



Hanoi, April, 2026

REPORT ON THE 2025 ACTIVITIES OF THE AUDIT COMMITTEE AND THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

To: The General Meeting of Shareholders and Distinguished Guests.

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019; as amended and supplemented by Law No. 56/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on November 29, 2024;

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;

Pursuant to the Charter of HUDLAND Real Estate Investment and Development Joint Stock Company ("the Company");

The Audit Committee and the Independent Member of the Board of Directors ("BOD") on the Audit Committee hereby report on the 2025 activities as follows:

1. General Information

In 2025, the Company operated under the corporate governance structure with an Audit Committee under the Board of Directors in accordance with Point b, Clause 1, Article 137 of the Law on Enterprises No. 59/2020/QH14. The Audit Committee was established pursuant to Resolution No. 657/NQ-HĐQT dated April 28, 2025, in compliance with the provisions of the Law on Enterprises and the Law on Securities. The Audit Committee operates in accordance with the duties prescribed in the Company's Charter and the Audit Committee's Operating Regulations.

The organizational structure of the Audit Committee in 2025 is as follows:

Table with 3 columns: Full Name, Position, Term. Rows include Dong Thi Cuc (Independent BOD Member, Chairwoman of the Audit Committee, 2023-2028) and Tran Thi Hai Ly (Non-executive BOD Member, Member of the Audit Committee, 2023-2028).





2. Remuneration, Operating Costs and Other Benefits of the Audit Committee

BOD members who also serve as members of the Audit Committee receive remuneration under a single title as BOD Member. The remuneration of BOD Members has been disclosed in detail in the Company's audited 2025 Financial Statements, in strict compliance with the provisions of the Law on Enterprises and the Company's Charter.

3. Summary of Audit Committee Meetings

In 2025, the Audit Committee held two (02) sessions to carry out its duties and functions in accordance with the Audit Committee's Operating Regulations. Key agenda items included:

- Drafting the Audit Committee's Operating Regulations for submission to the BOD for approval;
- Internal task assignment among Audit Committee members;
- Agreeing on a regular working schedule and a monitoring plan for the second half of 2025;
- Supervising the preparation and disclosure of the Company's quarterly and semi-annual financial statements for 2025;
- Evaluating the implementation of BOD Resolutions in 2025;
- Reviewing and commenting on related-party transactions;
- Reviewing the Company's business operations, financial situation and legal compliance in 2025.

4. Results of Oversight of Financial Statements, Operations and Financial Situation of the Company

The financial statements were prepared and disclosed in accordance with accounting standards and applicable legal regulations, fairly and truthfully reflecting the Company's financial position.

Resolutions and decisions were issued validly, within the proper authority and in compliance with information disclosure requirements applicable to public companies.

The auditing firm ensured reliability, honesty, compliance with audit deadlines, adherence to professional standards, independence and objectivity in issuing audit opinions, and compliance with information disclosure requirements for public companies.

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In 2025, the Company's net revenue reached 277 billion dong, an increase of 856.6% compared to 2024. Profit after tax reached 18.9 billion dong, an increase of 396.6% compared to the previous year.

5. Report on Transactions between the Company and internal persons; Related Persons of Insiders with the Company, Subsidiaries, and Companies Controlled by the Company

The Company has complied with relevant regulations on approval authority, monitoring and disclosure of transactions between the Company and Company insiders; related persons of insiders with the Company (the Company has no subsidiaries or companies under its control). These transactions have been disclosed in full compliance with applicable legal regulations.

6. Results of Assessment of the Internal Control System and Risk Management at the Company

Through its oversight activities, the Audit Committee observed that the Company has established and operates a relatively comprehensive internal control system appropriate to a public company model. The system of regulations, processes, and functions and duties of the BOD, Audit Committee, Management Board and departments has been issued, reviewed and updated in a timely manner; delegation of authority is clearly defined, ensuring the principles of control and accountability.

The organizational structure has been streamlined and specialized, with clear delineation of functions and duties, contributing to reducing the risk of overlap and improving oversight effectiveness. Business processes have been standardized and are compliant with ISO standards.

From August 10, 2025, the Company officially operates its full management workflow on the BASE digital governance system, enhancing transparency, control, traceability and monitoring of task execution, thereby improving risk management effectiveness.

The Audit Committee assesses that the Company's internal control system and risk management in 2025 have been fundamentally and comprehensively established, operating stably and meeting governance and legal compliance requirements.

7. Results of Oversight of the BOD, Director and Other Executives of the Company

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The Audit Committee's activities comply with the issued Operating Regulations, relevant legal provisions, and are appropriate to the needs and actual operating situation of the Company. The Audit Committee fully participates in BOD meetings, closely supervising the activities of the BOD and Management Board in complying with State regulations and internal governance rules, ensuring the rights and interests of shareholders.

Through its oversight process, the Audit Committee assesses that the Board of Directors and the Management Board operate flexibly, creatively, and with strong unity and solidarity; actively seeking management and operational solutions to promote and develop production, improve business efficiency, reduce costs, stabilize employment and income for staff; the BOD consistently guides and directs the Management Board to pay attention to the employment and welfare of the Company's employees.

** Compliance with regulations on BOD meeting organization:*

In 2025, BOD meetings were convened in compliance with the order and procedures set out in the Company's Charter. The contents of BOD meetings were reported, discussed and thoroughly evaluated in a spirit of openness, fairness, transparency and care in order to provide the best directions and solutions for the Company;

On a quarterly basis, the BOD organized review meetings to update the business and financial situation, discuss and formulate appropriate policies on development strategy, management systems, and continuously build and adjust the necessary governance decisions for the Company;

The decisions of the BOD at meetings are in compliance with applicable law, the Company's Charter, Annual GMS Resolutions, and consistent with the strategy approved and reported at the GMS.

** Oversight activities regarding the Director and Management Board:*

The Audit Committee supervised the Management Board and management staff in: implementing GMS Resolutions, executing BOD Resolutions and Decisions, and managing the Company's production and business operations, ensuring compliance with applicable law and the Company's Charter, while not impeding the initiative and creativity of the Management Board.



8. Assessment of Coordination between the Audit Committee, the BOD, the Director and Shareholders

The Audit Committee actively coordinates with the BOD, Director and shareholders in carrying out its duties in compliance with the issued Audit Committee Operating Regulations. The Audit Committee operates without interference in the performance of its duties, has been given access to documents relating to the Company's operations, and maintains communication with other BOD members, the Director and Chief Accountant to gather information for the Audit Committee's activities. All arising issues are discussed and resolved in a timely manner.

9. Conclusion

2025 was an exceptional year marked by numerous challenges and a new turning point in the development of HUDLAND Company. At the international and regional level, the political and economic context evolved in complex and unpredictable ways. Domestically, the reform of national governance, the restructuring and merger of administrative units, and the application of new laws are expected to lead to a more disciplined and transparent market. However, during the transitional period, the Company's legal procedures, project operations and 2025 business plan were also affected. Notably, the Company's charter capital increased 1.74 times compared to the previous year, demonstrating the determination to enhance financial capacity and lay the groundwork for a new phase of development. This increase in scale also brought significant pressure in terms of capital efficiency, revenue and cash flow generation, and the fulfilment of the Company's committed targets. In this context of intertwined challenges and opportunities, 2025 was not only a test of management and adaptability, but also a pivotal year for the Company to restructure its working methods, raise governance standards, and build momentum for growth in the years ahead. To strengthen the management and administration system to meet the demands of the new situation, the BOD unanimously agreed to allow Mr. Nguyen Thanh Tu to step down as Company Director and be reassigned as a full-time BCD Member to reinforce the BOD's capacity in governance and project development; to appoint Mr. Vu Tuan Linh — BOD Member and Deputy Director — as Company Director effective July 1, 2025, to strengthen the Management Board; to dissolve the Board of Supervisors and establish an Audit Committee under the Board of Directors. The Audit Committee performs an independent oversight role over the Company's financial activities, internal audit, compliance and risk management; and supports the BOD in ensuring transparency, effectiveness and legal compliance in



governance and administration. The BOD has consistently guided and directed the Company's Management Board to research and propose solutions to address difficulties and obstacles, accelerate project implementation progress, thereby achieving positive results and maintaining stability in the Company's business operations. BOD meetings were convened in a timely manner and conducted in accordance with the procedures prescribed in the Company's Charter and Internal Governance Regulations. The content of meetings was discussed and thoroughly and carefully evaluated by BOD members to provide the best directions and solutions for the Company.

The members of the Audit Committee have demonstrated a high sense of responsibility in performing their duties. We consistently uphold honesty, objectivity and impartiality in all inspection and evaluation activities, contributing to protecting the interests of shareholders and maintaining transparency in corporate governance.

The foregoing is the report on the 2025 activities of the Audit Committee and the independent member of the Board of Directors on the Audit Committee. We respectfully submit this report to the General Meeting of Shareholders for consideration and approval. We wish the General Meeting every success.

Sincerely thanks!

Recipients:

- As requested;
- Save at Office, BOD.

**ON BEHALF OF THE AUDIT COMMITTEE
CHAIRWOMAN OF THE AUDIT COMMITTEE
INDEPENDENT MEMBER OF THE BOARD OF
DIRECTORS**

Dong Thi Cuc

HOUSING AND URBAN
DEVELOPMENT CORPORATION
HUDLAND REAL ESTATE
INVESTMENT AND
DEVELOPMENT JOINT STOCK
COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 338 /TTr-HĐQT

Hanoi, April ... , 2026

PROPOSAL
TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
Re: Approval of the 2025 business performance results and the 2026 business plan

**To: The 2026 Annual General Meeting of Shareholders –
HUDLAND Real Estate Investment and Development JSC**

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, at its 9th session on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, at its 8th session on November 26, 2019; and the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024; Pursuant to the Charter, Corporate Governance Regulations and Operating Regulations of the Board of Directors of HUDLAND Investment and Development Real Estate Joint Stock Company;

Pursuant to Minutes No. 263/BB-HĐQT dated March 25, 2026 of the Board of Directors of HUDLAND Investment and Development Real Estate Joint Stock Company regarding the approval of the agenda and documents of the 2026 Annual General Meeting of Shareholders;

Pursuant to Resolution No. 264/NQ-HĐQT dated March 25, 2026 of the Board of Directors of HUDLAND Investment and Development Real Estate Joint Stock Company regarding the convening of the 2026 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2026 Annual General Meeting of



Shareholders to approve the 2025 business performance results and the 2026 business plan as follows:

1. 2025 business performance results, with main targets:

Business value: VND 351.87 billion / Plan: VND 337.54 billion (104% of plan)
Investment and development: VND 1.387,95 billion / Plan: VND 1.290,9 billion (104% of plan)
Revenue: VND 277,989 billion / Plan: VND 260 billion (107% of plan)
Profit before tax: VND 26,342 billion / Plan: VND 23,5 billion (112% of plan);
Profit after tax: VND 18,970 billion / Plan: VND 18,4 billion (103% of plan)
State budget contribution: VND 986,85 billion / Plan: VND 811,2 billion (122% of plan)
Dividend payout ratio: 5% of Charter Capital / Plan: 5% of Charter Capital

2. 2026 business plan, with main targets:

Total revenue and other income: VND 927 billion
Profit before tax (PBT): VND 77,5 billion
Profit after corporate income tax (PAT): VND 62 billion
Dividend payout ratio: 10% of charter capital

The detailed implementation contents are presented in the Board of Directors Report submitted to the General Meeting. In case the Company's business operations are affected by objective force majeure factors, the Board of Directors shall report to the General Meeting of Shareholders and propose appropriate adjustments to the plan in accordance with actual conditions. The Board of Directors respectfully submits the above 2025 business performance results and the 2026 business plan to the General Meeting of Shareholders for consideration and approval.

Sincerely thanks!

Recipients:

- As requested;
- Save: Archives, Board of Directors.

**ON BEHALF OF
THE BOARD OF DIRECTORS**

Chairman



Pham Cao Son

No.: 339 /TTr-HĐQT

Hanoi, April 17, 2026

PROPOSAL
TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
Re: Proposal to approve the 2025 audited financial statements

**To: The 2026 Annual General Meeting of Shareholders -
HUDLAND Real Estate Investment and Development JSC**

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 9th Session, on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 8th Session, on November 26, 2019; and the Law Amending and Supplementing a Number of Articles of the Securities Law No. 56/2024/QH15 dated November 29, 2024;

Pursuant to the Charter, Corporate Governance Regulations, and Operational Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to Meeting Minutes No. 263/BB-HĐQT dated March 25, 2026 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company regarding the approval of the agenda and documentation for the 2026 Annual General Meeting of Shareholders of HUDLAND;

Pursuant to Resolution No. 264/NQ-HĐQT dated March 25, 2026 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company regarding the convening of the 2026 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the Financial Statements as of December 31, 2025, audited by CPA Vietnam Auditing Co., Ltd. and issued with an unqualified audit opinion with no exclusions (Independent Auditor's Report No. 92/2026/BCKT-CPAVIETNAM-NV3, issued on March 9, 2026), with the following key indicators:



Unit: VND

Items	Balance at December 31, 2025
Current assets	2.620.396.136.861
Non-current assets	87.415.099.674
Total assets	2.707.811.236.535
Total liabilities	2.029.362.498.830
Owner's equity	678.448.737.705
+ Contributed capital	549.999.610.000
+ Investment and development fund	80.832.092.113
+ Undistributed profit after tax	47.995.235.592
- Accumulated undistributed PAT until the end of last period	29.024.927.410
- Undistributed PAT of this period	18.970.308.182
Total equity and liabilities	2.707.811.236.535
Business performance results	The year 2025
Total Revenue + Other Income	277.989.611.083
Accounting profit before tax	26.341.630.282
Profit before tax	18.970.308.182

The above summarizes several key contents of the 2025 audited financial statements. The Board of Directors respectfully submits them to the 2026 Annual General Meeting of Shareholders for consideration and approval. *l*

Sincerely thanks!

Recipients:

- As requested;
- Save: Archives, Board of Directors.

ON BEHALF OF
THE BOARD OF DIRECTORS
Chairman



Phạm Cao Sơn



HOUSING AND URBAN
DEVELOPMENT CORPORATION
HUDLAND REAL ESTATE
INVESTMENT AND
DEVELOPMENT JOINT STOCK
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No.: 340 /TTr-HĐQT

Hanoi, April 17, 2026

PROPOSAL
TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS
Re: Approval of the 2025 Profit Distribution Plan
To: The 2026 Annual General Meeting of Shareholders -
HUDLAND Real Estate Investment and Development JSC

Pursuant to Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 9th Session on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 8th Session on November 26, 2019; and Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

Pursuant to the Charter, Corporate Governance Regulations, and Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to Meeting Minutes No. 263/BB-HĐQT dated March 25, 2026, of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company regarding the approval of the agenda and documents for the 2026 Annual General Meeting of Shareholders of HUDLAND;

Pursuant to Resolution No. 264/NQ-HĐQT dated March 25, 2026, of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company regarding the convening of the 2026 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2026 Annual General Meeting of



Shareholders for consideration and approval of the 2025 profit distribution plan as follows:

1. Total undistributed profit after tax (PAT): VND 32,995 million

- + Accumulated undistributed PAT until the end : VND 29,025 million of the previous period
- + Undistributed PAT of this period : VND 18,970 million
- + Cash dividend payment in March 2026 : (VND 15,000) million

(Payment of 2022 dividends approved by the 2023 Annual General Meeting of Shareholders for distribution, which had previously been temporarily deferred)

2. Distribution Plan: VND 29,400 million

- + Appropriation to Bonus Fund for Managers: VND 500 million
- + Appropriation to Bonus Fund for Employees: VND 1,000 million
- + Appropriation to Welfare Fund: VND 400 million
- + 2025 Cash Dividend Payment (5% of Charter Capital): VND 27,500 million
- + Remaining undistributed profit after tax: VND 3,595 million

The above presents the 2025 profit distribution plan of HUDLAND Real Estate Investment and Development Joint Stock Company. The Board of Directors of the Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Respectfully submitted!

Recipients:

- As requested;
- Save: Archives, Board of Directors.

ON BEHALF OF
THE BOARD OF DIRECTORS
Chairman



Pham Cao Son

Pham Cao Son

HOUSING AND URBAN
DEVELOPMENT CORPORATION
**HUDLAND REAL ESTATE
INVESTMENT AND
DEVELOPMENT JOINT STOCK
COMPANY**

No.: 341 /TTr-HĐQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

Hanoi, April 17th, 2026

**PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

**Re: Approval of the remuneration fund for managers and the remuneration
policy for the Board of Directors and the Board of Supervisors for 2025 and the
plan for 2026**

**To: The 2026 Annual General Meeting of Shareholders -
HUDLAND Real Estate Investment and Development JSC**

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at the 9th session on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at the 8th session on November 26, 2019; and the Law amending and supplementing a number of articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024;

Pursuant to the Charter, Corporate Governance Regulations and Regulations on Operations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to the Minutes of Meeting No. 263/BB-HĐQT dated March 25, 2026 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on the approval of the program and content of documents for the 2026 Annual General Meeting of Shareholders of HUDLAND Company;

Pursuant to Resolution No. 264/NQ-HĐQT dated March 25, 2026 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on the convening of the 2026 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the salary fund for managers, the



remuneration policy of the Board of Directors and the Audit Committee for 2025, and the plan for 2026, as follows:

1. Actual implementation in 2025:

- Total remuneration of non-full-time members of the Board of Directors and the Board of Supervisors: **VND 351 million/planned VND 448,2 million.**

+ Average number of non-full-time managers: **3,33 persons**

+ Average remuneration: **VND 8.78 million/person/month/planned VND 11,2 million.**

- Salary fund for managers: VND 4,142 billion/planned VND 4,224 billion.

+ Average number of full-time managers: 06 persons

+ Average salary: VND 57,5 million/person/month/planned VND 50,3 million.

In which: The average salary for executive Board members (Chairman, Executive Board members): 1.5 persons; Total salary fund: VND 1,253 billion; Average salary: VND 69.6 million/person/month/against a plan of VND 56 million.

2. Salary plan for 2026

Based on the indicators of owner's equity, revenue, and 2026 profit targets; applying the regulations in Decree No. 248/2025/ND-CP issued on September 15, 2025, and the actual business conditions in 2026, HUDLAND Company proposes the planned salary level under Group II, Level 2 (Chairman of the Board of Directors: VND 84 million/month; Executive Board members: VND 70 million/month):

- Salary fund for executive Board members (Chairman, Executive Board members): VND 1.848 billion. (average of VND 77 million/person/month)

- Remuneration fund for non-executive Board members (02 persons): VND 316.8 million. (average of VND 13,2 milion/person/month)

- Operating expenses for the Audit Committee: VND 414 million.

The above presents the remuneration fund for managers and the remuneration policy for the Board of Directors and the Board of Supervisors in 2025 and the plan for 2026. The Board of Directors respectfully submits this proposal to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Respectfully submitted!

Recipients:

- As requested;
- Save: Archives, Board of Directors.

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



Phạm Cao Sơn

HOUSING AND URBAN
DEVELOPMENT CORPORATION
HUDLAND REAL ESTATE
INVESTMENT AND
DEVELOPMENT JOINT STOCK
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No.: 342 /Tr-HĐQT

Hanoi, April 17, 2026

**REPORT AND PROPOSAL
TO THE 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

Re: Request for approval of matters implemented by the BOD under the authorization of the 2025 Annual General Meeting of Shareholders and the policy of the General Meeting of Shareholders authorizing the Board of Directors to decide on a number of matters arising in the course of production and business activities between the 2026 and 2027 Annual General Meetings of Shareholders

**To: The 2026 Annual General Meeting of Shareholders -
HUDLAND Real Estate Investment and Development JSC**

Pursuant to Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 9th Session on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 8th Session on November 26, 2019; and Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

Pursuant to the Charter, Corporate Governance Regulations, and Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to the Resolution dated April 24, 2025, of the 2025 Annual General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to Meeting Minutes No. 263/BB-HĐQT dated March 25, 2026, of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company regarding the approval of the agenda and



documents for the 2026 Annual General Meeting of Shareholders of HUDLAND;

Pursuant to Resolution No. 264/NQ-HĐQT dated March 25, 2026, of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company regarding the convening of the 2026 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company hereby reports on the results of implementing the matters authorized by the 2025 Annual General Meeting of Shareholders and requests approval of the policy of the General Meeting of Shareholders authorizing the Board of Directors to decide on a number of matters arising in the course of production and business activities between the 2026 and 2027 Annual General Meetings of Shareholders as follows:

1. Request for approval of matters implemented by the BOD under the authorization of the 2024, 2025 Annual General Meeting of Shareholders:

In 2025, the following matters authorized by the General Meeting of Shareholders to the Board of Directors were carried out:

(1) Selection of a qualified auditing firm to audit the Company's 2025 financial statements and report results to the General Meeting of Shareholders at the nearest session: In fulfilling this task, the Company's BOD organized the selection of CPA Vietnam Auditing Company Limited as the auditor of the Company's 2025 financial statements.

(2) Approval of adjustments to financial figures and financial statements as concluded by audit, inspection and supervisory authorities, or as decided by the General Meeting of Shareholders (if any): Not implemented as no such situation arose.

(3) Regarding new project development: authorization for the BOD to research, gather information and decide on participation in investor selection bidding, land use right auctions, joint ventures, cooperation arrangements, project transfers, capital contributions to establish project enterprises, and acquisition of shares/capital contributions of project enterprises for the purpose of implementing new investment projects ensuring efficient use of capital, and to report results to the General Meeting of Shareholders at the nearest session: Not implemented as no such situation arose.

(4) Regarding the Investment Project for Construction of a New Residential Area in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District, Hai Duong Province: authorization for the BOD to decide on the adjusted investment project within the authority of the General Meeting of Shareholders on the principle of ensuring efficiency not lower than the approved project: The Company's BOD approved the project

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adjustment pursuant to Decision No. 1749/QĐ-HĐQT dated November 18, 2025.

(5) Regarding component sub-projects on land within the Investment Project for Construction of a New Residential Area in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District, Hai Duong Province; and the Investment Project for Construction of Plot CC3, New Urban Area on Le Thai To Street, Bac Ninh City, Bac Ninh Province: authorization for the BOD to decide on investment projects within the authority of the General Meeting of Shareholders ensuring efficient use of capital, and to report results to the General Meeting of Shareholders at the nearest session: Not implemented as no such situation arose.

(6) Regarding project investment capital finalization: authorization for the BOD to approve project finalization for projects where the investment decision falls within the authority of the General Meeting of Shareholders, and to report results to the General Meeting of Shareholders at the nearest session: Not implemented as no such situation arose.

(7) Regarding the plan to increase the Company's charter capital and carry out the necessary documentation and procedures to submit for approval of the plan to increase charter capital to VND 550 billion and issue/offer shares in accordance with applicable laws, the Company's Charter and related regulations:

The June 2024 Annual General Meeting of Shareholders approved the policy to increase charter capital to VND 550 billion. On that basis, the Company developed a capital increase plan, organized a written shareholder opinion process and obtained GMS approval pursuant to the Resolution dated October 14, 2024 and the amended Resolution dated February 26, 2025.

The Company completed the charter capital increase procedures in two phases as follows:

+ Phase 1 – Increase of charter capital from VND 200 billion to VND 316 billion through issuance of shares from equity capital: completed on January 17, 2025.

+ Phase 2 – Increase of charter capital from VND 316 billion to VND 549,999 billion through the issuance/public offering of shares to increase charter capital: completed on August 18, 2025.

The charter capital increase was carried out in accordance with the approved plan and in full compliance with applicable legal regulations.

(8) Regarding the policy on transferring land use rights/transferring a portion of the project (approximately 30% of the commercial land area) of the New Residential Area Construction Investment Project in Phu Village (Thai Hoc Commune) and Nhuan Dong Village (Binh Minh Commune), Binh Giang District, Hai Duong Province to the Housing and Urban Development Corporation (HUD) when business conditions are met: Not yet implemented.

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(9) Regarding the plan for loan transactions with a value exceeding 10% of the Company's total asset value with a shareholder or a related person: Not implemented, as no such transaction arose.

2. Request for approval of the policy authorizing the Board of Directors to decide on a number of matters arising in the course of production and business activities between the 2026 and 2027 Annual General Meetings of Shareholders as follows:

In order to accelerate the implementation of the Company's production and business activities, the Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the policy authorizing the Board of Directors to decide on a number of matters arising in the course of production and business activities between the 2026 and 2027 Annual General Meetings of Shareholders, specifically as follows:

(1) Regarding the selection of an auditing firm for the 2026 annual financial statements: Authorize the Company's Board of Directors to decide on the selection of an auditing firm within the authority of the General Meeting of Shareholders arising during the course of production and business activities between the 2026 and 2027 Annual General Meetings of Shareholders. The BOD of HUDLAND Company shall be responsible for selecting a qualified auditing firm in accordance with applicable legal regulations to audit the Company's 2026 financial statements.

(2) Approval of adjustments to financial figures and financial statements as required by audit, inspection and supervisory authorities, or as decided by the General Meeting of Shareholders (if any), and to report results to the General Meeting of Shareholders at the nearest session.

(3) Regarding new project development: authorization for the BOD to research, gather information and decide on participation in investor selection bidding, land use right auctions, joint ventures, cooperation arrangements, project transfers, capital contributions to establish project enterprises, acquisition of shares/capital contributions of project enterprises for the purpose of implementing new investment projects, as well as to decide on/adjust investment projects within the authority of the General Meeting of Shareholders ensuring efficient use of capital, and to report results to the General Meeting of Shareholders at the nearest session.

(4) Regarding the New Residential Area Construction Investment Project in Phu Village (Thai Hoc Commune) and Nhuan Dong Village (Binh Minh Commune), Binh Giang District, Hai Duong Province (now Duong An Commune, Hai Phong City); and the New Urban Area Construction Investment Project in Dong Tam Ward, Yen Bai City, Yen Bai Province (now Yen Bai Ward, Lao Cai Province): The General Meeting of Shareholders (GMS) authorizes the Board of Directors (BOD) to decide on project investment adjustments within the GMS's authority, provided that the efficiency is not lower than that of the approved project.

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(5) Regarding component projects/works on land belonging to the New Residential Area Construction Investment Project in Phu Village (Thai Hoc Commune) and Nhuan Dong Village (Binh Minh Commune), Binh Giang District, Hai Duong Province (now Duong An Commune, Hai Phong City); and the CC3 Land Lot Investment Project, New Urban Area on Le Thai To Street, Vo Cuong Ward, Bac Ninh Province: The GMS authorizes the BOD to decide on investment projects within the GMS's authority while ensuring capital efficiency, and to report the results at the nearest GMS.

(6) Regarding project investment capital finalization: The GMS authorizes the BOD to approve the finalization of projects for which the GMS has the authority to decide on investment, and to report the results at the nearest GMS. The Board of Directors of the Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the above proposals in order to accelerate the implementation of the Company's production and business activities in 2026 and lay the groundwork for subsequent years.

Sincerely thanks!

Recipients:

- As requested;
- Save: Planning & General Affairs, Office.

ON BEHALF OF
THE BOARD OF DIRECTORS
Chairman

Pham Cao Son



Handwritten mark

HOUSING AND URBAN
DEVELOPMENT INVESTMENT
CORPORATION
**HUDLAND REAL ESTATE
INVESTMENT AND
DEVELOPMENT JOINT STOCK
COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No: 343 /TTr-HĐQT

Ha Noi, date 17 month 4 year 2026

PROPOSAL

Subject: Approval of the Company's Charter (16th Amendment and Supplement)

To: The 2026 Annual General Meeting of Shareholders

HUDLAND Real Estate Investment and Development Joint Stock Company

Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 9th Session on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 8th Session on November 26, 2019; and Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Law on Securities;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance providing guidelines on corporate governance for public companies as prescribed in Decree No. 155/2020/ND-CP;

Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025, of the Prime Minister issuing the Vietnam Standard Industrial Classification;

Pursuant to the Charter, Corporate Governance Regulations, and Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to Meeting Minutes No. 263/BB-HĐQT dated March 25, 2026, of the Board of Directors regarding the approval of the agenda and documents for the 2026 Annual General Meeting of Shareholders (AGM);



Pursuant to Resolution No. 264/NQ-HĐQT dated March 25, 2026, of the Board of Directors regarding the convening of the 2026 AGM;

Based on the changes in legal regulations regarding enterprises, securities, and business lines, the Board of Directors (BOD) has reviewed the current Charter and identified certain provisions requiring amendment and supplementation. To ensure that the Charter is consistent with legal regulations and the Company's actual operations, the BOD respectfully submits to the 2026 AGM for approval the proposed amendments and the Company Charter (16th Amendment and Supplement), which has been updated with business lines in accordance with Decision No. 36/2025/QĐ-TTg.

(The details of the amendments and the Draft of the Company's Charter (14th Amendment and Supplement) are attached to this proposal)

Respectfully!

Recipients:

- As mentioned above;
- Archived: Office, Board of Directors.

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



Pham Cao Son



HOUSING AND URBAN DEVELOPMENT CORPORATION
 HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

SUMMARY OF CHARTER AMENDMENT CONTENTS

No.	Article / Clause (per current Charter)	Provision in Charter Version XV	Proposed amendment in Charter Version XVI	Reason for amendment
1	Preamble	Legal bases	Delete legal bases section	Per the model charter issued with Circular 116, it is not mandatory to include legal documents as the basis for issuing the charter. Proposed deletion to simplify the charter and reduce update burden when new legal instruments are issued.
2	Preamble	Pursuant to the Resolution dated July 26, 2024 of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company; Pursuant to the Resolution dated October 14, 2024 of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company; This Charter is approved pursuant to Resolution No. 1322/NQ-HĐQT dated August 11, 2025 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company	This Charter is approved pursuant to the Resolution dated 2026 of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company	Update issuance information
3	Terminology	Independent member of the Board of Directors	Independent: BOD member	Standardize terminology in line with the Law on Enterprises
4	Article 1. Interpretation of terms	a) Charter capital is the total par value of shares sold or registered for purchase upon establishment of the joint stock company, as regulated in Article 6 of this Charter; c) The Law on Enterprises means 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 means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;	a) Charter capital is the total par value of shares sold or registered for purchase upon establishment of the company, as regulated in Article 6 of this Charter. c) The Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and any amending or supplementing instruments (if any); d) The Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and any amending or supplementing instruments (if any);	Specify in accordance with the Company's circumstances Add reference to amending instruments currently in force
5	Article 1. Interpretation of terms	n) Duration of operation means the period of operation of the Company as prescribed in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company o) Stock Exchange means the Vietnam Stock Exchange	n) Duration of operation means the period of operation of the Company as prescribed in Article 2 of this Charter o) Stock Exchange means the Vietnam Stock Exchange and its subsidiaries	The Company's duration of operation is indefinite (Article 5) Per the model charter (Circular 116/2020/TT-BTC)
6	Article 1. Interpretation of terms			
7	Article 1. Interpretation of terms			

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8	Article 1. Interpretation of terms	4. "Company" Means HUDLAND Real Estate Investment and Development Joint Stock Company	4. "Company" means HUDLAND Real Estate Investment and Development Joint Stock Company	Spelling correction (remove capitalization of "Means")
9	Article 2. ...registered office...	Registered office address: HUDLAND TOWER Building, Lot A-CC7, Linh Dam Integrated Services Area, Hoang Liet Ward, Hoang Mai District, Hanoi City, Vietnam	Registered office address: Floor 12, HUDLAND TOWER Building, Lot A-CC7, Linh Dam Integrated Services Area, Dinh Cong Ward, Hanoi City, Vietnam	Update information per the 9th amendment to the Enterprise Registration Certificate dated July 23, 2025
10	Article 3. Legal representative of the Company	4. The legal representative of the enterprise shall bear personal liability for damages to the enterprise arising from a breach of the obligations prescribed above.	4. The legal representative of the enterprise shall bear personal liability in accordance with applicable law for damages to the enterprise arising from a breach of the obligations prescribed above.	Clause 4. Article of the Law Amending and Supplementing a Number of Articles of the Law on Enterprises 2025
11	Article 3. Legal representative of the Company	5. In the event that the Chairman of the Board of Directors no longer qualifies pursuant to Clause 4, Article 27 of the Charter, the Board of Directors shall appoint another person as the legal representative of the company	5. In the event that the Chairman of the Board of Directors no longer qualifies pursuant to Clause 4, Article 26 of the Charter, the Board of Directors shall appoint another person as the legal representative of the company	Spelling correction (incorrect cross-reference)
12	Article 4. Business objectives of the Company	4663 Wholesale of other building installation materials and equipment Detail: Excluding export activities, import rights, distribution rights for goods on the List of goods that foreign investors and enterprises with foreign investment capital are not permitted to export, import or distribute under applicable law	4673 Wholesale of other building installation materials and equipment Detail: Excluding export activities, import rights, distribution rights for goods on the List of goods that foreign investors and enterprises with foreign investment capital are not permitted to export, import or distribute under applicable law.	Update per Decision 36/2025/QĐ-TTg
		5510 Short-term accommodation services	5510 Hotels and similar accommodation	
		8299 Other business support service activities not elsewhere classified Detail: Import and export of construction materials, interior/exterior furnishings, construction machinery and equipment; excluding export activities, import rights, distribution rights for goods on the List of goods that foreign investors and enterprises with foreign investment capital are not permitted to export, import or distribute under applicable law	4679 Other specialized wholesale not elsewhere classified Detail: Import and export of construction materials, interior/exterior furnishings, construction machinery and equipment; excluding export activities, import rights, distribution rights for goods on the List of goods that foreign investors and enterprises with foreign investment capital are not permitted to export, import or distribute under applicable law	
		8130 Landscape care and maintenance service activities	8130 Landscape services	
		9329 Other amusement and recreation activities not elsewhere classified	9329 Other amusement and recreation activities	
		9610 Sauna, massage and similar health enhancement services (excluding sports activities) Detail: Sauna and massage services	9623 Spa and sauna services Detail: Sauna and massage services	
		4723 Retail sale of beverages in specialised stores	4723 Retail sale of beverages	

	4763 Retail sale of sporting and recreational equipment in specialised stores	4762 Retail sale of sporting and recreational equipment in specialised stores	
	4791 Retail sale via mail order or internet Detail: Excluding online auction retail activities and excluding export activities, import rights, distribution rights for goods on the List of goods that foreign investors and enterprises with foreign investment capital are not permitted to export, import or distribute under applicable law	4790 Retail intermediary service activities Detail: Excluding online auction retail activities and excluding export activities, import rights, distribution rights for goods on the List of goods that foreign investors and enterprises with foreign investment capital are not permitted to export, import or distribute under applicable law	
13	Article 14. General Meeting of Shareholders	c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;	c) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter
14	Article 14. General Meeting of Shareholders	4. Convening an extraordinary General Meeting of Shareholders b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article is entitled to request a representative of the Company to convene a General Meeting of Shareholders in accordance with the Law on Enterprises; In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening and conducting the meeting and passing resolutions of the General Meeting of Shareholders. All costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. Such costs do not include costs incurred by shareholders in attending the General Meeting of Shareholders, including accommodation and travel costs.	4. Convening an extraordinary General Meeting of Shareholders b) If the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the following 30 days the shareholder or group of shareholders as prescribed in Point c, Clause 3 of this Article is entitled to represent the Company to convene a General Meeting of Shareholders in accordance with the Law on Enterprises; In such case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the procedures for convening and conducting the meeting and passing resolutions of the General Meeting of Shareholders. Reasonable costs of convening and conducting the General Meeting of Shareholders shall be reimbursed by the company.
15	Article 20. Procedures for conducting and voting at GMS meetings	10. Where the Company uses modern technology to organize the General Meeting of Shareholders via online conference, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the 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.	10. Where the Company uses modern technology to organize the General Meeting of Shareholders via online conference, the Company is responsible for ensuring that shareholders can attend and vote by electronic ballot or other electronic means as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Amended per Clause 20, Article 1 of the Law Amending and Supplementing a Number of Articles of the Law on Enterprises 2025

Spelling correction

11/01/2025

16	Article 21. Conditions for passing GMS resolutions	1. A resolution on the following matters is passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending the meeting, except as prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	1. A resolution on the following matters is passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting, except as prescribed in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	Amended per Clause 05, Article 7 of the Law Amending and Supplementing a Number of Articles of the Law on Enterprises 2025
17	Article 21. Conditions for passing GMS resolutions	Resolutions are passed when approved by shareholders holding more than 50% of total votes of all shareholders attending the meeting, except as prescribed in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	2. Resolutions are passed when approved by shareholders holding more than 50% of total votes of all shareholders attending and voting at the meeting, except as prescribed in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises	Amended per Clause 05, Article 7 of the Law Amending and Supplementing a Number of Articles of the Law on Enterprises 2025
18	Article 24. Request to annul GMS resolutions	Within 90 days of receiving the resolution or minutes of the General Meeting of Shareholders or the vote counting minutes for written GMS consultation, a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises is entitled to request the Court or Arbitration to consider and annul the resolution or part of the GMS resolution in the following cases:	Within 90 days of receiving the resolution or minutes of the General Meeting of Shareholders or the vote counting minutes for written GMS consultation, a shareholder or group of shareholders as prescribed in Clause 2, Article 12 of this Charter is entitled to request the Court or Arbitration to consider and annul the resolution or part of the GMS resolution in the following cases:	The Charter has specified more concretely than the Law on Enterprises. Amend cross-reference to point to the Charter
19	Article 26. Composition and term of BOD members	3. Structure of the Board of Directors: The Board of Directors of the Company must ensure that at least 1/3 of the total number of BOD members are non-executive members. The Company has 01 independent member among the BOD members.	3. Structure of the Board of Directors: The Board of Directors of the Company must ensure that there is at least 01 non-executive BOD member. The Company has 01 independent member among the BOD members	Amended per Clause 79, Article 1 of Decree 245/2025/ND-CP
20	Article 27. Authority and obligations of the Board of Directors	Not regulated	2. The Board of Directors has the following authority and obligations: r) Pay dividends to shareholders in accordance with applicable law after approval by the Annual General Meeting of Shareholders	Amended per Clause 81, Article 1 of Decree 245/2025/ND-CP
21	Article 30. Board of Directors meetings	2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings	2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings. Board of Directors meetings may be held in person, online or in a hybrid format through digital platforms in accordance with applicable law	Add online and hybrid BOD meeting formats
22	Article 35. Appointment, dismissal, duties and authority of the Director	e) Appoint, dismiss and remove management positions within the Company, except for positions within the authority of the Board of Directors and as regulated in the Internal Corporate Governance Regulations.	e) Appoint, dismiss and remove management positions within the Company, except for positions within the authority of the Board of Directors	Current regulations do not yet have other provisions
23	Article 41. Fiduciary duties and avoidance of conflicts of interest	Not regulated	7. The Director must not be a related person of enterprise managers, Supervisors of the company and its parent company, representatives of state capital, or representatives of the enterprise's capital at the company and its parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities	Amended per Clause 83, Article 1 of Decree 245/2025/ND-CP
24	Article 55. Resolution of internal disputes	2. In the event that no mediated decision is reached within 06 (six) weeks from the commencement of mediation, or if the mediator's decision is not accepted by the parties, either party may refer the dispute to Arbitration or the Court	2. In the event that mediation is fails to result in a settlement, either party may refer the dispute to the Court for resolution	Select the Court as the dispute resolution mechanism

25	Article 57. Effective date	<p>1. This Charter comprises 57 articles, approved as amended and supplemented pursuant to the Resolutions dated July 26, 2024 and October 14, 2024 of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company, and issued pursuant to Resolution No. 1322/NQ-HDQT dated August 11, 2025 of the Board of Directors of the Company.</p> <p>2. The Charter shall be prepared in 05 (five) copies of equal legal effect and must be retained at the registered office of the Company.</p>	<p>1. This Charter comprises 57 articles, unanimously approved by the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company on 2026 at the 2026 Annual General Meeting of Shareholders and the full text of this Charter is hereby accepted as effective.</p> <p>2. The Charter shall be prepared in 02 (two) copies of equal legal effect and must be retained at the registered office of the Company.</p>	Update issuance information
26	Article 57. Effective date			Proposed reduction in number of printed copies



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PREAMBLE

This Charter was approved by the Resolution dated [Month] [Day], 2026, of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company.

CHAPTER I. DEFINITION OF TERMS

Article 1. Interpretation of terms

1. In this Charter, the following terms will be understood as follows:

a) *Charter capital* means the total par value of shares already sold or registered for purchase upon the establishment of the company and stipulated in Article 6 of this Charter;

b) *Voting capital* is equity capital, entitling its holder to vote on matters falling under the deciding competence of the General Meeting of Shareholders;

c) *Enterprise Law* means Enterprise Law No. 59/2020/ QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated June 17, 2020;

d) *Securities Law* means the Securities Law No. 54/2019/ QH14 passed by the National Assembly of the Socialist Republic of Vietnam dated November 26, 2019;

dd) *Vietnam* means the Socialist Republic of Vietnam.

e) *Date of establishment* is the date on which the Company is granted the Business Registration Certificate (the Business Registration Certificate and other papers with equivalent value) for the first time;

g) *Company's Executive officers* means Director, Deputy Director, Chief Accountant;

h) *Manager* means the company's manager, including the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Director, Chief Accountant of the Company, Directors/Heads of branches and representative offices of the Company;

i) *Related person* means individual or organization defined in Clause 46, Article 4 of the Law on Securities;

k) *Shareholder* means an individual or organization that holds at least one share of a joint stock company;

l) *Founding shareholder* means a shareholder that holds at least one ordinary share and signs in the list of founding shareholders of a joint stock company;

m) *Major shareholder* means a shareholder defined in Clause 18, Article 4 of the Law on Securities;

n) *Operation period* means the time limit for the Company's activities defined in Article 2 of the Charter and the extension time (if any) adopted by the General meeting of shareholders of the Company;

o) *Stock Exchange* means the Stock Exchange of Vietnam.

2. In this Charter, the reference to one or more of the provisions or other documents shall include amendments and supplements or replacements of such provisions.

3. The titles (sections and articles of this Charter) are used to facilitate the understanding of content and do not affect the content of this Charter.

4. "Company" means HUDLAND Real Estate Investment and Development Joint Stock Company.

CHAPTER II. NAME, TYPE, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY

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

1. Name of the Company

- Name of company in Vietnamese: Công ty Cổ phần Đầu tư và Phát triển Bất động sản HUDLAND;
- Name of company in foreign language: HUDLAND Real Estate Investment and Development Joint Stock Company;
- Abbreviated name in English: HUDLAND., JSC.

2. The Company is a joint-stock company with legal personality in accordance with the current law of Vietnam.

3. Registered office of the Company:

- Address of Head Office: Floor 12, HUDLAND Tower Building, Lot A-CC7, Linh Dam General Service Area, Dinh Cong Ward, Hanoi City, Vietnam
- Phone number: 0243 652 3862;
- Fax: 0243 652 3864;
- E-mail: hudland@hudland.com.vn;
- Website: www.hudland.com.vn;

4. The Company may establish its branches and representative offices in the area of business in order to carry out the objectives in accordance with resolutions of the Board of Directors and to the extent permitted by law.

5. Except for termination of operation before the time limit specified in Clause 2 Article 54 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

Article 3. Legal representative of the company

1. The company has 01 legal representative as the Chairman of the Board of Directors;
2. The rights and obligations of the legal representative shall be implemented in accordance with the provisions of Article 12 of the Law on Enterprises.
3. The at-law representative of an enterprise has the following responsibilities:
 - a) To exercise and perform the assigned rights and obligations in an honest, prudent and best manner in order to guarantee the lawful interests of the enterprise;
 - b) To be loyal to the interests of the enterprise; neither to abuse his/her title or position nor to use business information, know-hows or opportunities or other assets of the enterprise for personal gain or for the interests of other organizations or individuals;

- c) To notify the enterprise in a timely, complete and accurate manner of other enterprises which he/she or his/her related party owns or in which he/she or his/her related party has shares or contributed capital amounts in accordance with this Law.
4. The legal representative of the enterprise shall bear personal responsibility for damage caused to the enterprise due to breach of the aforementioned obligations.
5. In case the Chairman of the Board of Directors is no longer qualified as prescribed in Clause 4, Article 27 of the Charter, the Board of Directors shall appoint another person as the legal representative of the company.

CHAPTER III. OBJECTIVES, SCOPE AND OPERATIONS OF THE COMPANY

Article 4. Objectives of the Company

1. The Company's business lines are as follows:

No.	Name of business line	Code
1.	Business in real estate, land use rights of the owner, user or lessee Details: Real estate business, excluding investment in construction of infrastructure of cemeteries or graveyards to transfer land use rights associated with infrastructure	6810 (Main)
2.	Architectural activities and relevant technical consultancy. Details: - Consulting on investment in construction of houses and urban infrastructure works; - Management of construction projects	7110
3.	Other specialized construction activities	4390
4.	Installation of other building systems	4329
5.	Completion of construction works	4330
6.	Dismantling,	4311
7.	Plan preparation Details: Excluding blasting services	4312
8.	Installation of electrical systems	4321
9.	Wholesale of other installing materials and equipment in construction; Details: Excluding: Exercising export, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not	4663

No.	Name of business line	Code
	allowed to exercise export rights, import rights, and distribution rights according to law.	
10.	Wholesale of machinery, equipment and other spare parts; Details: Excluding: Exercising export, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights according to law.	4659
11.	Short-stay services	5510
12.	Restaurants and catering services served under mobile manner	5610
13.	Beverage service	5630
14.	Rental of sports equipment, entertainment equipment	7721
15.	Other business support service activities not yet categorized Details: Import and export of construction materials, interior and exterior equipment, specialized construction machinery and equipment; Excluding: Exercising export, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights according to law.	8299
16.	Service of landscape maintenance and care	8130
17.	Other entertainment activities not yet categorized	9329
18.	Housing construction	4101
19.	Sauna, massage and similar health promotion services (except sports activities). Details: Sauna and massage services	9610
20.	Non-residential housing construction	4102
21.	Operation of amusement parks and theme parks (For business lines with conditions, the Enterprise only operates when meeting conditions as prescribed by the law)	9321
22.	Construction of other civil engineering works	4299
23.	Power work construction	4221

No.	Name of business line	Code
	Details: Excluding Construction and operation of multi-purpose hydropower and nuclear power with special economic and social importance	
24.	Construction of water supply and drainage works	4222
25.	Construction of telecommunications and communication works	4223
26.	Retail of beverages in specialized stores	4723
27.	Retail of gymnastics and sports equipment and tools in specialized stores	4763
28.	Construction of other public works	4229
29.	Installation of water supply, drainage system, heaters and air conditioners	4322
30.	On-demand retail by post or Internet Details: Excluding retail auction activities via the Internet and excluding: Exercising export, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights according to law.	4791
31.	Other catering services	5629
32.	Sports and recreation education	8551
33.	Operation of sports facilities	9311
34.	Activities of sports clubs Details: Excluding the activities of professional sports clubs	9312

2. The Company's operational objectives is to become one of the leading real estate investment and development organizations in Vietnam, with the maintenance and development of human resources as the core and most valuable asset of the Company; The Company always aims to ensure stable growth, increase benefits for shareholders and investors based on the convenience, comfort and satisfaction of customers with the products provided by the Company.

Article 5. Business scope and operations of the Company

The company is allowed to carry out business activities according to the business lines specified in this Charter and has registered, notified the change of registration information with the business registration agency and has announced it on National business registration portal.

CHAPTER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares, founding shareholders

1. The charter capital of the Company is **VND 549,999,610,000** (In words: Five hundred forty-nine billion, nine hundred ninety-nine million, six hundred ten thousand dong)

Total charter capital of the Company is divided into 54,999,961 shares with par value of VND 10,000/share.

2. The Company's charter capital can be changed upon the approval of General meeting of shareholders and in accordance with the provisions of the law.

3. The Company's shares on the date of adoption of this Charter include:

- Ordinary shares: **54,999,961** shares;
- Preferred shares: None;

The rights and obligations of shareholders holding each type of shares are specified in Article 12 and Article 13 of this Charter.

4. The Company can issue other classes of preferred shares after the approval of the General meeting of shareholders and in accordance with the provisions of the law.

5. Name, address, number of shares and other information on the founding shareholders are as follows:

- **Housing and Urban Development Corporation (HUD):**

- Business Registration Certificate No. 0100106144 changed several times and changed for the eighth (08th) time issued by the Business Registration Office - Hanoi Department of Planning and Investment on November 4, 2022.

- Address of Head Office: Floor 28, 29, 30, 31, 32, HUDTOWER Commercial Office Building, No. 37 Le Van Luong Street, Nhan Chinh Ward, Thanh Xuan District, Hanoi City, Vietnam (*the location "Nhan Chinh Ward, Thanh Xuan District, Hanoi City" according to the Enterprise Registration Certificate is now changed to "Thanh Xuan Ward, Hanoi City" according to the new administrative unit*)

- Number of shares owned: 28,049,981 shares, representing 51% of charter capital.

- **COTANA, JSC (Now, Cotana Group Joint Stock Company):**

- Business Registration Certificate No. 0103003621 issued by the Business Registration Office - Hanoi Department of Planning and Investment for the first time on February 4, 2004. On August 31, 2017, the Company changed its name to Cotana Group Joint Stock Company.

- Head Office address: CC5 Linh Dam Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City.

- Number of shares owned: 0 shares, representing 0% of charter capital.

- **Ha Nam Textile Company:**

- Business Registration Certificate No. 0700101268 issued by the Business Registration Office - Department of Planning and Investment of Ha Nam province for the first time on December 11, 1996, and the 12th change on December 29, 2016.

- Head Office address: Van Son, Chau Son commune, Phu Ly city, Ha Nam province;

- Number of shares owned: 0 shares, representing 0% of charter capital.

Information of founding shareholders may change from time to time and will be published on the Company's website and notified to the Securities Commission and the Depository Center.

Common shares must be preferentially offered to existing shareholders in proportion to the percentage of ownership of their common shares in the Company, unless General Meeting of Shareholders has other provisions, the shares without subscribed by shareholders will be under the decisions of Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and other persons on conditions that are not more favorable than those offered to existing shareholders, except for other approvals of General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company in the manner provided for in this Charter and applicable law.

7. The company can issue other types of securities in accordance with the law.

Article 7. Stock certificates

1. The Shareholders of the Company is issued stock certificate corresponding to the number of shares and type of owned shares.

2. Stock is a type of securities certifying the legitimate rights and interests of the owner for a part of the share capital of issuing organization. The shares must have all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submission of the full dossiers requesting transfer of ownership of shares under the provisions of the Company, or within 20 days from the date of full payment for the shares in accordance with the provisions of the plan to issue shares of the Company (or another period as prescribed in the issuance terms), the owner of the shares will be issued stock certificates. The owner of shares shall pay no cost to the Company for printing the share certificate.

4. In case any share is lost, destroyed or damaged in another form, the share will be re-issued upon a request made by its shareholder. The shareholder's proposal must include the following contents:

- a) Information on shares lost, damaged or otherwise destroyed;
- b) Be responsible for disputes arising from the re-issuance of new shares.

Article 8. Other securities certificates

Bond certificates or other certificates of securities of the Company are issued with the and signature of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares are freely transferable unless this Charter and other laws provide, shares listed or registered for trading on the Stock Exchange are transferred in accordance with the provisions of the law on securities and stock market.

2. The shares that have not been paid in full will not be transferable and entitled to benefits such as the right to receive dividends, the right to receive issued shares to increase the share capital from equity, the right to offered new shares and other benefits as prescribed by law.

Article 10. Withdrawal of shares

1. In case the shareholder fails to pay in full and on time the amount to be paid to buy shares, the Board of Directors shall notify and have the right to request that shareholder to pay the remaining amount and take responsibility corresponding to the total par value of shares registered for purchase with respect to the financial obligations of the Company arising from failure to pay in full.

2. The above payment notice must specify a new payment period (minimum 07 days, maximum 14 days from the date of notification), place of payment and the notice must specify the case of non-payment as required, the unpaid stock will be withdrawn.

3. The Board of Directors has the right to recover the outstanding shares in full and timely manner in case the requirements stated in the notice are not fulfilled.

4. The recovered shares are regarded as shares entitled to be offered as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or indirectly authorize the sale, redistribution in accordance with the conditions and manner deemed appropriate by the Board of Management.

5. Shareholders holding forfeited shares must give up their status as shareholders for such shares, but are still responsible for the total par value of shares registered to buy for the financial obligations of the Company arising at the time of withdrawal according to the decision of the Board of Directors from the date of withdrawal until the date of payment. Board of Directors reserves the right to decide on the forced payment of the entire value of the stock at the time of recovery.

6. Notice of recovery shall be sent to the person holding the recovered shares prior to the time of recovery. The revocation remains effective even in the event of error or negligence in sending the notice.

CHAPTER V. COMPANY STRUCTURE, GOVERNANCE AND SUPERVISION

Article 11. Company Structure, Governance and Supervision

Company Structure, Governance and Supervision of the Company include:

1. General Meeting of Shareholders.
2. Board of Management, the Audit Committee under the Board of Directors.
3. Director

CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of Shareholders

1. An ordinary shareholder shall have the following rights:

- a) Attend, speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or by other means prescribed by the company's charter, law. Each ordinary share shall have one vote;

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- b) To receive dividends at the rate decided by the General meeting of shareholders;
- c) Prioritize the purchase of new shares in proportion to the proportion of common shares owned by each shareholder in the Company;
- d) Freely transfer their shares to others, except for the case in Clause 3 Article 120, Clause 1 Article 127 of the Law on Enterprises and other relevant laws;
- dd) Check, review and extract information about names and contacts in the list of shareholders with voting rights; request to correct their inaccurate information;
- e) Check, review and extract or copy the Charter, Minute book and other resolutions of the General Meeting of Shareholders;
- g) Receive the remaining part of the assets in proportion to his shares in the Company upon the dissolution or bankruptcy of the Company;
- h) Request the Company to redeem their shares in the cases specified in Article 132 of the Law on Enterprises;
- i) Equal treatment. Each share of the same class gives shareholders the same rights, obligations and interests. In case, the Company has different types of preference shares, the rights and obligations attached to the type of preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
- k) Have full access to periodical and extraordinary information published by the Company in accordance with the provisions of law;
- l) Have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
- m) Other rights are prescribed by law.

2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:

- a) Require the Board of Directors to convene the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
- b) Review, look up and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions to be approved by Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company;
- c) Propose issues to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to the Company no later than three working days prior to the date of opening. The recommendation must contain the name of shareholders, the number of each class of shares of the shareholders, petitions included in the agenda;
- d) Other rights are prescribed by law.

3. A shareholder or a group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate persons to the Board of Directors. In case the nomination of candidates to the Board of Directors shall be carried out as follows:

a) The ordinary shareholders who gather in a group to nominate the members of Board of Directors shall inform the group formation to the shareholders attending the meeting before the opening time of the General Meeting of Shareholders;

b) Based on the number of members of Board of Directors, the shareholder or group of shareholders as stipulated in this clause shall be entitled to nominate one or several persons as decided by the General meeting of shareholders as a candidate in the Board of Directors. If the number of candidates nominated by any shareholder or a group of shareholders is lower than the number entitled to nominate under decisions of the General meeting of shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.

Article 13. Obligations of Shareholders

An ordinary shareholder has the following obligations:

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

2. Not be entitled to withdraw the paid-up capital made in form of ordinary shares unless otherwise those shares are bought back by the Company or another person. If the paid-up capital in form of ordinary shares is withdrawn partially or wholly by a shareholder in contrary to this Article, such shareholder and related person in the company shall be jointly liable to debts and other obligations of the Company to the extent of the revoked capital.

3. Comply with the Charter and internal rules of the Company.

4. Comply with decisions of the General meeting of shareholders, Board of Directors.

5. Make confidentiality of the information provided by the Company in accordance with the Company's rules, regulations and other provisions and laws; only use the information provided to exercise and protect their legitimate rights and interests; it is strictly forbidden to distribute, copy or send information provided by the Company to other organizations and individuals.

6. Attend the meeting of the General Meeting of Shareholders and exercise the voting right in the following forms:

a) Attend and vote directly at the meeting;

b) Authorize other individuals and organizations to attend and vote at the meeting;

c) Attend and vote through online meetings, electronic voting or other electronic forms;

d) Send votes to the meeting by mail, fax, email.

7. Bear personal responsibility when they represent the Company in any form to do one of the following acts:

a) Violate the law;

b) Conduct business and other transactions for his own benefit or for the benefit of organizations and individuals;

c) Pay undue debts in advance of financial risks to the Company.

8. Complete other duties as prescribed by the current legislation.

Article 14. General Meeting of Shareholders

1. The General Meeting of Shareholders shall be composed of all shareholders with voting rights and act as the highest decision-making body of the Company. The General Meeting of Shareholders shall be held once a year and within four (04) months from the end of the fiscal year. The Board of Directors decides to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene an extraordinary meeting. The location of the General Meeting of Shareholders is determined to be the place where the chairperson attends the meeting and must be in the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and selects the appropriate location. The Annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, especially through the audited annual financial statements. In case the Company's Annual Financial statements audit report contains material exceptions, conflicting opinions or refuses, the Company must invite representatives of the approved auditing organizations to audit the Company's financial statements attending the Annual General Meeting of Shareholders and the representative of the approved audit organization mentioned above are responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors should convene an extraordinary General meeting of shareholders in the following cases:

- a) The Board of Directors considers it necessary to do so in the interests of the Company;
- b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as provided for in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the shareholders concerned or the written request is made in many documents and gather enough signatures of related shareholders;
- d. Other cases as prescribed by law and internal regulations on corporate governance.

4. Convene Extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within 30 (thirty) days from the date the number of remaining members of the Board of Directors or Independent Board members falls as prescribed in Point b, Clause 3 of this Article, or upon receipt of a request as prescribed in Point c, Clause 3 of this Article;

b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the shareholder or group of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to represent the Company in convening the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and issuing decisions of the General

Meeting of Shareholders. Reasonable expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company.

c) 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) Adopt the development orientations of the Company;
- b) Make decisions on the classes of shares and total number of shares of each class which may be offered for sale; make decisions on annual dividend rate for each class of shares;
- c) Elect, dismiss, remove members of the Board of Directors;
- d) Decide to invest or sell assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
- dd) Decide amendments, supplements to the Company's Charter;
- e) Approve the annual financial statements;
- g) Make decisions on redemption of more than ten percent of the total number of shares of each class already sold;
- h) Consider and handle violations by members of the Board of Directors, causing damage to the Company and its shareholders;
- i) Make decisions on re-organization and dissolution of the Company;
- k) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- l) Approve the internal governance regulations; Board of Directors' operating regulations;
- m) Approve the list of approved audit firms; decide on the approved audit firm to inspect the operation of the Company, dismiss the approved auditor when deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders discussed and approved the following issues:

- a) Annual business plans of the Company;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; independent member of the Board of Directors shall be responsible for reporting at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- d) Amount of dividend payable on each class of share;
- dd) Number of members of the Board of Directors
- h) Elect, dismiss, remove members of the Board of Directors;
- e) Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors;

- g) Approve the list of approved audit firms; decide on an approved audit firm to inspect the Company's activities when deeming it necessary;
 - h) Supplement and amend the Charter of the Company;
 - i) Types of shares and the number of new shares to be issued for each class of shares, and the transfer of shares of founding members within the first 03 years from the date of incorporation;
 - k) Division, separation, consolidation, merger or transformation of the Company;
 - l) Reorganize and dissolve (liquidate) the Company and designate the liquidator;
 - m) Decide to invest or sell assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
 - n) Make decisions on redemption of more than ten percent of the total number of shares of each class already sold;
 - o) The Company signs contracts and deals with the subjects stipulated in Clause 1, Article 167 of the Law on Enterprises, with a value equal to or greater than 35% of the total value of assets of the Company recorded in the latest financial statement;
 - p) 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 Securities Law;
 - q) Approve the internal regulations on corporate governance and the operating regulations of the Board of Directors;
 - r) Other issues as prescribed by law.
3. All resolutions and issues put on the 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, authorized representatives of institutional shareholders can directly attend the meeting or authorize one or some other individuals or organizations to attend the meeting or to attend the meeting through one of the prescribed forms in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for representative as individuals, 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 provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit his authorization document when registering to attend the meeting. In case of re-authorization, the meeting attendee must also present the original authorization document of the shareholder, the authorized representative of the shareholder as an organization (if not previously registered with the Company).

3. The vote of the person authorized to attend the meeting within the scope of authorization is still valid when one of the following occurs except:

- a) The mandator dies, or his capacity for civil acts is lost or is restricted;
- b) The mandator cancels the appointment of authorization;
- c) The mandator revokes the authority of the person performing the authorization.

This provision does not apply in the case the Company received notice of one of the events before the opening of General Meeting of Shareholders or before the meeting is reconvened.

Article 17. Change of rights

1. The change or cancellation of special rights attached to a class of preferred shares takes effect when approved by a shareholder representing 65% or more of the total votes of all attending shareholders. The resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of the shareholders owning preference shares shall be passed only if the number of preferred shareholders of the same type attending the meeting owns 75% of the total number of preferred shares of such class or more or approved by preferred shareholders of the same class holding 75% or more of the total number of preferred shares of that class in case of passing a resolution in the form of collecting opinions in writing.

2. The organization of meeting of the shareholders holding preference shares to adopt the above change is only valid if at least 02 shareholders (or their authorized representatives) and holding at least one third (1/3) of the par value of the issued shares of such type. In case there is no sufficient delegates as above, the meeting was held within 30 days thereafter, and the holders of shares of such type (regardless of the number of people and number of shares) that are present or through the authorized representatives are considered sufficient number of deputies as requirement. At the meeting of the shareholders holding the aforementioned preferred shares, the holders of shares of such type that are present or via their representative may request a secret ballot. Each share of the same type has equal voting rights at the meetings mentioned above.

3. The procedures for conducting meetings prescribed in Clause 2 of this Article shall be similar to those prescribed in Articles 19, 20 and 21 of this Charter.

4. Except as otherwise provided in the shareholding provisions, the special rights attached to the classes of shares having the privilege of some or all of the issues relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 18. Convening of the General Meeting of Shareholders, Meeting Agenda and Notice

1. The Board of Directors convenes annual and extraordinary meetings of shareholders. The Board of Directors convenes an extraordinary meeting of the General Meeting of Shareholders according to 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 the list of shareholders despite the conditions for participation and voting at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders is made no more than 10 (ten) days prior to the date of sending the invitation to attend 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 final registration date;

- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the General Meeting;
- d) Draft resolutions of the General Meeting of Shareholders as proposed by the meeting;
- dd) Determine the time and venue of the General Meeting of Shareholders;
- e) Announce and send notice of General Meeting of Shareholders to all shareholders entitled to attend the meeting.
- g) Other works for the General Meeting.

3. The notice of General Meeting of Shareholders shall be sent to all shareholders by the guarantee method and at the same time published 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 convenor of the meeting of the General Meeting of Shareholders must send the meeting invitation to all shareholders in the list of shareholders entitled to attend the meeting at least 21 (twenty one) days before the opening date of the meeting (from the date the notice is sent or duly transferred). The agenda of General Meeting of Shareholders, the documents related to the matters to be voted at the meeting are sent to shareholders and / or posted on the website of the Company. In cases the documents are not enclosed with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting must clearly indicate the link to the entire meeting documents for access by shareholders, including:

- a) The meeting agenda, documents used in the meeting;
- b) The list and details of the candidates in case of electing members of the Board of Directors;
- c) Votes;
- d) Draft resolutions for each issue in the agenda.

4. The shareholder or group of shareholders stipulated in clause 2, Article 12 of the Charter may recommend items to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to the company no later than 03 (three) working days prior to the date of opening. Petition must contain the name of shareholders, the number of each class of shares of the shareholders, petitions included in the agenda.

5. The convener of the General meeting of shareholders may only refuse the recommendation stipulated in clause 4 of this Article in any of the following cases:

- a) The proposal was sent in contravention of the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold 5% (five) of the common shares or more as prescribed in Clause 2 Article 12 of this Charter;
- c) The item recommended does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law.

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6. The convener of the General Meeting of Shareholders must accept and include the recommendations stipulated in clause 4 of this article into the draft program and agenda for the meeting, except in the cases stipulated in clause 5 of this article; the recommendation shall be officially added to the program and agenda for the meeting if the General Meeting of Shareholders agrees.

Article 19. Conditions for holding General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted if the number of shareholders represents over 50 % (fifty percent) of the total number of voting rights.

2. If the first meeting is not eligible to be conducted under the provisions of Clause 1 of this Article, it shall be convened for the second time within a period of thirty days from the date planned for the first meeting. The General meeting of shareholders shall be conducted for the second time if the number of shareholders represents at least 33% (thirty three) of the total number of voting rights.

3. In case the second meeting is not eligible to be held under Clause 2 of this Article, the invitation to the third meeting must be sent within 20 (twenty) days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders.

Article 20. Procedures for holding the meeting and voting at General meeting of shareholders

1. Before the opening of General Meeting of Shareholders, the Company must carry out procedures for registration of shareholders and make the registration until all shareholders entitled to attend the meeting completed registration.

a) When conducting the register of shareholders, the Company issued voting card to each shareholder or the voting authorized representative, on which the registration number, full name of the shareholders, full name of the authorized representatives and the number of votes of such shareholders. The General Meeting of Shareholders discusses and votes on each issue in the agenda. The voting is conducted by the Shareholder recording their approval, disapproval or no opinion in the vote. When conducting voting at the General Meeting, the resolution's the approval votes are collected in advance, then the disapproval votes of the resolution, the final count of votes is the decision. The Chairman shall announce the results of the voting counts immediately prior to the closing of the meeting. The General Meeting shall elect the persons responsible for counting votes or supervising the counting of votes at the proposal of the chairman. The number of members of the vote counting committee shall be decided by the Shareholders' General Meeting at the proposal of the chairman of the meeting;

b) Shareholders, authorized representatives of shareholders as organizations or authorized persons who arrive after the meeting has opened have the right to register immediately and then have the right to participate and vote at the meeting immediately after the meeting upon registration. The chairman does not have the responsibility for stopping the meeting to allow late shareholders to register and the validity of the previously voted contents have not changed.

2. The election of chairperson, secretary and vote counting committee is stipulated as follows:

a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to preside over the meeting on the principle of majority. In case no one can be elected as the chairperson, the Vice Chairman of the Board of Directors or the Board of Directors in order of highest position (in case the company does not have a Vice Chairman of the Board of Directors) shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting from among the attendees and the person with the highest number of votes shall chair the meeting;

b) Except for the case specified at Point a of this Clause, the person who signed the document convening the General meeting of shareholders shall manage for the General meeting of shareholders to elect a chairman of the meeting and the person with the highest number of votes shall act as Chairman of the meeting;

c) The chairperson shall appoint one or several persons to act as secretary of the meeting;

d) The General meeting of shareholders shall elect one or several persons to attend the vote counting committee at the proposal of the chairman of the meeting.

3. The agenda and contents of the meeting must be passed by the General Meeting of Shareholders in the opening session. The agenda must specify in detail the time applicable to each issue in the contents of the agenda for the meeting.

4. The chairman of the meeting has the right to take necessary and reasonable measures to run the meeting of the General Meeting of Shareholders in an orderly, correct manner according to the approved program and reflect the wishes of the majority of participants.

a) Arrange seats at the venue of the General meeting of shareholders;

b) Ensure the safety of all persons present at the meeting venue;

c) Facilitate shareholders to attend (or continue to participate in) General Meeting. The person who convenes the General meeting of shareholders shall change the above mentioned measures and apply all necessary measures. The applied measures may be granted admission or use any other selected form.

5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. The voting is conducted by the Shareholder recording their approval, disapproval or no opinion in the vote. The Chairman shall announce the results of the voting counts immediately prior to the closing of the meeting.

6. A shareholder or authorized person attending the meeting after the opening of the meeting is still registered and entitled to participate in voting right after registration. In this case, the validity of the previously voted contents shall not be changed.

7. The person convening the meeting or chairing the meeting of the General Meeting of Shareholders has the following rights:

a) Require all people attending the meeting to be checked or subject to other security measures;

b) Request a competent body to maintain order during the meeting; expel from the General Meeting of Shareholders anyone who fails to comply with the chairman's right to control the meeting, who intentionally disrupts or prevents normal progress of the meeting or who fails to comply with a request to undergo a security check.

8. The chairperson has the right to postpone the General Meeting of Shareholders that has enough registered people to attend the meeting 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 location in the following case:

- a) The location for the meeting does not sufficient suitable seating for all the attendees;
- b) The media at the meeting place do not guarantee meeting participants to participate, discuss and vote;
- c) There is an attendee who obstructs the meeting or disrupts order, and there is a danger that the meeting might not be conducted fairly and legally.

9. In case the chairman adjourns or postpones a General meeting of shareholders contrary to the provisions in clause 8 of this Article, the General meeting of shareholders shall elect another person from the attendees to replace the chairman in conducting the meeting until its completion; 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 meeting, the Company is responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms according to the provisions of Article 144 of the Enterprise Law and Clause 3, Article 273 of the Government's Decree No. 155/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

Article 21. Conditions for passing resolution of the General Meeting of Shareholders

1. A resolution on the following content is 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, except for the case specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- a) Class of shares and total number of shares of each class;
- b) Changes in business lines and areas of business;
- c) Changes in organizational and management structure of the Company;
- d) Project on investing or selling assets with a value of 35% or more of the total value of assets recorded in the latest financial statements of the Company;
- dd) Reorganize, liquidate the Company;
- e) Other issues according to legal regulations.

2. Resolutions are passed when approved by the number of shareholders owning more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed with 100% of the total number of voting shares is lawful and effective even if the order and procedures for convening and approving such resolution violate the provisions of Law on Enterprises 2020 and Company Charter.

Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders to pass decisions of General meeting of shareholders

Authority and procedures for collecting written opinions of shareholders to pass decisions of General meeting of shareholders shall be made as follows:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company.

2. Board of Directors prepares opinion sheets, draft resolutions of the General Assembly of Shareholders, the documents explaining the draft resolution and send to all shareholders with voting rights at least 10 (ten) days before the deadline to return the written opinion form. The request and the manner of sending the opinion form and attached documents shall be implemented in accordance with clause 3 of Article 18 of this Charter.

3. Consultation form must contain the following main content:

a) Name and address of the head office, enterprise code;

b) Purpose of collecting written opinions;

c) Full name, contact address, nationality, number of legal papers of the individual in respect of shareholder being an individual; Name, business number or legal document number of the organization, address of the head office for shareholders being the organization or full name, contact address, nationality, number of legal papers of the individual for with representatives of shareholders being organizations; number of shares of each class and number of votes of the shareholder;

d) The issues should consult to adopt decisions;

dd) Voting options consist of approval, disapproval and no opinion on each issue for consultation;

e) Time-limit within which the completed written opinion form must be returned to the Company;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders can send the answered opinion form to the Company by mail, fax or email according to the following provisions:

a) In the case of sending mail, the answered consultation form must have the signature of an individual shareholder, the authorized representative or legal representative of the shareholders as organization. Written opinion form which are returned to the company must be in a sealed envelope and no one shall be permitted to open the envelope prior to counting of the votes;

b) In case of sending by fax or email, the opinion form sent to the company must be kept confidential until the time of counting of votes;

c) Any completed written form which is returned to the Company after the expiry of the time-limit stipulated in the written opinion form or any form which has been opened shall be invalid. The written opinion form not sent to the Corporation shall be considered non-participating voting form.

5. The Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the shareholder who does not hold a management

position in the Company. Minutes of the counting of votes shall have the following major contents:

- a) Name and address of the head office, enterprise code;
- b) Purpose and issues on which it is necessary to obtain written opinions in order to pass a resolution;
- c) Number of shareholders with total numbers of votes who have participated in the vote, classifying the votes into valid and invalid, and including an appendix being a list of the shareholders who participated in the vote;
- d) Total number of votes for, against and abstentions on each matter voted upon;
- dd) Any issues which have been approved and the proportion of votes approved.
- e) Full names and signatures of the Chairman of the Board of Directors, the person counting votes and the person counting votes.

The members of Board of Directors, vote - counting supervisors and vote counters jointly take responsibility for the truthfulness and accuracy of vote - counting minutes; and damages arising from the decisions adopted by untruthful and accurate vote-counting results.

6. The minutes of results of counting of votes and resolution must be sent to shareholders within a time limit of fifteen (15) days as from the date of ending counting of votes. The sending of minutes of counting votes and resolutions can be replaced by posting on the electronic information of the Company within 24 hours from the end of vote counting.

7. Completed written opinion forms, minutes of counting of votes, passed resolution and related documents sent with all of the written opinion forms must be archived at the head office of the Company.

8. The resolution is passed by way of collecting shareholders' opinions in writing if it is approved by the number of shareholders holding more than 50% of the total number of votes of all shareholders with voting rights and has the same validity as the resolution passed at the General Meeting of Shareholders.

Article 23. Resolutions, Minutes of the General Meeting of Shareholders

1. The meeting of the General Meeting of Shareholders must be made in minutes and may be recorded and stored in other electronic form. The minutes must be prepared in Vietnamese and may also be in a foreign language, and must contain the following main particulars:

- a) Name and 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 Chairman and secretary;
- dd) Summary of developments of the meeting and of opinions stated in the General meeting of shareholders on each matter set out in the contents of the meeting agenda;
- e) Number of shareholders and total number of voting shareholders attending the meetings, an appendix for the list of registered shareholders, representatives of attending shareholders with respective numbers of shares and votes;

g) Total number of votes for each voting matter, clearly stating the mode of voting, total number of valid, invalid, approved, disapproved and unqualified votes; proportion of the total votes of the attending shareholders;

h) Any approved issues and the proportion of votes approved;

i) Name, signature of the Chairman and the Secretary. In case the chairperson or secretary refuses to sign the meeting minutes, this minutes will take effect if it is signed by all other members of the Board of Directors attending the meeting and contains all the contents as prescribed in this Clause. The minutes of the meeting clearly state the refusal of the chairperson and secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting. The chairperson and secretary of the meeting or another person signing the minutes of the meeting must be jointly responsible for the truthfulness and accuracy of the minutes' contents.

3. The minutes which are prepared in Vietnamese and in foreign language shall have the same legal effect. In case of differences in the contents of minutes in Vietnamese and a foreign language, the contents of the Vietnamese minutes shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix on list of shareholders registering to attend the meeting with shareholder signatures, authorization documents to attend the meeting, all documents attached to the Minutes (if any) and relevant documents attached to the meeting invitation must be disclosed in accordance with the law on information disclosure on the stock market and must be kept at the head office of the Company.

Article 24. Cancellation request of decision of General Meeting of Shareholders

Within (90) days from the date of receipt of the resolution and minutes of the meeting of the General Meeting of Shareholders or the minutes of counting votes results to collect opinions of the General Meeting of Shareholders, shareholders, groups of shareholders as stipulated in Clause 2 Article 115 of the Law on Enterprises may request the Court or Arbitration to consider or cancel a resolution or a part of a resolution of the General Meeting of Shareholders in the following circumstances:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's charter, except for the case specified in Clause 3, Article 21 of this Charter.

2. Contents of the resolution violating the law or this Charter.

CHAPTER VII. BOARD OF DIRECTORS

Article 25. Nomination, appointment of members of the Board of Directors

1. In case the Board of Directors candidates have been identified, the Company must publish information related to the candidates at least 10 days before the opening date of the Shareholders' Meeting on the Company's website so that shareholders can learn about these candidates before voting. Candidates of the Board of Directors must have a written commitment to the truthfulness and accuracy of the disclosed personal information and must commit to perform the duties honestly, carefully and in the best interests of the Company if

elected as a member of the Board of Directors. Information relating to candidates for the Board of Directors shall be published including the following contents:

- a) Full name, date of birth;
- b) Qualification;
- c) Working process;
- d) Other managerial positions (including titles of the Board of Directors of other companies);
- dd) Benefits related to the Company and its related parties;
- e) Other information (if any) as prescribed by law;
- g) The Company must be responsible for disclosing information about the enterprises in which the candidate is holding the position of member of the Board of Directors, the positions according to Point h, Clause 1, Article 1 of this Charter and the interests related to the Company of the candidate for the Board of Directors (if any).

2. A shareholder or group of shareholders owning 10% or more of the total number of common shares has the right to nominate candidates for the Board of Directors in accordance with 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 additional candidates or nominate organization in accordance with the Company's charter, internal corporate governance regulations and operating regulations of the Board of Directors. The introduction of 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 the law.

4. Members of the Board of Directors must have the following standards and conditions:

- a) Satisfy the standards and conditions specified in Clause 1 and Clause 2, Article 155 of the Law on Enterprises;
- b) Have a valid decision or document appointing a representative of the shareholder being an organization in case of participating in the Board of Directors due to being nominated by the shareholder authorized to manage capital to participate in the Board of Directors.
- c) Meet other relevant legal standards.
- d) The position of Chairman of the Board of Directors must also meet the standards and conditions of a legal representative as prescribed by law.

Article 26. Members and term of Board of Directors

1. The number of members of the Board of Directors is 05 (five) people.

2. The tenure of a member of the Board of Directors shall not exceed five (5) years and may be re-elected for an unlimited number of tenures. An individual can only be elected as an independent member of the Board of Directors of a Company for no more than 2 consecutive terms. In case all members of the Board of Directors jointly end their tenure, such members shall continue to be members of the Board of Directors until a new member is elected to replace and take over the affairs,

3. The members of the Board of Directors are as follows:

The Board of Directors of the Company must ensure that at least 01 (one) member of the Board of Directors is a non-executive member. The Company shall have 01 (one) independent member among the members of the Board of Directors.

4. Members of the Board of Directors will no longer be members of the Board of Directors in the following cases:

- a) Not meet the standards and conditions as prescribed in Clause 4, Article 25 of this Charter; or
- b) Have resigned and accepted; or
- c) No longer authorized by the Company's shareholders to act as an authorized representative to manage the shareholders' capital at the Company (in case of participating in the Board of Directors nominated/introduced by shareholders authorized to manage capital); or
- d) Be dismissed, removed or replaced by the General Meeting of Shareholders according to the provisions of 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 disclosure of information on the stock market.

6. A member of the Board of Directors need not necessarily also be a shareholder of the company.

Article 27. Rights and obligations of the Board of Directors

1. The Board of Directors shall be a management body of the Company, which is entitled to act on behalf of the Company in exercising all the rights and obligations, except those go beyond the authority of the General meeting of Shareholders.

2. The Board of Directors shall have the following rights and obligations:

- a) Make decisions on medium term development strategies, and plans;
- b) Recommend the classes of shares and total number of shares of each class which may be offered;
- c) Make decisions on offering new shares within the number of shares of each class which may be offered for sale; to make decisions on raising additional fund in other forms;
- d) Make decisions on the price of shares and bonds of the company offered for sale;
- dd) Decide to repurchase shares as prescribed in Clauses 1 and 2, Article 133 of the Law on Enterprises;
- e) Make decisions on investment plans and investment projects within the authority and limits prescribed by law and this Charter, except in cases where the General Meeting of Shareholders authorizes or assigns tasks;
- g) Decide solutions for market development, marketing and technology;
- h) Approve purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total value of assets recorded in the company's latest financial statement, except the contract, transactions under the decision-making authority 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) Implement the election, dismissal or removal of the Chairman of the Board of Directors; appointment, dismissal, signing of contracts, termination of meetings to other directors and other managers according to point h Clause 1 Article 1 of this Charter; make decision on

salary, remuneration, bonus and other benefits of those managers; appoint an authorized representative to attend the Members' Council or the General Meeting of Shareholders in other enterprises, decide on the remuneration and other benefits of such persons;

k) Supervise and direct the Director and managers according to Point h, Article 1 of this Charter in operating the Company's daily business;

l) Make decisions on the organizational structure and internal management rules of the Company, to make decisions on the establishment of subsidiary companies, the establishment of branches and representative offices and the capital contribution to or purchase of shares of other enterprises;

m) Approve the agenda and contents of documents for the General meeting of shareholders; to convene the General meeting of shareholders or to obtain written opinions in order for the General meeting of shareholders to pass resolutions;

n) Submit audited annual financial statements to the General Meeting of Shareholders;

o) Recommend the dividend rates to be paid, to make decisions on the time-limit and procedures for payment of dividends or for dealing with losses incurred in the business operation;

p) Recommend re-organization or dissolution, or to request bankruptcy of the Company;

q) Decision to promulgate regulations on operation of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decision to promulgate the Regulation on operation of the Auditing Committee under the Board of Directors, the Regulation on information disclosure of the Company;

r) Pay dividends to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders;

s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, and other provisions of law.

3. The Board of Directors must report to the General Meeting of Shareholders the results of the activities of the Board of Directors in accordance with the provisions of Article 280 of the Government's Decree No. 155/2020/ ND-CP dated December 31, 2020, detailing regulations of a number of articles of the Securities Law.

Article 28. Remuneration, salaries and other benefits of members of Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors shall be entitled to remuneration for work and bonus. Remuneration for work shall be calculated on the basis of the working days which are necessary to fulfill the obligations of the members of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member on the principle of consensus. The total amount of remuneration and bonus for the Board of Directors shall be decided by the General meeting of shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors shall be included in the business expenses of the Company in accordance with the law on corporate income tax and must be expressed separately in the annual financial statements of the Company, must report to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding the executive position, or a member of the Board of Directors working for subcommittees of the Board of Directors or perform other tasks beyond the normal scope of duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment, wages, percentage of profits, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be entitled to all travel, accommodation, meals and other expenses that they have to pay when carrying out their responsibilities as members of the Board of Directors, including expenses incurred in attendance at meetings of the Board of Directors or subcommittees of the Board of Directors or the General Meeting of Shareholders.

6. Members of the Board of Directors may be entitled to purchase liability insurance by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover insurance for responsibilities of the Board members related to violations of law and the Company's Charter.

Article 29. Chairman of Board of Directors

1. The Chairman of the Board of Directors is elected, relieved of duty or dismissed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors cannot concurrently hold the position of the Director.

3. The Chairman of the Board of Directors shall have the following rights and duties:

- a) Prepare working plans and programs of the Board of Directors;
- b) Prepare agenda, content and documents for meetings of the Board of Directors; convene and preside over meetings of the Board of Directors;
- c) Organize for decisions, resolutions of the Board of Directors to be passed;
- d) Supervise the implementation of decisions of the Board of Directors;
- dd) Chair the General Meetings of Shareholders;
- e) Other rights as stipulated by the Law on Enterprises.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, removed from office or no longer a member of the Board of Directors according to Clause 4, Article 26 of this Charter, the Board of Directors must elect a replacement within 05 (five) days from the date of receipt of the resignation letter or dismissal, removal from office or no longer a member of the Board of Directors.

5. If the chairman of the Board of Directors is absent or unable to perform his / her tasks, he/ she shall authorize in writing another member to exercise the rights and obligations of the Board of Directors chairman. In case there is no authorized person or the Chairman of the Board of Directors dies, is missing, is detained, is serving a prison sentence, is serving administrative handling measures at a compulsory detoxification establishment or compulsory education institution, forced, fled from their place of residence, restricted or lost their civil act capacity, had difficulties in cognition or behavior control, was banned by the Court from holding certain posts, practicing certain professions or doing certain jobs then the remaining members elect one of the members to hold the position of Chairman of the Board of Directors according to the principle that the majority of the remaining members agree.

Article 30. Meeting of the Board of Directors

1. The Chairman of the Board of Directors will be elected in the first meeting of the Board of Directors within seven (7) working days from the date of completion of the election of the Board of Directors for such tenure. This meeting was convened and chaired by the member with the highest number of votes or the highest rate of votes. In case more than one (01) member has the highest number of votes or the highest rate of votes, the members shall elect one (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 an independent member of the Board of Directors;
- b) At the request of the Director or at least 05 managers according to Point h Clause 1 Article 1 of this Charter;
- c) On the request of at least two members of the Board of Directors;
- d) Other cases as prescribed by law and the Board of Directors' Operating Regulations.

4. The proposal specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decisions within the authority of the Board of Directors.

5. The chairman of the Board of Directors must convene a meeting of the Board of Directors within 7 working days from the date of receipt of the request stipulated in clause 3 of this article. If failing to convene a meeting of the Board of Directors at the request, the chairman of the Board of Directors shall be liable for damage caused to the Company; the person making the request shall have the right to replace the chairman of the Board of Directors in convening 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 attend the meeting at the latest 03 (three) working days prior to the date of meeting. The notice of invitation must specify the specific time and location of the meeting, the agenda and issues to be discussed and resolutions. The notice must enclose documents to be used at the meeting and voting forms for the members.

The invitation to the meeting of the Board of Directors can be sent by invitation letter, phone, fax, electronic means or other method specified in the Board of Directors' Operating Regulations and guaranteed to reach the contact address of each member of the Board of Directors registered at the Company.

7. The meeting of Board will be conducted when there are from 3/4 of total number of members attended in the meeting. In case the meeting convened under this clause does not have enough members attending the meeting as prescribed, it shall be convened a second time within 07 (seven) days from the date of the first meeting. In this case, the meeting shall be conducted if there is more than one half (1/2) of the Board members attending the meeting.

8. Members of the Board of Directors are considered to attend and vote at the meeting in the following cases:

- a) Attend and vote directly at the meeting;

- b) Authorize another person to attend the meeting as provided for in Clause 11 of this Article;
- c) Attend and vote through online meetings, electronic voting or other electronic forms;
- d) Send votes to the meeting by mail, fax, email.
- dd) Send votes by other means specified in the Board of Directors' Operating Regulations.

9. In case of sending votes to the meeting via mail, votes must be put in a sealed envelope and must be referred to the Chairman of Board of Directors no later than one hour before the opening time. Written votes shall only be opened in the presence of all the people attending the meeting.

10. Members must fully participate in all meetings of the Board of Directors. A member may authorize another person to attend a meeting and vote if the majority of members of the Board of Directors agree.

11. Resolution, decision of the Board of Directors shall only be passed when it is approved by the majority of the attending members; in the case of a tied vote, the final decision shall be made in favor of the vote of the chairman of the Board of Directors.

Article 31. Subcommittees of the Board of Directors

1. The Board of Directors may set up subcommittees in charge of development policy, personnel, compensation, internal audit and risk management. The number of members of the sub-committee shall be decided by the Board of Directors, at least 03 (three) members, including members of the Board of Directors and the external members. (Independent members of the Board of Directors/ Non-executive Board members should make up the majority of the subcommittee and one of these members will be appointed as Head of the subcommittee under decision of the Board of Directors). The activities of subcommittees 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 for approval at the meeting of the subcommittee.

2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors must comply with current legal regulations and provisions in the Company Charter and Internal Regulations on Corporate Governance.

Article 32. Administrator, Secretary of the Company

1. The Company's Board of Directors must appoint 01 person in charge of Company administration to support the Company's administration work.

2. The Administrator shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

3. The Administrator shall have the following rights and obligations:

- a) Advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
- b) Prepare meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors;
- c) Advice on procedures of meetings;
- d) Attend meetings;

- dd) Advise on procedures for the establishment of resolutions of the Board of Directors in accordance with the provisions of law;
- e) Provide financial information, copies of Board of Directors meeting minutes and other information to Board of Directors members;
- g) Supervise and report to the Board of Directors on disclosure of information of the Company.
- h) Be the point of contact with stakeholders;
- i) Keep information confidential according to the provisions of law and Company Regulations;
- k) Other rights and obligations as prescribed by law and the Company's internal regulations on corporate governance.

4. When deeming it necessary, the Board of Directors shall decide to appoint the Company's Secretary. The Company's Secretary shall have the following rights and obligations:

- a) To support the convening of the General Meeting of Shareholders, the Board of Directors; record meeting minutes;
- b) Support the Board members in carrying out the assigned rights and obligations;
- c) Support the Board in applying and implementing the principle of corporate governance;
- d) Support the company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with the obligation to provide information, publicize information and administrative procedures;
- d) Other rights and obligations as prescribed in the Internal Regulations on Corporate Governance and provisions of law.

5. The person in charge of corporate governance may concurrently act as the Company Secretary.

CHAPTER VIII DIRECTOR AND OTHER EXECUTIVES

Article 33. Management apparatus

The management system of the Company must ensure that the management apparatus is responsible to the Board of Directors and is 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 Directors/Heads of branches and representative offices of the Company appointed by the Board of Directors. The appointment, dismissal or removal of the above-mentioned titles must be approved by resolutions, decisions of the Board of Directors.

Article 34. Executive officers of the Company

1. The Company's executive officers include the Director, Deputy Director, and Chief Accountant.
2. At the request of the Director and with the approval of the Board of Directors, the Company may recruit Deputy Director, Chief Accountant with quantity and standards in accordance with the Company's management structure and regulations as prescribed by the Board of

Directors. Executive officers of the Company must be diligent to support the Company to achieve the objectives set in the operation and organization.

3. The Director shall be entitled to salary and bonus. The salary and bonus of the Director are decided by the Board of Directors.

4. The salary of the Company's executive officers shall be included in the business expenses of the Company in accordance with the law on corporate income tax and must be expressed separately in the annual financial statements of the Company, must report to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties and powers of the Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the Director.

2. The Director shall manage the day-to-day business operations of the Company; shall be supervised by the Board of Directors and shall be responsible to the Board of Directors and before the law for the exercise of his or her delegated powers and the performance of his or her delegated duties.

3. Tenure of the Director shall be 05 (five) years and he may be reappointed for unlimited number of tenure. The Director must meet the standards and conditions as prescribed by law and the Charter of the Company.

4. The Director shall have the following rights and obligations:

a) Make decisions on matters related to the Company's daily business operations that are not under the authority of the Board of Directors within the scope of authorization of the legal representative;

b) Organize the implementation of resolutions/ decisions of the Board of Directors;

c) Organize the implementation of the Company's production and business plans and investment plans/investment projects;

d) Propose/develop and submit the Company's organizational structure plan, internal management regulations, production and business plan, investment plan/construction investment project;

d) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors and as prescribed in the internal regulations on corporate governance;

e) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the Director according to the Company's internal regulations;

g) Recruit the employees according to the labor use plan approved by the Board of Directors;

h) Make recommendations on methods of paying dividend and of dealing with loss in business;

i) Other rights and obligations as prescribed by law, other internal regulations of the Company, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director when the majority of the members of the Board of Directors are entitled to vote in the meeting and appoint the new Director to replace them.

CHAPTER IX. AUDIT COMMITTEE

Article 36. Nomination and appointment of members of the Audit Committee

1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company.
2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.

Article 37. Members of the Audit Committee

1. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.
2. The Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company and must not fall into the following cases:
 - a) Work in Accounting and Finance department of the Company;
 - b) Be a member or employee of an auditing organization approved to audit the Company's financial statements for the previous 3 consecutive years.
3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration.

Article 38. Rights and obligations of the Audit Committee

The Audit Committee has the rights and obligations as prescribed in Article 161 of the Enterprise Law, the company's charter and the following rights and obligations:

1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the Director (General Director), Chief Accountant and other managers to collect information for the Audit Committee's operations.
2. Have the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee.
3. Use legal, accounting or other outside consulting services when necessary.
4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations.
5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the Director (General Director) and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter.
6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.

Article 39. Meeting of the Audit Committee

1. The Audit Committee must meet at least twice a year. Minutes of meetings must be detailed, clear and fully retained. The minute recorder and the Audit Committee members attending the meeting must sign the meeting minutes.
2. The Audit Committee shall pass decisions by voting at meetings, obtaining written opinions or other forms as prescribed by the Audit Committee's Operating Regulations. Each member of the Audit Committee has one vote. Unless the Audit Committee's Operating Regulations provide for a higher percentage, the Audit Committee's decision shall be adopted if approved by a majority of the members attending the meeting; In case of equal votes, the final decision shall be made in favor of the vote of the Chairman of the Audit Committee.

Article 40. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders

1. The independent member of the Board of Directors in the Audit Committee is responsible for reporting on its activities at the Annual General Meeting of Shareholders.
2. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:
 - a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;
 - b) Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;
 - c) Results of monitoring of financial statements, operations and financial situation of the Company;
 - d) Assessment report on transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, Directors, other executives of the enterprise are founding members or business managers within the last 3 years prior to the time of the transaction;
 - d) Results of assessment on the Company's internal control and risk management system;
 - e) Results of supervision of the Board of Directors, Director and other executives of the enterprise;
 - g) Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the Director and shareholders;

CHAPTER X. RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, DIRECTORS AND OTHER EXECUTIVES

Member of the Board of Directors, Director and Deputy Director and Chief Accountant are responsible for performing their duties, including duties as members of the subcommittees of the Board of Directors, in an honest and cautious manner for the benefit of the Company.

Article 41. Honesty responsibility and avoidance of conflicts of interest

1. Members of the Board of Directors, Directors and managers according to Point h, Clause 1, Article 1 of this Charter must publicly disclose related interests according to the provisions of the Law on Enterprises and related legal documents.
2. Members of the Board of Directors, Directors, managers according to Point h Clause 1 Article 1 of this Charter and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, Directors and managers according to Point h Clause 1 Article 1 of this Charter are obliged to notify in writing to the Board of Directors about transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with that entity itself or with related persons of that entity as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the provisions of the securities law on information disclosure.
4. A member of the Board of Directors is not allowed to vote on a transaction that brings benefits to that member or his / her related persons in accordance with the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, Directors, managers according to Point h Clause 1 Article 1 of this Charter and related persons of these subjects are not allowed to use or disclose to others internal information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, Director, Deputy Director and Chief Accountant and individuals and organizations related to these subjects are not invalid in the following cases:
 - a) For transactions with a value of less than or equal to 20% (twenty percent) of the total asset value recorded in the most recent financial statement, important contents of the contract or transaction as well as relationships and interests of the members of the Board of Directors, the Director, Deputy Director and Chief Accountant have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors without related interests;
 - b) For transactions worth more than 20% (twenty percent) or transaction resulting in transaction value arising within 12 months from the date of making the first transaction with value of 20% or more of the total value of assets recorded in the most recent financial report, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, Director, Deputy Director and Chief Accountant announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.
7. The Director shall not be a related person of a manager of the enterprise, a Controller of the company or its parent company, a representative of State capital, or a representative of the enterprise's capital portion in the company or its parent company, as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.

Article 42. Responsibility for damages and compensation

1. Members of the Board of Directors, Directors, Deputy Directors and Chief Accountant who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.
2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases other than lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Director, Deputy Director and Chief Accountant, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.
3. Compensation costs include judgment costs, fines, and actual payments (including attorneys' fees) incurred in resolving these cases within the framework permitted by law. The Company can buy insurance for such persons to avoid the above liability.

CHAPTER XI. RIGHT TO LOOK UP BOOKS AND RECORDS OF THE COMPANY

Article 43. Right to look up books and records

1. Common shareholders have the right to look up books and records, specifically as follows:
 - a) Common shareholders have the right to review, search and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of his incorrect information; consider, look up, extract or copy the Charter of the Company, the minutes of the General Meeting of Shareholders and the resolution of the General Meeting of Shareholders;
 - b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.
2. In case the authorized representative of a shareholder and a group of shareholders requests to look up the books and records, the power of attorney of the shareholder and the group of shareholders he represents or a notarized copy of the power of attorney must be attached.
3. Members of the Board of Directors, the Director and Deputy Directors and the Chief Accountant have the right to look up the Company's shareholder register, the list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.
4. The Company shall have to keep this Charter and other amendments and additions to this Charter, business registration certificate, regulations, documents proving ownership of the assets, the resolutions of the General Meeting of Shareholders and Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Supervisors before the effective date of this Charter, annual financial statements, accounting books and any other documents as prescribed by the law at the head office or another place provided that Shareholders and business registration offices may be informed about the location of these documents.

5. The Charter of the Company must be published on the website of the Company.

CHAPTER XII. EMPLOYEES AND TRADE UNION

Article 44. Employees and unions

1. The Director must plan to be adopted by Board of Directors for the issues related to recruitment, severance for employees, salary, social insurance, welfare, reward and discipline for employees and executive officers.
2. The Director must plan for the Board of Directors to pass on issues relating to the Company's relations with trade unions in accordance with the best management practices and standards, regulations and policies as stipulated in this Charter, regulations of the Company and current law regulations.

CHAPTER XIII. PROFIT DISTRIBUTION.

Article 45. Profit distribution

1. The General Meeting of Shareholders shall decide on the level of dividend payment and form of annual dividend payment from retained earnings of the Company.
2. The Company shall not pay interest on dividends or payments related to a class of shares.
3. The Board of Directors may recommend the General Meeting of Shareholders to approve the payment of all or part of dividends by shares and the Board of Directors as the agency executing this decision.
4. In the case of dividends or other payments relating to a class of shares paid in cash, the Company must pay in VND. 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 account in accordance with the detailed information about the bank provided by the shareholder that the shareholder does not receive the money, the Company shall not be responsible for the amount of money the company transferred to such shareholder. Dividend payments for listed/registered shares traded at the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Based on the Law on Enterprises, the Law on Securities, the Board of Directors adopts a resolution defining a specific date for closing the list of shareholders. On that date, those who register as shareholders or owners of other securities shall be entitled to receive dividends in cash or shares, notices or other documents.

6. Other issues related to the distribution of profit shall be made in accordance with the law.

CHAPTER XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME

Article 46. Bank account

1. The Company shall open an account at a bank in Vietnam or in foreign bank branches allowed to operate in Vietnam.
2. By prior approval of the competent authority, in case of need, the Company can open bank accounts in foreign countries according to the provisions of the law.
3. The Company shall conduct all payments and accounting transaction through Vietnam money account or foreign currency account in banks that the Company open an account.

Article 47. Fiscal year

The Company's fiscal year begins on January 01 and ends on December 31 each year. The first fiscal year begins on the date of issuance of the business registration certificate and ends on the 31st day of December immediately after the date of issuance of the business registration certificate.

Article 48. Accounting regime

1. The accounting system used by the Company is the corporate accounting system or a specific accounting system promulgated and approved by competent agency.
2. The Company shall set up accounting books in Vietnamese and keep accounting records in accordance with the law on accounting and relevant laws. These records must be accurate, up-to-date, systematic and sufficient to demonstrate and explain the transactions of the Company.
3. Currency in accounting is Vietnam Dong (VND). In case the Company has economic operations arising mainly in a foreign currency, it may select such foreign currency as its accounting unit, take responsibility for such choice before law and notify the direct tax administration.

CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL STATEMENTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 49. Annual, semi-annual and quarterly financial statements

1. The Company must prepare annual financial statements and annual financial statements must be audited according to the provisions of law. The Company publishes audited annual financial statements in accordance with the law on information disclosure on the stock market and submits them to competent state agencies.
2. Annual financial statements must include full reports, appendices, and notes as prescribed by law on corporate accounting. Annual financial statements must honestly and objectively reflect the Company's operations.
3. The Company must prepare and publish audited semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure on the stock market and submit them to competent state agencies.

Article 50. Annual report

The Company must prepare and publish annual reports in accordance with the law on securities and securities market.

CHAPTER XVI. AUDIT OF THE COMPANY

Article 51. Audit

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to decide on one of these units to audit the Company's financial statements for the subsequent fiscal year.
2. The audit report is attached to the Company's annual financial statements.

3. The independent auditor performing the audit of the Company's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of the Company's financial statements.

CHAPTER XVII. COMPANY'S SEAL

Article 52. Company's Seal

1. The seal includes the seal made at the stamp-engraved establishment or the seal in the digital signature form in accordance with the law on electronic transactions.
2. The company uses a round seal with red ink. The Board of Directors decides on the quantity, form and content of the seals of the Company, branches and representative offices of the Company (if any).
3. The management and storage of the Company's seal shall be carried out in accordance with the regulations issued by the Board of Directors.

CHAPTER XVIII. DISSOLUTION OF THE COMPANY

Article 53. Dissolution of the company

1. The company may be dissolved in the following cases:
 - a) According to resolutions and decisions of the General Meeting of Shareholders;
 - b) The certificate of enterprise registration is revoked, unless otherwise provided by the Law on Tax Administration;
 - c) Other cases under the provisions of the law.
2. The dissolution of the Company ahead of time shall be decided by the General Meeting of Shareholders and shall be implemented by the Board of Directors. This dissolution decision must be notified or approved by the competent authority (if required) according to the regulations.

Article 54. Liquidation

1. At least 06 months before the end of the Company's term of operation or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee 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 an independent auditing company. Liquidation committee shall prepare the regulations of its activity. The members of the Liquidation committee may be selected among Company staff or independent experts. All costs related to the liquidation shall be given priority for payment by the Company before other debts of the Company.
2. The Liquidation committee shall have the responsibility to report it to the business registration office about the date of establishment and date of operation. Since that time, the Liquidation board shall represent the Company in all work related to the liquidation of the Company before the courts and administrative bodies.
3. Proceeds from the liquidation shall be paid in the following order:
 - a) Costs of liquidation;

- b) Unpaid wages, retrenchment allowances, and social insurance and other benefits of employees pursuant to signed collective labor agreement and labor contracts.
- c) Tax debt;
- d) Other debts of the Company;
- dd) The balance remaining after payment of all debts from items (a) to (d) above shall be distributed to the shareholders. Preferred shares shall be prioritized for payment in advance.

CHAPTER XIX. INTERNAL DISPUTES RESOLUTION

Article 55. Internal dispute settlement

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:

- a) Shareholders with the Company;
- b) Shareholders with the Board of Directors, Director or Deputy Director and Chief Accountant;

The parties shall attempt to resolve disputes through negotiation and conciliation. Except in the case of disputes relating to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and shall request each party to present informations relating to the dispute within 30 working days from the date the dispute arises. In case of disputes relating to the Board of Directors or the Chairman of the Board of Directors, any party may request organization with the mediation function to appoint an independent expert to act as arbitrator for the process of dispute resolution.

2. In case of failure to reach a settlement decision within 06 (six) weeks of the commencement of the mediation process or if the mediator's decision is not accepted by the parties, either party may submit the dispute to the Arbitration or Court.

3. Each party shall bear its costs relating to the procedure of negotiation and reconciliation. The payment of expenses by the Court shall be effected in accordance with the judgment of the Court.

CHAPTER XX. SUPPLEMENT AND AMENDMENT TO THE CHARTER

Article 56. Charter of the Company

1. The amendments and supplements to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case there are provisions related to the Company's operations that are not mentioned in this Charter, or if there are new legal provisions different from those in this Charter, such provisions shall be applied to regulate the operation of the Company.

CHAPTER XXI. EFFECTIVE DATE

Article 57. Effective date

1. This Charter consists of 57 articles, which were unanimously approved by the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company on [Month] [Day], 2026, at the 2026 Annual General Meeting of Shareholders, with the full text of this Charter being adopted and effective.
2. The Charter is made into 02 (two) copies with the same value and must be kept at the head office of the Company.
3. This Charter is only and official charter of the Company.
4. Copies or extracts of the Charter of the Company must be signed by the Chairman of the Board of Directors or at least one-half of the total number of members of the Board of Directors to be effective.

**FULL NAME AND SIGNATURE OF THE LEGAL REPRESENTATIVE
CHAIRMAN OF THE BOARD OF DIRECTORS**



Pham Cao Son



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HOUSING AND URBAN
DEVELOPMENT CORPORATION
HUDLAND REAL ESTATE
INVESTMENT AND DEVELOPMENT
JOINT STOCK COMPANY
No.: 344/TTr-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, April ..., 2026

**REPORT TO THE 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

**Re: Proposal to approve the amended Internal Corporate Governance
Regulations; Operating Regulations of the Board of Directors**

To: The 2026 Annual General Meeting of Shareholders -

HUDLAND Real Estate Investment and Development Joint Stock Company

Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 9th Session on June 17, 2020; as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022, and Law No. 76/2025/QH15 dated June 17, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, 8th Session on November 26, 2019; and the Law on Amendments and Supplements to a number of articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance providing guidelines on corporate governance for public companies as prescribed in Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities

Pursuant to the Charter on Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company (16th Amendment and Supplement) approved by the 2026 Annual General Meeting of Shareholders;

Pursuant to the Charter, Corporate Governance Regulations, and Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company;



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Pursuant to Meeting Minutes No. 263/BB-HĐQT dated March 25, 2026, of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company regarding the approval of the agenda and documents for the 2026 Annual General Meeting of Shareholders of HUDLAND;

Pursuant to Resolution No. 264/NQ-HĐQT dated March 25, 2026, of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company regarding the convening of the 2026 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for approval of the amended Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company for 2026, in order to align with the 16th amended and supplemented Charter.

(The amended contents and the draft Internal Corporate Governance Regulations and Operating Regulations of the Board of Directors are attached to this submission.)

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval.

Sincerely thanks!

Recipients:

- As requested;
- Save: Archives, Board of Directors.

FOR BOARD OF DIRECTORS
Chairman

Phạm Cao Sơn



**INTERNAL CORPORATE GOVERNANCE
REGULATIONS**

**OF HUDLAND REAL ESTATE INVESTMENT AND
DEVELOPMENT JOINT STOCK COMPANY**

Issued pursuant to the Resolution dated April..... , 2026 of the 2026 Annual General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company



Hanoi, April..... , 2026



HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY

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**INTERNAL CORPORATE GOVERNANCE REGULATIONS
OF HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT
JOINT STOCK COMPANY**

Pursuant to the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at the 8th session on November 26, 2019; and the Law Amending and Supplementing a Number of Articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024;

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam at the 9th session on June 17, 2020 ("the Law on Enterprises"); and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter of HUDLAND Real Estate Investment and Development Joint Stock Company, 16th amendment ("the Charter");

Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders dated, 2026;

The Board of Directors ("BOD") hereby issues the Internal Corporate Governance Regulations of HUDLAND Real Estate Investment and Development Joint Stock Company comprising the following contents:

Article 1. Scope and subjects of application

1. Scope of regulation:

The Internal Corporate Governance Regulations ("Regulations") set out the fundamental principles of corporate governance for the purpose of protecting the lawful rights and interests of Shareholders, and establishing standards of conduct and professional ethics for members of the Board of Directors, the Director and other managers of the Company.

These Regulations also serve as a basis for Shareholders and other interested parties to evaluate the corporate governance of HUDLAND Real Estate Investment and Development Joint Stock Company.

Specifically, these Regulations govern the following matters:



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- a) Role, rights and obligations of the General Meeting of Shareholders, Board of Directors, Director and Committees under the Board of Directors;
 - b) Order and procedures for General Meeting of Shareholders meetings;
 - c) Nomination, candidacy, election, dismissal and removal of members of the Board of Directors, the Director and Committee members;
 - d) Coordination of activities between the Board of Directors and the Director;
 - e) Other activities as prescribed by the Company's Charter and other applicable legal regulations.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Director, the Person in Charge of Corporate Governance and related persons.

Article 2. General Meeting of Shareholders

1. Role, rights and obligations of the General Meeting of Shareholders: as prescribed in Article 138 of the Law on Enterprises and Article 15 of the Charter.

2. Order and procedures for General Meeting of Shareholders meetings passing resolutions by vote at the meeting, comprising the following main contents:

a) Authority to convene the General Meeting of Shareholders:

- Board of Directors: as prescribed in Clause 1, Article 18 of the Charter and Clauses 1 and 2, Article 140 of the Law on Enterprises;
- Other cases: as prescribed in Clause 4, Article 140 of the Law on Enterprises.

b) Preparation of the list of shareholders entitled to attend the meeting:

The person convening the General Meeting of Shareholders must disclose information to the Vietnam Securities Depository ("VSD") regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the record date. In addition to sending written notification to VSD, a PDF file must be sent to the Stock Exchange where the Company is listed, the State Securities Commission ("SSC") and posted on the Company's website.

c) Notification of the record date for the list of shareholders entitled to attend the General Meeting of Shareholders:

The person convening the General Meeting of Shareholders shall request the investor relations department to prepare a written document for the information disclosure officer to send to VSD at least 30 days before the intended date of sending the notice of invitation to the General Meeting, while ensuring compliance with Point a, Clause 2, Article 18 of the Charter.

d) Notice of convening the General Meeting of Shareholders:

- For the Annual General Meeting of Shareholders:



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+ Timing: After the annual audited financial statements are available but no later than the deadline prescribed in Clause 1, Article 14 of the Charter.

+ The BOD establishes a Subcommittee to prepare the content, agenda and all documents for the General Meeting.

+ After all General Meeting documents are completed by the Document Subcommittee, the Person in Charge of Corporate Governance/or the Company Secretary compiles the content and agenda of the General Meeting, determines the time and venue; compiles draft documents to be submitted to the General Meeting; the Management Board is responsible for reviewing and approving before submitting to the BOD.

+ The Chairman of the BOD organizes a BOD meeting to unanimously approve the General Meeting contents, agenda and documents, and issues a decision convening the Annual General Meeting of Shareholders (or notice of convening the General Meeting of Shareholders).

+ Announce the General Meeting of Shareholders on the Company's website and disclose on the information channels of the Stock Exchange and SSC.

The Chairman of the BOD signs and issues the meeting notice/invitation, which is sent by the investor relations department to shareholders within 10 days of the record date and no later than 21 (twenty-one) days before the General Meeting date; the notice/invitation must clearly state the agenda, matters to be discussed and voted on, time and venue. Enclosed with the invitation sent to shareholders must be a form for designating an authorized representative to attend the meeting, an attendance confirmation form, meeting agenda, discussion materials as the basis for passing decisions and draft resolutions for each matter on the General Meeting agenda. In cases where documents are not enclosed with the meeting notice, the notice must state the website address where shareholders can access the documents.

The investor relations department is responsible for sending meeting invitations by a method ensuring delivery to the registered address of each shareholder entitled to attend; posting notice of the General Meeting on the Company's website and disclosing on the information channels of the Stock Exchange no later than twenty-one (21) days before the opening of the General Meeting, counting from the date the notice is validly sent or delivered, postage paid or placed in the mailbox based on the VSD shareholder list.

+ The Chairman of the BOD establishes the General Meeting Organizing Board (immediately after the meeting notice has been issued) to carry out preparatory work and conditions for conducting the General Meeting in accordance with the set agenda; establishes the Shareholder Eligibility Verification Board to prepare review and verification procedures for shareholders attending the General Meeting. The Shareholder Eligibility Verification Board must be established at least 3 days before the official General Meeting date.



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- For extraordinary General Meetings of Shareholders arising from production and business requirements that must be approved in accordance with the Charter and applicable law:

+ The relevant department/division prepares a report for the Management Board to approve before submitting to the BOD;

+ Subsequent steps are similar to those from the 4th (+) bullet of the 1st (-) bullet under Point d, Clause 2, Article 2 of these Regulations.

- For extraordinary General Meetings of Shareholders arising from requirements under Clause 4, Article 14 of the Charter, the convening person shall request the Company Secretary and investor relations department to prepare procedures for signing the notice of convening the General Meeting and carry out subsequent steps similar to those from the 5th (+) bullet of the 1st (-) bullet under Point d, Clause 2, Article 2 of these Regulations.

e) Agenda and contents of the General Meeting of Shareholders (responsible parties for preparing the agenda and contents; regulations on shareholder proposals for inclusion in the meeting agenda):

The Board of Directors or the person convening the General Meeting of Shareholders shall arrange the agenda, venue and appropriate timing for discussing and voting on each matter in the General Meeting agenda in accordance with Clause 7, Article 142 of the Law on Enterprises and Clause 3, Article 18 of the Charter.

f) Authorization of a representative to attend the General Meeting of Shareholders: as prescribed in Article 16 of the Charter.

g) Method of registering to attend the General Meeting of Shareholders:

Shareholders may register to attend the General Meeting of Shareholders by the method specified in the notice, including one of the following: in-person registration, by telephone, fax, post or email to the Company before the deadline stated in the invitation; the deadline for the Company to receive registrations is at least 3 days before the date of the General Meeting.

h) Conditions for conducting the meeting: in accordance with Article 19 of the Charter.

i) Form of passing resolutions of the General Meeting of Shareholders: Voting Cards shall be used to vote on all matters requiring a vote at the General Meeting, or by the method specified in Clause 10, Article 20 of the Charter when conducting the meeting online.

k) Method of voting:

- Upon registering to attend the General Meeting, after the Shareholder Eligibility Verification Board has verified the shareholder's attendance documents, the Company shall issue each shareholder or authorized representative with voting rights a registration number, seat and a Voting Card bearing the registration number, the shareholder's name, the name of the authorized representative and the number of



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votes corresponding to the shareholder's shares. This Voting Card shall be used to vote on all matters requiring a vote at the General Meeting.

- The General Meeting of Shareholders shall discuss and vote on each matter in the agenda as raised in turn by the Presiding Committee. Shareholders shall vote on each matter using the Voting Card issued, corresponding to each option: agree/disagree/other opinion.

l) Method of vote counting:

After voting on each matter at the General Meeting, the Vote Counting Committee must record and consolidate the number of agree/disagree/other opinion votes for each matter.

m) Conditions for a resolution to be passed:

- For decisions to be passed at the General Meeting, at least 65% of total shareholders attending the meeting must vote in favour, as prescribed in Clause 1, Article 21 of the Charter;

- The election of BOD members must comply with Clause 3, Article 148 of the Law on Enterprises;

- For decisions on remaining matters not covered above, approval requires more than 50% of total votes of all shareholders attending the meeting with voting rights, as prescribed in Clause 2, Article 21 of the Charter.

n) Announcement of vote counting results:

The vote counting results on total shares agree/disagree/other opinion for each approved matter shall be announced by the Vote Counting Committee immediately after all matters put to the General Meeting for approval have been voted on and vote counting is complete. The vote counting results shall be announced by the Chairperson immediately before the close of the meeting.

o) Method of contesting resolutions of the General Meeting of Shareholders: as prescribed in Article 24 of the Charter and Clauses 2 and 3, Article 152 of the Law on Enterprises.

p) Preparation of General Meeting of Shareholders minutes:

- The Secretariat of the General Meeting, nominated by the Presiding Committee and approved by the General Meeting, is responsible for recording the full proceedings of the General Meeting, preparing the minutes and having them approved by the Presiding Committee at the meeting.

- Minutes shall be prepared in Vietnamese (and may be translated into English when posted on the Company's website). Minutes must contain the contents prescribed in Article 23 of the Charter.

- The Secretary of the General Meeting must read the draft minutes at the General Meeting for attending shareholders to approve, after which the secretariat confirms and presents them to the Chairperson for signing.



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- The Chairperson and Secretary of the General Meeting shall bear joint responsibility for the truthfulness and accuracy of the minutes.

- The General Meeting minutes, together with the list of registered shareholders, Voting Cards, vote counting minutes, the full text of resolutions passed at the General Meeting, documents sent with the invitation and documents distributed at the General Meeting must be retained in accordance with regulations.

q) Publication of General Meeting of Shareholders Resolutions:

- The General Meeting minutes/Resolutions must be published on the Company's website within twenty-four (24) hours of the close of the meeting.

- The Company must organize disclosure of information on the General Meeting of Shareholders in accordance with public disclosure regulations under applicable securities laws and regulations on the securities market.

3. Order and procedures for General Meeting of Shareholders meetings passing resolutions by written consultation, comprising the following main contents:

a) Cases where written consultation is and is not permitted: as prescribed in Clause 2, Article 147 of the Law on Enterprises.

b) Order and procedures for passing General Meeting of Shareholders resolutions by written consultation:

- Procedure for written shareholder consultation:

+ The relevant Company department/division prepares and submits the content requiring approval to the Director for approval before submission to the BOD; the Person in Charge of Corporate Governance reviews and advises (if any) the Chairman of the BOD before deciding to organize the consultation.

+ The Chairman of the BOD directs the Company Secretary/or Person in Charge of Corporate Governance to compile and review the relevant content and information to organize a BOD meeting.

+ The BOD meets, reviews and agrees on the matters to be submitted for written shareholder consultation.

+ The Company's investor relations department prepares a document for the information disclosure officer to sign and send to VSD/Stock Exchange to close the shareholder list; after the list of shareholders with voting rights is finalized, the investor relations department prepares and compiles the consultation documents.

+ The Chairman of the BOD signs the written consultation documents; the Company's investor relations department sends the documents and accompanying materials to shareholders on the finalized list.

+ The Company's investor relations department collects shareholder opinion documents; the Chairman of the BOD organizes a vote counting meeting attended by BOD members and shareholders (not holding managerial positions at the



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Company) to supervise the vote counting; the Company Secretary prepares vote counting minutes recording the consultation results for signature by participants.

+ The Company Secretary/or Person in Charge of Corporate Governance prepares the GMS resolution/decision on the consulted matter for the Chairman of the BOD to sign and issue for implementation.

- Format, content requirements for consultation forms, regulations on preparing vote counting minutes, GMS resolutions and information disclosure requirements: as prescribed in Clauses 2, 3, 4, 5, 6 and 7, Article 22 of the Charter.

4. Order and procedures for General Meeting of Shareholders meetings passing resolutions by online conference format, comprising the order and procedures for organizing the meeting and voting on the following matters:

- a) Notice of convening an online General Meeting of Shareholders;
- b) Method of registering to attend an online General Meeting of Shareholders;
- c) Authorization of a representative to attend an online General Meeting of Shareholders;
- d) Conditions for conducting the meeting;
- e) Form of passing resolutions of the online General Meeting of Shareholders;
- f) Method of online voting;
- g) Method of online vote counting;
- h) Announcement of vote counting results;
- i) Preparation of General Meeting of Shareholders minutes;
- k) Publication of General Meeting of Shareholders Resolutions.

5. Order and procedures for General Meeting of Shareholders meetings passing resolutions by in-person combined with online conference format, comprising the order and procedures for organizing the meeting and voting on the following matters:

- a) Notice of convening the General Meeting of Shareholders;
- b) Method of registering to attend the General Meeting of Shareholders;
- c) Authorization of a representative to attend the General Meeting of Shareholders;
- d) Conditions for conducting the meeting;
- e) Form of passing resolutions of the General Meeting of Shareholders;
- f) Method of voting;
- g) Method of vote counting;
- h) Announcement of vote counting results;
- i) Preparation of General Meeting of Shareholders minutes;
- k) Publication of General Meeting of Shareholders Resolutions.



Article 3. Board of Directors

1. Role, rights and obligations of the Board of Directors, and responsibilities of BOD members: as prescribed in Article 27 of the Charter.

2. Nomination, candidacy, election, dismissal and removal of members of the Board of Directors, comprising the following main contents:

a) Term of office and number of BOD members: as prescribed in Clauses 1 and 2, Article 26 of the Charter;

b) Structure, criteria and conditions of BOD members:

Structure of BOD members as prescribed in Clause 3, Article 26 of the Charter; criteria and conditions of BOD members as prescribed in Clause 4, Article 26 and Clauses 1 and 2, Article 155 of the Law on Enterprises;

c) Nomination and candidacy for BOD members: as prescribed by applicable law and Article 25 of the Charter;

d) Method of electing BOD members: as prescribed in Clause 3, Article 148 of the Law on Enterprises;

e) Cases of dismissal, removal and addition of BOD members: as prescribed in Article 160 of the Law on Enterprises;

f) Notification of election, dismissal and removal of BOD members:

- Notification of election of BOD members: The BOD organizes the procedure to send notice of invitation to the General Meeting of Shareholders and posts on the Company's website the draft election regulations, election forms and list of BOD candidates with their résumés for shareholders' reference when voting at the General Meeting (if the list has been finalized).

- Notification of dismissal/removal of BOD members: The BOD holds a meeting and issues a resolution proposing the General Meeting of Shareholders to dismiss/remove BOD members; then proceeds with the procedure to send notice of invitation to the General Meeting of Shareholders to vote on the dismissal and elect replacement BOD members.

g) Method of introducing BOD candidate nominees:

As prescribed in Clause 1, Article 25 of the Charter.

The Company must ensure shareholders can access information on the companies where candidates hold BOD membership, other managerial positions, and the candidate's interests related to the Company (if any).

- Shareholders or groups of shareholders holding ordinary shares as prescribed in Clause 2, Article 25 of the Charter are entitled to nominate BOD candidates in accordance with the Law on Enterprises and the Company's Charter.

- If the number of BOD candidates through nominations and candidacies remains insufficient as required, the incumbent BOD may introduce additional candidates or organize nominations in accordance with the Charter. Any introduction



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of additional candidates by the BOD must be clearly announced before the General Meeting of Shareholders votes to elect BOD members in accordance with applicable law.

h) Election, removal and dismissal of the Chairman of the Board of Directors: as prescribed in Clauses 1, 4 and 5, Article 29 of the Charter.

3. Remuneration and other benefits of BOD members: as prescribed in Article 28 of the Charter.

4. Order and procedures for organizing Board of Directors meetings, comprising the following main contents:

a) Minimum number of meetings per month/quarter/year: as prescribed in Clauses 1 and 2, Article 30 of the Charter;

b) Cases requiring convening an extraordinary BOD meeting: as prescribed in Clause 3, Article 30 of the Charter, or when the BOD considers it necessary to carry out the Company's production and business activities;

c) BOD meeting notice (including time, venue, agenda, matters for discussion and decision):

The Chairman of the BOD or the convening person (as prescribed in Clauses 5 and 6, Article 30 of the Charter) is responsible for directing the Person in Charge of Corporate Governance/Company Secretary to prepare files/documents (including meeting agenda, time, venue, related documents and ballot forms for BOD members unable to attend), and to sign and send meeting invitations to BOD members;

d) Conditions for conducting a BOD meeting: as prescribed in Clause 7, Article 30 of the Charter;

e) Method of voting: as prescribed in Clauses 8 and 9, Article 30 of the Charter;

f) Method of passing BOD resolutions: recorded and read out by the Company Secretary for BOD approval, then signed and issued by the Chairman as prescribed in Clause 11, Article 30 of the Charter;

g) Authorization for another person to attend a BOD meeting on behalf of a BOD member: as prescribed in Clause 10, Article 30 of the Charter;

h) Preparation of BOD meeting minutes:

Recorded and read out by the Company Secretary for approval by all BOD members who then sign and issue in accordance with Article 158 of the Law on Enterprises;

i) Cases where the chairperson and/or secretary refuses to sign the BOD meeting minutes:

If the chairperson or minute-taker refuses to sign the meeting minutes, such minutes shall have legal effect if signed by all other BOD members who attended the meeting and contain all the contents prescribed in Points a, b, c, d, e, f, g and h, Clause 2, Article 158 of the Law on Enterprises. The meeting minutes must clearly record



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the refusal of the chairperson or minute-taker to sign. Persons who sign the meeting minutes bear joint responsibility for the accuracy and truthfulness of the BOD meeting minutes;

k) Notification of BOD resolutions and decisions:

- BOD Resolutions shall be issued within the Company for implementation and sent to BOD members in accordance with the Charter;

- BOD Resolutions shall be disclosed in cases prescribed by the Law on Securities and circulars guiding information disclosure for public companies and listed organizations.

- Archiving/issuance of BOD files:

+ The BOD Secretary retains 01 original set (all related files);

+ The Company Office records department retains 01 original set comprising the minutes/resolution and necessary accompanying files;

+ Relevant units/departments receive and retain copies related to their rights and obligations in implementing the contents of the BOD resolution/minutes.

5. Audit Committee under the Board of Directors:

a) Rights and obligations of the Audit Committee: as prescribed in Article 38 of the Charter;

b) Candidacy and nomination of Audit Committee members: as prescribed in Article 36 of the Charter;

- The term of the Audit Committee corresponds to the term of the Board of Directors, accordingly the term of Audit Committee members shall not exceed five (05) years;

- Number, criteria and structure of the Audit Committee: as prescribed in Article 37 of the Charter;

c) Activities of the Audit Committee: as prescribed in Articles 39 and 40 of the Charter.

6. Subcommittees under the Board of Directors (if any):

The establishment and operation of subcommittees under the Board of Directors (if any) shall comprise the following main contents:

a) Role, responsibilities and authority of subcommittees under the Board of Directors and each member of the subcommittee: as prescribed in Article 31 of the Charter and as specifically stipulated in the BOD's establishment decision;

b) Activities of subcommittees under the Board of Directors: established by designation arising from the Company's governance needs when the production and business operating model expands and the BOD considers it necessary to establish such subcommittees to assist the BOD in directing and controlling the Company's core activities.



7. Selection, appointment and dismissal of the Person in Charge of Corporate Governance, comprising the following main contents:

a) Criteria for the Person in Charge of Corporate Governance:

The Person in Charge of Corporate Governance must have knowledge of applicable law and must not simultaneously work for an independent auditing firm currently auditing the Company's financial statements;

b) Appointment of the Person in Charge of Corporate Governance: considered, selected and decided by the BOD;

c) Cases of dismissal of the Person in Charge of Corporate Governance:

- Upon submission of a resignation letter by the Person in Charge of Corporate Governance;

- When the Person in Charge of Corporate Governance no longer meets the conditions and capacity to perform their duties, or violates the Company's regulations.

d) Notification of appointment/dismissal of the Person in Charge of Corporate Governance: The BOD organizes a meeting to unanimously decide on the appointment/dismissal of the Person in Charge of Corporate Governance and notifies the entire Company and discloses information as required (if any);

e) Rights and obligations of the Person in Charge of Corporate Governance: as prescribed in Clause 3, Article 32 of the Charter.

8. The Board of Directors provides strategic direction, directs and supervises the implementation of information technology applications and digital governance systems in the Company's governance activities, ensuring compliance with the Company's Charter and applicable law.

Article 4. Director

1. Role, responsibilities, rights and obligations of the Director: as prescribed in Section 2, Article 163 of the Law on Enterprises and Clause 4, Article 35 of the Charter.

2. Appointment, dismissal, signing and termination of contracts for the Director:

a) Term of office, criteria and conditions of the Director: 05 (five) years as prescribed in Clause 3, Article 35 of the Charter; criteria and conditions of the Director are subject to the Law on Enterprises and other State regulations;

b) Candidacy, nomination, dismissal and removal of the Director: as prescribed in Clause 5, Article 35 of the Charter;

c) Appointment and signing of labour contract with the Director: The Board of Directors shall appoint one of its members or hire another person as Director in accordance with Clause 1, Article 35 of the Charter; the Chairman of the BOD signs the Director's labour contract;



d) Dismissal and termination of the labour contract with the Director: The Board of Directors may dismiss the Director when a majority of BOD members with voting rights attending the meeting vote in favour and may appoint a new replacement Director;

e) Notification of appointment, dismissal, signing and termination of contract for the Director: information shall be disclosed and notified in accordance with securities laws and the Law on Enterprises;

f) Salary and other benefits of the Director: as prescribed in Article 163 of the Law on Enterprises.

Article 5. Other activities

1. Coordination of activities between the Board of Directors and the Director, comprising the following main contents:

a) Procedures and order for convening meetings, sending meeting notices/invitations, recording minutes and notifying meeting results between the Board of Directors and the Director: similar to the regulations on BOD minutes under Article 158 of the Law on Enterprises. Meeting results shall be recorded and approved in meeting minutes signed by attending members (members with voting rights) and sent by the Secretary to all BOD members and the Director; information shall additionally be disclosed (if any) in accordance with the Law on Securities;

b) Notification of BOD resolutions and decisions to the Director: Meeting resolutions shall be prepared by the Secretary based on the meeting conclusions and issued upon signature by the Chairman of the BOD, then sent to the Director as required; information shall additionally be disclosed and notified (if any) in accordance with securities laws and the Law on Enterprises;

c) Cases in which the Director and Audit Committee request convening a BOD meeting and matters requiring BOD consultation:

- Matters relating to content requiring BOD/GMS approval within the defined scope for implementing the Company's activities;

- When the Audit Committee discovers an irregularity in the Company's production and business activities, or signs of violation of regulations by a BOD member, the Director or other managers of the Company.

d) Reports of the Director to the Board of Directors on the performance of assigned duties and authority: the Director must report to the BOD on the results of performing assigned duties and authority;

e) Review of the implementation of resolutions and other authorization matters of the Board of Directors with respect to the Director: the results of implementation shall be reported by the Director at the regular quarterly meetings throughout the year;

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f) Matters the Director must report, provide information on, and the method of notification to the Board of Directors: monthly production and business results and other information as required;

g) Coordination of control, management and supervision activities among BOD members and the Director in accordance with their specific assigned duties.

2. Regulations on annual assessment of commendation and discipline for BOD members, the Director and other business managers:

- For BOD members who are representatives designated by capital-owning organizations: in accordance with the capital representative management regulations of such organization and in accordance with the Charter, salary regulations and other internal regulations of the Company;

- For other BOD members and the Director/other business managers: implemented in accordance with applicable law, the Charter, salary regulations and other internal regulations of the Company.

Article 6. Effect and enforcement

1. These Regulations comprise 06 Articles and 12 pages, unanimously passed on April , 2026 pursuant to Article ... of the Resolution of the 2026 Annual General Meeting of Shareholders. In the course of implementation, if new issues arise that require amendment or supplementation of the Regulations to comply with applicable law and the actual operating situation of the Company, the Company's Director may submit the matter to the BOD for consideration and decision.

2. These Regulations take effect from the date of issuance, replacing the Internal Corporate Governance Regulations issued in 2025 pursuant to the Resolution dated April 24, 2025 of the 2025 Annual General Meeting of Shareholders.

3. Members of the BOD, the Management Board, Heads of departments/divisions and heads of units under the Company are responsible for guiding and organizing the implementation of these Regulations for all staff and employees.

Recipients:

- As referred to in Clause 3, Article 6;
- Save: Office, BOD.

ON BEHALF OF THE BOARD OF DIRECTORS



Chairman

Pham Cao Son

HOUSING AND URBAN
DEVELOPMENT CORPORATION
**HUDLAND REAL ESTATE
INVESTMENT AND
DEVELOPMENT JOINT STOCK
COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, April , 2026

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

- Pursuant to the Law on Securities dated November 26, 2019; and the Law Amending and Supplementing a Number of Articles of the Law on Securities No. 56/2024/QH15 dated November 29, 2024;

- Pursuant to the Law on Enterprises dated June 17, 2020; and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;

- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP;

- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

- Pursuant to the Charter of HUDLAND Real Estate Investment and Development Joint Stock Company, 16th amendment, dated April , 2026;

- Pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders dated April , 2026;

The Board of Directors hereby issues the Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company.

The Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company comprise the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. Scope of regulation: The Operating Regulations of the Board of Directors set out the organizational and personnel structure, operating principles, authority and obligations of the Board of Directors and its members, in order to operate in accordance with the Law on Enterprises, the Company's Charter and other applicable legal regulations; and establish the working regime, conditions and procedures for



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conducting Board of Directors meetings, working relationships between the Board of Directors and other levels within HUDLAND Real Estate Investment and Development Joint Stock Company; and set out the decentralization and delegation of authority by the Board of Directors to the Director in personnel matters and production and business activities of the Company.

2. Subjects of application: These Regulations apply to the Board of Directors and its members, and govern the relationship between the Board of Directors and the Management Board through the working mechanism between the Board of Directors and the Management Board for the purpose of governing the Company's production and business activities in a manner that is compliant with applicable regulations, efficient and scientific.

Article 2. Operating principles of the Board of Directors

1. The Board of Directors operates on the principle of collective decision-making, in compliance with applicable law, the Company's Charter, the Internal Corporate Governance Regulations, and ensuring the lawful rights and interests of the Company and its shareholders. Members of the Board of Directors bear individual responsibility for their assigned tasks and bear joint responsibility before the General Meeting of Shareholders and before the law for the Board of Directors' Resolutions and Decisions with respect to the Company's development, except for members who voted against.

2. Members of the Board of Directors must coordinate their work and exchange information in handling assigned tasks and in all activities in accordance with the duties assigned by the Board of Directors and the functions, duties and authority prescribed by law and the Company's Charter.

3. The Board of Directors assigns the Director with responsibility for organizing the implementation of the Board of Directors' resolutions and decisions.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors shall have full rights as prescribed by the Law on Securities, relevant laws and the Company's Charter, including the right to be provided with information and documents on the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors shall have the obligations prescribed by the Company's Charter and the following additional obligations:

- a. Perform their duties honestly and diligently in the best interests of the shareholders and the Company;
- b. Attend all meetings of the Board of Directors and express opinions on matters put forward for discussion;
- c. Promptly and fully report to the Board of Directors any remuneration received from subsidiaries, associates and other organizations;

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d. Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries and other companies in which the Company holds more than 50% of charter capital and BOD members and their related persons; and transactions between the Company and companies in which a BOD member was a founding member or manager within the 03 years immediately preceding the transaction;

e. Disclose information when conducting transactions involving the Company's shares in accordance with applicable law.

3. Independent members of the Board of Directors of the Company must prepare an assessment report on the activities of the Board of Directors.

Article 4. Right to be provided with information of members of the Board of Directors

1. Members of the Board of Directors are entitled to request the Director, Deputy Directors and other managers of the Company to provide information and documents on the financial situation and business operations of the Company and its units.

2. Managers who are requested to provide information must do so promptly, fully and accurately. The order and procedures for requesting and providing information shall be governed by the Company's Charter.

Article 5. Term of office and number of members of the Board of Directors

As prescribed in Article 26 of the Company's Charter.

Article 6. Criteria and conditions for members of the Board of Directors

1. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clause 4, Article 25 of the Company's Charter.

2. Independent members of the Board of Directors as prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises must satisfy the following criteria and conditions:

a. Not currently employed by the Company, its parent company or subsidiaries; and not having been employed by the Company, its parent company or subsidiaries for at least 03 consecutive years prior;

b. Not currently receiving a salary or remuneration from the Company, except for allowances that BOD members are entitled to receive in accordance with regulations;

c. Not having a spouse, biological or adoptive father, biological or adoptive mother, biological or adopted child, or biological sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries;

d. Not directly or indirectly owning at least 1% of the total voting shares of the Company;

e. Not having been a member of the Board of Directors or Board of Supervisors of the Company for at least 05 consecutive years prior, except in cases of consecutive appointment for 02 terms;

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f. Other criteria and conditions as set out in the Company's Charter.

3. An independent member of the Board of Directors must notify the Board of Directors upon no longer satisfying the criteria and conditions prescribed in Clause 2 of this Article, and shall automatically cease to be an independent BOD member from the date such criteria and conditions are no longer met. The Board of Directors must notify this at the nearest General Meeting of Shareholders or convene a General Meeting to elect an additional or replacement independent BOD member within 06 months of receiving the relevant notification.

Article 7. Chairman of the Board of Directors

As prescribed in Article 29 of the Company's Charter.

Where deemed necessary, the Board of Directors may decide to appoint a Company Secretary. The Company Secretary shall have rights and obligations as prescribed in Clause 4, Article 32 of the Company's Charter.

Article 8. Dismissal, removal, replacement and addition of members of the Board of Directors

1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

- a. The member no longer meets the criteria and conditions prescribed in Article 155 of the Law on Enterprises;
- b. The member submits a resignation letter which is accepted;
- c. The member is no longer authorized by the Company's shareholders to act as their authorized representative to manage the shareholder's contributed capital in the Company (applicable to members who joined the BOD upon nomination/introduction by a capital-managing authorized representative of a shareholder).

2. The General Meeting of Shareholders shall remove a member of the Board of Directors who has not participated in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure.

3. Where deemed necessary, the General Meeting of Shareholders may decide to replace a member of the Board of Directors, or to dismiss or remove a BOD member in cases other than those specified in Clauses 1 and 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional BOD members in the following cases:

- a. The number of BOD members has decreased by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting within 60 days from the date the number of members decreased by more than one-third;
- b. The number of independent BOD members has decreased below the ratio required under Point b, Clause 1, Article 137 of the Law on Enterprises;

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c. Except for cases under Points a and b of this Clause, the General Meeting of Shareholders shall elect a new member to replace any dismissed or removed BOD member at the nearest meeting.

Article 9. Procedures for election, dismissal and removal of members of the Board of Directors

1. Shareholders or groups of shareholders holding 10% or more of total ordinary shares are entitled to nominate candidates for the Board of Directors, as follows:

a. Ordinary shareholders forming a group to nominate BOD candidates must notify other attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b. Based on the number of BOD members, the shareholder or group of shareholders referred to in this Clause is entitled to nominate one or more persons as BOD candidates as decided by the General Meeting. If the number of candidates nominated by a shareholder or group of shareholders is fewer than the number they are entitled to nominate, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. If the total number of BOD candidates through nomination and candidacy remains insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations and the Operating Regulations of the Board of Directors. Any introduction of additional candidates by the incumbent BOD must be clearly announced before the General Meeting votes to elect BOD members in accordance with applicable law.

3. The election of BOD members must be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to their total shares multiplied by the number of BOD members to be elected, and may concentrate all or part of their votes on one or more candidates. Elected BOD members are determined by vote count from highest to lowest, starting from the candidate with the highest votes until the number of members required by the Company's Charter is reached. If two or more candidates receive the same number of votes for the last BOD position, a re-vote shall be held among those tied candidates, or selection shall be made in accordance with the election regulations or the Company's Charter.

4. The election, dismissal and removal of BOD members shall be decided by the General Meeting of Shareholders by ballot.

Article 10. Notification of election, dismissal and removal of members of the Board of Directors

As prescribed in Clause 1, Article 25 of the Company's Charter.

Chapter III BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

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As prescribed in Article 27 of the Company's Charter.

The Board of Directors passes resolutions and decisions by vote at meetings, by written consultation or by other forms as provided in the Company's Charter. Each member of the Board of Directors has one vote.

If a resolution or decision passed by the Board of Directors is contrary to applicable law, the resolution of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, the members who voted in favour of such resolution or decision shall bear joint and several personal liability therefor and must compensate the Company for damages; members who voted against such resolution or decision shall be exempt from liability. In such case, shareholders of the Company are entitled to request the Court to suspend the implementation of or annul such resolution or decision.

The Board of Directors provides strategic direction, directs and supervises the implementation of information technology applications and digital transformation in corporate governance, management and oversight activities in order to enhance governance efficiency, information transparency and alignment with the Company's development strategy.

Article 12. Duties and authority of the Board of Directors in approving and entering into contracts and transactions

1. The Board of Directors approves contracts and transactions with a value of less than 35%, or transactions that result in a total transaction value within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements, or another smaller ratio or value as prescribed in the Company's Charter, between the Company and any of the following parties:

- Members of the Board of Directors, the Director, other managers and their related persons;
- Shareholders and authorized representatives of shareholders holding more than 10% of total ordinary shares of the Company and their related persons;
- Enterprises related to the parties specified in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Company entering into the contract or transaction must notify BOD members of the related parties to the contract or transaction and enclose the draft contract or key terms of the transaction. The Board of Directors shall decide on approval of the contract or transaction within 15 days of receiving notification; BOD members with interests related to the parties to the contract or transaction shall not have the right to vote.

Article 13. Responsibilities of the Board of Directors in convening extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of the Company's Charter.



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2. Convening an extraordinary General Meeting of Shareholders: As prescribed in Clause 4, Article 14 of the Company's Charter.

3. The person convening the General Meeting of Shareholders must carry out the tasks prescribed in Clause 2, Article 18 of the Company's Charter.

Article 14. Subcommittees assisting the Board of Directors.

As prescribed in Article 31 of the Company's Charter.

Chapter IV

BOARD OF DIRECTORS MEETINGS

Article 15. Board of Directors meetings

As prescribed in Article 30 of the Company's Charter.

Board of Directors meetings may be held in person, online or in a hybrid format through digital platforms in accordance with applicable law and the Company's Charter.

Article 16. Minutes of Board of Directors meetings

1. All Board of Directors meetings must be recorded in minutes and may be audio-recorded, video-recorded or stored in other electronic forms. Minutes of Board of Directors meetings, documents used at meetings and voting opinions of BOD members may be prepared, signed, confirmed and stored in electronic form through digital systems and platforms in accordance with the law on electronic transactions and relevant laws. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and must contain at least the following main contents:

- a. Name, address of head office, enterprise registration number;
- b. Time and venue of the meeting;
- c. Purpose, agenda and contents of the meeting;
- d. Full name of each member attending or their authorized representative and the method of attendance; full names of absent members and reasons;
- e. Matters discussed and voted on at the meeting;
- f. Summary of each attending member's statements in the order of the meeting proceedings;
- g. Voting results specifying members in favour, against and abstaining;
- h. Matters approved and the corresponding approval vote ratios;
- i. Full name and signature of the chairperson and minute-taker, except as provided in Clause 2 of this Article.

2. If the chairperson or minute-taker refuses to sign the minutes but the minutes are signed by all other BOD members who attended the meeting and contain all the contents prescribed in Points a, b, c, d, e, f, g and h of Clause 1 of this Article, such minutes shall have legal effect.

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3. The chairperson, minute-taker and persons who sign the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.

4. Board of Directors meeting minutes and documents used at meetings must be retained at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal effect. In the event of any discrepancy between the Vietnamese and foreign language versions, the Vietnamese version shall prevail.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

1. At the end of each financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a. Report on the Company's business results;
- b. Financial statements;
- c. Report on the assessment of the Company's management and administration.

2. The reports referred to in Clause 1 of this Article and the audit report must be retained at the Company's head office no later than 10 days before the opening of the Annual General Meeting of Shareholders, unless the Company's Charter provides for a longer period. Shareholders who have continuously held shares in the Company for at least 01 year are entitled, personally or together with a licensed lawyer, accountant or auditor, to directly review the reports referred to in this Article.

Article 18. Remuneration, bonuses and other benefits of members of the Board of Directors

As prescribed in Article 28 of the Company's Charter.

Article 19. Disclosure of related interests

Unless the Company's Charter provides for stricter requirements, the disclosure of interests and related persons of the Company shall be carried out as follows:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

- a. Name, enterprise registration number, head office address, business lines of any enterprise in which they hold contributed capital or shares; the proportion and date of such ownership;
- b. Name, enterprise registration number, head office address, business lines of any enterprise in which their related persons jointly or individually hold contributed capital or shares exceeding 10% of charter capital.

2. The declaration referred to in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or

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supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. A BOD member acting in their own name or on behalf of another person to carry out any work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only proceed when approved by a majority of the remaining BOD members; if carried out without disclosure or without the BOD's approval, all income derived from such activity shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationships among members of the Board of Directors

1. The relationship among BOD members is one of coordination; members are responsible for keeping each other informed of relevant matters in the course of handling assigned tasks.

2. In the course of handling tasks, the BOD member primarily responsible must proactively coordinate with other BOD members whose areas of responsibility are involved. If there are differences of opinion among BOD members, the member primarily responsible shall report to the Chairman of the Board of Directors for decision within their authority, or organize a meeting or consultation with other BOD members in accordance with applicable law, the Company's Charter and these Regulations.

3. In the event of reassignment among BOD members, the relevant members must hand over tasks, files and related documents. Such handover must be documented in writing and reported to the Chairman of the Board of Directors.

4. Principles for the Board of Directors' consideration and resolution of matters:

The Board of Directors operates on a collective basis; it meets at least once per quarter to consider and decide on matters within its authority and obligations. For matters not requiring discussion, the Board of Directors may seek written opinions from its members. The Board of Directors may hold extraordinary meetings to address urgent matters at the request of the Chairman of the Board of Directors, or more than 50% of total BOD members, or the Director.

a. For matters to be handled directly by the Board of Directors under Articles 15 and 16 of these Regulations;

b. For matters not handled directly by the Board of Directors, the person delegated or authorized by the Board of Directors shall be responsible for handling such matters in accordance with applicable law and the Company's Charter.

In the course of the Board of Directors' handling of matters, relevant individuals and units are responsible for supplementing files and documents, and clarifying matters that need to be explained in writing at the request of BOD members.

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5. The Chairman of the Board of Directors, in the capacity of Legal Representative, may directly issue Decisions/documents (without organizing a BOD meeting) to direct:

- a. Preparation of quarterly and annual activity plans for the Board of Directors;
- b. Preparation of the agenda, contents and documents for BOD meetings or BOD member consultations;
- c. Convening BOD meetings or organizing consultations with BOD members;
- d. Organization of the implementation of GMS resolutions and of BOD programmes, resolutions and decisions;
- e. Organization of monitoring and evaluation of results against strategic objectives, Company performance, and the Director's management and administration results;
- f. Representing the Company in the capacity of authorized person and Legal Representative.

6. Delegation within the Board of Directors:

a. The Vice Chairman of the Board of Directors (if any) uses the Company's management apparatus, support staff and seal to perform duties in the assigned field or subject area; proposes and reports their views to the Board of Directors for joint discussion and resolution with other BOD members;

b. Full-time BOD members (if any) are assigned by the Board of Directors to monitor and supervise one or more matters within the BOD's authority in specific fields, units or subject areas. Full-time members are responsible for monitoring, following up and supervising work in their assigned fields, units or subject areas; and proposing and reporting their views and opinions to the Board of Directors for joint discussion and resolution with other BOD members;

c. BOD members concurrently serving as Director shall have the following functions and duties:

- Perform the role of managing the Company in accordance with Article 35 of the Company's Charter, and are authorized to use and manage all of the Company's resources to carry out production and business activities in accordance with approved objectives and plans.

- Perform duties under the delegation of the Legal Representative to the Director pursuant to a written authorization instrument in compliance with the Company's Charter and applicable laws.

Article 21. Relationship with the Management Board

1. Regarding direction and implementation of direction:

- In its governance role, the Board of Directors issues resolutions for implementation by the management apparatus, and simultaneously monitors and

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supervises implementation of such resolutions. The Board of Directors governs the Company in accordance with its objectives; the Management Board is responsible for using all of the Company's resources to implement such objectives in compliance with the Company's Charter and applicable laws.

- The Board of Directors meets with the Management Board to hear reports on the Company's operations, the implementation of BOD Resolutions/Decisions/documents, and difficulties encountered in management and production and business administration; and to supervise implementation of BOD Resolutions/Decisions/documents without causing overlap or obstruction to the normal activities of the Company. Where necessary or as part of the annual plan, the Board of Directors establishes working groups to supervise implementation of BOD resolutions/decisions/documents.

- The Chairman of the Board of Directors is entitled to attend, or to delegate the Vice Chairman (or full-time BOD members) to attend, briefing meetings and preparatory meetings for proposals and projects chaired by the Director or Deputy Directors. The Chairman or the BOD representative attending may contribute opinions but shall not chair or conclude such meetings.

- The Director is the person responsible for the day-to-day management of the Company's business operations, under the supervision and direction of the Board of Directors; the Director is responsible to the Board of Directors and to the law for the exercise of assigned rights and obligations. Within the permitted scope, the Director may independently handle matters and bear responsibility for those decisions. The Director may decide on measures beyond their authority in emergency situations but must report in writing to the Board of Directors as soon as practicable and bear responsibility to the Board of Directors for such decisions.

- The Director may refuse to implement and may reserve their own opinion with respect to decisions of the Board of Directors if they determine that such decisions violate the law or are detrimental to the interests of the Company or its shareholders. In such case, the Director must immediately submit a written explanatory report to both the Board of Directors and the Audit Committee.

2. Regarding the exercise of delegation by the Legal Representative:

The Director performs duties as the authorized representative of the Company's Legal Representative; within the permitted scope of authorization, may independently handle matters and bear responsibility for those decisions.

3. Supervision and supervision principles:

- Supervision activities shall be carried out in accordance with applicable law, the Company's Charter and the Company's internal regulations.

- Supervision shall not cause overlap or obstruction to the normal activities of the Company, the subject of supervision or other related parties.

- Methods and content of supervision:

+ Indirect supervision: Through reports from the Director.

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+ Direct supervision: Through thematic or ad hoc supervision plans as circumstances require; the Board of Directors shall direct the establishment of working groups to carry out supervision activities.

Based on information consolidated from the above methods, or upon assignment/authorization by the Chairman of the Board of Directors, BOD members shall carry out their supervisory function and proactively report to the Board of Directors on any matters arising in relation to the content/field or unit assigned to them (if any).

4. Reporting regime:

- On a periodic basis as prescribed by the Charter or in alignment with the reporting cycle required by the Parent Company – Housing and Urban Development Corporation, the Director shall report to the Chairman of the Board of Directors/Legal Representative on the production and business situation, the status of delegated activities, and plans for the next period.

- Ad hoc reporting when required by the Board of Directors or when the Management Board considers it necessary to report due to matters that exceed its authority and/or may risk affecting the objectives set by the Board of Directors.

- Report contents shall be developed on the following principles: fully completing all required report items per template, or as otherwise required; information in reports must be complete, truthful and non-duplicative; within the same reporting period, except for specialized reports, each type of report shall contain only non-duplicative information vis-à-vis other reports so as to avoid data overlap and support systematic archiving; specialized and dedicated reports shall be extracted from the common database to serve specific governance and oversight purposes (if any).

- Reports and data serving governance and oversight purposes may be prepared, consolidated, sent, received and archived through digital systems and platforms, ensuring completeness, truthfulness, timeliness and information security in accordance with applicable law and the Company's internal regulations.

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee is one of coordination. The working relationship between the Board of Directors and the Audit Committee is based on the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their respective duties.

2. Upon receiving inspection minutes or consolidated reports from the Audit Committee, the Board of Directors is responsible for reviewing and directing the relevant departments to develop a plan and implement timely corrective measures.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 23. Effect and enforcement

1. The Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company comprise 07 Chapters, 23 Articles and 12 pages, unanimously passed on April, 2026 pursuant to Article ... of the Resolution of the 2026 Annual General Meeting of Shareholders.

2. These Regulations take effect from the date of issuance.

3. Members of the Board of Directors, the Audit Committee, the Management Board, and Heads of departments and divisions of the Company are responsible for guiding and organizing the implementation of these Regulations.

Recipients:

- As referred to in Clause 3, Article 23;
- Save: Office, BOD.

FOR BOARD OF DIRECTORS

Chairman



Pham Cao Son

