

CÔNG BỐ THÔNG TIN
INFORMATION DISCLOSURE

- Kính gửi:** - ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC
- SỞ GIAO DỊCH CHỨNG KHOÁN HÀ NỘI
- TRUNG TÂM LƯU KÝ CHỨNG KHOÁN VIỆT NAM
- To:** - *STATE SECURITIES COMMISSION OF VIETNAM*
- *HANOI STOCK EXCHANGE*
- *VIETNAM SECURITIES DEPOSITORY & CLEARING CORPORATION*

1. Tên tổ chức/*Name of* : Công ty Cổ phần Tập đoàn NRC/*NRC Corporation*
organization Joint Stock Company

- Mã chứng khoán/*Stock code* : NRC
- Địa chỉ/*Address* : Số 3 Trần Nhật Duật, P. Tân Định, TP. Hồ Chí Minh/
3 Tran Nhat Duat, Tan Dinh Ward, Ho Chi Minh City
- Điện thoại/*Tel* : (84-28) 3622 1399
- E-mail : info@nrc.com.vn

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

a. Công bố thông tin Nghị quyết HĐQT số 14/2026/NQ-HĐQT ngày 23/06/2026 thông qua việc bổ sung nội dung tài liệu họp Đại hội đồng cổ đông thường niên 2026.

Contents of Information Disclosure: Disclosure of Resolution No. 14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors approving the supplementation of agenda items and meeting documents for the 2026 Annual General Meeting of Shareholders.

b. Công bố thông tin về việc ngày 23/06/2026 Công ty nhận đơn từ nhiệm chức danh thành viên Hội đồng quản trị của Bà Nguyễn Thị Hương Giang

Disclosure of Information regarding the Company's receipt of the resignation letter from Ms. Nguyễn Thị Hương Giang from the position of Member of the Board of Directors on 23 June 2026.

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 24/06/2026 tại đường dẫn <https://nrc.com.vn/nha-dau-tu/dai-hoi-dong-co-dong/> This information was published on the company's website on June 24th, 2026 as in the link <https://nrc.com.vn/nha-dau-tu/dai-hoi-dong-co-dong/>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We hereby certify that the information provided is true and we shall be legally responsible for the information disclosed.*

Tài liệu đính kèm/Attached documents:

NQ HĐQT/ BOD Resolution

Tài liệu trình bổ sung/Supplementary docs.

Nơi nhận/ Recipient:

- Như trên/ *As above;*
- Lưu VT/Filed: *VT*

**NGƯỜI ĐƯỢC ỦY QUYỀN CÔNG BỐ THÔNG TIN
PERSON AUTHORIZED TO DISCLOSE
INFORMATION**



TRINH VĂN BẢO

NGHỊ QUYẾT/ RESOLUTION

**V/v: Thông qua việc bổ sung nội dung tài liệu họp trình
Đại hội đồng cổ đông thường niên năm 2026**

*Re: Approval of the supplementary documents for
the 2026 Annual General Meeting of Shareholders*

HỘI ĐỒNG QUẢN TRỊ

CÔNG TY CỔ PHẦN TẬP ĐOÀN NRC

THE BOARD OF DIRECTORS

NRC CORPORATION JOINT STOCK COMPANY

Căn cứ: /Pursuant to:

- Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Luật Chứng khoán số 54/2019/QH14 ngày 26/11/2019;
The Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Điều lệ của Công ty Cổ phần Tập đoàn NRC;
The Charter of NRC Corporation Joint Stock Company;
- Biên bản họp Hội đồng Quản trị Công ty Cổ phần Tập đoàn NRC số 14/2026/BB-HĐQT ngày 23/06/2026.
The Minutes of the Board of Directors of NRC Corporation Joint Stock Company No. 13/2026/BB-HĐQT dated June 23, 2026.

QUYẾT NGHỊ/ RESOLVED

Điều 1. Hội đồng quản trị thống nhất thông qua việc bổ sung, điều chỉnh chương trình và tài liệu trình Đại hội đồng cổ đông thường niên năm 2026 của Công ty, cụ thể như sau:

Article 1. The Board of Directors approves the supplementation and amendment of the agenda and documents to be submitted to the 2026 Annual General Meeting of Shareholders of the Company, specifically as follows:

- Bổ sung các nội dung vào chương trình họp Đại hội đồng cổ đông thường niên năm 2026/ *Supplementation of agenda items for the 2026 Annual General Meeting of Shareholders*
 - Thông qua việc miễn nhiệm và bầu bổ sung thành viên Hội đồng quản trị nhiệm kỳ 2022 – 2027;



Approval of the dismissal and election of a replacement member of the Board of Directors for the term 2022 – 2027;

- Thông qua việc đổi tên Công ty;

Approval of the change of the Company's name;

- Thông qua Kế hoạch tăng vốn điều lệ Công ty năm 2026;

Approval of the Company's charter capital increase plan for 2026;

- Thông qua Phương án chào bán cổ phiếu riêng lẻ cho nhà đầu tư chiến lược;

Approval of the private placement plan of shares to a strategic investor;

- Thông qua chủ trương huy động vốn phục vụ hoạt động đầu tư kinh doanh và bổ sung vốn lưu động;

Approval of the capital raising to serve investment and business activities and supplement working capital;

- Thông qua chủ trương đầu tư các sản phẩm bất động sản;

Approval of the investment in real estate products;

- Thông qua điều chỉnh Tờ trình số 04/2026/TT-HĐQT về mức chi trả thù lao các thành viên Hội đồng quản trị và người phụ trách quản trị Công ty năm 2026.

Approval of the amendment to Submission No. 04/2026/TT-HĐQT regarding remuneration for members of the Board of Directors and the Person in Charge of Corporate Governance for 2026.

- b. Thông qua nội dung bổ sung các tài liệu trình Đại hội đồng cổ đông thường niên năm 2026 / *Approval of supplementary documents to be submitted to the 2026 Annual General Meeting of Shareholders*

- Tờ trình thông qua việc miễn nhiệm và bầu bổ sung thành viên Hội đồng quản trị nhiệm kỳ 2022 – 2027;

Proposal on the dismissal and election of a replacement member of the Board of Directors for the term 2022 – 2027;

- Tờ trình thông qua việc đổi tên Công ty;

Proposal on the change of the Company's name;

- Tờ trình thông qua Kế hoạch tăng vốn điều lệ Công ty năm 2026;

Proposal on the Company's charter capital increase plan for 2026;

- Tờ trình thông qua Phương án chào bán cổ phiếu riêng lẻ cho nhà đầu tư chiến lược;

Proposal on the private placement plan of shares to the strategic investor;

- Tờ trình thông qua chủ trương huy động vốn phục vụ hoạt động đầu tư kinh doanh và bổ sung vốn lưu động;

Proposal on the policy on capital raising for investment and business activities and supplement working capital;

- Tờ trình thông qua chủ trương đầu tư các sản phẩm bất động sản;
Proposal on investment in real estate products;
- Tờ trình số 04/2026/TT-HĐQT về mức chi trả thù lao các thành viên Hội đồng quản trị và Người phụ trách quản trị Công ty năm 2026 (điều chỉnh);
Proposal No. 04/2026/TT-HĐQT about remuneration for members of the Board of Directors and the Person in Charge of Corporate Governance for 2026 (amended version).

Điều 2. Hội đồng quản trị giao Chủ tịch Hội đồng quản trị chỉ đạo việc hoàn thiện hồ sơ ứng viên, tài liệu trình Đại hội đồng cổ đông thường niên năm 2026, thực hiện công bố thông tin theo quy định và tổ chức triển khai các công việc cần thiết để Đại hội đồng cổ đông thường niên năm 2026 được tổ chức theo đúng kế hoạch.

Article 2. The Board of Directors authorizes the Chairman of the Board of Directors to direct the completion of candidate dossiers and documents to be submitted to the 2026 Annual General Meeting of Shareholders, carry out information disclosure in accordance with applicable regulations, and organize the implementation of all necessary tasks to ensure that the 2026 Annual General Meeting of Shareholders is held as planned.

Điều 3. Nghị quyết này có hiệu lực kể từ ngày ký. Các thành viên Hội đồng Quản trị, Ban điều hành, các Đơn vị và các cá nhân liên quan chịu trách nhiệm thi hành Nghị quyết này.

Article 3. This Resolution shall take effect from the date of signing. Members of the Board of Directors, the Management, and relevant departments and individuals of the Company shall be responsible for the implementation of this Resolution.



TM. HỘI ĐỒNG QUẢN TRỊ

ON BEHALF OF THE BOARD OF DIRECTORS

CHỦ TỊCH/CHAIRMAN

Nơi nhận: /Recipients:

- Như trên / As article 3;
- Lưu VPCT/ Company Archives.



LÊ THỐNG NHẬT

PROPOSAL

Re: Approval of the Change of the Company's Name

**To: GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending and supplementing documents;*
- *The Charter on organization and operation of NRC Group Joint Stock Company;*
- *The Resolution of the Board of Directors of NRC Group Joint Stock Company No.14/2026/NQ-HĐQT dated June 23, 2026 approving the contents to be submitted to the General Meeting of Shareholders;*
- *The Company's strategic development orientation for the 2026–2030 period.*

Currently, the Company is operating under the following brand name:

Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN NRC

English name: NRC CORPORATION JOINT STOCK COMPANY

Abbreviated name: NRC CORP

In the new stage of development, the Company is oriented toward focusing its resources on investment, development, and business activities in the real estate sector, while also expanding its operations through an ecosystem of member companies in order to enhance its competitiveness and increase value for shareholders.

In order to align with the above strategic orientation, as well as to enhance brand recognition and expand cooperation opportunities with financial institutions and domestic and foreign investors, the Board of Directors considers that the change of the Company's name is necessary.

The new name will more clearly reflect the Company's core business orientation, long-term development vision, and intended position in the next stage of development, while also creating consistency in the Company's restructuring strategy, brand development, and business expansion.

Based on the above development orientation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the change of the Company's name with the following specific details:

Proposed new name:

- Vietnamese name: **CÔNG TY CỔ PHẦN TẬP ĐOÀN BẤT ĐỘNG SẢN QUỐC GIA**
- English name: **NATIONAL REALTY CORPORATION JOINT STOCK COMPANY**
- Abbreviated name: **NATIONAL REALTY CORPORATION**

The new name clearly reflects the Company's strategic orientation in the new stage of development, while contributing to enhancing brand recognition, expanding investment cooperation opportunities, and increasing the Company's competitiveness in the market.

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following matters:

1. Approval of the change of the Company's name:

Before change	After change
In Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN NRC	In Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN BẤT ĐỘNG SẢN QUỐC GIA
In English: NRC CORPORATION JOINT STOCK COMPANY	In English: NATIONAL REALTY CORPORATION JOINT STOCK COMPANY
Abbreviated name: NRC Corp.	Abbreviated name: NATIONAL REALTY CORPORATION

2. Approval of the adjustment Clause 1 Article 1 the Company's Charter, as follows:

Vietnamese name: **CÔNG TY CỔ PHẦN TẬP ĐOÀN BẤT ĐỘNG SẢN QUỐC GIA**

English name: **NATIONAL REALTY CORPORATION JOINT STOCK COMPANY**

Abbreviated name: **NATIONAL REALTY CORPORATION**

3. Approval of the assignment and authorization to the Company's Board of Directors to carry out matters related to the change of the Company's name, including but not limited to the following:

- Carrying out procedures for amendment of the Enterprise Registration Certificate;
- Amending the Company's Charter to reflect the new name;
- Carrying out other tasks as required by law to complete the change of the Company's name.

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

Recipients:

- As mentioned;
- Company archives.

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



LE THONG NHAT

PROPOSAL

Re: Approval of 2026 Business Plan and the Plan for Profit Distribution

**To: GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of NRC Group Joint Stock Company;
- Pursuant to Resolution No. 01/2025/NQ-GMS dated June 24, 2025 of the 2025 Annual General Meeting of Shareholders;
- Pursuant to Resolution No. 13/2026/NQ-BOD dated June 3, 2026 of the Board of Directors of NRC Group Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2026 business plan and profit distribution plan as follows:

A. BUSINESS PERFORMANCE IN 2025

1. Achievements

In 2025, amid various fluctuations, difficulties and challenges in the economy and the real estate market, and pursuant to the restructuring plan approved by the 2025 Annual General Meeting of Shareholders, the Company operated under its new name, “NRC Group Joint Stock Company”, and expanded its business operations toward a multi-sector model. In implementing this strategy, the Company’s Management focused all efforts on carrying out business solutions to reposition and develop the NRC Group brand in its core business sector as well as in new business lines.

In terms of the real estate business, the management, operation and optimization of investment efficiency were carried out by the Company’s subsidiaries, namely Netland Real Estate Joint Stock Company and NRC Property Investment and Development Joint Stock Company formerly known as Danh Khoi TK Joint Stock Company, through investment cooperation contracts and strategic cooperation agreements with partners who are investors of potential and effective projects such as Welltone Luxury Residence, Dai Nam Residence, etc.

In terms of the food and high-tech agriculture business and the pharmaceuticals and medical supplies business, business activities were implemented through the Company’s subsidiaries, namely NRC High-Tech Agriculture Investment Company Limited (Nagri) and NRC Pharma Company Limited, together with member companies within the ecosystem. To date, these member companies have initially achieved relatively positive results in their business operations.

In 2025, the business performance results of NRC Group Joint Stock Company on a consolidated basis were as follows:

Unit: VND billion

No.	KPIs	2024 Actual	2025 Projected	2025 Actual
1	Total revenue and other income (consolidated)	74.15	959	91.61
2	Profit before tax (consolidated)	(137.28)	25	10.52



Although the Company's business performance in 2025 remained underperformance and did not meet the planned targets, the Company successfully established an ecosystem of companies operating in its target business sectors, thereby creating a favorable foundation for promoting business activities across these sectors, seeking investment and business opportunities, and pursuing the Company's development orientation in 2026 and the coming period.

B. 2026 BUSINESS PLAN

1. Macroeconomic and market conditions

- 2026 is expected to continue to be a period in which Vietnam's economy maintains positive growth momentum, while the investment and business environment is gradually improved through policies supporting the development of the private sector, promoting investment, production and business activities, and completing the legal framework for various key economic sectors.
- In terms of the real estate sector, although the market still faces certain difficulties in terms of liquidity and capital sources, several signs of recovery have emerged in segments driven by genuine demand, projects with complete legal documentation, and areas with a high urbanization rate. This presents both an opportunity for the Company to continue effectively exploiting its existing investment portfolio and favorable conditions for studying investment cooperation and project development opportunities in the coming period.
- In terms of the high-tech agriculture sector, demand for high-quality agricultural products with clear origins and compliance with food safety standards continues to increase in both domestic and international markets. In addition to opportunities for market expansion, the agriculture sector also faces challenges relating to commodity price fluctuations, input costs, and increasingly stringent requirements for product quality, requiring enterprises to continuously enhance their management capacity and develop their value chains.
- In terms of the pharmaceuticals, medical supplies and healthcare sector, people's demand for healthcare continues to increase, alongside the trend of expanding distribution systems and diversifying products. This is a sector with considerable development potential, but it also imposes high requirements in terms of financial capacity, product quality, distribution systems, and the ability to adapt to specialized regulations.

2. 2026 Business Plan

Based on its assessment of the market context, internal capabilities and investment opportunities, the Company's Management has identified the objectives for 2026 as follows: to expand investment opportunities, focus on promoting and expanding the business ecosystem, and enhance the operational efficiency of member companies, thereby creating a foundation for stable and sustainable development in the following years.

In 2026, the Company will continue to restructure its investment portfolio, improve governance efficiency, and optimize resources at its member companies; at the same time, it will accelerate the implementation of projects, cooperation programs and business activities that were prepared in 2025. In the real estate sector, the Company will focus on exploring investment opportunities, project development and distribution activities in line with the market's recovery. In the high-tech agriculture sector, the Company will continue to complete the value chain from production to commercialization, and expand the scale of cooperation with domestic and foreign partners in order to increase output and revenue. In terms of the pharmaceuticals and medical supplies sector, the Company will focus on developing its distribution system, expanding its product portfolio, and enhancing its competitiveness in commercial activities.

2.1. KPIs of business performance:

In 2026, the Company aims to focus on developing its business activities by effectively exploiting existing projects and investments, while expanding its operations in the fields of real estate, high-tech agriculture, pharmaceuticals and medical supplies.

Unit: VND billion

No.	KPIs	2026 Forecast
1	Total revenue and other income (consolidated)	1,200
2	Profit before tax (consolidated)	60

2.2. Development of Investment and Business Activities

- In 2026, the Company will continue to develop its business activities under a multi-sector orientation, on the basis of leveraging the business areas already established within the NRC ecosystem, including real estate, high-tech agriculture, pharmaceuticals, medical supplies and related sectors.

- In terms of the real estate sector, the Company will focus on managing and effectively exploiting its existing project portfolio and investments; at the same time, it will study opportunities for investment cooperation, project development and business activities in line with market conditions and the Company's financial capacity.

- In terms of the high-tech agriculture sector, the Company will continue to promote agricultural product trading, develop raw material areas, and gradually complete the value chain.

- In terms of the pharmaceuticals and medical supplies sector, the Company will continue to expand its partner network, develop markets and strengthen its distribution system.

- In parallel with effectively exploiting existing resources, the Company will proactively study opportunities for investment cooperation, project acquisition, corporate M&A or business cooperation with suitable partners in order to expand its scale of operations and enhance its competitiveness.

2.3. Enhancement of Corporate Governance Capacity

- The Company will continue to improve its corporate governance system toward transparency and efficiency; strengthen internal control, risk management and legal compliance across the entire system.

- Investment expansion will be carried out on a prudent basis, in line with the Company's medium- and long-term development strategy, while ensuring efficient capital utilization and risk control.

- The Company will continue to invest in human resources and apply technology in management and operations, thereby gradually enhancing its competitiveness and adaptability to development requirements in the new phase.

- The Company will continue to implement solutions to improve capital efficiency, strengthen cash flow management, accelerate debt collection and restructure investments in order to consolidate its financial capacity.

- In addition, the Company will proactively study capital raising plans suitable to its development needs in each stage; at the same time, it will expand cooperation with financial institutions, strategic investors and capable partners in order to supplement resources for investment and business activities.

2.4. Brand Development

- Continue to strengthen NRC's brand image and position in line with its orientation as a multi-sector investment and development enterprise associated with effective governance and sustainable development.
- Promote brand communication activities linked to business performance, strategic cooperation programs and the activities of member companies; thereby enhancing brand recognition, corporate reputation and the confidence of shareholders, investors, customers and partners.

B. PLAN FOR PROFIT DISTRIBUTION 2026

No.	Item	% of Net Profit
1	Bonus Fund	5% of Net Profit
2	Welfare Fund	1% of Net Profit
3	Development Investment Fund	3% of Net Profit
4	Tentative dividend	No dividend distribution

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2026 Business Plan and the Plan for Profit Distribution and Appropriation to Funds as set out above, and at the same time seeks the General Meeting of Shareholders' support in enabling the Board of Directors to proactively seize opportunities and decide on investment and business plans in order to achieve the highest results and benefits for the Company.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



LE THONG NHAT

PROPOSAL

RE: APPROVAL OF REMUNERATION FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE CORPORATE GOVERNANCE OFFICER IN 2026

**To: THE GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of NRC Corporation Joint Stock Company;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated 23/06/2026 of the Board of Directors of NRC Corporation Joint Stock Company.

In order to ensure the maintenance of governance, supervisory and management activities of the Board of Directors in line with the Company's actual operations in 2026, while maintaining a reasonable balance of operating expenses based on the Company's business plan and operational orientation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the remuneration for members of the Board of Directors and the Corporate Governance Officer in 2026 as follows:

- Chairman of the Board of Directors: VND 450,000,000/month.
- Vice Chairman of the Board of Directors: VND 350,000,000/month.
- Member of the Board of Directors: VND 100,000,000/month.
- Corporate Governance Officer: VND 10,000,000/month.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



LE THONG NHAT

PROPOSAL

Re: The plan of increasing the Company's charter capital in 2026

To: GENERAL MEETING OF SHAREHOLDERS

NRC CORPORATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its implementing, amending and supplementing documents, if any;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated December 6, 2019 and its implementing, amending and supplementing documents, if any;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, providing detailed regulations on the implementation of a number of articles of the Law on Securities, and its amending and supplementing documents, if any;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors of NRC Corporation Joint Stock Company;
- Pursuant to the Charter of NRC Corporation Joint Stock Company.

The Board of Directors ("BOD") of NRC Corporation Joint Stock Company (the "Company") respectfully submits to the Annual General Meeting of Shareholders ("AGM") for consideration and approval the following matters:

1. Report on the implementation of the private placement plan for shares to increase charter capital under Resolution No.02/2025/NQ-ĐHĐCĐ dated October 25, 2025

The Company's General Meeting of Shareholders held on October 25, 2025 issued Resolution No.02/2025/NQ-ĐHĐCĐ dated October 25, 2025 approving the plan for private placement of shares to increase the Company's charter capital. Details are provided in Proposal No.16/2025/TT-HĐQT dated October 25, 2025 of the BOD.

However, due to unfavorable stock market conditions, the Company has not implemented the charter capital increase plan under Proposal No.16/2025/TT-HĐQT dated October 25, 2025. Therefore, the BOD respectfully submits to the AGM for approval the termination of the validity of this content under Resolution No.02/2025/NQ-ĐHĐCĐ dated October 25, 2025.

At the same time, the BOD respectfully submits to the AGM for consideration and approval the 2026 charter capital increase plan through private placement of shares to strategic investors, with the detailed contents set out below.

2. Approval of the plan of increasing charter capital through private placement of shares as follows:

- Increase the charter capital by an additional VND 1,000,000,000,000 through private placement of shares to strategic investors in accordance with the plan stated in Proposal No.06/2026/TT-HĐQT dated June 26, 2026;
- Implementation period: In 2026 and 2027 after approval by the competent authority;
- Purpose: Details of the purpose of capital use are provided in Proposal No.06/2026/TT-HĐQT dated June 26, 2026.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- *As mentioned;*
- *Company archives.*

ON BEHALF OF THE BOARD OF DIRECTORS



CHAIRMAN *TL*

LE THONG NHAT

PROPOSAL

Re: Approval of the private placement plan of shares to the strategic investor

To: GENERAL MEETING OF SHAREHOLDERS

NRC CORPORATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam 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, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, providing detailed regulations on 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 Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, providing guidance on a number of matters relating to the offering and issuance of securities, public tender offers, share repurchases, registration of public companies and deregistration of public company status, as amended and supplemented by Circular No. 115/2025/TT-BTC dated December 15, 2025;
- Pursuant to the Charter of NRC Corporation Joint Stock Company;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors of NRC Corporation Joint Stock Company
- The Company's capital raising demands for its business operations and development strategy.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the plan for private placement of shares to strategic investors with the following contents:

I. PURPOSE OF ISSUANCE

Entering the 2026–2030 period, together with the recovery trend of the real estate market and the improvement of the investment and business environment, the Company is oriented toward focusing on the following key objectives:

- Continue restructuring capital sources and debts in order to enhance financial capacity, improve cash flows, and optimize the efficiency of capital utilization;



- Seek, acquire, and invest in projects with complete legal status, clear implementation progress, and the ability to generate revenue and profit in the short and medium term;
- Expand the scale of business operations through investment cooperation, project development, and M&A opportunities that are aligned with the Company's development strategy;
- Improve operational efficiency, ensure stable employment and income for employees, and at the same time increase enterprise value and shareholders' interests.

In order to achieve the above objectives, strengthening the Company's financial capacity through a private placement of shares is necessary and consistent with the Company's development strategy in the coming period. The proceeds raised are expected to be used to supplement capital for investment activities, expand the project portfolio, restructure capital sources, and enhance the Company's financial capacity.

The implementation of the private placement plan will not only enable the Company to proactively secure resources for its future development plans, but also create a foundation for expanding its scale of operations, enhancing its competitiveness, and increasing enterprise value. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the private placement plan for shares to increase the Company's charter capital, as detailed in this Proposal.

II. PLAN FOR ISSUANCE TO INCREASE CHARTER CAPITAL

1	Issuer	NRC Corporation Joint Stock Company
2	Name of securities	Shares of NRC Corporation Joint Stock Company
3	Securities code	NRC
4	Charter capital before the issuance	VND925,977,620,000
5	Number of shares before the issuance	92,597,762 shares
6	Number of outstanding shares	92,597,762 shares
7	Type of shares	Ordinary shares
8	Par value	VND10,000 per share
9	Issuance method	Private placement of shares to strategic investor(s)
10	Expected number of shares to be offered	100,000,000 shares
11	Value of shares issued at par value	VND 1,000,000,000,000
12	Offering price	VND 10,000 per share
13	Expected list of strategic investors participating in the offering	Thien Hoang Holdings Joint Stock Company, Enterprise Registration Certificate No.0319557620, expected to purchase all shares offered in this issuance
14	Criteria for selecting strategic investors	<ul style="list-style-type: none"> - Having financial capacity; - Having the ability to support the Company in investment and business development activities; - Having a commitment to long-term alignment of interests with the Company; - Satisfying the conditions prescribed by current laws.

15	Transfer restriction	All privately placed shares issued to strategic investors shall be subject to a transfer restriction for at least 03 (three) years from the completion date of the offering, except for cases prescribed by law.
16	Plan for handling undistributed shares	In the event that the strategic investor does not purchase all shares expected to be offered, the General Meeting of Shareholders authorizes the Board of Directors to decide on the distribution of the remaining shares to other strategic investors who satisfy the selection criteria approved by the General Meeting of Shareholders, provided that the selling price is not lower than the offering price approved by the General Meeting of Shareholders and is in accordance with applicable laws.
17	Expected issuance period	In 2026–2027, after the State Securities Commission (“SSC”) issues a notice confirming receipt of the registration dossier for the private placement of shares. The specific timing shall be decided by the Board of Directors.
18	Foreign ownership ratio	The investor participating in the offering is a domestic organization. The implementation of the offering plan will not cause the maximum foreign ownership ratio at the Company to be exceeded in accordance with the law.
19	Depository registration and additional listing	All additionally issued shares shall be registered for depository with the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional listing on the Hanoi Stock Exchange in accordance with the law.



III. PLAN FOR USE OF PROCEEDS FROM THE OFFERING

The entire proceeds from the offering, before deducting issuance expenses, are expected to be used as follows:

No.	Purpose of capital use	Amount	Objective
1	Full settlement of overdue tax liabilities	VND134 billion	Release of tax enforcement measures
2	Bond liabilities	VND160 billion	Eliminate pressure from bond liabilities
3	Repayment of bank loans	VND54 billion	Reduce interest expenses
4	Investment in and acquisition of real estate products, including condominium apartments, commercial and service floor areas, and other products under The Welltone Luxury Residence Project, located at Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City, from VHR Investment Joint Stock Company	VND652 billion	Develop a portfolio of income-generating assets and improve operational efficiency
	Total	VND 1,000 billion	

2. The General Meeting of Shareholders authorizes the Board of Directors to develop a detailed plan for the use of fund from the offering, ensuring the interests of shareholders and compliance with applicable laws. With respect to any temporarily idle funds that have not yet been disbursed in accordance with the detailed plan for use of proceeds approved by the Board of Directors, the Board of Directors shall be entitled to decide to open one or more term deposit contracts to earn interest, in line with the actual disbursement schedule under the plan for use of proceeds.

In the event that the capital raising progress from the offering is slower than the payment schedule under the plan for use of proceeds approved by the General Meeting of Shareholders and the Board of Directors, the Board of Directors shall be entitled to allocate other capital sources of the Company to fulfill payment obligations under the plan for use of proceeds. Thereafter, the proceeds from the offering shall be used to reimburse and offset the due payment obligations arising from the use of the Company's own capital as mentioned above, ensuring compliance with the plan for use of proceeds raised from the offering.

3. In the event that the share offering does not raise sufficient funds for the above-mentioned purposes of capital use, the General Meeting of Shareholders authorizes and assigns the Company's Board of Directors to implement plans to make up the capital shortfall in order to achieve the above purposes as follows: the Company may raise capital from other legitimate sources of capital, including cooperation with financially capable partners, bank loans, loans from organizations, loans from other individuals, and other legitimate sources, to ensure the implementation of the plan as proposed.

IV. AUTHORIZATION TO THE BOARD OF DIRECTORS

Based on the issuance plan approved by the General Meeting of Shareholders, in order to ensure that the implementation of the private placement of shares is carried out promptly and smoothly, the Board of Directors submits to the General Meeting of Shareholders for approval and authorization for the Board of Directors to perform, including but not limited to, the following tasks:

- Develop and approve the detailed issuance plan and select the specific timing for implementation. Decide on amendments, adjustments, and detailed explanations of the above issuance plan as requested by competent state authorities in order to implement this share issuance plan in the best interests of the shareholders and the Company and in accordance with current laws; decide on any adjustment, change, or supplement to the plan for use of proceeds from the offering where the value of such change is less than 50% of the proceeds from the offering; and select the implementation plan and disbursement timing suitable to the Company's plan in order to ensure the best interests of the shareholders and the Company. Any change to the plan for use of proceeds must be reported to the General Meeting of Shareholders at the nearest meeting;
- Select the appropriate offering time to conduct the share offering after the State Securities Commission issues a written notice confirming receipt of the Company's complete registration dossier for the private placement of shares to strategic investors, ensuring compliance with applicable laws;
- Proactively prepare and approve the detailed offering dossier and provide explanations for the registration dossier for the offering to be submitted to the State Securities Commission and other competent authorities. At the same time, proactively amend and adjust the Offering Plan and relevant dossiers as requested by the State Securities Commission and other competent authorities, in accordance with the law and the Company's Charter, and report to the General Meeting of Shareholders at the nearest meeting;

- Organize the selection of strategic investors and execute contracts, documents, and other materials related to the issuance;
- Carry out the additional registration of the additionally offered shares with the Vietnam Securities Depository and Clearing Corporation, and the additional listing of such shares on the Stock Exchange for the entire number of shares additionally offered according to the offering results;
- Amend and supplement the Company's Charter on organization and operation in relation to the change in shares and charter capital corresponding to the number of shares and the proceeds received, calculated at par value, from the offering, and register changes to the contents of the Enterprise Registration Certificate in accordance with regulations;
- Carry out all other necessary legal procedures as required by competent state authorities to complete the share issuance under this plan, in accordance with the law and the Company's Charter;
- The Board of Directors may assign or authorize the Chairman of the Board of Directors and/or the General Director to perform one or several of the authorized tasks mentioned above.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- *As mentioned;*
- *Company archives.*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



LE THONG NHAT



PROPOSAL

Re: Investment in Real Estate Products

To: GENERAL MEETING OF SHAREHOLDERS NRC CORPORATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its implementing, amending and supplementing documents, if any;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated December 6, 2019 and its implementing, amending and supplementing documents, if any;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, providing detailed regulations on the implementation of a number of articles of the Law on Securities, and its amending and supplementing documents, if any;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors of NRC Corporation Joint Stock Company;
- Pursuant to the Charter of NRC Corporation Joint Stock Company.

Pursuant to the investment in real estate products approved by the General Meeting of Shareholders of NRC Corporation Joint Stock Company (“NRC”) under Resolution of the General Meeting of Shareholders No.02/2025/NQ-ĐHĐCĐ dated October 25, 2025, the Board of Directors (“BOD”) respectfully submits to the General Meeting of Shareholders for consideration and approval the continued investment in products under real estate projects, specifically as follows:

1. Approval of the investment in and acquisition of real estate products

In order to achieve the objective of investing in new projects that have completed legal procedures and are ready for sales implementation, thereby generating stable and prompt revenue, the BOD submits for shareholders’ approval of the investment in and acquisition of real estate products, including condominium apartments, commercial and service floor areas, and other products under The Welltone Luxury Residence Project, located at Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City, as follows:

- Project name: The Welltone Luxury Residence Project, located at Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City;
- Investor: VHR Investment Joint Stock Company;
- Project location: Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City, Khanh Hoa Province, now Nha Trang Ward, Khanh Hoa Province;
- Expected total investment and acquisition value: VND 1,000 billion;
- Investment products: Condominium apartments, commercial and service floor areas, and other products under the project;
- Capital source: Fund raised from the private placement of shares in 2026 and other capital sources of the Company.

2. Approval of transactions for the purchase and sale of products under real estate projects with internal persons and related persons of internal persons

In order to implement the above investment, the BOD seeks shareholders' approval for the following matters:

- a. Approval of contracts for the purchase and sale of goods and services between NRC and VHR Investment Joint Stock Company, of which Mr. Le Thong Nhat, Chairman of the BOD of NRC Corporation Joint Stock Company, is concurrently the Chairman of the BOD of VHR Investment Joint Stock Company.
- b. Conditions for implementation of the transactions: The transactions shall comply with regulations on eligible transaction subjects and permitted transactions under the Law on Enterprises, the Law on Securities, and other relevant legal regulations.
- c. Contract value: Based on the actual amounts incurred. The parties may enter into one or more contracts in accordance with actual needs. The expected total value of the contracts to be signed is VND 1,000 billion.
- d. Draft of Principle Agreement: Attached to this Proposal.

The General Meeting of Shareholders authorizes the Board of Directors to direct the General Director to organize the implementation of and carry out all procedures related to the above investment transaction, including but not limited to negotiating, selecting investment products, deciding the purchase price of each product, signing the Principle Agreement, sale and purchase contracts, contract appendices, dossiers, documents, and other relevant papers in accordance with the law and the Company's Charter.

The General Meeting of Shareholders also authorizes the Board of Directors to consider and decide on adjustments to the total value of the contracts and transactions to be signed in order to suit the actual implementation situation, provided that the adjusted total value shall not exceed 120% of the total investment value approved by the General Meeting of Shareholders.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- *As mentioned;*
- *Company archives.*

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



LE THONG NHAT

PROPOSAL

Re: Approval of the Capital Raising Plan for Business Operations and Working Capital Supplement

**To: GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

- Pursuant to The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending and supplementing documents;
- Pursuant to The Charter on organization and operation of NRC Corporation Joint Stock Company;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors of NRC Corporation Joint Stock Company;
- The Company's capital needs for its business operations.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the capital raising plan to strengthen the Company's financial capacity and supplement capital for its investment and business activities and working capital, with the following contents:

I. THE NECESSITY OF CAPITAL RAISING FOR FINANCIAL RESTRUCTURING AND BUSINESS OPERATIONS

In the current period, the Company is implementing plans to expand its investment and business activities, seek opportunities to acquire land banks and real estate products, cooperate in investment, and develop potential projects in order to enhance operational efficiency and increase value for shareholders.

In order to ensure sufficient capital for regular business operations, meet payment obligations, maintain liquidity, and proactively secure financial resources for medium- and long-term development plans, the Company needs to raise additional capital from credit institutions, economic organizations, and individuals in accordance with the law.

The capital raising will contribute to enhancing the Company's financial capacity, improving its capital structure, increasing proactiveness in management and operations, and ensuring sufficient resources for the effective implementation of the Company's business plans.

II. CAPITAL RAISING PLAN

1. Purpose of capital raising

The capital raised shall be used to supplement working capital for the Company's production and business activities; meet capital needs for the acquisition of land banks, acquisition of real estate products, investment cooperation, business cooperation contracts (BCC), project development, and investment opportunities aligned with the Company's development strategy; and at the same time strengthen financial capacity, expand the scale of operations, and create resources to implement business plans from time to time.

The specific use of capital shall be decided by the Board of Directors based on the Company's actual needs and in compliance with applicable laws.

2. Capital raising limit

The maximum total capital raising value shall be VND 1,000,000,000,000 (One trillion Vietnamese dong), including all capital raising amounts arising under the plan approved by the General Meeting of Shareholders in this Proposal.

3. Capital providers

Credit institutions, economic organizations, domestic and foreign individuals, and other entities as prescribed by law.

4. Forms of capital raising

Including but not limited to short-term, medium-term, and long-term borrowings; investment cooperation; and other lawful forms of capital raising in accordance with the law.

5. Collateral

Where necessary, the Company may use assets under its lawful ownership or lawful use rights as collateral to secure obligations arising from capital raising activities in accordance with the law.

6. Implementation period

From the date of approval by the General Meeting of Shareholders until the General Meeting of Shareholders adopts another Resolution replacing or amending this plan.

III. AUTHORIZATION TO THE BOARD OF DIRECTORS

- The General Meeting of Shareholders assigns and authorizes the Board of Directors to organize the implementation of the above capital raising plan; decide on the capital providers, value of each capital raising transaction, term, interest rate, security measures, and other transaction conditions in accordance with the Company's actual needs and applicable laws;
- The Board of Directors shall have the right to decide on the use of the Company's assets to secure obligations arising from capital raising activities, if any; execute contracts, agreements, dossiers, and related documents; carry out necessary procedures with competent state authorities; and decide on other matters to complete the capital raising and use of capital in accordance with the contents approved by the General Meeting of Shareholders;
- The Board of Directors shall have the right to delegate or authorize the General Director and/or persons designated by the General Director to perform one or several specific tasks to implement the capital raising plan in accordance with the law and the Company's Charter.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN 



LE THONG NHAT

PROPOSAL

**Re: Approval of the Dismissal and Election of Member of the Board of Directors
for the term 2022–2027**

**To: GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

- Pursuant to The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending and supplementing documents;
- Pursuant to The Charter on organization and operation of NRC Group Joint Stock Company;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated 23 June, 2026 of the Board of Directors of NRC Corporation Joint Stock Company;
- The resignation letter from the position of member of the Board of Directors submitted by Ms. Nguyen Thi Huong Giang

The Board of Directors of the Company for the term 2022–2027 consists of 05 members. On June 23, 2026, the Board of Directors received the resignation letter from Ms. Nguyen Thi Huong Giang as a member of the Board of Directors. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following matters:

1. Approval of the dismissal of a member of the Board of Directors

Based on the resignation letter submitted by Ms. Nguyen Thi Huong Giang as a member of the Board of Directors, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the dismissal of Ms. Nguyen Thi Huong Giang from the position of member of the Board of Directors.

2. Approval of the election of 01 member of the Board of Directors for the term 2022–2027

The Board of Directors respectfully submits to the General Meeting of Shareholders the following matters:

- Approval of the election of 01 (one) member of the Board of Directors at the 2026 Annual General Meeting of Shareholders. The list of candidate(s) is attached.
- Approval of the Regulation on election of members of the Board of Directors at the 2026 Annual General Meeting of Shareholders.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS



CHAIRMAN

LE THONG NHAT

**LIST OF CANDIDATES NOMINATED AND STANDING FOR ELECTION AS MEMBERS OF THE BOARD OF DIRECTORS
OF NRC GROUP JOINT STOCK COMPANY FOR THE TERM 2022–2027**

No.	Full name of candidate	Current position/title (if any)	Position/title nominated for	Professional qualification	Management position at other companies
1	NGO THI NHU PHUONG	None	BOD member	Bachelor of Accounting	General Director of Thien Hoang Holdings Joint Stock Company