholders and the Company's business activities. The Board of Directors has coordinated well with the Board of Directors in directing and operating the Company's activities.

## **b. Board of Directors**

The Board of Directors has managed the Company's business activities within the scope of functions, tasks and powers specified in the Company's Charter. The Board of Directors has implemented and implemented the Resolution of the General Meeting of Shareholders, Resolutions and Decisions of the Board of Directors in compliance with other provisions of law.

The Board of Directors has promptly amended internal processes and regulations to apply in accordance with the actual situation to facilitate governance and cost management.

The Board of Directors has maintained a regular schedule of briefings with participants fully participating in the content of the meeting, focusing on solutions to promote business activities and remove obstacles in operation.

## **2. Financial Statements**

The Supervisory Board (Supervisory Board) has conducted a comprehensive assessment of the quarterly, semi-annual and full-year financial statements (FS) in 2025. The results show that the audited financial statements for 2025 are prepared and presented transparently, honestly, in accordance with Vietnam Accounting Standards and current legal regulations, ensuring the accuracy and reliability of financial information.

In FY2025, the Company has maintained a stable accounting policy and the principle of determining accounting estimates from the previous year's accounting period, demonstrating high consistency and compliance with regulations. Through the review process, the Supervisory Board did not detect any signs of fraud or potential risks on the financial statements. Significant fluctuations related to revenue, profit and other material objectives have been thoroughly explained by the Executive Board and the Independent Audit, bringing transparency and feedback to the Supervisory Board.

## **3. Report on the assessment of the coordination of activities between the Supervisory Board and the Board of Directors, the Board of Directors and shareholders**

### **a. Evaluation of the coordination of activities between the Control Board and the Board of Directors**

Conduct quarterly and annual meetings in accordance with the company's regulations and charter. Meetings are conducted in 2 forms: face-to-face or online;

Promulgating resolutions, decisions, regulations... to direct the Board of Directors to operate specific production and business activities of the company;

The promulgation of resolutions and decisions is in accordance with the competence of legal procedures as prescribed.

### **b. Evaluation of the coordination of activities between the Supervisory Board and the Board of Directors**

Implement the directives and resolutions of the General Meeting of Shareholders in 2025, as well as the resolutions of the Board of Directors of the Company;

The Board of Directors has been close and drastic in directing and operating production and business in the context of fiercely competitive business sectors and business fields, the Board

of Directors has united and promoted the results achieved from 2025, applying all relationships, resources and their own strengths to exceed the assigned plan;

Organize regular or irregular briefings to direct and administer departments and divisions in production and business activities and solve arising problems;

Grasp and perform well the assigned tasks in the production and business administration according to the approved plan, directives and resolutions of the General Meeting of Shareholders and the Board of Directors.

**c. Evaluation of the coordination of activities between the Supervisory Board of shareholders**

In 2025, the Supervisory Board will not receive any recommendations or complaints from shareholders about the Company's operational situation.

**4. Summary of meetings and decisions of the Supervisory Board**

The Supervisory Board has held 2 regular meetings, from which there are a number of proposals to the Board of Directors on the basis of the actual operation situation and orientation of operational tasks in 2025 as follows:

- Regarding production and business tasks, the Company's Board of Directors needs to focus on expanding the market, meeting partners to find real estate products with a variety of segments to supply to customers;
- It is necessary to focus on financial planning for the company's business activities to ensure operational resources;
- More efforts are needed to improve operational efficiency and relationships with partners.

**III. REPORTS ON TRANSACTIONS**

**1. Transactions between companies, subsidiaries, companies controlled by public companies with more than 50% or more of charter capital and members of the Board of Directors and related persons of such members:**

STT	Institution Name	Relationship with the company	Professional content	Transaction value	Pursuant to the Board of Directors/General Meeting of Shareholders	Notes
1	X Land Investment Co., Ltd.	Subsidiary (Ema Land Group Joint Stock Company, owning 98% of charter capital)	Receiving the transfer of contributed capital to become a subsidiary	According to the contributed capital transfer contract	Resolution No. 2010/2025/TV6/NQ-HDQT on investment and purchase of capital in X Land	Completion of capital transfer 27/10/2025

**2. Transactions between companies and companies in which members of the Board of Directors are founding members or managers of enterprises in the last 03 years before the time of transaction: none**

#### **IV. OPERATIONAL ORIENTATION OF THE SUPERVISORY BOARD IN 2026**

Fully perform the functions and tasks of the Supervisory Board specified in the company's charter and state law;

Develop a work program in accordance with the content of the work program of the Board of Directors and the Executive Board to perform the function of timely inspection and supervision in each specific field, report and make recommendations to the Executive Board during the inspection process. supervision;

Assign tasks to each member to directly participate in order to strengthen inspection and supervision as prescribed;

Participate with the Company's Board of Directors to improve the effectiveness of the Company's internal control and management processes.

**Respectfully submit to the Annual General Meeting of Shareholders in 2026 for approval./.**

***Recipients:***

- As dear to you;
- Save: VT, BKS.

**TM. SUPERVISORY BOARD  
Head of the Supervisory Board**

**Phan Luu Nhat Quang**





**REPORT OF THE BOARD OF DIRECTORS ON THE RESULTS OF THE  
OPERATION  
PRODUCTION AND BUSINESS IN 2025 AND PLAN FOR 2026**

**Submission:** - Annual General Meeting of Shareholders in 2026;  
- EMA LAND Group Joint Stock Company.

**I. BUSINESS RESULTS REPORT 2025**

**1. General situation**

Entering 2026, the Company will continue to implement the strategy of restructuring business activities, focusing on strengthening the financial foundation and development orientation according to industries in line with the Company's long-term strategy. After the restructuring period, in 2025 the Company has begun to record revenue from business activities, creating a premise for the expansion of operations in the following years.

In 2026, the Company's Board of Directors will continue to seek and develop investment opportunities, expand business activities in potential fields, especially activities related to investment and project development. At the same time, the Company will strengthen governance, improve the efficiency of capital use and optimize costs to improve business efficiency.

In addition, the Company also focuses on improving the corporate governance system, improving executive capacity and building a long-term sustainable development strategy, ensuring the harmony of the interests of shareholders and stakeholders.

**2. Business results in 2025**

Unit: copper

ST T	Criteria	DVT	Year 2024	Year 2025	Increase/Decrease (%)
1	<b>Total Assets</b>	<b>Copper</b>	<b>34.522.307.900</b>	<b>35.615.165.606</b>	<b>3,17%</b>
	<i>Short-term assets</i>	<i>Copper</i>	<i>14.448.536.790</i>	<i>6.291.612.836</i>	<i>(56,46%)</i>
	<i>Long-term assets</i>	<i>Copper</i>	<i>20.073.771.110</i>	<i>29.323.552.770</i>	<i>46,08%</i>
2	<b>Net Revenue</b>	<b>Copper</b>	<b>1.446.001.128</b>	<b>5.476.940.304</b>	<b>278,76%</b>
3	<b>Profit from business activities</b>	<b>Copper</b>	<b>1.707.886.495</b>	<b>558.698.354</b>	<b>(67,29%)</b>
4	<b>Other Profits</b>	<b>Copper</b>	<b>(63.178)</b>	<b>(3.438.038)</b>	<b>5.341,83%</b>

ST T	Criteria	DVT	Year 2024	Year 2025	Increase/Decrease (%)
5	Accounting profit before tax	Copper	1.707.823.317	555.260.316	(67,49%)
6	Profit after tax	Copper	1.426.435.180	442.920.645	(68,95%)
7	Dividend payout ratio	%	0	0	0

Although profit after tax in 2025 recorded a decrease compared to 2024, the Group assesses this as an inevitable and positive shift in financial quality, reflected in the following focuses:

**1. Quality of substantial profits from core activities:**

- **2024:** Profit before tax will reach **VND 1,707,823,317**, mainly from extraordinary income and internal restructuring activities (cost reimbursement).

- **2025:** Profit before tax will reach **VND 555,260,316** as a substantial result from production and business activities after deducting actual operating costs. The breakthrough growth in net revenue of 278.76% (reaching VND 5,476,940,304) proves that the Group has started to generate sustainable cash flow from the core real estate services segment. This is a source of "clean" profits, reflecting the current business capacity of the new apparatus.

- **Asset structure optimization strategy:**

2025 will record a strong shift from short-term assets to long-term assets, specifically:

- **Short-term assets decreased by 56.46%:** The Group has drastically recovered short-term business cooperation capital (typically VND 20,000,000,000 from the Kim Hung Trading Co., Ltd. project) to focus cash resources.

- **Long-term assets increased sharply by 46.08%:** Reflecting that the Group has realized cash flow into sustainable profitable assets. In particular, the focus is on investing in owning 02 strategic land plots in Lam Dong with a value of VND 24,740,000,000 and completing the M&A deal to acquire 98% of shares of X LAND Investment Co., Ltd.

**3. Create a breakthrough premise for the target of VND 150,000,000,000 in 2026:**

Accepting the adjusted profit level in 2025 is a strategic step backward to prepare for the boom.

The Group has prioritized resources to:

- Accumulate clean land in prime locations.
- Owning a professional project management ecosystem through X LAND Investment Co., Ltd.
- Consolidate the professional personnel apparatus (increased from 10 to 33 people).

The combination of the existing clean land fund and the operating capacity of the new member unit is a solid basis for the Group to confidently realize the revenue target of VND 150,000,000,000 and profit of VND 8,000,000,000 in 2026.

**II. PRODUCTION AND BUSINESS ORIENTATION IN 2026**

**1. General situation in 2026**

➤ **International Context:**

- The global economy in 2026 is forecast to continue to face many macro uncertainties.
- The world geopolitical situation poses many risks when major conflicts have not been fully resolved, especially tensions in the Middle East, putting pressure on logistics costs and energy prices.
- This instability directly affects the flow of investment capital and the general sentiment of the market.

➤ **Domestic Context:**

- Domestically, the real estate industry continues the recovery process after the previous difficult period thanks to:
- Flexible credit policy, focusing on affordable commercial real estate and social housing segments
- The government promotes public investment and infrastructure development, creating a driving force to stimulate market demand.
- New legal corridors (Land Law, Law on Real Estate Business) are gradually coming into practice, supporting the removal of bottlenecks for projects.
- However, market liquidity is generally not really sustainable. This requires businesses to be proactive, flexible, well control financial risks and diversify revenue sources.

**2. Main targets in 2026**

The company sets out the business direction for 2026 as follows:

**BUSINESS PLAN 2026**

STT	Criteria	DVT	TH 2025	FY 2026	
				Values	%/2025
1	Net Revenue	Copper	5.476.940.304	150.000.000.000	2.638,8%
2	Accounting profit before tax	Copper	555.260.316	10.000.000.000	1.701,0%
3	Profit after tax	Copper	442.920.645	8.000.000.000	1.706,2%
4	Dividends	%	0	0	0

**3. Some implementation solutions:**

• **Specific operational directions in 2026:**

In the context that the real estate market is expected to continue to have a strong recovery and restructuring, the Board of Directors orients the Company's activities in 2026 to focus on the following goals and solutions:

**3.1. Focus on core business development**

The company continues to promote land fund search, brokerage and real estate investment activities, focusing on segments with real demand and high liquidity such as land plots and townhouses. Key areas prioritized for exploitation include Bao Loc, Lam Dong and Ho Chi Minh City.

**3.2. Expand stable revenue sources**

In addition to real estate brokerage and investment activities, the Company aims to further develop the exploitation and leasing segment of assets, especially commercial real estate and townhouses in areas with good business potential to create a stable and sustainable source of income.

**3.3. Strengthening collaboration and product development**

The company will actively expand cooperation with investors and strategic partners to develop exclusive real estate products or participate in project distribution cooperation, thereby diversifying product sources and improving competitiveness in the market.

**3.4. Improving the efficiency of governance and organizational apparatus**

The Board of Directors continues to consolidate the organizational structure in the direction of streamlining, professionalism and efficiency; strengthen the decentralization of management, improve the responsibilities of each department and individual to improve work efficiency and quality of corporate governance.

**3.5. Mobilization and effective use of capital**

The Company will continue to seek appropriate capital sources from shareholders, strategic partners and credit institutions to serve the business expansion plan, while ensuring the efficient and safe use of capital.

### **3.6. Cost Control and Operational Optimization**

The Board of Directors focuses on strictly controlling operating costs, optimizing resources, maintaining a lean operating apparatus to improve business efficiency and ensure the sustainable development of the Company.

### **3.7. Promoting the application of technology in governance**

The company is oriented to invest in and apply information technology in management and sales activities, gradually digitize customer data, improve management efficiency through Customer Relationship Management systems and modern management tools.

- **Conclusion**

The above is the orientation and direction of the Company's activities in 2026. The Board of Directors is committed to making efforts to implement the proposed solutions to improve operational efficiency, add value to shareholders and ensure the sustainable development of the Company in the coming time.

**Respectfully submit to the Congress for consideration and approval!**

**DIRECTOR**

**LY MINH TAM**



Ho Chi Minh City, June 30, 2026



STATEMENT

"Re: Approval of the Audited Financial Statements for 2025"

**Submission:** - Annual General Meeting of Shareholders in 2026;  
- EMA LAND Group Joint Stock Company.

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Charter of Organization and Operation of EMA LAND Group Joint Stock Company;
- Based on the audited financial statements for the year ended 31/12/2025 of EMA LAND Group Joint Stock Company.

Implementing the resolution of the Annual General Meeting of Shareholders in 2025 on authorizing the Board of Directors to select an audit unit in 2025. The Board of Directors of the company has decided to select Southern Accounting & Auditing Financial Consulting Services Co., Ltd. (AASCS) as the auditing firm to perform the audit of financial statements in 2024.

The Board of Directors of EMA LAND Group Joint Stock Company would like to submit to the General Meeting of Shareholders for approval the contents of the 2025 Financial Statements audited by **A&C AUDITING AND CONSULTING CO., LTD - SOUTHWEST BRANCH** including:

- Reports of the Board of Directors;
- Independent audit report;
- Balance sheet;
- Report on business results;
- Cash flow statements;
- Explanation of financial statements.

The company has disclosed the information of the audited financial statements in accordance with regulations, and at the same time has been posted on the company's website <http://emaland.vn>.

**Respectfully submit to the Annual General Meeting of Shareholders in 2026 for approval./.**

**Recipients:**

- As dear to you;
- Save: VT, VP OF THE BOARD OF DIRECTORS.

**TM. BOARD  
CHAIRMAN**

**Vu Tien Hung**

No. 02/2026/TTr-HDQT

Ho Chi Minh City, June 30, 2026



**STATEMENT**

**Regarding the approval of the profit sharing plan and dividend payment in 2025 and plan for 2026**

**To: Annual General Meeting of Shareholders in 2026;  
EMA LAND Group Joint Stock Company.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019
- Pursuant to the Charter of organization and operation of EMA LAND Group Joint Stock Company;
- Based on the results of production and business activities in 2025 of EMA LAND Group Joint Stock Company.

The Board of Directors (BOD) respectfully submits to the 2026 Annual General Meeting of Shareholders (AGM) to consider and approve the profit distribution and dividend distribution plan in 2025 and the plan for 2026 as follows:

**I. Profit distribution and dividend distribution plan in 2025:**

Unit: VND

STT	Contents	Audited financial statements for 2025
1.	Profit after tax achieved in 2025	442.920.645
2.	Accumulated profit until the end of 31/12/2025	4.506.446.878
3	Setting up funds	0
3.1	Reward Fund	0
3.2	Welfare Fund	0
3.3	Financial Reserve Fund	0
4	Dividend payment in 2025 to shareholders	0
5	Residual profit after distribution 2025 (5) = (2)-(3)-(4)	<b>4.506.446.878</b>

**II. Profit distribution and dividend distribution plan in 2026.**

- According to the 2026 business plan, the Board of Directors (BOD) expects the after-tax profit distribution plan as follows:
- Expected profit after tax in 2026: **VND 8,000,000,000** (Eight billion VND).
- Profit utilization plan:
- Dividend payment in 2026: 0% / charter capital.
- Deduction from the reward fund: 0% / charter capital.
- Deduction from welfare fund: 0% / charter capital
- **Interpretation from the Board:**
- The Board of Directors plans to continue the policy of not paying dividends and not setting up funds in 2026. This decision aims to maximize the existing own capital (with VND 4,506,446,878 in accumulated profit by the end of 2025) to serve the strategy of breaking through the target revenue of VND 150,000,000,000 in 2026.

- This capital will be prioritized to be used to promote the exploitation of 02 strategic land plots invested in Lam Dong and operate the ecosystem of subsidiaries of X Land Investment Co., Ltd., in order to optimize asset value and bring the highest benefits to shareholders in the long-term future.

**Respectfully submit to the General Meeting of Shareholders for approval./.**

**Recipients:**

- As above;
- Save: VT, VP. Board of Directors

**TM. BOARD**

**CHAIRMAN**

**Vu Tien Hung**



No. 03/2026/TTr-HDQT

Ho Chi Minh City, June 30, 2026



## STATEMENT

"Re: Approving the remuneration of the Board of Directors, the Supervisory Board, the Executive Board in 2025 and the plan for 2026"

**Submission:** - Annual General Meeting of Shareholders in 2026;  
- EMA LAND Group Joint Stock Company.

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020;
- Pursuant to the Charter of Organization and Operation of EMA LAND Group Joint Stock Company;
- Pursuant to the audited 2024 Financial Statements;
- Based on production and business results in 2025 and production and business plans in 2026.

The Board of Directors of EMA LAND Group Joint Stock Company submits to the 2026 Annual General Meeting of Shareholders to consider and approve the remuneration and salary of the Board of Directors, the Supervisory Board, the Executive Board in 2025 and the plan for 2026.

### 1. Remuneration and salary of the Board of Directors, Supervisory Board and Executive Board in 2025

EMA LAND Group Joint Stock Company reports on the payment of remuneration and salary to the Board of Directors and the Supervisory Board in 2025 as follows:

STT	Full name	Position	Remuneration and salary in 2025
1.	Vu Tien Hung	Chairman of the Board of Directors	0
2.	Nguyen Dang Manh	Member of the Board of Directors	0
3.	Ly Van Nam	Member of the Board of Directors	0
4.	Nguyen Thanh Nghia	Independent Member of the Board of Directors (appointed 30/06/2025)	0
5.	Tran Thi Minh Thu	Member of the Board of Directors (appointed 30/06/2025)	142.063.333
6.	Phan Luu Nhat Quang	Head of the Supervisory Board	338.000.000
7.	Hoang Thi Anh Loan	Member of the Supervisory Board (appointed 30/06/2025)	80.000.000



8.	Nguyen My Lynh	Member of the Supervisory Board (appointed 30/06/2025)	108.918.422
9.	Ta Van An	Member of the Supervisory Board (Dismissed 30/06/2025)	135.000.000
10.	Tran Lam Hoang	Member of the Supervisory Board (Dismissed 30/06/2025)	0
11.	Duong Tam	Director ((Dismissed 09/06/2025)	18.460.000
12.	Ly Minh Tam	Director ((Appointed 09/06/2025)	110.000.000
13.	Nguyen Tien Dat	Chief Accountant (Dismissed 13/01/2025)	0
14.	Tran Thi Thanh Van	Chief Accountant (Appointed 13/01/2025)	240.684.954

**2. Plan to pay remuneration to the Board of Directors, Supervisory Board, salary to the Board of Directors in 2026**

The Board of Directors respectfully requests the General Meeting of Shareholders to approve the remuneration in 2026 as follows:

STT	Title	Remuneration
1	Chairman of the Board of Directors	6,000,000/month
2	Member of the Board of Directors	5,000,000/month
3	Head of the Supervisory Board	4,000,000/month
4	Member of the Supervisory Board	3,000,000/month

For the salary, bonus and income of the Board of Directors, based on the labor contract and business results achieved, the Board of Directors will report in detail on the salary, remuneration and income of the Board of Directors in 2026 at the Annual General Meeting of Shareholders in 2027.

*Respectfully submitted to the Annual General Meeting of Shareholders in 2026 for approval.*

**Recipients:**

- As dear to you;
- Save: VT, VP OF THE BOARD OF DIRECTORS.

**TM. BOARD  
CHAIRMAN**

**Vu Tien Hung**





*Ho Chi Minh City, June 30, 2026*

**STATEMENT**

*"Re: Approving the selection of an independent auditor for the fiscal year 2026"*

**Submission: - Annual General Meeting of Shareholders in 2026;**  
**- EMA LAND Group Joint Stock Company.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019;
- Pursuant to Decree 155/2020 ND-CP detailing the implementation of a number of articles of the securities law passed on December 31, 2020;
- Pursuant to the Charter of Organization and Operation of EMA LAND Group Joint Stock Company.

In accordance with the provisions of the law and the Company's Charter, the Company's financial statements must be audited by an independent auditing firm. The Supervisory Board recommends that the criteria for selecting an auditing firm to audit the Company's 2026 financial statements must meet the following requirements:

- Being a company operating legally in Vietnam, with a good reputation and trustworthiness;
- Meet the requirements of EMA LAND Group Joint Stock Company on the scope and progress of the audit;
- Have a team of highly qualified and experienced auditors;
- Having a reasonable audit fee;
- There is no conflict of other legitimate rights and interests when conducting audits for EMA LAND Group Joint Stock Company.

Based on the criteria for selecting the audit unit mentioned above, the Supervisory Board respectfully submits to the General Meeting of Shareholders for approval the list of auditing companies and authorizes the Board of Directors of the Company to select one of the following auditing units to audit the Company's 2026 financial statements:

1. Southern Accounting & Auditing Financial Consulting Services Co., Ltd.;
2. AFC Vietnam Auditing Co., Ltd.;
3. A&C Auditing and Consulting Co., Ltd.;
4. A&C Auditing and Consulting Co., Ltd. - Southwest Branch;
5. Other auditing units in accordance with the above selection criteria (if any).

***Respectfully submit to the Annual General Meeting of Shareholders in 2026 for approval./.***



**Recipients:**

- As dear to you;
- Save: VT, VP OF THE BOARD OF DIRECTORS.

**TM. SUPERVISORY BOARD  
HEAD**

**Phan Luu Nhat Quang**



No. 05/2026/TTr-HDQT

Ho Chi Minh City, June 30, 2026

Draft

STATEMENT

"*RE Dismissal of Members of the Board of Directors, Members of the Supervisory Board and election of new Members of the Board of Directors, Members of the Supervisory Board*"

**To: Annual General Meeting of Shareholders in 2026;  
EMA LAND Group Joint Stock Company.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019
- Pursuant to the Charter of organization and operation of EMA LAND Group Joint Stock Company;

The Board of Directors (BOD) respectfully submits to the 2026 Annual General Meeting of Shareholders (AGM) for consideration and approval of the following contents:

I. On 08/06/2026, EMA LAND Group Joint Stock Company received the resignation letter from Mr. Nguyen Dang Manh as a member of the Board of Directors according to his personal wishes.

In order to ensure the structure of the Board of Directors, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval:

1. Dismissal of the position of Member of the Board of Directors for Mr. Nguyen Dang Manh.
2. Election of additional members of the Board of Directors. Quantity: 01 member.
3. Approving the election regulations for members of the Board of Directors.

II. On 12/03/2026, EMA LAND Group Joint Stock Company received the resignation letter from Ms. Hoang Thi Anh Loan as a member of the Supervisory Board according to her personal wishes.

In order to ensure the structure of the Supervisory Board, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval:

1. Dismissal of the position of Member of the Supervisory Board for Ms. Hoang Thi Anh Loan.
2. Election of additional positions of members of the Supervisory Board. Quantity: 01 member.
3. Approving the election regulations for members of the Supervisory Board.



**Respectfully submit to the General Meeting of Shareholders for approval./.**

**Recipients:**

- As above;
- Board of Directors, Supervisory Board
- Save: VT, VP. Board of Directors.

**TM. BOARD  
CHAIRMAN**

**Vu Tien Hung**



No. 06/2026/TTr-HDQT

Ho Chi Minh City, June 30, 2026



**STATEMENT**

*\*Re: Approval of adjustment and supplementation of the Company's business lines"*

**To: Annual General Meeting of Shareholders in 2026;  
EMA LAND Group Joint Stock Company.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019
- Pursuant to the Charter of organization and operation of EMA LAND Group Joint Stock Company;
- Based on the needs of business expansion and the Company's development strategy in the new period.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (AGM) for consideration and approval of the adjustment and supplementation of the Company's business lines with the following detailed contents:

**I. Addition of the following business lines to the enterprise registration:**

STT	Name of business line	Industry Code
1	Market research and public opinion polls	7320
2	Retail of other new goods in specialty stores. <i>Details: Buying and selling gold jewelry and fine arts (except gold bars); Retail sale of silver, gemstones and semi-precious stones, in specialized stores; Retail of handicrafts; Retail of paintings, photographs and other works of art (except antiques); Retail of souvenirs, wicker goods, handicrafts; Retailing watches and eyeglasses; Retailing paintings, photographs and other works of art of a commercial nature (except antiques); Retail of non-food goods that have not been classified anywhere (not operating at the head office)</i>	4773
3	Freight transport by road	4933
4	Restaurants and mobile catering services. Details: Restaurant business; Catering services: office lunches, fast food; Other mobile catering services (not operating at the head office)	5610
5	Beverage service. Details: Bars, wine, beer (not operating in Ho Chi Minh City)	5630
6	Tour operators. Details: Domestic and international travel business	7912
7	Other business support service activities have not been classified anywhere	8299
8	Food wholesale. Details: Wholesale of food, food technology; processed coffee, coffee beans, whether or not roasted, coffee powder, grain powder, fruit; Wholesale of teas; Wholesale of bird's nests, products from bird's nests; Wholesale of sugar, milk and dairy products, confectionery and transformative products from cereals, flours, starches, etc. (not operating at the head office).	4632



9	Wholesale beverages. Details: Beverage Wholesale	4633
10	Wholesale of other household items. Details: Wholesale of beds, cabinets, tables and chairs and similar furniture; wholesale of cosmetics, stationery and other household appliances (not operating at the head office)	4649
11	Wholesale of computers, peripherals, and software	4651
12	Wholesale of agricultural machinery, equipment and spare parts	4653
13	Wholesale of machinery, equipment and other machine parts. Details: Wholesale of fishery and mechanical machinery, equipment and spare parts; Wholesale coffee makers.	4659
14	Wholesale of other installation materials and equipment in construction. Details: Wholesale of masonry bricks, tiles, stone, sand, gravel, cement, wood, glass, paint...; Wholesale of other installation equipment in construction, interior decoration goods.	4663
15	Retail food in specialized stores. Details: Retail of food, food technology; processed coffee, coffee beans, whether or not roasted, coffee powder, grain powder, fruit; Retail of teas; Retail of bird's nests, products from bird's nests; Retail of sugar, milk and dairy products, confectionery and transformed products from cereals, flours, starches, etc.	4722
16	Retail beverages in specialty stores	4723
17	Retail sale of computers, peripherals, software and telecommunications equipment in specialty stores	4741
18	Retail sale of furniture, paints, glass and other installation equipment in construction in specialized stores	4752
19	Retail sale of household electrical appliances, beds, cabinets, tables, chairs and similar furniture, lamps and luminaires, and other household appliances that have not been classified anywhere in specialized stores	4759
20	Milling and producing raw powder. Detail: Producing and turning cereal flour	1061
21	Other food production has not been classified anywhere. <i>Details: Food production and processing, food technology; processed coffee; Tea production (not operating at the headquarters)</i>	1079
22	Production of plywood, veneer, plywood and other thin boards (not operating at the head office)	1621
23	Manufacturing of construction wood furniture (not operating at the head office)	1622
24	Manufacture of other products from wood; production of products from bamboo, bamboo, straw, rice and braided materials (not operating at the head office)	1629
25	Railway construction	4211
26	Construction of road works. <i>Details: Construction of traffic works (bridges, roads, sewers)</i>	4212
27	Construction of other public-utility works (Except for the construction of multi-purpose hydropower and nuclear power of special socio-economic significance).	4229
28	Site preparation	4312
29	Electrical System Installation <i>(except for the installation of refrigeration equipment (freezing equipment, cold storage, ice machine, air conditioner, water chiller) using R22 refrigerant gas in the field of seafood processing)</i>	4321
30	Other Specialized Construction Activities	4390

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	<i>(Except for the construction of multi-purpose hydropower and nuclear power of special socio-economic significance).</i>	
31	Agents, brokers, auctions of goods.	4610
	<i>Details: Agents (except real estate brokers)</i>	
32	Forging, stamping, pressing and rolling of metals; metal powder smelting	2591
	<i>Details: Tole Rolling, Purlin Rolling.</i>	
33	Manufacture of other products made of metals that have not been classified anywhere	2599
	<i>Details: B40 Mesh Weave</i>	
34	Sale of spare parts and auxiliary parts of automobiles and other motor vehicles	4530
35	Sale of spare parts and auxiliary parts of motorcycles and motorcycles	4543
36	Wholesale of Metals and Metal Ores	4662
	<i>Details: buying and selling iron, construction steel of all kinds</i>	
37	Other specialized wholesalers have not been classified anywhere	4669
	<i>Details: wholesale of scrap, metal and non-metal waste (in the list allowed by the state)</i>	
38	Building houses that are not for living	4102
39	Afforestation and forest care	0210
	<i>Details: Planting rubber, mother-of-pearl, melaleuca and eucalyptus forests.</i>	
40	Sawing, sawing, planing and preserving wood	1610
	<i>Details: Wood processing (Not operating in Ho Chi Minh City).</i>	
41	Production of building materials from clay	2392
	<i>Details: Production of building materials, interior decoration goods (Not operating at the headquarters).</i>	
42	Repair of machinery and equipment	3312
	<i>(Not operating at the head office)</i>	
43	Repair of electrical equipment	3314
	<i>(Not operating at the head office)</i>	
44	Installation of industrial machinery and equipment	3320
	<i>(Not operating at the head office)</i>	

## II. Organization of implementation:

The General Meeting of Shareholders shall decide to assign and authorize the legal representative to perform the following tasks:

1. To have the full right to decide when to submit the dossier and implement the change of business lines.
2. Authorize the legal representative to adjust the detailed content of the business line after the change to suit the requirements of the competent state agency.



3. Authorize the legal representative to carry out procedures for notifying adjustments and supplements to the Company's business lines, registering business and amending and supplementing the Company's Charter in accordance with the contents approved in this Report.

**Respectfully submit to the General Meeting of Shareholders for approval./.**

**Recipients:**

- As above;
- Board of Directors, Supervisory Board
- Save: VT, VP. Board of Directors.

**TM. BOARD**

**CHAIRMAN**

**Vu Tien Hung**

No. 07/2026/TTr-HDQT

Ho Chi Minh City, June 30, 2026



Draft

**STATEMENT**

*"Re: Approval of amendments and supplements to the Company's Charter"*

**To: Annual General Meeting of Shareholders in 2026;  
EMA LAND Group Joint Stock Company.**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019
- Pursuant to the Charter of organization and operation of EMA LAND Group Joint Stock Company;

In the course of operation, in order to meet the needs of expanding business lines and new development goals of the Company, and at the same time updating the changes that will be approved at the General Meeting of Shareholders affecting the Company's Charter.

**List of amendments and supplements to the company's charter**

STT	Terms of the Charter	Current content (Old Charter)	New amendments and supplements	Reason for modification
1	Article 2: Head office...	Old address: No. 71 Ta Hien Street, Cat Lai Ward, Ho Chi Minh City, Vietnam	New address: "The General Meeting of Shareholders authorizes (the Board of Directors/ or Legal Representative) to search and decide on a specific location in accordance with reality" <i>(Report No. 08/2026/TTr-HDQT dated June 30, 2026)</i>	Change the location of the office to suit the new development scale.
2	Article 4.- Business lines	Including current industries...	Addition of new professions <i>(Report No. 06/2026/TTr-HDQT dated June 30, 2026)</i>	Expand production and business activities according to the Company's new strategy.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Charter. The new charter is attached to this report.

**Respectfully submit to the General Meeting of Shareholders for approval./.**

**Recipients:**

- As above;
- Board of Directors, Supervisory Board
- Save: VT, VP. Board of Directors.

**TM. BOARD  
CHAIRMAN**

**Vu Tien Hung**



**DRAFT**

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

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# **CHARTER OF ORGANIZATION AND OPERATION**

**EMA LAND GROUP JOINT STOCK COMPANY**

**EMA LAND GROUP**

**Ho Chi Minh City, June 2026**



## TABLE OF CONTENTS

<b>FOREWORD .....</b>	<b>5</b>
<b>DEFINITIONS OF TERMS IN THE CHARTER .....</b>	<b>5</b>
<b>Article 1. Explanation of terms.....</b>	<b>5</b>
<b>NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY .....</b>	<b>6</b>
<b>Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company .....</b>	<b>6</b>
<b>Article 3. Legal representative of the Company.....</b>	<b>6</b>
<b>OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY .....</b>	<b>7</b>
<b>Article 4. Objectives of the Company's activities.....</b>	<b>7</b>
<b>Article 5. Business Scope and Activities of the Company .....</b>	<b>10</b>
<b>CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS.....</b>	<b>10</b>
<b>Article 6. Charter capital, shares, founding shareholders .....</b>	<b>10</b>
<b>Article 7. Stock Certification .....</b>	<b>10</b>
<b>Article 8. Other securities certificates.....</b>	<b>11</b>
<b>Article 9. Transfer of shares .....</b>	<b>11</b>
<b>Article 10. Revocation of shares (for cases when registering the establishment of an enterprise)</b>	<b>11</b>
<b>ORGANIZATIONAL STRUCTURE, GOVERNANCE, AND CONTROL.....</b>	<b>11</b>
<b>Article 11. Organizational structure, governance, and control.....</b>	<b>11</b>
<b>SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS.....</b>	<b>12</b>
<b>Article 12. Shareholders' rights.....</b>	<b>12</b>
<b>Article 13. Obligations of shareholders .....</b>	<b>13</b>
<b>Article 14. General Meeting of Shareholders.....</b>	<b>14</b>
<b>Article 15. Rights and duties of the General Meeting of Shareholders .....</b>	<b>15</b>
<b>Article 16. Authorization to attend the General Meeting of Shareholders.....</b>	<b>16</b>
<b>Article 17. Change permissions .....</b>	<b>17</b>
<b>Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders .....</b>	<b>17</b>
<b>Article 19. Conditions for conducting the General Meeting of Shareholders .....</b>	<b>18</b>
<b>Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders.....</b>	<b>19</b>
<b>Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be approved .....</b>	<b>20</b>
<b>Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders.....</b>	<b>21</b>

**Article 23. Resolution and Minutes of the General Meeting of Shareholders..... 22**  
**Article 24. Request to cancel the decision of the General Meeting of Shareholders ... 23**  
**BOARD OF DIRECTORS..... 23**  
**Article 25. Candidacy and nomination of members of the Board of Directors..... 23**

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M  
60044

Article 26. Composition and term of office of members of the Board of Directors .....	24
Article 27. Powers and obligations of the Board of Directors .....	25
Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors	
26	
Article 29. Chairman of the Board of Directors .....	26
Article 30. Board Meetings .....	27
Article 31. Subcommittees of the Board of Directors .....	28
Article 32. Person in charge of corporate governance .....	29
<b>DIRECTORS AND OTHER EXECUTIVES.....</b>	<b>29</b>
Article 33. Organization of the management apparatus .....	29
Article 34. Business Executives.....	29
Article 35. Appointment, dismissal, duties and powers of directors.....	30
<b>SUPERVISORY BOARD .....</b>	<b>30</b>
Article 36. Candidacy and nomination of members of the Control Board (Controllers)	30
Article 37. Composition of the Supervisory Board.....	30
Article 38. Head of the Supervisory Board .....	31
Article 39. Rights and obligations of the Control Board.....	31
Article 40. Supervisory Board Meeting .....	32
Article 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory	
Board.....	32
<b>RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE</b>	
<b>CONTROL BOARD, DIRECTORS AND OTHER EXECUTIVES .....</b>	<b>32</b>
Article 42. Responsibility for honesty and avoidance of conflicts of interest.....	33
Article 43. Liability for Damage and Compensation.....	33
<b>RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS .....</b>	<b>34</b>
Article 44. Right to look up books and records.....	34
<b>EMPLOYEES AND TRADE UNIONS .....</b>	<b>34</b>
Article 45. Workers and trade unions .....	34
<b>PROFIT DISTRIBUTION.....</b>	<b>34</b>
Article 46. Profit distribution .....	34
<b>BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME</b>	<b>35</b>
Article 47. Bank Account .....	35
Article 48. Fiscal Year .....	35
Article 49. Accounting regime .....	35
<b>ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES</b>	
36	
Article 50. Annual, semi-annual and quarterly financial statements .....	36
Article 51. Annual Report.....	36



<b>CORPORATE AUDIT .....</b>	<b>36 Article</b>
<b>52. Audit.....</b>	<b>36</b>
<b>XVII. SEALS OF .....</b>	<b>ENTERPRISES 36</b>
<b>Article 53. Seals.....</b>	<b>36</b>
<b>XVIII. DISSOLUTION OF THE</b>	
<b>.....</b>	<b>COMPANY 36</b>
<b>Article 54. Dissolution of the</b>	
<b>company.....</b>	<b>36</b>
<b>Article 55. Extension of</b>	
<b>operations.....</b>	<b>37</b>
<b>Article 56.</b>	
<b>Liquidation.....</b>	<b>37</b>
<b>XIX. SETTLEMENT OF INTERNAL</b>	
<b>DISPUTES.....</b>	<b>37</b>
<b>Article 57. Internal dispute resolution.....</b>	<b>37</b>
<b>XX. SUPPLEMENTATION AND AMENDMENT OF THE</b>	
<b>CHARTER.....</b>	<b>38</b>
<b>Article 58. Company</b>	
<b>Charter.....</b>	<b>38</b>
<b>XXI. EFFECTIVE DATE.....</b>	
<b>39</b>	
<b>Article 59. Effective</b>	
<b>Date.....</b>	<b>39</b>



## FOREWORD

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and guiding documents;
- Pursuant to the Model Charter applicable to public companies issued together with Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance;
- Pursuant to legal documents on securities, securities market and other relevant documents.

This Charter was approved in accordance with Resolution No. 247/2024/TV6/NQ-ĐHDHD of the General Meeting of Shareholders at the Extraordinary General Meeting of Shareholders held on July 24, 2024.

## I. DEFINITIONS OF TERMS IN THE CHARTER

### Article 1. Explanation of terms

1. In this Charter, the following terms shall be construed as follows:

- a) *Charter capital* is the total par value of shares sold or registered for purchase upon establishment of a joint-stock company and as prescribed in Article 6 of this Charter;
- b) *Voting capital* is share capital, whereby the owner has the right to vote on matters falling under the decision-making competence of the General Meeting of Shareholders;
- c) *The Law on Enterprises* is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Law on Securities* is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- dd) *Vietnam* is the Socialist Republic of Vietnam;
- e) *The date of establishment* is the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent papers) for the first time;
- g) *Executives* of enterprises are directors, deputy directors, chief accountants and other executives as prescribed by the company's charter;
- h) *An enterprise manager* is a company manager, including the Chairman of the Board of Directors, members of the Board of Directors, directors and individuals holding other managerial titles as prescribed in the company's charter;
- i) *Related persons* are individuals and organizations specified in Clause 46, Article 4 of the Law on Securities;
- k) *Shareholders* are individuals or organizations that own at least one share of a joint-stock company;



- l) *Founding shareholder* means a shareholder who owns at least one ordinary share and signs on the list of founding shareholders of a joint-stock company;
- m) *Major shareholder* means a shareholder specified in Clause 18, Article 4 of the Law on Securities;
- n) *Operation duration* is the operation period of the Company specified in Article 2 of this Charter and the extension period (if any) approved by the General Meeting of Shareholders of the Company;
- o) *The Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.
2. In these Regulations, references to one or several other regulations or documents include amendments, supplements or substitute documents.

The headings (Sections, Articles of this Charter) are used for the convenience of understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEAD OFFICE, BRANCH, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, head office, branch, representative office, business location and duration of operation of the Company**

1. Company Name:
  - Vietnamese name: **EMA LAND GROUP JOINT STOCK COMPANY.**
  - English name: **EMA LAND GROUP JOINT STOCK COMPANY.**
  - Abbreviation: **EMA LAND GROUP.**
2. The company is a joint stock company with legal status in accordance with the current laws of Vietnam.
3. The registered office of the Company is:
  - Head office address: No. 71 Ta Hien Street, Cat Lai Ward, Ho Chi Minh City.
  - Phone: 0908687295
  - Fax:
  - Email: tapdoanbdsema@gmail.com
  - Website: www.emaland.vn
4. The Company may establish branches and representative offices in the business area to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and to the extent permitted by law.
5. Unless the operation is terminated before the time limit specified in Clause 2, Article 59 or the operation period is extended as prescribed in Article 60 of this Charter, the operation term of the Company is indefinitely from the date of establishment.

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

The company has 01 legal representative who is the company's director.

Rights and obligations of the legal representative: The legal representative automatically enters into contracts on behalf of the Company, signs transaction papers to the outside and is the legal representative of the Company in disputes and proceedings within the scope of representation as prescribed in this Charter. Others may only exercise the rights of the legal representative when authorized in writing by this person.

The scope of representation of the Director is based on the principle of legal representation for the Company in transactions/activities arising under the competence specified in this Charter.

The legal representative of the Company must be permanently resident in Vietnam; in case of being absent for more than thirty days in Vietnam, they must authorize in writing another person to exercise their rights and perform their duties.

### III. OBJECTIVES, SCOPE OF BUSINESS AND ACTIVITIES OF THE COMPANY

#### Article 4. Objectives of the Company

1. The Company's business lines are:

STT	Industries	Industry Code
1	Trading in real estate, land use rights belonging to owners, users or tenants	6810 (major)
2	Completion of construction works (Not operating at the head office)	4330
3	Mining of stone, sand, gravel, clay (not operating at the headquarters)	0810
4	Manufacture of beds, cabinets, tables, chairs (not operating at the head office)	3100
5	Advertisement	7310
6	Building houses for living	4101
7	Photography Activities	7420
8	College-level training (not operating at the head office)	8541
9	General cleaning of the house	8121
10	Other education not yet classified Details: Public speaking skills training	8559
11	Master's training (not operating at the head office)	8542
12	Educational Support Services	8560
13	Operations of sports facilities Operations of facilities that host indoor or outdoor sporting events (indoor or outdoor, with or without cover, with or without seating for spectators)	9311
14	Management consultancy activities (except financial, accounting, legal consultancy)	7020
15	Industrial Cleaning and Specialized Buildings	8129
16	Landscape care and maintenance services	8130
17	General Office Administrative Services	8211
18	Short Stay Service Details: Hotel	5510

19	Organizing the introduction and promotion of trade The organizing, promoting and/or managing events, such as business or exhibitions, presentations, conferences, with or without management and staffing to take care of organisational matters.	8230
20	Installation of other construction systems (not operating at the headquarters)	4329
21	Production of iron, cast iron, steel (not operating at the head office)	2410
22	Installation of water supply, drainage, heating and air conditioning systems (except for installation of electric heating systems)	4322
23	Stone shaping and finishing (not operating at the headquarters)	2396
24	Print-related services	1812
25	Production of concrete and cement and gypsum products (not operating at the headquarters)	2395
26	Intermediate training (not operating at the headquarters)	8532
27	Copy records of various types	1820
28	Demolition	4311
29	Cement, lime and gypsum production (not operating at the headquarters)	2394
30	Architectural activities and related technical consultancy	7110
31	Dedicated Design Activities Detail: Interior Decoration Activities	7410
32	Consulting, brokerage, real estate auction, land use right auction	6820
33	Financial service support activities not yet classified Details: Investment consultancy (except financial, accounting, legal consultancy)	6619
34	Construction of other civil engineering works Details: Land separation with land improvement (e.g. embankment, road expansion, public infrastructure, etc.)	4299
35	Wholesale Telecommunications Electronic Equipment and Components Wholesale Telephone and Communication Equipment	4652
36	Market research and public opinion polls	7320
37	Retail of new other goods in specialty stores	4773
	<i>Details: Buying and selling gold jewelry and fine arts (except gold bars); Retail sale of silver, gemstones and semi-precious stones, in specialized stores; Retail of handicrafts; Retail of paintings, photographs and other works of art (except antiques); Retail of souvenirs, wicker goods, handicrafts; Retailing watches and eyeglasses; Retailing paintings, photographs and other works of art of a commercial nature (except antiques); Retail of non-food goods that have not been classified anywhere (not operating at the head office)</i>	
38	Freight transport by road	4933

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39	Restaurants and mobile catering services. Details: Restaurant business; Catering services: office lunches, fast food; Other mobile catering services (not operating at the head office)	5610
40	Beverage service. Details: Bars, wine, beer (not operating in Ho Chi Minh City)	5630
41	Tour operators. Details: Domestic and international travel business	7912
42	Other business support service activities have not been classified anywhere	8299
43	Food wholesale. Details: Wholesale of food, food technology; processed coffee, coffee beans, whether or not roasted, coffee powder, grain powder, fruit; Wholesale of teas; Wholesale of bird's nests, products from bird's nests; Wholesale of sugar, milk and dairy products, confectionery and transformative products from cereals, flours, starches, etc. (not operating at the head office).	4632
44	Wholesale beverages. Details: Beverage Wholesale	4633
45	Wholesale of other household items. Details: Wholesale of beds, cabinets, tables and chairs and similar furniture; wholesale of cosmetics, stationery and other household appliances (not operating at the head office)	4649
46	Wholesale of computers, peripherals, and software	4651
47	Wholesale of agricultural machinery, equipment and spare parts	4653
48	Wholesale of machinery, equipment and other machine parts. Details: Wholesale of fishery and mechanical machinery, equipment and spare parts; Wholesale coffee makers.	4659
49	Wholesale of other installation materials and equipment in construction. Details: Wholesale of masonry bricks, tiles, stone, sand, gravel, cement, wood, glass, paint...; Wholesale of other installation equipment in construction, interior decoration goods.	4663
50	Retail food in specialized stores. Details: Retail of food, food technology; processed coffee, coffee beans, whether or not roasted, coffee powder, grain powder, fruit; Retail of teas; Retail of bird's nests, products from bird's nests; Retail of sugar, milk and dairy products, confectionery and transformed products from cereals, flours, starches, etc.	4722
51	Retail beverages in specialty stores	4723
52	Retail sale of computers, peripherals, software and telecommunications equipment in specialty stores	4741
53	Retail sale of furniture, paints, glass and other installation equipment in construction in specialized stores	4752
54	Retail sale of household electrical appliances, beds, cabinets, tables, chairs and similar furniture, lamps and luminaires, and other household appliances that have not been classified anywhere in specialized stores	4759
55	Milling and producing raw powder. Detail: Producing and turning cereal flour	1061



56	Other food production has not been classified anywhere.	1079
	<i>Details: Food production and processing, food technology; processed coffee; Tea production (not operating at the headquarters)</i>	
57	Production of plywood, veneer, plywood and other thin boards (not operating at the head office)	1621
58	Manufacturing of construction wood furniture (not operating at the head office)	1622
59	Manufacture of other products from wood; production of products from bamboo, bamboo, straw, rice and braided materials (not operating at the head office)	1629
60	Railway construction	4211
61	Construction of road works.	4212
	<i>Details: Construction of traffic works (bridges, roads, sewers)</i>	
62	Construction of other public-utility works	4229
	<i>(Except for the construction of multi-purpose hydropower and nuclear power of special socio-economic significance).</i>	
63	Site preparation	4312
64	Electrical System Installation	4321
65	Other Specialized Construction Activities	4390
	<i>(Except for the construction of multi-purpose hydropower and nuclear power of special socio-economic significance).</i>	
66	Agents, brokers, auctions of goods.	4610
	<i>Details: Agents (except real estate brokers)</i>	
67	Forging, stamping, pressing and rolling of metals; metal powder smelting	2591
	<i>Details: Tole Rolling, Purlin Rolling.</i>	
68	Manufacture of other products made of metals that have not been classified anywhere	2599
	<i>Details: B40 Mesh Weave</i>	
69	Sale of spare parts and auxiliary parts of automobiles and other motor vehicles	4530
70	Sale of spare parts and auxiliary parts of motorcycles and motorcycles	4543
71	Wholesale of Metals and Metal Ores	4662
	<i>Details: buying and selling iron, construction steel of all kinds</i>	
72	Other specialized wholesalers have not been classified anywhere	4669
	<i>Details: wholesale of scrap, metal and non-metal waste (in the list allowed by the state)</i>	
73	Building houses that are not for living	4102
74	Afforestation and forest care	0210
	<i>Details: Planting rubber, mother-of-pearl, melaleuca and eucalyptus forests.</i>	
75	Sawing, sawing, planing and preserving wood	1610
	<i>Details: Wood processing (Not operating in Ho Chi Minh City).</i>	
76	Production of building materials from clay	2392
	<i>Details: Production of building materials, interior decoration goods (Not operating at the headquarters).</i>	



77	Repair of machinery and equipment	3312
	<i>(Not operating at the head office)</i>	
78	Repair of electrical equipment	3314
	<i>(Not operating at the head office)</i>	
79	Installation of industrial machinery and equipment	3320
	<i>(Not operating at the head office)</i>	

2. The Company's operational objectives are: Mobilizing and using capital with the highest efficiency, constantly organizing and developing business activities in the fields of maximizing profits, ensuring benefits for shareholders, creating stable jobs and improving income life for employees, fulfilling tax obligations to the State Budget and developing the Company sustainably.

#### **Article 5. Business Scope and Activities of the Company**

Companies permitted to conduct business activities in the business lines specified in this Charter have registered, notified changes in registration contents to the business registration authority and announced on the national enterprise registration portal.

#### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

##### **Article 6. Charter capital, shares, founding shareholders**

1. The charter capital of the Company is 30,000,000,000 VND (*In words: Thirty billion VND*)

The total charter capital of the Company is divided into 3,000,000 shares with a par value of 10,000 VND/share.

2. The company may change its charter capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of adoption of this Charter include ordinary shares and preferred shares (if any). The rights and obligations of shareholders holding each type of shares are specified in Articles 12 and 13 of this Charter.
4. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of law.
5. The founding shareholders have transferred all the shares of the Company in accordance with the law.

Ordinary shares must be prioritized for sale to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders, the number of shares of shareholders who do not register to buy all will be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons under conditions that are less favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable laws.
7. The company may issue other securities in accordance with the law.

##### **Article 7. Stock Certification**

1. Shareholders of the Company are granted share certificates corresponding to the number of shares and types of shares owned.
2. A stock is a certificate issued by a company, a book entry or electronic data confirming the ownership of one or several shares of that company. Stocks must have all the contents specified in Clause 1, Article 120 of the Law on Enterprises.
3. Within a reasonable time from the date of submission of a complete dossier of application for transfer of share ownership as prescribed by the Company or from the date of full payment of the share purchase price as prescribed in the Company's stock issuance plan (or other time limits prescribed by the issuance terms), the holder of the shares shall be granted a share certificate. The shareholder does not have to pay the Company the cost of printing the share certificate.
4. In case the shares are lost, damaged or destroyed in other forms, the shareholders shall be re-granted shares by the Company at the request of such shareholders. The shareholder's proposal must include the following contents:
  - a) Information about stocks that have been lost, damaged or destroyed in other forms; b) Commit to take responsibility for disputes arising from the re-issuance of new shares.

**Article 8. Other securities certificates Bonds or other securities certificates of the Company are issued with the signature of the legal representative and the seal of the Company.**

**Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided for by this Charter and law, stocks listed or registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of the law on securities and securities market.
2. Shares that have not been fully paid shall not be transferred and enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares and other benefits as prescribed by law.

**Article 10. Revocation of shares (for cases when registering the establishment of an enterprise)**

1. In case a shareholder fails to fully and punctually pay the amount payable for the purchase of shares, the Board of Directors shall notify and request such shareholder to pay the remaining amount and take responsibility corresponding to the total par value of the registered shares for the Company's financial obligations arising from the non-payment in full.
2. The above-mentioned payment notice must clearly state the new payment deadline (at least 07 days from the date of sending the notice), the place of payment and the notice must clearly state that in case of non-payment as required, the number of shares that have not been fully paid will be withdrawn.
3. The Board of Directors reserves the right to revoke unpaid shares in full and on time in the event that the requirements in the above notice are not fulfilled.
4. The recovered shares are considered as shares entitled to be offered for sale specified in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution under such conditions and manner as the Board of Directors deems appropriate.

5. Shareholders holding the withdrawn shares must relinquish their shareholder status for those shares, but must still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of recovery under the decision of the Board of Directors from the date of recovery to the date of implementation payment. The Board of Directors has the sole right to decide on the coercive payment of the entire value of shares at the time of recovery.
6. The notice of revocation shall be sent to the holder of the revoked shares before the time of revocation. The revocation remains in effect even in the event of an error or negligence in the delivery of the notification.

## **V. GOVERNANCE, GOVERNANCE, AND CONTROL MECHANISMS**

**Article 11.** Organizational structure, governance and control The organizational structure of management, governance and control of the Company includes:

1. General Meeting of Shareholders;
2. Board of Directors;
3. Supervisory Board;
4. Board of Directors.

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Shareholders' rights**

1. Ordinary shareholders have the following rights:
  - a) Attending and speaking at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other forms prescribed by the company's charter or law. Each ordinary share has one vote;
  - b) Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c) Priority shall be given to the purchase of new shares corresponding to the percentage of ownership of ordinary shares of each shareholder in the Company;
  - d) Freely transfer their shares to others, except for the cases specified in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
  - dd) Review, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
  - e) Consider, lookup, extract or copy the company's charter, the minutes of the General Meeting of Shareholders and the Resolution of the General Meeting of Shareholders;
  - g) When the Company is dissolved or goes bankrupt, it is entitled to receive a part of the remaining assets corresponding to the percentage of share ownership in the Company;
  - h) Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i) To be treated equally. Each share of the same type gives the shareholder equal rights, obligations and benefits. In case the Company has preference shares, the rights and obligations associated with the preference shares must be approved by the General Meeting of Shareholders and fully announced to shareholders;



- k) Have full access to periodic and irregular information published by the Company in accordance with law;
- l) To have their lawful rights and interests protected; to propose the suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:
- a) Request the Board of Directors to convene the General Meeting of Shareholders according to the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Examine, look up and extract the number of minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Control Board, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to trade secrets, the Company's business secrets;
- c) Request the Control Board to examine each specific issue related to the management and administration of the Company's operation when deeming it necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of the individual for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations; the number of shares and the time of registration of shares of each shareholder, the total number of shares of the whole group of shareholders and the percentage of ownership in the total number of shares of the Company; matters to be inspected, the purpose of inspection;
- d) Propose the issue to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, the issue proposed to be included in the meeting agenda;
- dd) Other rights as prescribed by law and this Charter.
3. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares have the right to nominate persons to the Board of Directors or the Control Board. In case the company's charter does not provide otherwise, the nomination of persons to the Board of Directors and the Control Board shall be carried out as follows:
- a) The ordinary shareholders form a group to nominate persons to the Board of Directors and the Control Board must notify the group meeting to the shareholders attending the meeting before the opening of the General Meeting of Shareholders;
- b) Based on the number of members of the Board of Directors and the Control Board, shareholders or groups of shareholders specified in this Clause may nominate one or several persons under the decision of the General Meeting of Shareholders as candidates for the Board of Directors and the Control Board. In case the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate under the decision of the General Meeting of Shareholders, the remaining number of candidates shall be nominated by the Board of Directors, the Control Board and other shareholders.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the following obligations:

1. Pay in full and on time the number of shares committed to buy.

2. The capital contributed by ordinary shares must not be withdrawn from the Company in any form, except for the case of repurchase of shares by the Company or another person. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, such shareholder and the person with related interests in the Company shall be jointly responsible for the Company's debts and other property obligations within the value of the withdrawn shares and the damage incurred.
3. Comply with the Company's Charter and Internal Management Regulations.
4. Comply with Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. Confidentiality of the information provided by the Company in accordance with the provisions of the Company's Charter and law: only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to disseminate or copy or send information provided by the Company to other organizations and individuals.
6. Attending the General Meeting of Shareholders and exercising the right to vote through the following forms:
  - a) Attending and voting directly at the meeting;
  - b) Authorize other individuals and organizations to attend and vote at the meeting;
  - c) Attend and vote through online conferences, electronic voting or other electronic forms;
  - d) Send voting slips to the meeting by mail, fax or e-mail;
  - dd) Send the voting slip by other means as prescribed in the company's charter.
7. Take personal responsibility when performing one of the following acts on behalf of the Company in any form:
  - a) Violating law;
  - b) Conducting business and other transactions for self-interest or serving the interests of other organizations and individuals;
  - c) Pay debts that are not due before financial risks to the Company;
8. Fulfill other obligations as prescribed by current law.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders consists of all shareholders with voting rights, which is the highest decision-making body of the Company. The General Meeting of Shareholders meets annually once a year and within four (04) months from the end of the fiscal year. Unless otherwise provided for in the company's charter, the Board of Directors shall decide to extend the Annual General Meeting of Shareholders in case of necessity, but not more than 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold an extraordinary meeting. The meeting place of the General Meeting of Shareholders is determined to be the place where the chairman attends the meeting and must be in the territory of Vietnam.
2. The Board of Directors convenes the Annual General Meeting of Shareholders and selects a suitable location. The Annual General Meeting of Shareholders decides on matters in accordance with the provisions of law and the company's Charter, especially through the audited annual financial statements. In case the audit report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the



Company must invite the representative of the auditing organization approved to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the approved auditing organization mentioned above is responsible for attending the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases: a) The Board of Directors deems it necessary for the interests of the Company; b) The number of remaining members of the Board of Directors and the Control Board is less than the minimum number of members as prescribed by law; c) At the request of shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening the General Meeting of Shareholders must be expressed in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of relevant shareholders or a written request made in many copies and sufficiently collected signatures of relevant shareholders; d) At the request of the Control Board; dd) Other cases as prescribed by law and this Charter.
4. Convening an extraordinary General Meeting of Shareholders a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of members of the Board of Directors, independent members of the Board of Directors or the remaining members of the Control Board as prescribed at Point b, Clause 3 of this Article or receipt of the request specified at Point c and Point d, Clause 3 of this Article; b) In case the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene a meeting of the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises; c) In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the shareholders or groups of shareholders specified at Point c, Clause 3 of this Article may request the Company's representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises; d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

#### **Article 15. Rights and duties of the General Meeting of Shareholders**

1. The General Meeting of Shareholders has the following rights and obligations: a) Approve the development orientation of the Company; b) Decide on the types of shares and the total number of shares of each type entitled to be offered for sale; decide on the annual dividend level of each type of shares; c) Electing, dismissing or dismissing members of the Board of Directors and members of the Control Board; d) Decision on investment or sale of assets valued at 35% or more of the total value of assets stated in the Company's latest financial statements; dd) Decide on amendments and supplements to the company's charter; e) Approval of annual financial statements; g) Decide to repurchase more than 10% of the total sold shares of each type; h) Consider and handle violations committed by members of the Board of Directors and members of the Control Board that cause damage to the Company and its shareholders; i) Decide on the reorganization or dissolution of the Company; k) Decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board; l) Approving the Internal Governance Regulation; Regulations on the operation of the Board of Directors and the Control Board; m) Approve

- the list of approved independent auditing firms; decide on an independent audit firm to inspect the Company's operations, and dismiss an approved auditor when deeming it necessary; n) Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders discusses and approves the following issues: a) The Company's annual business plan; b) Audited annual financial statements; c) The report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors; in case the company operates under the model specified at Point b, Clause 1, Article 137 of the Law on Enterprises, an independent member of the Board of Directors shall report at the Annual General Meeting of Shareholders as prescribed in Article 284 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law Securities; d) The report of the Control Board on the Company's business results, the operation results of the Board of Directors and the Director; dd) Reports on self-assessment of operation results of the Control Board and members of the Control Board; e) The dividend level for each share of each type; g) Number of members of the Board of Directors and the Control Board;
- h) Electing, dismissing or dismissing members of the Board of Directors and members of the Control Board;
- i) To decide on the budget or the total level of remuneration, bonuses and other benefits for the Board of Directors and the Control Board;
- k) Approve the list of approved auditing firms; deciding on the approved auditing firm to inspect the company's activities when deeming it necessary;
- l) Supplementing and amending the company's charter;
- m) The type of shares and the number of newly issued shares for each type of shares and the transfer of shares of the founding members within the first 03 years from the date of establishment;
- n) Division, separation, consolidation, merger or transformation of companies;
- o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- p) Decision on investment or sale of assets valued at 35% or more of the total value of assets stated in the company's latest financial statements;
- q) Decide to repurchase more than 10% of the total sold shares of each type;
- r) The company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the company's assets recorded in the latest financial statements;
- s) Approve the transactions specified in Clause 4, Article 293 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- t) Approve the internal regulations on corporate governance, the Regulation on operation of the Board of Directors, the Regulation on operation of the Control Board;
- u) Other matters as prescribed by law and this Charter.

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3. All resolutions and issues that have been included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorization to attend the General Meeting of Shareholders**

1. Shareholders and authorized representatives of shareholders being organizations may directly attend the meeting or authorize one or several other individuals or organizations to attend the general meeting of shareholders through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization of representative individuals and organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The authorization document is made in accordance with the civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual, the authorized organization, the number of authorized shares, the authorization contents, the scope of authorization, the duration of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit a written authorization when registering to attend the meeting. In case of re-authorization, the attendees of the meeting must additionally present the initial authorization document of the shareholder, the authorized representative of the shareholder being an organization (if not previously registered with the Company).

3. The voting vote of the authorized person attending the meeting within the scope of authorization is still valid in one of the following cases, except for the following cases:
  - a) The authorizer has died, has limited civil act capacity or has lost his/her civil act capacity;
  - b) The authorizing person has canceled the authorization appointment;
  - c) The authorizing person has canceled the authority of the person performing the authorization.

This clause does not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting or before the meeting is reconvened.

#### **Article 17. Change permissions**

1. The change or cancellation of special rights attached to a type of preference share takes effect when it is approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting. The resolution of the General Meeting of Shareholders on the contents adversely changing the rights and obligations of shareholders owning preference shares shall only be approved if it is approved by the number of shareholders attending the meeting representing the same type owning 75% or more of the total preference shares of that type or 75% by the preference shareholders of the same type or 75% owned by the preference shareholders of the same type or more the total number of preference shares of that type or more shall be approved in case of passing the resolution in the form of collecting written opinions.
2. The organization of a meeting of shareholders holding a type of preference shares to approve the change of the above-mentioned rights is only valid when there are at least 02 shareholders (or their authorized representatives) and hold at least 1/3 of the par value of the



issued shares of that type. In case there is not enough number of delegates as mentioned above, the meeting shall be reorganized within the next 30 days and the holders of shares of that type (regardless of the number of persons and shares) who are present in person or through authorized representatives are considered to have sufficient number of delegates requested. At the above-mentioned meetings of shareholders holding preference shares, holders of shares of that type who are present in person or through their representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.

3. The procedure for conducting such separate meetings is similar to the provisions of Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided by the terms of the issuance of shares, the special rights attached to the types of shares with preferential rights over some or all matters relating to the distribution of the Company's profits or assets are not altered when the Company issues additional shares of the same type.

#### **Article 18. Convening meetings, meeting agendas and announcements of the General Meeting of Shareholders**

1. The Board of Directors convenes an annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.
2. The convener of 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 made no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The company must disclose information about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b) Prepare the program and contents of the congress;
  - c) Prepare documents for the congress;
  - d) The draft resolution of the General Meeting of Shareholders according to the expected contents of the meeting;
  - dd) Determination of the time and place of the congress;
  - e) Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g) Other tasks in service of the congress.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by means to ensure that the contact address of the shareholders is reached, and at the same time announced on the website of the Company and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders must send a notice of invitation to the meeting to all shareholders in the list of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (counting from the date on which the notice is duly sent or sent). The agenda of the General Meeting of Shareholders, documents related to the issues to be voted on at the General Meeting shall be sent to shareholders or/and posted on the Company's website. In case the documents are not

enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) The meeting agenda and documents used in the meeting;
  - b) List and details of candidates in case of election of members of the Board of Directors or members of the Control Board;
  - c) Voting slips;
  - d) Draft resolutions on each issue on the meeting agenda.
4. Shareholders or groups of shareholders specified in Clause 2, Article 12 of this Charter may propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The petition must clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the issue proposed to be included in the meeting agenda.
  5. The convener of the General Meeting of Shareholders may reject the proposal specified in Clause 4 of this Article in one of the following cases:
    - a) The petition is sent in contravention of the provisions of Clause 4 of this Article;
    - b) At the time of petition, the shareholder or group of shareholders fails to hold 5% or more of ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
    - c) The proposed issue is not within the scope of the decision-making competence of the General Meeting of Shareholders;
    - d) Other cases as prescribed by law and this Charter.
  6. The convener of the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the case specified in Clause 5 of this Article; the proposal was officially added to the program and the content of the meeting was approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for conducting the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total votes.
2. In case the first meeting is not eligible to be held as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the intended first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% or more of the total votes.
3. In case the second meeting is not eligible to be held as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting must be sent within 20 days from the date of the intended second meeting. The third General Meeting of Shareholders is conducted regardless of the total number of votes cast by shareholders attending the meeting.

#### **Article 20. Procedures for conducting meetings and voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must carry out the procedures for registering shareholders and must carry out the registration until all shareholders who have the right to attend the meeting are present to register in the following order:
  - a) When registering shareholders, the Company shall grant each shareholder or authorized representative the right to vote a voting card, on which the registration number, full name of the shareholder, the full name of the authorized representative and the number of votes of



such shareholder shall be inscribed. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. At the Congress, the number of cards approving the resolution is collected first, the number of cards disapproving the resolution is collected later, and finally counting the total number of votes in favor or disapproval to decide. The results of the vote counting were announced by the Chairman just before the end of the meeting. The congress shall elect persons responsible for counting votes or supervising the counting of votes at the request of the chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders at the request of the Chairman of the meeting;

b) Shareholders, authorized representatives of shareholders being organizations or authorized persons who come after the meeting has opened have the right to register immediately and then have the right to participate and vote at the General Meeting immediately after registration. The Chairman is not responsible for stopping the meeting to allow shareholders to be late for registration and the validity of the previously voted contents remains unchanged.

2. The election of chairpersons, secretaries and vote counting committees is prescribed as follows:
  - a) The Chairman of the Board of Directors shall preside over or authorize other members of the Board of Directors to chair the meeting of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one of them to chair the meeting on the principle of majority. In case of failure to elect a person to be the chairperson, the Head of the Executive Control Board shall allow the General Meeting of Shareholders to elect the chairperson of the meeting from among the participants and the person with the highest number of votes to chair the meeting;
  - b) Except for the case specified at Point a of this Clause, the signatories shall convene a meeting of the Executive General Meeting of Shareholders so that the General Meeting of Shareholders elects the chairperson of the meeting and the person with the highest number of votes shall preside over the meeting;
  - c) The chairperson appoints one or several persons to act as the secretary of the meeting;
  - d) The General Meeting of Shareholders shall elect one or several persons to the vote counting committee at the request of the chairperson of the meeting.
3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders in the opening session. The program must clearly and in detail determine the time for each issue in the content of the meeting agenda.
4. The Chairman of the General Meeting has the right to take necessary and reasonable measures to administer the General Meeting of Shareholders in an orderly manner, in accordance with the approved program and reflecting the wishes of the majority of the participants.
  - a) Arrange seats at the venue of the General Meeting of Shareholders;
  - b) Ensure the safety of everyone present at the meeting places;
  - c) Create conditions for shareholders to attend (or continue to attend) the general meeting. The convener of the General Meeting of Shareholders has the right to change the above-mentioned measures and apply all necessary measures. Applicable measures may be to issue an entry permit or use other forms of electives.
5. The General Meeting of Shareholders discusses and votes on each issue in the content of the program. The voting is conducted by voting in favor, disapproval and no opinion. The results of the vote counting were announced by the chairman just before the end of the meeting.
6. Shareholders or authorized persons attending the meeting after the meeting has opened are still registered and have the right to participate in voting immediately after registration; In this case, the validity of the previously voted contents does not change.
7. The convener or chairman of the General Meeting of Shareholders has the following rights:

- a) Request all participants to undergo inspection or other appropriate and reasonable security measures;
  - b) Request competent agencies to maintain the order of meetings; expel persons who do not comply with the executive authority of the chairman, deliberately disrupt order, prevent the normal progress of the meeting, or fail to comply with the requirements for security checks from the General Meeting of Shareholders.
8. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders with a sufficient number of registered participants for a maximum of 03 working days from the date the meeting is intended to open and may only postpone the meeting or change the meeting venue in the following cases:
- a) The meeting place does not have enough convenient seats for all participants;
  - b) The means of communication at the meeting venue do not ensure the participation, discussion and voting of shareholders attending the meeting;
  - c) There are people attending the meeting obstructing or disrupting the order, causing the meeting to not be conducted in a fair and lawful manner.
9. In case the chairperson postpones or suspends the meeting of the General Meeting of Shareholders in contravention of the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the participants to replace the chairperson to administer the meeting until the end; All resolutions passed at that meeting are enforceable.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company is responsible for ensuring that shareholders attend and vote in the form of electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be approved**

1. The resolution on the following contents shall be approved if it is approved by the number of shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:
  - a) Type of shares and total number of shares of each type;
  - b) Changes in business lines and fields;
  - c) Changes in the organizational structure of the Company's management;
  - d) Projects on investment or sale of assets valued at 35% or more of the total value of assets stated in the company's latest financial statements, unless the company's charter stipulates other ratios or values; dd) Reorganization and dissolution of the company.
2. Resolutions shall be passed when they are approved by the number of shareholders owning more than 50% of the total votes of all shareholders attending the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening meetings and approving such resolutions violate the provisions of the Law on Enterprises and the company's Charter.

**Article 22. Competence and mode of collecting shareholders' opinions in writing to approve decisions of the General Meeting of Shareholders**The competence and mode of collecting shareholders' opinions in writing to approve the Resolution of the General Meeting of Shareholders shall comply with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to approve the resolution of the General Meeting of Shareholders when deeming it necessary for the benefit of the Company, except for the case specified in Clause 2, Article 147 of the Law on Enterprises.
2. The Board of Directors must prepare the opinion poll, the draft resolution of the General Meeting of Shareholders, documents explaining the draft resolution and send it to all shareholders entitled to vote at least 10 days before the deadline for returning the opinion poll. Requirements and methods for sending opinion polls and enclosed documents shall comply with the provisions of Clause 3, Article 18 of this Charter.
3. The opinion poll must contain the following principal contents: a) Name, address of the head office, enterprise code; b) Purpose of collecting opinions; c) Full name, contact address, nationality and number of legal papers of the individual, for individual shareholders; name, enterprise code or number of legal papers of the organization, address of the head office for shareholders being organizations or full name, contact address, nationality, number of legal papers of the individual, for representatives of shareholders being organizations; the number of shares of each type and the number of votes of shareholders; d) Issues that need to be consulted for approval of the decision; dd) The voting plan includes approval, disapproval and no opinion on each issue for consultation; e) The time limit for sending to the company the replied opinion poll form; g) Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may send the replied opinion poll to the Company in the form of mail, fax or email according to the following provisions: a) In case of sending a letter, the replied opinion poll must be signed by the shareholder who is an individual, the authorized representative or the legal representative of the shareholder who is an organization. The opinion poll sent to the Company must be contained in a sealed envelope and no one is allowed to open it before counting the votes; b) In case of fax or email, the opinion poll sent to the Company must be kept confidential until the time of vote counting; c) The opinion poll sent to the Company after the time limit specified in the opinion poll or which has been opened in case of sending a letter and has been disclosed confidentiality in case of sending a fax or email is invalid. Opinion poll papers that are not sent back are considered votes not to participate in voting.
5. The Board of Directors counts votes and makes a record of vote counting under the witness of the Supervisory Board or shareholders who do not hold management positions of the Company. The vote counting record must contain the following principal contents:
  - a) Name, address of the head office, enterprise code;
  - b) Purpose and issues to be consulted to pass the resolution;
  - c) The number of shareholders with the total number of votes that participated in voting, distinguishing the number of valid votes and the number of invalid votes and the method of sending votes, enclosed with an appendix to the list of shareholders participating in voting;
  - d) The total number of votes in favor, disapproval and no opinion on each issue;
  - e) The issue was passed and the vote rate passed accordingly;
  - f) Full name and signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

Members of the Board of Directors, vote counters and vote counting supervisors must be jointly responsible for the truthfulness and accuracy of the vote counting records; jointly responsible for damages arising from decisions passed due to dishonest and inaccurate vote counting.

6. The vote counting minutes and resolutions must be sent to shareholders within 15 days from the end of the vote counting. The submission of the vote counting minutes and resolutions can be replaced by posting on the Company's website within 24 hours from the time of the end of vote counting.
7. The opinion poll that has been answered, the vote counting record, the resolution that has



been passed and the relevant documents enclosed with the opinion poll must be kept at the head office of the Company.

8. A resolution shall be adopted in the form of a written consultation of shareholders if it is approved by the number of shareholders owning more than 50% of the total votes of all shareholders entitled to vote in favor or a specific percentage prescribed by the company's charter and has the same validity as the resolution adopted at the General Meeting of Shareholders.

### **Article 23. Resolution and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded or recorded and kept in other electronic forms. The record must be made in Vietnamese, may be made in a foreign language and contain the following principal contents:
  - a) Name, address of the head office, enterprise code; b) Time and place of the General Meeting of Shareholders; c) Agenda and contents of the meeting; d) Full name of the chairperson and secretary; dd) Summary of the meeting's developments and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda; e) The number of shareholders and the total number of votes of shareholders attending the meeting, the appendix to the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes; g) The total number of votes for each voting issue, clearly stating the voting method, the total number of valid and invalid votes, approval, disapproval and no opinion; the proportion of the total number of votes of shareholders attending the meeting; h) Issues that have been approved and the corresponding percentage of votes for approval; i) Full names and signatures of the chairman and secretary. In case the chairperson or secretary refuses to sign the minutes of the meeting, this record shall take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents specified in this Clause. The minutes of the meeting clearly state the refusal of the chairman or secretary to sign the minutes of the meeting.
2. The minutes of the General Meeting of Shareholders must be made and approved before the end of the meeting. The chairperson and the secretary of the meeting or other persons who sign the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes made in Vietnamese and foreign languages have the same legal effect. In case there is a difference in the content between the minutes in Vietnamese and in foreign languages, the contents of the minutes in Vietnamese shall apply.
4. The Resolution, the Minutes of the General Meeting of Shareholders, the appendix to the list of shareholders registered to attend the meeting with the signatures of the shareholders, the written authorization to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the notice of invitation to the meeting must be disclosed in accordance with the law on information disclosure on the market securities and must be kept at the Company's head office.

### **Article 24. Request to cancel the decision of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of vote counting results for consultation of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises may request the Court or Arbitrator to consider, cancellation of the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and issuing decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.

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2. The content of the resolution violates the law or this Charter.

## **VII. BOARD**

### **Article 25. Candidacy and nomination of members of the Board of Directors**

1. In case a candidate for the Board of Directors has 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's website so that shareholders can learn about these candidates before voting. candidates for the Board of Directors must have a written commitment to the truthfulness and accuracy of personal information disclosed and must commit to perform their duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the Board candidate announced includes:
  - a) Full name, date of birth; b) Professional qualifications;
  - c) Working history; d) Other managerial titles (including the title of the Board of Directors of other companies); dd) Interests related to the Company and its related parties; e) Other information (if any) as prescribed in the company's charter; g) The public company must be responsible for disclosing information about the companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions and interests related to the company of the candidate of the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares or another smaller percentage as prescribed in the company's charter have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the company's charter.
3. In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce more candidates or organize the nomination as prescribed in the company's charter. Internal Regulations on corporate governance and Regulations on the operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.
4. Members of the Board of Directors must meet the criteria and conditions specified in Clauses 1 and 2, Article 155 of the Law on Enterprises and the company's charter.

### **Article 26. Composition and term of office of members of the Board of Directors**

1. The number of members of the Board of Directors can be from 03 to 11 people.
2. The term of office of a member of the Board of Directors 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 Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their term of office, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the work.
3. The structure of members of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company minimizes the members of the Board of Directors who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors. In case an unlisted public company operates under the model specified at Point b, Clause 1, Article 137 of the Law on Enterprises, the structure of members of the Board of Directors of the company must ensure that at least 1/5 of the total number of members of the Board of Directors are independent members. In case the number of members of the Board of



Directors of an unlisted public company operating under the above model is less than 05 people, the Company must ensure that 01 member of the Board of Directors is an independent member.

For listed companies with a total number of independent members, the Board of Directors must ensure the following provisions:

- a) There is at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;
  - b) There are at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;
  - c) There are at least 03 independent members in case the company has between 09 and 11 members of the Board of Directors.
4. A member of the Board of Directors shall no longer be a member of the Board of Directors in case of dismissal, dismissal or replacement by the General Meeting of Shareholders as prescribed in Article 160 of the Law on Enterprises.
  5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure on the securities market.
  6. Members of the Board of Directors are not necessarily shareholders of the Company.

#### **Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the managing agency of the Company, has full rights on behalf of the Company to decide and exercise the rights and obligations of the Company; except for rights and obligations under the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
  - a) Decide on the Company's medium-term development strategy and plan and annual business plan;
  - b) Proposing the types of shares and the total number of shares entitled to be offered for sale of each type;
  - c) Decide on the sale of unsold shares within the number of shares entitled to be offered for sale of each type; decide to mobilize additional capital in other forms;
  - d) Decide on the selling price of the Company's shares and bonds;
  - dd) Decide on share repurchase as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - e) Decide on investment plans and investment projects within their competence and limits as prescribed by law;
  - g) Decide on solutions for market development, marketing and technology;
  - h) Approval of contracts for purchase, sale, borrowing, lending and other contracts and transactions valued at 35% or more of the total value of assets stated in the Company's latest financial statements and contracts and transactions under the decision-making competence of the General Meeting of Shareholders as prescribed at Point d, Clause 2, Article 138. Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i) Elect, dismiss or dismiss the Chairman of the Board of Directors; appointing, dismissing, signing contracts, terminating contracts for directors and other important managers as prescribed by the company's charter; decide on the salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Members' Council or the General Meeting of Shareholders in other companies, decide on the remuneration levels and other benefits of such persons;
  - k) Supervise and direct the Director and other managers in the daily operation of the Company's business;
  - l) Decide on the organizational structure and internal management regulations of the company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution and purchase of shares of other enterprises;

- m) Approve programs and contents of documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve the resolution;
  - n) Submit the audited annual financial statements to the General Meeting of Shareholders;
  - o) Proposing the level of dividends to be paid; decide on the time limit and procedures for paying dividends or handling losses arising in the course of business;
  - p) Propose the reorganization or dissolution of the company; request for bankruptcy of the Company;
  - q) Decide to promulgate the Regulation on operation of the Board of Directors and the internal regulation on corporate governance after being approved by the General Meeting of Shareholders; decide to promulgate the Regulation on operation of the Audit Committee under the Board of Directors, the Regulation on information disclosure of the company;
  - s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the company's charter.
3. The Board of Directors must report to the General Meeting of Shareholders the results of the Board of Directors' activities as prescribed in Article 280 of the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.

#### **Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

1. The company has the right to pay remuneration and reward members of the Board of Directors according to business results and efficiency.
2. Members of the Board of Directors are entitled to work remuneration and bonuses.  
The work remuneration is calculated according to the number of working days required to complete the tasks of the members of the Board of Directors and the remuneration level per day. The Board of Directors estimates the remuneration for each member on the principle of unanimity. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors shall be included in the Company's business expenses in accordance with the law on corporate income tax, expressed 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. A member of the Board of Directors who holds an executive position or a member of the Board of Directors who works in subcommittees of the Board of Directors or performs other tasks outside the scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump sum of remuneration on a case-by-case basis, salaries, commissions, profit percentages or in other forms as decided by the Board of Directors.
5. Members of the Board of Directors are entitled to be paid all travel, meals, accommodation and other reasonable expenses that they have incurred in the performance of their duties as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders. Board of Directors or subcommittees of the Board of Directors.
6. Members of the Board of Directors may purchase liability insurance by the Company after the approval of the General Meeting of Shareholders. This insurance does not cover the liabilities of the Board of Directors members related to violations of the law and the company's Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed or dismissed from office by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently serve as a Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a) Formulate programs and plans for operation of the Board of Directors;
  - b) Prepare programs, contents and documents for the meeting; convening, presiding over and presiding over meetings of the Board of Directors;
  - c) Organize the adoption of resolutions and decisions of the Board of Directors;
  - d) Supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
  - dd) Chairing the General Meeting of Shareholders;
  - e) Other rights and obligations as prescribed by the Law on Enterprises.
4. In case the Chairman of the Board of Directors submits a letter of resignation or is dismissed or dismissed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the letter of resignation or dismissal or dismissal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors according to the principles specified in the company's charter. In case no authorized person or the Chairman of the Board of Directors dies, goes missing, is temporarily detained, is serving a prison sentence, is serving an administrative-handling measure at a compulsory detoxification establishment, compulsory education institution, escapes from his/her place of residence, is restricted or loses his/her civil act capacity, have difficulties in cognition, control of behavior, are banned by the Court from holding certain positions, practicing certain professions or doing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors on the principle that the majority of the remaining members approve until a new decision of the Board of Directors is issued.

### **Article 30. Board Meetings**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the end of the election of such Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the same percentage of votes, the members shall vote on the principle of majority to elect 01 of them to convene a meeting of the Board of Directors.
2. The Board of Directors must meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a) At the request of the Control Board or an independent member of the Board of Directors;
  - b) At the request of the Director or at least 05 other managers;
  - c) At the request of at least 02 members of the Board of Directors.
4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes and issues to be discussed and decided under the competence of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the proposal specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors at the request of the Chairman of the Board of Directors, the Chairman of the Board of Directors shall be responsible for the damage caused to the Company; the proposer has the right to replace the Chairman of the Board of Directors to convene a meeting of the Board of Directors.
6. The Chairman of the Board of Directors or the convener of the meeting of the Board of Directors must send a notice of invitation to the meeting at least 03 working days before the date of the meeting. The notice of invitation to the meeting must specify the time and place of the meeting, the agenda, the issues discussed and decided. The notice of invitation to the



meeting must be enclosed with the documents used at the meeting and the voting slips of the members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation, telephone, fax, electronic means or other methods prescribed by the company's charter and ensure that it reaches the contact address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener shall send notices of invitation to meetings and enclosed documents to members of the Control Board as for members of the Board of Directors.  
Members of the Control Board have the right to attend meetings of the Board of Directors; have the right to discuss but not vote.
8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend the meeting. In case the meeting is convened for the second time within 07 days from the date of the intended first meeting, [except for cases where the company's charter stipulates another shorter time limit]. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
9. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:
  - a) Attending and voting directly at the meeting;
  - b) Authorize other persons to attend the meeting and vote as prescribed in Clause 11 of this Article;
  - c) Attending and voting through online conferences, electronic voting or other electronic forms;
  - d) Send voting slips to the meeting by mail, fax or e-mail;
  - dd) Sending voting papers by other means.
10. In case of sending voting papers to the meeting by mail, the voting papers must be contained in sealed envelopes and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. Voting ballots are only open in the presence of all attendees.
11. Members must attend all Board meetings. Members may authorize others to attend meetings and vote if approved by a majority of members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be adopted if they are approved by the majority of members attending the meeting; in case the number of votes is equal, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.

#### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees to be in charge of development policies, human resources, compensation, internal audit, and risk management. The number of members of the subcommittee decided by the Board of Directors shall be at least 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors make up the majority of the subcommittee, and one of these members is appointed as the Subcommittee Leader at the discretion of the Board of Directors. The activities of the subcommittee must comply with the regulations of the Board of Directors. The resolution of the subcommittee is only effective when the majority of members attend and vote to approve it at the meeting of the subcommittee.
2. The implementation of decisions of the Board of Directors or subcommittees under the Board of Directors must comply with current legal provisions and the provisions of the company's charter and internal regulations on corporate governance.

#### **Article 32. Person in charge of corporate governance**

10. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support the corporate governance at the enterprise. The person in charge of corporate governance may concurrently act as the company secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
11. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
12. The person in charge of corporate governance has the following rights and obligations: a) Advise the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related affairs between the Company and shareholders; b) Prepare meetings of the Board of Directors, the Control Board and the General Meeting of Shareholders at the request of the Board of Directors or the Control Board; c) Advising on procedures of meetings; d) Attending meetings; dd) Advising on procedures for making resolutions of the Board of Directors in accordance with the provisions of law; e) Provide financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Control Board; g) Supervise the reporting to the Board of Directors on the Company's information disclosure activities; h) Acting as the focal point of contact with relevant interested parties; i) Confidentiality of information in accordance with the provisions of law and the company's charter; k) Other rights and obligations as prescribed by law and the company's charter.

## VIII. DIRECTORS AND OTHER EXECUTIVES

**Article 33. Organization of the management apparatus**The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of the Company. The company has a Director, Deputy Directors, Chief Accountant and other managerial positions appointed by the Board of Directors. The appointment, dismissal and dismissal of the above-mentioned positions must be approved by resolutions and decisions of the Board of Directors.

### Article 34. Business Executives

1. The Company's executives include Directors, Deputy Directors, Chief Accountants.
2. At the request of the Director and the approval of the Board of Directors, the Company may recruit other executives with the number and standards in accordance with the Company's management structure and regulations prescribed by the Board of Directors. Business executives must be responsible for assisting the Company in achieving its objectives in its operations and organization.
3. Directors are paid and bonus. The salary and bonus of the Director are decided by the Board of Directors.
4. The executive's salary shall be included in the Company's business expenses in accordance with the law on corporate income tax, which shall be expressed 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.

### Article 35. Appointment, dismissal, duties and powers of directors

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to be the Director.
2. A director is a person who runs the day-to-day business of the Company; subject to the supervision of the Board of Directors; take responsibility before the Board of Directors and law for the performance of their assigned rights and obligations.
3. The term of office of the Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms. Directors must meet the standards and conditions prescribed by law and the company's Charter.



4. Directors have the following rights and obligations: a) To decide on matters related to the daily business of the Company which do not fall under the competence of the Board of Directors; b) Organize the implementation of resolutions and decisions of the Board of Directors; c) Organize the implementation of the Company's business plan and investment plan; d) Propose the organizational structure plan and internal management regulations of the Company; dd) Appoint, dismiss and dismiss managerial positions in the Company, except for those under the competence of the Board of Directors; e) Decide on salaries and other benefits for employees in the Company, including managers under the appointing competence of the Director; g) Labor recruitment; h) Propose plans to pay dividends or handle losses in business; i) Other rights and obligations as prescribed by law, the company's charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the Director when a majority of the members of the Board of Directors have the right to vote to approve and appoint a new Director to replace him.

## **IX. SUPERVISORY BOARD**

### **Article 36. Candidacy and nomination of members of the Control Board (Controllers)**

1. The candidacy and nomination of members of the Control Board shall be carried out in the same manner as prescribed in Clauses 1 and 2, Article 25 of this Charter.
2. In case the number of candidates approved by the Supervisory Board and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nomination according to the provisions of the company's Charter, the Internal Regulations on corporate governance and the Operation Regulations of the Supervisory Board. The introduction of additional candidates by the Supervisory Board of the previous term must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with law.

### **Article 37. Composition of the Supervisory Board**

1. The number of members of the Supervisory Board of the Company is 03 people. The term of office of a member of the Supervisory Board shall not exceed 05 years and may be re-elected with an unlimited number of terms.
2. Members of the Supervisory Board must meet the criteria and conditions specified in Article 169 of the Law on Enterprises and do not fall into the following cases: a) Working in the accounting and finance departments of the Company; b) Being a member or employee of an independent auditing firm auditing the company's financial statements in the previous 03 consecutive years.
3. A member of the Control Board shall be dismissed from office in the following cases: a) Failing to meet the criteria and conditions for being a member of the Control Board as prescribed in Clause 2 of this Article; b) There is a letter of resignation and it is approved.
4. Members of the Control Board shall be dismissed in the following cases: a) Failing to complete their assigned tasks and jobs; b) Failing to exercise his/her rights and obligations for 06 consecutive months, except for force majeure cases; c) Repeatedly violating or seriously violating the obligations of members of the Supervisory Board in accordance with the provisions of the Law on Enterprises and the company's charter. d) Other cases under the resolution of the General Meeting of Shareholders.

### **Article 38. Head of the Supervisory Board**

1. The Head of the Control Board shall be elected by the Control Board from among the members of the Control Board; the election, dismissal and dismissal shall be carried out on the principle of majority. The Supervisory Board must have more than half of the members permanently residing in Vietnam. The Head of the Control Board must have a university

- diploma or higher in one of the majors of economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Control Board: a) Convene a meeting of the Control Board; b) Request the Board of Directors, Directors and other executives to provide relevant information to report to the Control Board; c) Prepare and sign the report of the Control Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

**Article 39. Rights and obligations of the Control Board**The Control Board has the rights and obligations specified in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and propose the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's financial statements; decide on the approved audit organization to inspect the Company's operations, and exempt independent auditors when deemed necessary.
2. To be responsible to shareholders for their supervisory activities.
3. Supervise the financial situation of the Company, the compliance with the law in the activities of members of the Board of Directors, Directors and other managers.
4. Ensure coordination with the Board of Directors, Directors and shareholders.
5. In case of detecting violations of law or violations of the company's charter by members of the Board of Directors, directors and other executives of the enterprise, the Control Board must notify in writing to the Board of Directors within 48 hours, requesting the violator to stop the violation and take remedial measures.
6. Formulate the Operation Regulation of the Supervisory Board and submit it to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders as prescribed in Article 290 of the Government's Decree No. 155/2020/ND-CP dated December 31, 12, 2020 detailing the implementation of a number of articles of the Securities Law.
8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the place of work of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, Directors and other administrators to provide complete, accurate and timely information and documents on the management, administration and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

**Article 40. Supervisory Board Meeting**

1. The Control Board must meet at least 02 times in a year, the number of members attending the meeting is at least 2/3 of the members of the Control Board. The minutes of the Supervisory Board meeting are detailed and clear. The recordkeeper and members of the Supervisory Board attending the meeting must sign the minutes of the meeting. The minutes of meetings of the Control Board must be kept in order to determine the responsibilities of each member of the Control Board.
2. The Supervisory Board has the right to request members of the Board of Directors, Directors and representatives of approved audit organizations to attend and answer matters that need to be clarified.

**Article 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

In case the company's charter does not provide otherwise, the salaries, remuneration, bonuses and other benefits of members of the Control Board shall comply with the following provisions:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits under the decision of the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total salary, remuneration, bonuses, other benefits and annual operating budget of the Control Board.
2. Members of the Control Board are paid for food, accommodation, travel, and the cost of using independent consultancy services at a reasonable rate. This total remuneration and expenses must not exceed the total annual operating budget of the Control Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. Salaries and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant laws and must be made into separate items in the Company's annual financial statements.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE CONTROL BOARD, DIRECTORS AND OTHER EXECUTIVES**

Members of the Board of Directors, Members of the Supervisory Board, Directors and other executives are responsible for performing their duties, including those as members of subcommittees of the Board of Directors, in an honest and prudent manner in the best interests of the Company.

#### **Article 42. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Control Board, Directors and other managers must publicize relevant interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, Directors, other managers and related persons of these members may only use the information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Control Board, Directors and other managers are obliged to notify in writing to the Board of Directors or the Control Board of transactions between the Company, its subsidiaries and other companies in which the Company controls more than 50% or more of the charter capital and such entity or with related persons of the Company. statues in accordance with the provisions of law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
4. Members of the Board of Directors are not allowed to vote on transactions that benefit such member or related persons of such members in accordance with the provisions of the Law on Enterprises and the company's charter.
5. Members of the Board of Directors, members of the Supervisory Board, Directors, other managers and related persons of these statues are not allowed to use or disclose to others inside information to carry out relevant transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Control Board, Directors, other executives and individuals and organizations related to these subjects shall not be invalidated in the following cases:
  - a) For transactions with a value of less than 35% of the total value of assets recorded in the latest financial statements, important contents of the contract or transaction as well as the relationships and interests of members of the Board of Directors and members of the Control Board, Other directors and executives have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of members of the Board of Directors who have no related interests;
  - b) For a transaction with a value greater than or equal to 35% or a transaction resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 50% or more of the total value of assets recorded in the latest financial statement, the



important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Supervisory Board, Directors and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interests.

#### **Article 43. Liability for Damage and Compensation**

1. Members of the Board of Directors, members of the Control Board, Directors and other executives who violate their obligations and responsibilities honestly and prudently and fail to fulfill their obligations shall be responsible for the damages caused by their violations.
2. The Company shall indemnify persons who have been, are or may become a party to complaints, lawsuits, and prosecutions (including civil, administrative and non-lawsuits filed by the Company) if such persons have been or are members of the Board of Directors, a member of the Supervisory Board, a Director, other executive, an employee or an authorized representative of the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company, complying with the law, and having no evidence confirming that such person has breached his or her responsibilities.
3. Compensation costs include judgment costs, fines, and payables incurred in practice (including the cost of hiring a lawyer) when settling these cases within the framework of the law. The company may purchase insurance for these people to avoid the above liabilities.

### **XI. RIGHT TO INVESTIGATE COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to look up books and records**

1. Shareholders or groups of shareholders specified in Clause 2, Article 25 of this Charter have the right to send a written request for inspection of the list of shareholders, the minutes of the General Meeting of Shareholders and make copies or extracts of these documents during working hours and at the Company's head office. The request for inspection by the authorized representative of the shareholder must be accompanied by a power of attorney of the shareholder that he or she represents or a notarized copy of this power of attorney.
2. Members of the Board of Directors, Controllers, Directors and other executives have the right to inspect the Company's register of shareholders, the list of shareholders and other books and records of the Company for purposes related to their positions, provided that such information is kept confidential.
3. The company must keep this Charter and any amendments to the Charter, the Enterprise Registration Certificate, regulations, documents proving property ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that the shareholders and the Business Registration Authority are notified of the place where these documents are stored.
4. The company's charter must be published on the Company's website.

### **XII. EMPLOYEES AND TRADE UNIONS**

#### **Article 45. Workers and trade unions**

1. The director must make a plan for the Board of Directors to approve matters related to recruitment, layoffs, salaries, social insurance, benefits, rewards and sign laws for employees and business executives.
2. The Director shall make a plan for the Board of Directors to approve matters relating to the Company's relations with trade union organizations in accordance with the standards, best management practices and policies, the practices and policies set forth in this Charter, the Company's statutes and applicable laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 46. Profit distribution**

1. The General Meeting of Shareholders decides on the dividend payment level and the form of annual dividend payment from the Company's retained profits.
2. The Company does not pay interest on dividend payments or payments related to a type of stock.
3. The Board of Directors may propose the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares and the Board of Directors is the agency that implements this decision.
4. In case dividends or other amounts related to a type of stock are paid in cash, the Company must only pay in Vietnamese dong. Payments can be made directly or through banks on the basis of bank account details provided by shareholders. In case the Company has transferred the money according to the bank details provided by the shareholder but the shareholder does not receive the money, the Company is not responsible for the amount of money the Company has transferred to this shareholder. The payment of dividends for stocks listed/registered for trading at the Stock Exchange may be conducted through the securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors approves resolutions and decisions to determine a specific date to finalize the list of shareholders. Pursuant to that date, those who register as shareholders or owners of other securities are entitled to receive cash or stock dividends, receive notices or other documents.
6. Other matters related to the distribution of profits shall be carried out in accordance with the provisions of law.

### **XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING REGIME**

#### **Article 47. Bank Account**

1. The company opens accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to the prior approval of the competent authority, in case of necessity, the Company may open an offshore bank account in accordance with the provisions of the law.



3. The Company conducts all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks in which the Company opens accounts.

#### **Article 48. Fiscal Year**

The Company's financial year starts on January 1 every year and ends on December 31. The first fiscal year commences from the date of issuance of the Enterprise Registration Certificate and ends on the last day of December immediately following the date of issuance of such Enterprise Registration Certificate.

#### **Article 49. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime promulgated and approved by a competent authority.
2. The company prepares accounting books in Vietnamese and keeps accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and must be sufficient to substantiate and explain the Company's transactions.
3. The company uses the currency unit in accounting is Vietnamese dong. In case the company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as the currency unit in accounting, take responsibility for such choice before law and notify it to the direct tax administration authority.

### **XV. ANNUAL REPORTS, FINANCIAL STATEMENTS AND DISCLOSURE RESPONSIBILITIES**

#### **Article 50. Annual, semi-annual and quarterly financial statements**

1. The company must prepare annual financial statements and semi-annual financial statements must be audited in accordance with the provisions of law. The company announces the audited annual financial statements in accordance with the law on information disclosure on the securities market and submits them to the competent state agency.
2. Annual financial statements must include all reports, appendices and explanations in accordance with the law on corporate accounting. The annual financial statements must reflect honestly and objectively the Company's operations.
3. The company must prepare and publish reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the securities market and submit them to competent state agencies.

#### **Article 51. The Company's annual report must be prepared and announced**

Annual reports in accordance with the provisions of the law on securities and securities market.

### **XVI. COMPANY ACCOUNTING**

#### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or adopt a list of independent auditing firms and authorize the Board of Directors to select one of these

entities to audit the Company's financial statements for the next fiscal year based on the terms and conditions agreed with the Board of Directors administration.

2. The audit report is attached to the Company's annual financial statements.
3. Independent auditors who audit the Company's financial statements are entitled to attend meetings of the General Meeting of Shareholders and are entitled to receive notices and other information related to the General Meeting of Shareholders and Pharmacy to express opinions at the General Meeting on matters related to the audit of the Company's financial statements. Company.

## **XVII. SEAL OF THE ENTERPRISE**

### **Article 53. Seal**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature in accordance with the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form and content of seals of the Company, its branches and representative offices (if any).
3. The Board of Directors and the Director shall use and manage the seal in accordance with current law.

## **XVIII. CORPORATE CARD AWARD**

### **Article 54. Dissolution of the company:**

1. The company may be dissolved in the following cases:
  - a) The operation duration stated in the company's charter expires without a decision on extension;
  - b) According to resolutions or decisions of the General Meeting of Shareholders;
  - c) The enterprise registration certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - d) Other cases as prescribed by law.
2. The dissolution of the Company ahead of time (including the extended time limit) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) as prescribed.

### **Article 55. Extension of Operation**

1. The Board of Directors convenes a meeting of the General Meeting of Shareholders at least 7 months before the end of the operation term so that shareholders can vote on the extension of the Company's operation at the request of the Board of Directors.

2. The operation duration shall be extended when the number of shareholders representing 65% or more of the total number of votes of all shareholders attending the General Meeting of Shareholders approves.

#### **Article 56. Liquidation**

1. At least 06 months before the end of the Company's operation term or after the decision to dissolve the Company is issued, the Board of Directors must establish a Liquidation Board consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from 01 independent auditing firm. The liquidation board prepares its operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related expenses are preferentially paid by the Company before the Company's other liabilities.
2. The liquidation board shall report to the business registration authority on the date of establishment and commencement of operation. Since that time, the Liquidation Board represents the Company in all matters related to the liquidation of the Company before the Courts and administrative authorities.
3. The proceeds from the liquidation shall be paid in the following order: a) Liquidation expenses; b) Salary arrears, severance allowances, social insurance and other benefits of employees under the signed collective labor agreement and labor contract; c) Tax debts; d) Other debts of the Company; dd) The remaining amount after payment of all debts from items (a) to (d) above shall be divided among shareholders. Preferred shares are prioritized for prepayment.

### **XIX. INTERNAL DISPUTE RESOLUTION**

#### **Article 57. Internal Dispute Resolution**

1. In case of disputes and complaints related to the operation of the Company, the rights and obligations of shareholders in accordance with the provisions of the Law on Enterprises, other legal provisions, the company's charter, the provisions between: a) Shareholders and the Company; b) Shareholders with the Board of Directors, Control Board, Directors or other executives;

The parties involved try to resolve that dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall assume the prime responsibility for settling the dispute and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to mediate the dispute resolution process.

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2. In case a conciliation decision is not reached within six 06 weeks from the start of the conciliation process or if the decision of the mediator is not accepted by the parties, a party may refer the dispute to arbitration or the Court.
3. The parties bear their own costs related to the negotiation and mediation procedures. The payment of the Court's costs shall be made in accordance with the Court's judgment.

## **XX. FIG AND HUNGER CORRECTION CHARTER**

### **Article 58. Company Charter**

1. The amendment and supplementation of this Charter must be considered and decided by the General Meeting of Shareholders.
2. In case there are provisions related to the Company's operation that are not mentioned in this Charter or in case there are new legal provisions different from the provisions in this Charter, such provisions shall be applied to regulate the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 59. Effective Date**

1. This Charter consists of 21 chapters and 59 articles unanimously approved by the General Meeting of Shareholders of EMA LAND GROUP JOINT STOCK COMPANY on June 30, 2026 at the Extraordinary General Meeting of Shareholders in 2026 and jointly approves the full validity of this Charter.
2. The Charter shall be made in five (5) copies, of equal validity and must be kept at the Company's head office.
3. This Charter is unique and official of the Company.
4. Copies or extracts of the company's Charter are valid when signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors.

**LEGAL REPRESENTATIVE**

**LY MINH TAM**





No. 08/2026/TTr-HDQT

Draft

Ho Chi Minh City, June 30, 2026

## STATEMENT

Re: *Approving the policy of changing the address of the Company's head office"*

**Submission:** - Annual General Meeting of Shareholders in 2026;

- EMA LAND Group Joint Stock Company.

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Charter of organization and operation of EMA LAND Group Joint Stock Company;

In order to meet the needs of expanding the scale of operations and developing the Company's business in the new period, the Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (AGM) to consider and approve the policy of changing the address of the Company's head office with the following specific contents:

**1. Approving the policy of changing the head office address:**

- **Current address:** No. 71 Ta Hien Street, Cat Lai Ward, Ho Chi Minh City, Vietnam
- **Change plan:** Move the head office to a new location in line with the Company's business development strategy in 2026.

**2. To submit to the General Meeting of Shareholders for approval:**

Due to the need to optimize costs and procedures for the selection of a specific location, the Board of Directors respectfully requests the General Meeting of Shareholders to fully authorize the Board of Directors (or the legal representative) to perform the following tasks:

- Actively survey, select and decide on the specific address of the new head office of the Company.
- Decide on the appropriate time to relocate the head office.
- Amend the Terms of Address of the head office in the Company's Charter after determining the new address.
- Assign the legal representative to carry out all procedures for registering the change of the head office address with the Business Registration Authority in accordance with the law.

**Respectfully submit to the Annual General Meeting of Shareholders in 2026 for consideration and approval.**



***Recipients:***

- As dear to you;
- Save: VT, VP OF THE BOARD OF DIRECTORS.

**TM. BOARD  
CHAIRMAN**

**Vu Tien Hung**



No. 03/2026/TB-HDQT



## NOTICE

**Re: Nomination and nomination of candidates to be elected as members of the Board of Directors/members of the Supervisory Board (Supervisory Board)  
EMA LAND Group Joint Stock Company for the term 2025-2030**

**Dear: SHAREHOLDERS OF EMA LAND GROUP JOINT STOCK COMPANY**

- On 08/06/2026, EMA LAND Group Joint Stock Company received the resignation letter from Mr. Nguyen Dang Manh as a Member of the Board of Directors according to his personal wishes
- On 12/03/2026, EMA LAND Group Joint Stock Company received the resignation letter from Ms. Hoang Thi Anh Loan as a Member of the Supervisory Board according to her personal wishes.
- In order to prepare additional personnel for the Board of Directors (BOD) and Supervisory Board (BO), the Company would like to inform shareholders about the nomination and candidacy of members of the Board of Directors and members of the Supervisory Board for the term 2025-2030 as follows:

### **1. CONDITIONS FOR NOMINATION/CANDIDACY**

1.1. A shareholder or group of shareholders holding voting shares has the right to combine the number of voting rights of each person together to nominate candidates for the Board of Directors and candidates for the Supervisory Board.

1.2. Shareholders or groups of Shareholders owning:

- From 10% or more of the total voting shares have the right to nominate one (01) candidate for the Board of Directors; nominating one (01) candidate for the Supervisory Board;

### **2. NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD FOR THE TERM 2025-2030 TO BE ELECTED AS REPLACEMENTS, CRITERIA AND CONDITIONS FOR BEING MEMBERS OF THE BOARD OF DIRECTORS AND MEMBERS OF THE SUPERVISORY BOARD**

**2.1. Number of members of the Board of Directors and members of the Supervisory Board to be elected to supplement and replace**

- o The number of additional and replaced elected Board of Directors for the term 2025-2030 is 01 member.
- o The number of additional and replaced elected Controllers for the 2025-2030 term is 01 member.



2.2. **Criteria and conditions for being a member of the Board of Directors (BOD)**

Having full civil act capacity, not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;

2.3. **Criteria and conditions for being a member of the Supervisory Board (Supervisory Board)**

- Having full civil act capacity, not being subject to the provisions of Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;
- Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or majors suitable to the Company's business activities;
- Not be a family member of the Board of Directors, Directors and other managers;
- Not to hold managerial positions of the Company; not necessarily a shareholder or employee of the Company
- The Controllers are not persons working in the accounting and finance departments of the Company, are not members or employees of independent auditing firms that are auditing the Company's financial statements in the preceding 03 consecutive years;
- The Controller of the Company must not be a person related to the family of the business manager of the Company.

3. **DOSSIER OF NOMINATION/CANDIDACY FOR MEMBERS OF THE BOARD OF DIRECTORS (BDD)/ MEMBERS OF THE SUPERVISORY BOARD (BC)**

The dossier of candidacy/nomination of members of the Board of Directors (BOD)/ members of the Supervisory Board (Supervisory Board) includes:

- ✓ Letter of nomination of candidates to join the Board of Directors (BOD)/Supervisory Board (SB) (**according to form 01A**); or Letter of nomination of candidates to join the Board of Directors/Supervisory Board (**according to form 01B**) if nominated by a group of shareholders; or Letter of nomination for members of the Board of Directors/Supervisory Board (**according to form 01C**) documents proving the status of shareholders;
- ✓ A curriculum vitae declared by the candidate **himself (according to form 02)** accompanied by a commitment to the truthfulness and accuracy of personal information published;
- ✓ Commit to perform tasks honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors/Supervisory Board (**according to form 03**);
- ✓ Copy of ID card/ID card/Passport and professional diplomas and certificates of the candidate;
- ✓ Information about the positions/positions the candidate is holding or being nominated at another organization, declaration of interests and relationship of interest related to the Company (**according to form 04**);

**Note:** The forms are attached to this Notice and posted on the Company's website at: <https://emaland.vn/quan-he-co-dong/>

4. **TIME AND ADDRESS FOR RECEIVING NOMINATION/CANDIDACY DOSSIERS**

Nominations/candidacies must be sent to the Company **no later than 17:00 on 29/06/2026** (Vietnam time) to the following address:

PHẦN TÀI  
?/E  
7. N: 0606

**Recipient: Organizing Committee of the General Meeting of Shareholders - EMA  
LAND Group Joint Stock Company**

**Address: No. 71 Ta Hien Street, Cat Lai Ward, Ho Chi Minh City, Vietnam.**

**Phone: 0908 687 295**

EMA LAND Group Joint Stock Company would like to announce and request Shareholders to nominate and run for election according to this Notice.

**EMA LAND GROUP JSC**

**TM. BOARD**

**CHAIRMAN**

**VU TIEN HUNG**



**Form 01A: Letter of nomination for members of the Board of Directors/ members of the Supervisory Board (for single shareholders)**



**NOMINATION LETTER**

**MEMBER OF THE BOARD OF DIRECTORS/ MEMBER OF THE SUPERVISORY BOARD OF EMA LAND GROUP JOINT STOCK COMPANY FOR THE TERM 2025-2030**

**To : ORGANIZING COMMITTEE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

**EMA LAND GROUP JOINT STOCK COMPANY**

My name is: ..... currently a shareholder of EMA LAND Group Joint Stock Company ("TV6")

Business Registration Certificate/ID Card/CCCD/Passport No.: ..... Issue Date: ..... Place of issue:.....

Address: .....

Phone: ..... Fax: .....

The total number of shares owned in TV6 is: ..... account for the proportion ..... % of total voting shares of TV6

After studying the criteria and conditions for being a member of the Board of Directors/member of the Supervisory Board specified in the Law on Enterprises, the Charter and Internal Regulations on corporate governance, I would like to nominate the following name(s) as candidates for the position of member of the Board of Directors/member of the Supervisory Board for the term 2025-2030.

Mr. (Mrs.): .....

Date of Birth: .....

ID card/ID card/Passport number: ..... Issue Date: ..... Place of issue:

Address: .....

I attach this document to the candidate's Curriculum Vitae and attached documents.

Thank you!

....., date ..... 2026  
(Sign and specify full name, stamp - if any)

12c

**Form 01B: Letter of nomination for members of the Board of Directors/ members of the Supervisory Board (for Shareholders)**



**NOMINATION LETTER  
MEMBER OF THE BOARD OF DIRECTORS/ MEMBER OF THE SUPERVISORY  
BOARD OF EMA LAND GROUP JOINT STOCK COMPANY FOR THE TERM 2025-  
2023**

**To: ORGANIZING COMMITTEE OF THE ANNUAL GENERAL MEETING OF  
SHAREHOLDERS IN 2026**

**EMA LAND GROUP JOINT STOCK COMPANY**

We are the Shareholders of Ema Land Group Joint Stock Company (the "Company" or "TV6"), hereby agreed to form a group of shareholders with the total number of shares owned..... shares, corresponding to .....% of the Company's total voting shares, with the following details:

STT	Shareholder Name	Business Registration Certificate/ID Card/CCCD/Passport
1	.....	.....
2	.....	.....
3	.....	.....
4	.....	.....



After studying the criteria and conditions for being a member of the Board of Directors/member of the Supervisory Board specified in the Law on Enterprises, the Charter and Internal Regulations on corporate governance, I would like to nominate the following names/Ms. Pipe(s) as candidates for the position of member of the Board of Directors/member of the Supervisory Board for the term 2025-2030.

Mr. (Mrs.): .....

Date of Birth: .....

ID card/ID card/Passport number: ..... Issue Date: ..... Place of issue:

Address: .....

I attach this document to the candidate's Curriculum Vitae and attached documents.

Thank you!

....., date ..... 2026

**CERTIFICATION OF THE SHAREHOLDER GROUP**

<b>STT</b>	<b>SHAREHOLDER NAME</b>	<b>Signature (for individual shareholders)/ Signature of the legal representative and seal (if any) for institutional shareholders</b>
1		
2		
3		
4		



12d



**Form 01C: Letter of candidacy for members of the Board of Directors/members of the Supervisory Board**

**CANDIDACY LETTER**

**MEMBER OF THE BOARD OF DIRECTORS/ MEMBER OF THE SUPERVISORY BOARD OF EMA LAND GROUP JOINT STOCK COMPANY FOR THE TERM 2025-2030**

**To : ORGANIZING COMMITTEE OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026**

**EMA LAND GROUP JOINT STOCK COMPANY**

My name is: .....

ID card/CCCD/Passport number: ..... Issue Date: Place of issue:.....

Address: .....

Phone: ..... Fax: .....

Education: ..... Major:.....

Currently owned: ..... Shares (In words: ..... )

Corresponding to the total face value of (VND): .....

After studying the criteria and conditions for being a member of the Board of Directors/member of the Supervisory Board specified in the Law on Enterprises, the Charter and Internal Regulations on corporate governance, I would like to nominate myself for the position of member of the Board of Directors/member of the Supervisory Board for the term 2025-2030 of EMA LAND Group Joint Stock Company.

If elected by the Shareholders as a member of the Board of Directors/ member of the Supervisory Board of the Company for the term 2025-2030, I commit to bring all my capacity and enthusiasm to contribute to the development of the Company, and at the same time commit to perform my duties honestly. reasonable, prudent, in the best interests of the Company and always strictly comply with the provisions of the law as well as the Company's Charter.

I attach this document to my Curriculum Vitae and accompanying documents.

Thank you!

....., date ..... 2026  
(Sign and specify full name)



**Sample 02: Candidate Resume**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**  
=====o0o=====

4x6 photos  
(taken within  
the last 06  
months)

**RESUME**

*Of the candidate participating in the Supervisory Board*

- 1. Full name :
- 2. Gender :
- 3. Date of birth :
- 4. Place of birth :
- 5. CCCD Number :
- 6. Place of Issue :
- 7. Ethnicity :
- 8. Nationality :
- 9. Hometown :
- 10. Permanent Address :
- 11. Phone :
- 12. Educational level :
- 13. Qualifications :
- 14. Work experience :



Time	Working Units	Position

- 15. Current position :

16. Positions at other organizations :  
17. Acts of violating the law :  
18. Conflicting interests with the company :  
19. Number of shares held : .

In which:

- *Personal Ownership: ... shares (corresponding to ... Charter capital).*
  - *Authorized to represent the capital: ... shares (corresponding to ... Charter capital).*
20. Number of shares held by related persons: ..... shares account for .....% of charter capital  
– Relationship: Full name:  
21. Remuneration and other benefits:

I would like to assure you that the above testimonies are completely true, if they are wrong, I will take responsibility before the law.

..., date.....month ..... .....

**Candidates**





**Form 03: Commitment to perform duties honestly, prudently and in the best interests of the Company if elected as a member of the Board of Directors/member of the Supervisory Board**

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

**COMMITMENT VILLAGE**

To: **EMA LAND Group Joint Stock Company**

My name is: .....

Date of birth: ..... Gender: .....

1. Hometown: .....

Permanent address: .....

Current residence:.....

2. CCCD Number: ..... Issued Date: ..... Place of issue: .....

Workplace: .....

Position: .....

Education: .....Major: .....

Contact Phone: .....

I commit to the following contents:

**Commitment to act and perform tasks honestly, loyally, prudently and in the best interests of the Company if elected as a member of the Board of Directors/member of the Supervisory Board.**

If I violate the above commitments, I would like to take full responsibility before the Company.

Ho Chi Minh City, Day ..... Month .....

20 years old....

**Committer**

*(Sign and specify full name)*

.....



**Form 04: Written declaration of information about the candidate's current / nominated positions in other organizations, declaration of interests and relationship of interest related to EMA LAND Group Joint Stock Company ("TV6")**

**My name is:** .....

**ID card/Passport number:** ..... **Issued Date:** ..... **Place of issue:** .....

In order to provide sufficient information for the purpose of completing the candidate profile for the position of member of the Board of Directors/member of the Supervisory Board and enhancing transparency for EMA LAND Group Joint Stock Company as well as all shareholders of TV6, I would like to declare the information related to my profile as follows:

**1. Positions currently held by candidates in other organizations** (if Yes, please fill in the information below, if No, write No in the Note section):

STT	Organization Name	Location	Date/month/year of start of holding Location	Notes
1				
2				
3				
4				
5				
6				



**2. Positions for which the candidate is currently nominated/nominated in other companies** (if Yes, please fill in the information below, if No, write No in the Note field):

STT	Company Name	Position/Title	Nomination date	Notes
1				
2				

3				
4				
5				
6				

3. **Declare benefits** (if Yes, please fill in the information below, if No, write No in the Notes section):

Declare the enterprises in which the applicant owns shares/contributed capital:

STT	Business name	Ratio of % of shares/contributed capital	Notes
1			
2			
3			
4			
5			
6			

Declare organizations in which <sup>1</sup> the candidate's related person owns shares/capital contributions of more than 10% of the charter capital of that enterprise:

STT	Business name	Ratio of % of shares/contributed capital	Notes
1			
2			
3			
4			
5			
6			

<sup>1</sup> Related persons are defined in Clause 23, Article 4 of the current Law on Enterprises and Clause 46, Article 4 of the current Law on Securities.

TẬP ĐO  
EM  
060040

**4. Declaration of relationships with TV6**

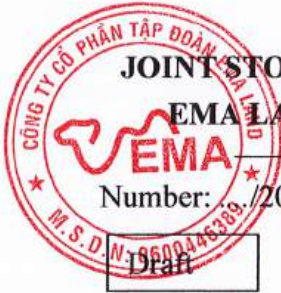
STT	Relationship	Yes	None	Relationship Details
				<i>(If the "Yes" column is checked, it will describe the relationship of interest in detail and the applicant will include relevant documents.)</i>
1	Employee Relationship with TV6			(Relationship information, time) .....
2	Audit and consulting relationship with TV6			(Relationship information, time) .....
3	Ownership relationship (shareholders of TV6)			..... .....
4	Economic Relationship			.....
4.1	<i>Seller Relations (Vendors)</i>			..... .....
4.2	<i>Buyer Relations (Customers)</i>			..... .....
4.3	<i>Partnerships</i>			.....
5	Other Relations			.....

I would like to assure you that the above testimonies are completely honest, accurate and reasonable, if they are wrong, I will take responsibility before the law.

....., date..... months..... 2026

**Declaration**  
(Sign and specify full name)





**JOINT STOCK COMPANY  
EMA LAND GROUP**

Number: /2026/TV6/NQ-AGM

Draft

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

*Ho Chi Minh City, June 30, 2026*

**RESOLUTION  
ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2026  
EMA LAND GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019 and its guiding documents;
- Pursuant to the Minutes of vote counting at the 2026 Annual General Meeting of Shareholders of EMA LAND Group Joint Stock Company dated 20/04/2026;
- Pursuant to the Charter of Organization and Operation of EMA LAND Group Joint Stock Company;
- Based on the minutes of the meeting on the same day.

The General Meeting of Shareholders unanimously approved the resolution of the General Meeting with the following main contents:

**RESOLVED:**

- Article 1:** Approve the report of the Board of Directors on the results of production and business activities in 2025 and the plan for 2026 (*attached to Report No. 01/2026/BC-HDQT dated 30/06/2026*).
- Article 2:** Approving the Supervisory Board's Report on the operating results in 2025 and the plan for 2026 (*enclosed with Report No. 01/2026/BC-BKS dated 30/06/2026*).
- Article 3:** Approve the Report of the Board of Directors on the operating results in 2025 and the plan for 2026 (*attached to Report No. 01/2026/BC-BGD dated 30/06/2026*).
- Article 4:** Approve the audited financial statements for 2025 (*attached to the report No. 01/2026/TTr-HDQT dated 30/06/2026*).
- Article 5:** Approving the plan for profit distribution and dividend distribution in 2025 and the plan for 2026 (*attached to the report No. 02/2026/TTr-HDQT dated 30/06/2026*).
- Article 6:** Approving the remuneration of the Board of Directors, the Supervisory Board, the salary of the Executive Board in 2025 and the plan for 2026 (*attached to the report No. 03/2026/TTr-HDQT dated 30/06/2026*).
- Article 7:** Approving the selection of an independent audit unit for the fiscal year 2026 (*attached to the report No. 04/2026/TTr-HDQT dated 30/06/2026*).



**Article 8:** Approving the proposal for dismissal of members of the Supervisory Board and the election of additional members of the Supervisory Board (*enclosed with the report No. 05/2026/TTr-HDQT dated 30/06/2026*).

**Article 9:** Approving the adjustment and supplementation of the Company's business lines (*enclosed with the report No. 06/2026/TTr-HDQT dated 30/06/2026*).

**Article 10:** Approving amendments and supplements to the Company's Charter (*attached to the report No. 07/2026/TTr-HDQT dated 30/06/2026*).

**Article 11:** Approving the change of the Company's business address (*enclosed with the report No. 08/2026/TTr-HDQT dated 30/06/2026*)

**Article 12.- The General Meeting of Shareholders approved**

- Election of 01 additional member of the Board of Directors (BOD) of the Company for the term 2025-2030 is Mr. / Mrs.  
+ Mr. / Mrs. ....
- Election of 01 additional member of the Company's Supervisory Board for the term 2025-2030 is the following name:  
+ Mr. / Mrs. ....

**Article 13: Enforcement Provisions**

- This Resolution has been approved by the General Meeting of Shareholders of the Company and takes effect from the date of signing.
- The Board of Directors of EMA LAND Group Joint Stock Company, the Board of Directors and relevant departments/departments/units are responsible for implementing this Resolution, ensuring the interests of shareholders and the Company and complying with the provisions of law.

**Recipients:**

- Board of Directors, Board of Directors;
- Save the VP.

**TM. GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN OF THE BOARD  
OF DIRECTORS**

**VU TIEN HUNG**



**ADDITIONAL ELECTION REGULATIONS  
MEMBER OF THE SUPERVISORY BOARD FOR THE TERM  
2025-2030  
EMA LAND GROUP JOINT STOCK COMPANY**

**Base:**

- Pursuant to the Law on Securities dated November 26, 2019;
- Pursuant to the Law on Enterprises dated June 17, 2020;
- Charter of Ema Land Group Joint Stock Company;

The 2026 Annual General Meeting of Shareholders of Ema Land Group Joint Stock Company approved the regulations on the election of additional members of the Supervisory Board (Supervisory Board) for the term 2025-2030 as follows:

**I. Election subjects:**

Shareholders owning shares have voting rights and authorized representatives of shareholders owning shares have voting rights (according to the list of shareholders closed on 04/06/2026).

**II. List of candidates and nomination of candidates for additional election to the Control Board:**

According to the list compiled by the Organizing Committee of the 2026 Annual General Meeting of Shareholders, Ema Land Group Joint Stock Company and approved by the General Meeting of Shareholders. The list of candidates is arranged in ABC order by name, with full names on the ballot.

**III. Votes and instances of invalid votes**

**1. Vote:**

- The ballot papers are printed uniformly, with the total number of voting rights according to the participation code;
- Shareholders or authorized representatives are given votes for members of the Supervisory Board according to the attendance code;



- In case the votes are incorrectly recorded, the shareholders request the Organizing Committee to change other votes;

## **2. Cases of Invalid Voting**

- The slip does not follow the form prescribed by the Company, does not bear the Company's seal;
- The slip to delete or add the name of the person outside the list of candidates approved by the General Meeting of Shareholders before the voting is conducted;
- The vote has the total number of voting rights for the shareholder's candidates that exceeds the total number of voting rights owned or authorized by that shareholder;
- The ballot does not have the signature of the shareholder/shareholder representative.

## **IV. Number of additionally elected members of the Supervisory Board for the term 2025-2030**

- Supervisory Board: 01 (one) member.

## **V. Method of election of members of the Control Board**

The election of additional members of the Supervisory Board (Supervisory Board) shall be carried out by secret ballot by the method of cumulative voting, whereby:

- Each shareholder has the total number of voting rights of the Supervisory Board corresponding to the number of voting shares (*including ownership and authorization*): multiplied by **01** (*the number of elected members of the Supervisory Board*);
- Shareholders conduct elections by directly recording their voting rights numbers for candidates of their choice. The number of voting rights for each candidate may vary depending on the trust of shareholders/shareholder representatives for each candidate. The total number of voting rights of shareholders voting for candidates must not exceed the total number of voting rights of such shareholders/shareholders' representatives;
- Election ballots will be placed in a sealed ballot box before voting and inspected in the presence of shareholders;
- Voting begins when the distribution of election ballots is completed and ends when the last shareholder casts their votes in the ballot box;
- The counting of votes must be conducted immediately after the voting is over;

The vote counting results shall be made in writing and announced by the Head of the Vote Counting Committee to the General Meeting of Shareholders.



## **VI. Principles for electing members of the Supervisory Board**

- The winner of the election of a member of the Supervisory Board is determined according to the number of voting rights received from the shareholders conducting the election, from high to low, starting from the candidate with the highest number of voting rights until the number of members of the Supervisory Board is sufficient to be additionally elected;
- In case there are candidates who achieve the same number of votes but need to be eliminated in order to achieve a sufficient number of elected members as prescribed, a re-election will be held between these candidates to select a sufficient number of members.

This Regulation was voted and approved by the General Meeting of Shareholders.

**TM. BOARD  
CHAIRMAN**

**Recipients:**

- General Meeting of Shareholders;
- BOARD OF DIRECTORS,  
SUPERVISORY BOARD, BOARD  
OF DIRECTORS;
- Luu TH.

**VU TIEN HUNG**

