

Hanoi, April 24, 2025

RESOLUTION
OF THE GENERAL MEETING OF SHAREHOLDERS
Re: Approving the contents of the 2025 Annual General Meeting of
Shareholders of
HUDLAND Real Estate Investment and Development Joint Stock Company
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY

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;

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;

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company;

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

RESOLVES:

Article 1. Approval of the Board of Directors' 2024 Operating Report; the evaluation report of the independent members of Board of Directors.

The shareholders attending the General Meeting voted to approve the content of the report of the Board of Directors; the evaluation report of the independent members of Board of Directors presented to the General Meeting with the rate of 100% of the total shares of the shareholders attending the General Meeting.

Article 2. Approval of appraisal report of the Board of Supervisors on the Income Statement, financial statements, assessment report on the management and operation of the Company; Report on self-assessment of operation results of the Board of Supervisors in 2024.

The shareholders attending the General Meeting voted to approve the content of appraisal report of the Board of Supervisors on the Income Statement, financial statements, assessment report on the management and operation of the Company; Report on self-assessment of operation results of the Board of Supervisors in 2024 presented to the General Meeting with the rate of 100% of the total shares of the shareholders attending the General Meeting.

Article 3. Approval of the results of the implementation of production and business tasks in 2024 and the production and business plan in 2025 of HUDLAND Company.

The attending shareholders voted at the General Meeting to approve the results of implementation of production and business tasks in 2024 and the production and business plan in 2025 according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders, with a rate of 100% of the total shares of shareholders attending the Meeting.

1. Results of implementing the 2024 production and business plan, with main targets:

+ Business:	26.08 billion dong/13.21 billion dong under the plan, reaching 197% of plan;
+ Development investment:	516.93 billion dong/506.8 billion dong under the plan, reaching 102% of plan;
+ Revenue:	28.96 billion dong/22.46 billion dong under the plan, reaching 129% of plan;
+ Profit before tax:	4.520 billion dong/4.04 billion dong under the plan, reaching 112% of plan;
+ Profits after tax:	3.820 billion dong/2.508 billion dong under the plan, reaching 152% of plan;
+ Payment to the state budget:	472.5 billion dong/344.54 billion dong under the plan, reaching 137% of plan;

2. Production and business plan for 2025, with main targets:

+ Business:	337.5 billion dong
+ Development investment:	1,290.9 billion dong
+ Revenue, other incomes:	260 billion dong
+ Profit before tax:	23.5 billion dong
+ Profits after tax:	18.4 billion dong
+ Payment to the state budget:	811.2 billion dong
+ Expected dividend payment:	5% of charter capital

Article 4. Approval of the audited 2024 financial statements

Shareholders attending the General Meeting voted to approve the Financial Statement for the fiscal year ending December 31, 2024, which was audited and the auditor issued the report on February 28, 2024, according to the Report to the 2025 Annual General Meeting of Shareholders of the Board of Directors, with a ratio of 100% of the total shares of shareholders attending the General Meeting, with the following key figures:

Unit: million dong

Target	Balance at December 31, 2024
Current assets	1,921,529
Non-current assets	101,783

Target	Balance at December 31, 2024
Total assets	2,023,312
Liabilities	1,596,055
Owner's Equity	427,256
+ Capital contributed by the Owner	315,999
+ Development investment fund	80,832
+ Undistributed profit after tax	30,424
- Accumulated undistributed profit after tax until the ending previous period	26,605
- Undistributed profit after tax of current period	3,819
Total funds	2,023,312
Production and business results	
Total Revenue + Other Income	29,731
Accounting profit before tax:	4,520
Profit after tax	3,819

Article 5. Approval of the 2024 profit distribution plan, manager salary fund, remuneration regime of the Board of Directors, Board of Supervisors in 2024, and plan in 2025.

Shareholders attending the General Meeting voted to approve the 2024 profit distribution plan, the salary fund for managers, the remuneration regime of the Board of Directors and the Board of Supervisors in 2024, and the 2025 plan according to the the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders at the rate of 100% of the total shares of shareholders attending the General Meeting, with the following content:

1. Profit distribution plan for 2024

Total distributed profit after tax: 30,424 million dong

+ Remaining profit after tax from previous years: 26,605 million dong

+ Distributed profit after tax in this year (2024): 3,819 million dong

The distribution plan is as follows:

+ Appropriation of bonus fund for managers: 400 million dong

+ Appropriation of employee reward fund: 500 million dong

+ Appropriation of Welfare fund: 500 million dong

+ Cash dividend payment: 15,000 million

dong (dividend in 2022 was approved by the 2023 Annual General Meeting of Shareholders, currently the Company has not distributed).

+ Undistributed profit after tax: 14,025 million dong

2. Salary fund for managers, remuneration of members of the Board of Directors and Board of Supervisors in 2024, plan in 2025.

a) Implementation in 2024

- Total remuneration of part-time members of Board of Directors and Board of Supervisors: 459 million dong/405 million dong under the plan.

+ Average number of part-time managers: 5.5 people

+ Average remuneration: 6.95 million dong/person/month/6.75 million dong under the plan.

- Manager's salary fund: 2,640 million dong/2,412 million dong under the plan.

+ Average number of full-time managers: 5.5 people

+ Average salary: 40 million dong/person/month/33.5 million dong under the plan.

In which: Average salary of full-time members of Board of Directors and Board of Supervisors: 2.5 people; salary fund: 1,234 million dong; average salary: 41.15 million dong/person/month/34 million dong under the plan.

b) Salary plan for 2025:

- Total remuneration of the part-time member of Board of Directors and Board of Supervisors: 448.2 million dong,

+ Number of the part-time member of Board of Directors: 03 people,

+ Average remuneration: 11.2 million dong /person/month,

- Salary fund of the Manager: 4.224 million dong,

+ Number of full-time managers: 07 people,

+ Average salary: 50.286 million dong/person/month,

In which: Salary of the full-time members of the Board of Directors and the Board of Supervisors: 02 people; salary fund: 1.344 million dong; average salary: 56 million dong /person/month,

- Operating expenses of the Audit Committee: 414 million,

Article 6. Approval of the contents implemented by the Board of Directors under the authorization of the 2024 Annual General Meeting of Shareholders and the policy authorized by the General Meeting of Shareholders to the Company's Board of Directors to decide on a number of contents arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025-2026.

Shareholders attending the General Meeting voted to approve the contents implemented by the Board of Directors under the authorization of the 2024 Annual General Meeting of Shareholders and the policy of the General Meeting of Shareholders authorizing the Company's Board of Directors to decide on a number of contents arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025-2026 according to the the Board of Directors' Report for

the 2025 Annual General Meeting of Shareholders with the rate of 100% of the total number of shares of shareholders attending the General Meeting, with the following contents:

1. Results of the work assigned to the Company's Board of Directors by the 2024 Annual General Meeting of Shareholders:

(1) Select an auditing unit with sufficient capacity according to the provisions of the Law to audit the Company's 2024 Financial Statements, reporting the results to the General Meeting of Shareholders at the nearest meeting: Carry out this task, the Board of Directors of the Company has organized the selection; CPA Vietnam Auditing Company Limited was selected as the auditing unit for the Company's 2024 financial statements..

(2) Approve adjustments to financial figures and financial statements according to the conclusions of auditing, inspection, and examination agencies, and decisions of the General Meeting of Shareholders (if any): not implemented due to non-arising.

(3) For new project development: Approve the Board of Directors to research, seek information and decide to participate in bidding to select investors, auction land use rights, joint ventures, cooperation, receive project transfers, contribute capital to establish enterprises to implement projects, receive transfer of shares/capital contributions of project enterprises to implement new investment projects to ensure effective use of capital, report the results to the General Meeting of Shareholders at the nearest meeting: not implemented due to non-arising.

(4) For project investment capital settlement: assign the Board of Directors to approve project settlement for projects under the authority of the General Meeting of Shareholders to decide on investment, and report the results to the General Meeting of Shareholders at the nearest meeting: not implemented due to non-arising.

(5) For the preparation of the capital increase plan and the implementation of necessary documents and procedures to submit for approval the plan to increase the Company's charter capital to VND 550 billion, issuance/offering of shares in accordance with the provisions of law, the Company's charter and relevant regulations: The Company has prepared a charter capital increase plan to submit to the General Meeting of Shareholders by requesting written consent and has been approved by the General Meeting of Shareholders in the resolution dated October 14, 2024. Currently, the Company has completed the first capital increase procedure from VND 200 billion to VND 316 billion and is continuing to carry out the procedures to increase the charter capital from VND 316 billion to VND 550 billion, issuance/offering of shares according to the approved plan.

2. Contents proposed for the General Meeting of Shareholders to assign to the Board of Directors to decide during the implementation of production and business activities between the two General Meetings of Shareholders in 2025 and 2026:

(1) For the selection of an auditing unit for the 2025 annual financial statements: Assign the Board of Directors of the Company to decide on the content of selecting an auditing unit under the authority of the General Meeting of Shareholders arising in the process of implementing production and business activities between the two annual General Meetings of Shareholders in 2025 and 2026. The Board of Directors of HUDLAND Company is responsible for selecting an auditing unit with sufficient capacity according to the provisions of law to audit the Company's 2025 financial statements.

(2) Approve adjustments to financial figures and financial statements as required by auditing, inspection, and examination agencies, decisions of the General Meeting of Shareholders (if any), and report the results to the General Meeting of Shareholders at the nearest meeting.

(3) For new project development: Approve the Board of Directors to research, seek information and decide to participate in bidding to select investors, auction land use rights, joint ventures, cooperation, receive project transfers, contribute capital to establish enterprises to implement projects, receive transfer of shares/capital contributions of project enterprises to implement new investment projects to ensure effective use of capital, report the results to the General Meeting of Shareholders at the nearest meeting:

(4) For the Project on investment in 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: assign the Board of Directors to decide on the adjusted investment project under the authority of the General Meeting of Shareholders on the principle of ensuring that the efficiency is not lower than the approved project efficiency.

(5) For component projects on land belonging to the Project on investment in 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; Project on investment in construction of land lot CC3, New urban area on Le Thai To street, Bac Ninh city, Bac Ninh province: assign the Board of Directors to decide on investment projects under the authority of the General Meeting of Shareholders to ensure effective use of capital, and report the results to the General Meeting of Shareholders at the nearest meeting.

(6) For project investment capital settlement: assign the Board of Directors to approve project settlement for projects under the authority of the General Meeting of Shareholders to decide on investment, and report the results to the General Meeting of Shareholders at the nearest meeting.

Article 7. Approval of adjustment of dividend payment plan for 2022.

The shareholders attending the meeting voted at the General Meeting to approve the transfer of the 2022 cash dividend payment plan according to the Resolution of the 2023 Annual General Meeting of Shareholders to be implemented in 2025 according to the Proposal for the 2025 Annual General Meeting of Shareholders of the Board of Directors, with a ratio of 100% of the total shares of the shareholders attending the General Meeting. The main contents approved are as follows:

- Cash dividend payment: VND 15,000,000,000 (the value of the 2022 cash dividend not yet paid),
- Ratio: 4.75% of charter capital (current charter capital: VND 315,999,610,000).

Article 8. Approval of adjustment of the organizational, governance and control structure model of the company; dismissal of the Board of Supervisors and annulment of the Operating Regulations of the Board of Supervisors.

The shareholders attending the meeting voted to approve model of organizational structure, governance and control of the company; dismissal of the Board of Supervisors and annulment of the Board of Supervisors' Operating Regulations according to the the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders, with the rate of 100% of the total shares of shareholders attending the Meeting, with the following contents:

1. Changes in organizational and management structure of the Company:

Change the Company's management structure according to Point b, Clause 1, Article 137 of the Enterprise Law 2020, including: General Meeting of Shareholders, Board of Directors and Director or General Director, in which at least 20% of the members of the Board of Directors must be independent members and have an Audit Committee under the Board of Directors (Board of Supervisors is not organized).

2. Dismissal of members of the Board of Supervisors and annulment of the Board of Supervisors' Operating Regulations:

Based on the change in organizational and management structure stated above, the current Board of Supervisors of the company for the 2023-2028 term, consisting of the following members, is dismissed:

- (1) Ms. Dang Thanh Binh - Head of Board of Supervisors
- (2) Ms. Nguyen Vu Ngoc Linh - Member of the Board of Supervisors
- (3) Ngo Thi Hanh - Member of the Board of Supervisors

- Annul the Operating Regulations of the Board of Supervisors.

Article 9. Approval of amendments to the Company's charter.

The attending shareholders voted at the General Meeting to approve the amendment of the Company's charter according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders consistent with the actual operating situation (consistent with the current charter capital scale) and consistent with current legal regulations, with a rate of 100% of the total shares of shareholders attending the Meeting.

Article 10. Approval of amendments to the Board of Directors' operating regulations; amendments to the Company's governance regulations:

The attending shareholders voted at the General Meeting to approve the amendment of the Company's Board of Directors' operating regulations according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders in accordance with changes in the Company's management structure and the amended Company Charter and in accordance with the provisions of current Law, with a rate of 100% of the total shares of shareholders attending the General Meeting.

The attending shareholders voted at the General Meeting to approve the amendment of the Company's governance regulations according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders in accordance with changes in the Company's management structure and the amended Company Charter and in accordance

with the provisions of current Law, with a rate of 100% of the total shares of shareholders attending the Meeting.

Article 11. Approval of dismissal and election of additional/replacement members of the Board of Directors.

1. The shareholders attending the meeting voted to approve dismissal of Ms. Nguyen Thanh Huong - member of the Board of Directors according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders, with the rate of 100% of the total shares of shareholders attending the Meeting.

2. The shareholders attending the meeting voted to approve the nomination list and election results to supplement/replace 01 non-executive member of the Board of Directors for the 2023-2028 term as follows:

No.	Full name	Number of elected shares	Total number of participating shares	Rate (%)	Election results
1	TRẦN THỊ HẢI LÝ	23.522.029	24.062.767	97.56%	Elected

Article 12. Implementation provision.

The members of the Board of Directors, Board of Supervisors, Executive Board and all Shareholders of the Company are responsible for implementing this Resolution in accordance with the provisions of the Charter of HUDLAND Real Estate Investment and Development Joint Stock Company and the provisions of current Law.

The Resolution shall take effect from the date of signing.

Recipients

- As article 14;
- State Securities Commission, Securities Depository Center;
- Save at Office, Board of Directors.

FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Chairman of the General Meeting/

Chairman of the Board of Directors



Phạm Cao Sơn

Hanoi, April 24, 2025

MINUTES OF THE MEETING

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Today, at 8:00 a.m. on April 24, 2025, the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company held the 2025 Annual General Meeting of Shareholders at the Hall on the 14th floor, HUDLAND TOWER Building, Lot A-CC7, Linh Dam General Service Area, Hoang Liet Ward, Hoang Mai District, Hanoi City.

1. The General Meeting participants include:

1.1 Guests:

1.1.1 Housing and Urban Development Corporation (HUD):

- Mr. Nguyễn Ngọc Cương – Member of the Standing Committee, Member of the Members' Council of the Housing and Urban Development Investment Corporation
- Along with representatives of the leadership of functional departments of the Corporation;

1.1.2 Representative of independent CPA auditing unit:

- Mr. Nguyễn Phú Hà – Chairman of the Members' Council, General Director of CPA Vietnam Auditing Co., Ltd.;

1.1.3 Representative of Joint Stock Commercial Bank for Investment and Development of Vietnam

- Mr. Lê Kiên Nghị – Deputy Director of BIDV Bank – Hanoi Branch

1.1.4 Representative of PVCombank:

- Mr. Nguyễn Danh Hoàng Long – Director of PVCombank – Hanoi Branch

1.1.5 Along with the delegates representing HUDLAND Company's partner units and the media and press agencies also attended the General Meeting.

1.2 Representative of HUDLAND Company:

1.2.1 Board of Directors, Board of Supervisors of the Company:

- Mr. Phạm Cao Sơn - Chairman of the Board of Directors;
- Ms. Dang Thanh Bình - Head of Board of Supervisors;

With other members of the Board of Directors and Board of Supervisors of the Company.

1.2.2 Shareholders:

Shareholders on the list of shareholders closed on March 27, 2025 of the Vietnam Securities Depository Center, with the total number of participating shares (including authorization) of 24.062.767 shares (accounting for the rate of 76.15 %);

2. Procedures of the General Meeting:



2.1 Report on the results of the verification of the eligibility of Shareholders attending the Meeting:

The Shareholder Eligibility Verification Board was established according to Decision No. 526/QĐ-HĐQT dated April 10th, 2025 of the Board of Directors of HUDLAND Company, including:

- Mr. Hoàng Hiệp – Officer of the Economic Department - Head of Board;
- Mr. Lê Văn Vinh – Officer of the Planning and General Affairs Department - Member;
- Ms. Nguyễn Thị Hồng Nhung – Officer of the Accounting Department - Member;
- Ms. Võ Thu Hằng – Officer of the Administration and Human Resources Department – Member.

The eligibility of the participating Shareholders have been verified and the results are announced as follows: Shareholders presenting in person (or duly authorized representatives) at the General Meeting are: 47 shareholders, these shareholders represent 24.062.767 shares, reaching the rate of 76,15 % of total voting shares according to the list of shareholders closed on March 27, 2025 announced by the Vietnam Securities Depository Center (942 shareholders - owning 31.599.961 ordinary shares); In which:

- Number of shareholders directly attending the meeting: 32 shareholders owning 17.667.956 shares accounting for 55,91% of total shares with voting rights at the General Meeting;
- Number of shareholders authorizing other shareholders to attend the meeting: 15 shareholders owning 6.394.811 shares accounting for 20,24% of total shares with voting rights at the General Meeting.

(Appendix on the list of shareholders and shareholder representatives attending the meeting with the number of shares and the corresponding number of votes attached to the minutes).

Pursuant to the provisions of Clause 1, Article 145 of the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, pursuant to the current Charter of the Company, with the proportion of Shareholders attending the Meeting of over 50% of the total number of shares with voting rights at the above Meeting, the 2025 Annual General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company is eligible to proceed.

2.2 Approval of the Presidium, the General Meeting Secretariat, and the Vote Counting Committee:

Shareholders attending the General Meeting voted to approve the Presidium, Secretariat, and Vote Counting Committee to organize the General Meeting with a vote of approval of 50% of total shares of shareholders attending the meeting as follows:

2.2.1 Presidium:

- Mr. Pham Cao Son - Chairman of the Presidium - Chairman of the Board of Directors
- Mr. Nguyen Thanh Tu - Member - Member of Board of Directors, Director;
- Mr. Vu Tuan Linh - Member - Member of Board of Directors;

2.2.2 Secretariat:

- Mr. Ngo Thai Son - Head of the Board;
- Ms. Ha Thi Thanh Xuan - Member;

2.2.3 Vote Counting Committee:

- Mr. Le Quoc Chung - Head of the Board;
- Mr. Hoang Hiep - Member;
- Mr. Dao Duy Khuong - Member;

2.2.4 Approval of the Agenda and Working Regulations of the 2025 Annual General Meeting of Shareholders

Shareholders attending the General Meeting voted to approve the Agenda and Regulations of the 2025 Annual General Meeting of Shareholders presented by the Organizing Committee to the General Meeting.

The percentage of votes in agreement with the presented agenda and Working Regulations is 24.062.767 shares, reaching the rate of 100% of the total number of shares of the Shareholders attending the meeting.

3. General Meeting Content:

The General Meeting heard the following reports: The 2024 summary financial report audited by Vietnam CPA Company; The Board of Directors' 2024 performance report; The independent Board member's assessment report; Appraisal report of the Board of Supervisors on the Income Statement, financial statements, assessment report on the management and operation of the Company; Report on self-assessment of operation results of the Board of Supervisors; The documents for approval at the General Meeting.

The meeting also seriously discussed the above issues; Some opinions of shareholders are recorded as follows:

- Shareholder 1: Vũ Quang Đăng – Shareholder ID: 800

What is the current status of land clearance for the 8 households in Bình Giang?

+ For the Bình Giang Project, through which information portal can sales product details be referenced?

- Shareholder 2: Nguyễn Hồng Đăng – Shareholder ID: 283

+ What is the planned construction schedule for the CC3 Bắc Ninh Project?

+ Regarding the Yên Bái Projects: Đồng Tâm, Hợp Minh, and Yên Minh – what is the current stage of investment preparation and project development?

- Shareholder 3: Trần Phương Nam – Shareholder ID: 691

+ Given the current volatile stock market, will it affect Hudland's capital increase plan?

+ When is the expected sales launch for the Bình Giang Project?

+ What is the current status of the investment and construction plan for the Đồng Tâm Project?

- Shareholder 4: Bùi Hoàng Nam – Shareholder ID: 02

+ How will the Company respond if the real estate market downturn negatively impacts the sales activities of the Bình Giang Project?

- Shareholder 5: Doãn Nhật Minh – Shareholder ID: 47

+ How will the Corporation implement the plan to repurchase 30% of the products from the Binh Giang Project?

• Shareholder 6: Phạm Hồng Quân – Shares held: 598

+ If Hải Dương and Hải Phòng are merged, how will it affect the real estate market in Hải Dương in general and the Binh Giang Project in particular?

The above opinions were answered by the General Meeting Presidium as follows:

After the entire conference agreed that there were no other opinions, the General Meeting Presidium proceeded to vote and the Vote Counting Committee recorded, implemented and announced the voting results before the General Meeting, each specific issue as follows:

3.1 Approval of the Board of Directors' 2024 Operating Report (Including the evaluation report of the independent members of Board of Directors)

Shareholders attending the General Meeting voted to approve the content of the Board of Directors' report before the General Meeting.

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.

+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.2 Approval of appraisal report of the Board of Supervisors on the Income Statement, financial statements, assessment report on the management and operation of the Company; Report on self-assessment of operation results of the Board of Supervisors in 2024

The shareholders attending the General Meeting voted to approve the content of appraisal report of the Board of Supervisors on the Income Statement, financial statements, assessment report on the management and operation of the Company; Report on self-assessment of operation results of the Board of Supervisors in 2024 presented to the General Meeting.

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.

+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.3 Approval of the results of the implementation of production and business tasks in 2024 and the production and business plan in 2025 of HUDLAND Company.

The attending shareholders voted at the General Meeting to approve the results of implementation of production and business tasks in 2024 and the production and business plan in 2025 according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders as follows:

3.3.1 Results of implementing the 2024 production and business plan, with main targets:

+ Business:	26.08 billion dong/13.21 billion dong under the plan, reaching 197% of plan;
+ Development investment:	516.93 billion dong/506.8 billion dong under the plan, reaching 102% of plan;
+ Revenue:	28.96 billion dong/22.46 billion dong under the plan, reaching 129% of plan;
+ Profit before tax:	4.520 billion dong/4.04 billion dong under the plan, reaching 112% of plan;
+ Profits after tax:	3.820 billion dong/2.508 billion dong under the plan, reaching 152% of plan;
+ Payment to the state budget:	472.5 billion dong/344.54 billion dong under the plan, reaching 137% of plan;

3.3.2 Production and business plan for 2025, with main targets:

+ Business:	337.5 billion dong
+ Development investment:	1,290.9 billion dong
+ Revenue, other incomes:	260 billion dong
+ Profit before tax:	23.5 billion dong
+ Profits after tax:	18.4 billion dong
+ Payment to the state budget:	811.2 billion dong
+ Expected dividend distribution:	5% of charter capital

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.
+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.4 Approval of the audited 2024 Financial Statements

The shareholders attending the meeting voted to approve the audited Financial Statements for the fiscal year ending December 31, 2024, which were issued by the auditor on February 28, 2024, according to the Submission to the 2025 Annual General Meeting of Shareholders of the Board of Directors with the following key figures:

Unit: Million Dong.

Targets	Balance at December 31, 2024
Current assets	1,921,529
Non-current assets	101,783
Total assets	2,023,312
Liabilities	1,596,055
Owner's Equity	427,256
+ Capital contributed by the Owner	315,999
+ Development investment fund	80,832
+ Undistributed profit after tax	30,424
- Accumulated undistributed profit after tax until the ending previous period	26,605
- Undistributed profit after tax of current period	3,819
Total funds	2,023,312
Production and business results	
Total Revenue + Other Income	29,731
Accounting profit before tax:	4,520
Profit after tax	3,819

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.

+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.5 Approval of the 2024 profit distribution plan, manager salary fund, remuneration regime of the Board of Directors, Board of Supervisors in 2024, and plan in 2025.

The attending shareholders voted at the General Meeting to approve the 2024 profit distribution plan; salary fund for managers, remuneration regime of the Board of Directors, Board of Supervisors in 2024, 2025 plan according to the Report to the 2025 Annual General Meeting of Shareholders of the Board of Directors as follows:

3.5.1 Profit distribution plan for 2024

Total distributed profit after tax:	30,424 million dong
+ Remaining profit after tax from previous years:	26,605 million dong
+ Distributed profit after tax in this year (2024):	3,819 million dong

The distribution plan is as follows:

+ Appropriation of bonus fund for managers:	400 million dong
+ Appropriation of employee reward fund:	500 million dong
+ Appropriation of Welfare fund:	500 million dong
+ Cash dividend payment:	15,000 million dong (the dividend in

2022 was approved by the 2023 Annual General Meeting of Shareholders, currently the Company has not distributed),

+ Undistributed profit after tax:	14,025 million dong
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3.5.2 Approval of Salary fund for managers, remuneration of members of the Board of Directors and Board of Supervisors in 2024, plan in 2025, specifically as follows:

a) Implementation in 2024

- Total remuneration of part-time members of Board of Directors and Board of Supervisors: 459 million dong/405 million dong under the plan.

+ Average number of part-time managers: 5.5 people

+ Average remuneration: 6.95 million dong/person/month/6.75 million dong under the plan.

- Manager's salary fund: 2,640 million dong/2,412 million dong under the plan.

+ Average number of full-time managers: 5.5 people

+ Average salary: 40 million dong/person/month/33.5 million dong under the plan.

In which: Average salary of full-time members of Board of Directors and Board of Supervisors: 2.5 people; salary fund: 1,234 million dong; average salary: 41.15 million dong/person/month/34 million dong under the plan.

b) Salary and remuneration plan for 2025:

- Total remuneration of the part-time Board of Directors and the Board of Supervisors: 448.2 million dong,

+ Number of part-time Board of Directors: 03 people,

+ Average remuneration: 11.2 million dong/person/month,

- Salary fund of the Manager: 4.224 million dong,

+ Number of full-time managers: 07 people,

+ Average salary: 50.286 million dong/person/month,

In which: Salary of the full-time Board of Directors and the Board of Supervisors: 02 people; salary fund: 1.344 million dong; average salary 56 million dong/person/month

- Operating expenses of the Audit Committee: 414 million

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.

+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.6 Approval of the contents implemented by the Board of Directors under the authorization of the 2024 Annual General Meeting of Shareholders and the policy assigned by the General Meeting of Shareholders to the Company's Board of Directors to decide on a number of contents arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025-2026.

The attending shareholders voted at the General Meeting to approve the contents that the Board of Directors has implemented under the authorization of the 2024 Annual General Meeting of Shareholders and the policy of the General Meeting of Shareholders assigning the Company's Board of Directors to decide on a number of contents arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025-2026 according to the Report to the 2025 Annual General Meeting of Shareholders of the Board of Directors as follows:

3.6.1 Approval of Results of the work assigned to the Company's Board of Directors by the 2024 Annual General Meeting of Shareholders:

(1) Select an auditing unit with sufficient capacity according to the provisions of the Law to audit the Company's 2024 Financial Statements, reporting the results to the General Meeting of Shareholders at the nearest meeting: Carry out this task, the Board of Directors of the Company has organized the selection; CPA Vietnam Auditing Company Limited was selected as the auditing unit for the Company's 2024 financial statements..

(2) Approve adjustments to financial figures and financial statements according to the conclusions of auditing, inspection, and examination agencies, and decisions of the General Meeting of Shareholders (if any): not implemented due to non-arising.

(3) For new project development: Approve the Board of Directors to research, seek information and decide to participate in bidding to select investors, auction land use rights, joint ventures, cooperation, receive project transfers, contribute capital to establish enterprises to implement projects, receive transfer of shares/capital contributions of project enterprises to implement new investment projects to ensure effective use of capital, report the results to the General Meeting of Shareholders at the nearest meeting: not implemented due to non-arising.

(4) For project investment capital settlement: assign the Board of Directors to approve project settlement for projects under the authority of the General Meeting of Shareholders to decide on investment, and report the results to the General Meeting of Shareholders at the nearest meeting: not implemented due to non-arising.

(5) For the preparation of the capital increase plan and the implementation of necessary documents and procedures to submit for approval the plan to increase the Company's charter capital to VND 550 billion, issuance/offering of shares in accordance with the provisions of law, the Company's charter and relevant regulations: The Company has prepared a charter capital increase plan to submit to the General Meeting of Shareholders by requesting written consent and has been approved by the General Meeting of Shareholders in the resolution dated October 14, 2024. Currently, the Company has completed the first capital increase procedure from VND 200 billion to VND 316 billion and is continuing to carry out the procedures to increase the charter capital from VND 316 billion to VND 550 billion, issuance/offering of shares according to the approved plan.

3.6.2 Contents proposed for the General Meeting of Shareholders to assign to the Board of Directors to decide during the implementation of production and business activities between the two General Meetings of Shareholders in 2025 and 2026:

(1) For the selection of an auditing unit for the 2025 annual financial statements: Assign the Board of Directors of the Company to decide on the content of selecting an auditing unit under the authority of the General Meeting of Shareholders arising in the process of implementing production and business activities between the two annual General Meetings of Shareholders in 2025 and 2026. The Board of Directors of HUDLAND Company is responsible for selecting an auditing unit with sufficient capacity according to the provisions of law to audit the Company's 2025 financial statements.

(2) Approve adjustments to financial figures and financial statements as required by auditing, inspection, and examination agencies, decisions of the General Meeting of Shareholders (if any), and report the results to the General Meeting of Shareholders at the nearest meeting.

(3) For new project development: Approve the Board of Directors to research, seek information and decide to participate in bidding to select investors, auction land use rights, joint ventures, cooperation, receive project transfers, contribute capital to establish enterprises to implement projects, receive transfer of shares/capital contributions of project enterprises to implement new investment projects to ensure effective use of capital, report the results to the General Meeting of Shareholders at the nearest meeting:

(4) For the Project on investment in 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: assign the Board of Directors to decide on the adjusted investment project under the authority of the General Meeting of Shareholders on the principle of ensuring that the efficiency is not lower than the approved project efficiency.

(5) For component projects on land belonging to the Project on investment in 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; Project on investment in construction of land lot CC3, New urban area on Le Thai To street, Bac

Ninh city, Bac Ninh province: assign the Board of Directors to decide on investment projects under the authority of the General Meeting of Shareholders to ensure effective use of capital, and report the results to the General Meeting of Shareholders at the nearest meeting.

(6) For project investment capital settlement: assign the Board of Directors to approve project settlement for projects under the authority of the General Meeting of Shareholders to decide on investment, and report the results to the General Meeting of Shareholders at the nearest meeting.

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.
+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.7 Approval of adjustment of dividend payment plan for 2022.

The attending shareholders voted at the General Meeting to approve the transfer of the 2022 cash dividend payment plan according to the Resolution of the 2023 Annual General Meeting of Shareholders to be implemented in 2025 according to the Proposal of the 2025 Annual General Meeting of Shareholders of the Board of Directors with the following main contents:

- Cash dividend payment: VND 15,000,000,000 (the value of the 2022 cash dividend not yet paid),

- Rate: 4.75% of charter capital (current charter capital: VND 315,999,610,000).

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.
+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.8 Approval of adjustment of the organizational, governance and control structure model of the company; dismissal of the Board of Supervisors and annulment of the Operating Regulations of the Board of Supervisors.

The shareholders attending the meeting voted to approve model of organizational structure, governance and control of the company; dismissal of the Board of Supervisors and annulment of the Board of Supervisors' Operating Regulations according to the the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders as follows:

a) Changes in organizational and management structure of the Company:

Change the Company's management structure according to Point b, Clause 1, Article 137 of the Enterprise Law 2020, including: General Meeting of Shareholders, Board of Directors and Director or General Director, in which at least 20% of the members of the Board of Directors must be independent members and have an Audit Committee under the Board of Directors (Board of Supervisors is not organized).

b) Dismissal of members of the Board of Supervisors and annulment of the Board of Supervisors' Operating Regulations:

Based on the change in organizational and management structure stated above, the current Board of Supervisors of the company for the 2023-2028 term, consisting of the following members, is dismissed:

- (1) Ms. Dang Thanh Binh - Head of Board of Supervisors
- (2) Ms. Nguyen Vu Ngoc Linh - Member of the Board of Supervisors
- (3) Ngo Thi Hanh – Member of the Board of Supervisors

Annul the Operating Regulations of the Board of Supervisors.

Voting results:

- + Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.
- + Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.
- + Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.
- + Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.
- + Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.
- + Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.9 Approval of amendments to the Company's charter.

The attending shareholders voted at the General Meeting to approve the Company Charter (amended and supplemented for the XIVth time) according to the Report to the 2025 Annual General Meeting of Shareholders of the Board of Directors consistent with the actual operating situation (consistent with the current charter capital scale) and consistent with current legal regulations).

Voting results:

- + Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.
- + Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.
- + Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.
- + Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.
- + Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.
- + Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.10 Approval of amendments to the Board of Directors' operating regulations; amendments to the Company's governance regulations:

3.10.1 The shareholders attending the meeting voted to approve the amendment of the Company's Board of Directors' operating regulations according to Report to the 2025 Annual General Meeting of Shareholders of the Company's Board of Directors in accordance with changes in the Company's management structure and the amended Company Charter and in accordance with the provisions of current Law.

Voting results:

- + Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.
- + Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.
- + Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.
- + Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.
- + Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.
- + Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.10.2 The attending shareholders voted at the General Meeting to approve the amendment of the Company's governance regulations according to the Report to the 2025 Annual General Meeting of Shareholders of the Company's Board of Directors in accordance with the change in the Company's management structure and the amended Company Charter and in accordance with the provisions of current Law.

Voting results:

- + Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.
- + Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.
- + Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.11 Approval of dismissal and election of additional/replacement members of the Board of Directors.

3.11.1 Approval of election regulations;

The shareholders attending the meeting voted to approve the election regulations presented before the meeting.

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.

+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.11.2 The attending shareholders voted at the General Meeting to approve the dismissal of Ms. Nguyen Thanh Huong - member of the Board of Directors according to the Proposal for the 2025 Annual General Meeting of Shareholders of the Board of Directors.

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.

+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

3.11.3 The attending shareholders voted at the General Meeting to approve the nomination list and election results to add/replace 01 non-executive member of the Board of Directors for the 2023-2028 term as follows:

No.	Full name	Number of shares elected	Total number of shares participating	Rate (%)	Election results
1	TRẦN THỊ HẢI LÝ	23.522.029	24.062.767	97.56%	Elected

Voting results:

+ Total votes: 24.062.767 votes accounting for 76,15 % of the total number of votes.

+ Total valid votes: 24.062.767 votes accounting for 100% of the total number of votes.

+ Total number of invalid votes: 0 votes accounting for 0% of the total number of votes with voting rights.

+ Total number of Approval votes: 24.062.767 votes accounting for 100% of the total number of votes with voting rights.

+ Total number of Disapproval votes: 0% votes accounting for 0% of the total number of votes with voting rights.

+ Total number of No opinion votes: 0% votes accounting for 0% of the total number of voting shares.

4. Statement of shareholders and acceptance statement of the Board of Directors and Executive Board of the company:

4.1 Statement of the General Director of the Corporation:

Mr. Nguyễn Ngọc Cương – Member of the Standing Committee, Member of the Members' Council of the Housing and Urban Development Investment Corporation:

On behalf of the Corporation, I would like to extend my respectful greetings to all shareholders who have supported Hudland Company throughout the years.

At today's General Meeting of Shareholders, Hudland's leadership has presented comprehensive reports on business targets and plans for 2024 and 2025, as well as adjustments to the Company's governance and control structure. The Corporation fully agrees with and supports the contents of the reports presented at the Meeting.

4.2 Statement of acceptance of the Board of Directors of the Company:

On behalf of the Board of Directors of the Company, I would like to express my sincere thanks to the leadership of the Corporation and our esteemed shareholders. We pledge to make our utmost efforts to achieve the best possible results in the time ahead.

5. Approval of the draft minutes and resolutions of the General Meeting, announcement of the closing of the General meeting.

All of the above contents have been approved by the 2025 Annual General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company vote directly by Voting Card.

The 2025 Annual General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company approved the contents recorded in this minutes with a rate of 100 % of shares with voting rights at the General Meeting.

These minutes and the draft Resolution of the General Meeting were read by the Secretariat before the entire General Meeting of Shareholders, and agreed with the above contents.

These minutes are made at 11:30 a.m. on April 24, 2025, immediately after the Chairman declared the closing of the 2025 Annual General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company.


FOR THE SECRETARIAT

Head of Board



Ngo Thai Son

FOR THE PRESIDIUM

 **Chairman of the Presidium/Chairman
of the Board of Directors**



Phan Cao Son

C.P. 1/1

HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

SHAREHOLDER ELIGIBILITY CHECKLIST FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

No.	Shareholder Code	Full Name	Ownership Ratio (%)	Total Shares	Voting Shares	Directly Attending Shares	Authorized Shares	Official Attendees	Proxy Attendees	Notes
1	928	Housing and Urban Development Investment Corporation	51,00%	16.116.000	16.116.000	16.116.000	0	1	0	
1.1	928/1	PHẠM CAO SƠN	25,00%	7.900.000	7.900.000	7.900.000	0	1	0	Direct representative attending on behalf of HUD
1.2	928/2	NGUYỄN THANH TÚ	16,00%	5.056.000	5.056.000	5.056.000	0	1	0	
1.3	928/3	VŨ TUẤN LINH	10,00%	3.160.000	3.160.000	3.160.000	0	1	0	
2	847	ĐINH NGỌC KHÁNH	0,12%	39.191	39.191	0	39.191	0	1	
3	495	NGUYỄN VĂN NAM	0,03%	11.000	11.000	0	11.000	0	1	
4	247	MAI THỊ LAN PHƯƠNG	1,55%	488.330	488.330	0	488.330	0	1	
5	465	NGUYỄN TRƯỜNG SƠN	3,40%	1.074.230	1.074.230	0	1.074.230	0	1	
6	631	PHẠM THỊ THU	1,57%	497.176	497.176	0	497.176	0	1	
7	180	LÊ THỊ PHƯƠNG	3,57%	1.128.910	1.128.910	0	1.128.910	0	1	
8	345	NGUYỄN THANH HƯƠNG	1,24%	391.840	391.840	0	391.840	0	1	
9	909	ĐỖ HOÀNG PHÚC	3,13%	990.028	990.028	0	990.028	0	1	
10	624	PHẠM THỊ LINH	5,07%	1.600.540	1.600.540	0	1.600.540	0	1	
11	809	VŨ THỊ LAM	0,02%	5.372	5.372	0	5.372	0	1	
12	794	VŨ MẠNH ĐĂNG	0,05%	14.536	14.536	14.536	0	1	0	
13	892	ĐẶNG THANH BÌNH	0,01%	1.580	1.580	1.580	0	1	0	
14	04	BUI HOÀNG KIỀU	0,29%	91.640	91.640	0	91.640	0	1	
15	283	NGUYỄN HỒNG THANH	0,06%	18.500	18.500	0	18.500	0	1	
16	268	NGUYỄN DUY VINH	0,05%	17.245	17.245	17.245	0	1	0	
17	673	TRẦN BÁ THỊNH	0,02%	7.584	7.584	7.584	0	1	0	
18	755	TRẦN NGỌC THƯƠNG	0,04%	11.072	11.072	0	11.072	0	1	
19	447	NGUYỄN THỊ VUI	0,00%	1.400	1.400	1.400	0	1	0	
20	47	DOÃN NHẬT MINH	0,37%	117.614	117.614	117.614	0	1	0	
21	70	HOÀNG HIỆP	0,01%	2.000	2.000	2.000	0	1	0	
22	402	NGUYỄN THỊ MẠI CHÍ	0,01%	3.100	3.100	3.100	0	1	0	
23	515	NGUYỄN VĂN VINH	1,98%	626.339	626.339	626.339	0	1	0	
24	207	LÊ VĂN LƯU	0,12%	36.982	36.982	0	36.982	0	1	

25	580	PHI VINH QUỲ	0,00%	1.000	1.000	1.000	0	1	0	0
26	581	PHI VINH QUỲ	0,21%	67.000	67.000	67.000	0	1	0	0
27	206	LÊ VĂN HIẾU	0,03%	10.000	10.000	0	10.000	0	1	1
28	179	LÊ THỊ NỤ	0,08%	26.654	26.654	26.654	0	1	0	0
29	345	NGUYỄN THANH HUƠNG	1,24%	391.840	391.840	391.840	0	1	0	0
30	522	NGUYỄN XUÂN PHƯƠNG	0,00%	100	100	100	0	1	0	0
31	761	TÔ TUẤN TÙNG	0,05%	17.000	17.000	17.000	0	1	0	0
32	759	TRINH XUÂN HẢI	0,00%	100	100	100	0	1	0	0
33	691	TRẦN PHƯƠNG NAM	0,00%	1	1	1	0	1	0	0
34	800	VŨ QUANG ĐĂNG	0,21%	66.992	66.992	66.992	0	1	0	0
35	23	BÙI TRỌNG NGHĨA	0,06%	18.408	18.408	18.408	0	1	0	0
36	779	VÔ THU HẰNG	0,28%	88.279	88.279	88.279	0	1	0	0
37	900	ĐẶNG TIẾN HUY	0,01%	4.424	4.424	4.424	0	1	0	0
38	901	ĐẶNG TIẾN HUY	0,04%	13.272	13.272	13.272	0	1	0	0
39	924	ĐỖ VĂN BÌNH	0,05%	15.800	15.800	15.800	0	1	0	0
40	334	NGUYỄN QUANG HÀ	0,08%	25.280	25.280	25.280	0	1	0	0
41	848	ĐINH NGỌC SƠN	0,00%	1	1	1	0	1	0	0
42	598	PHẠM HỒNG QUÂN	0,00%	1	1	1	0	1	0	0
43	186	LÊ THỊ THANH THỦY	0,03%	10.284	10.284	10.284	0	1	0	0
44	491	NGUYỄN VĂN HẠNH	0,01%	4.500	4.500	4.500	0	1	0	0
45	908	ĐỖ HOÀNG MINH	0,03%	7.900	7.900	7.900	0	1	0	0
46	02	BÙI HOÀI NAM	0,01%	1.622	1.622	1.622	0	1	0	0
47	839	VƯƠNG HOÀI NAM	0,00%	100	100	100	0	1	0	0
		Total	76,15%	24.062.767	24.062.767	17.667.956	6.394.811	32	15	

Hà Nội, April 24, 2025

HEAD OF COMMITTEE


Hoàng Hiệp



Hanoi, April 24, 2025

REGULATIONS ON ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

CHAPTER I GENERAL PROVISIONS

Article 1. Scope and object of application:

1. These Regulations apply to the organization of the 2025 Annual General Meeting of Shareholders (hereinafter referred to as the General Meeting) of HUDLAND Real Estate Investment and Development Joint Stock Company (hereinafter referred to as the Company).

2. These Regulations specifically stipulate the rights and obligations of the participants of the General Meeting; the conditions and procedures for conducting the General Meeting.

3. Shareholders and participants attending the General Meeting are responsible for complying with the provisions of this Charter.

CHAPTER II

CONDITIONS FOR ATTENDING THE GENERAL MEETING, RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTICIPANTS AT THE GENERAL MEETING.

Article 2. Condition of shareholders attending the General meeting

1. Individual shareholders, or authorized representatives of shareholders as organizations named in the list of shareholders at March 27, 2025 of the right to attend as the representative have the right to attend the General Meeting in person or authorize others to attend the General Meeting.

2. In case a shareholder cannot attend the General Meeting for personal reasons, if he/she needs to authorize, he/she can authorize by Power of Attorney (according to the



prescribed form attached to the Invitation Letter) another person to attend and vote at the General Meeting on his/her behalf.

Article 3. Rights of shareholders or authorized representatives upon attending the General Meeting.

1. Discuss and vote on all issues within the authority of the General Meeting of Shareholders as prescribed by the Enterprise Law 2020 and the Company Charter. Each ordinary share has one vote.

2. The General Meeting Organizing Board publicly announced contents of the General Meeting Agenda.

3. At the General Meeting, each shareholder or authorized representative before attending the General Meeting will receive a Voting Card (which contains the attending Shareholder Code and the number of voting shares) after registering to attend the General Meeting to the Shareholder Eligibility Verification Board.

4. The voting value of a voting card corresponds to the rate of the number of voting shares that such person owns or represents according to the registration to attend the General Meeting to the total number of voting shares of the delegates present at the General Meeting.

5. The Shareholders and authorized representatives attending the General Meeting shall discuss and vote on the contents stated in Clause 1 of this Article.

6. Shareholders/Authorized Representatives who arrive at the General Meeting after the opening of the General Meeting must complete the procedures for registering to attend the General Meeting with the Organizing Board and then have the right to attend and vote immediately after registration, but the Chairman is not responsible for stopping the General Meeting to allow shareholders/Authorized Representatives to register and the validity of previously conducted votes shall not be affected.

7. The Shareholders can view related information on the Website: <http://hudland.com.vn>, specifically: Draft regulations for the 2025 Annual General Meeting of Shareholders; Agenda for the General Meeting; independently audited financial statements for 2024; Reports approved at the General Meeting and draft minutes of the General Meeting of Shareholders.

The Shareholders or groups of shareholders owning more than 5% of the total ordinary shares of the Company for a continuous period of at least 06 months have the



right to 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 03 (three) working days prior to the date of opening of the General Meeting. The recommendation must specify the name of shareholder(s), the number of shares of each class of shareholder, the number and date of registration of the shareholder(s) with the company, and the items recommended to be included in the agenda.

The opinions of shareholders or authorized representatives on issues to be approved at the General Meeting shall be discussed publicly and voted on by raising Voting Cards: Approval/Disapproval/No opinion.

Article 4. Obligations of shareholders or authorized representatives upon attending the General Meeting.

1. The Shareholders or authorized representatives of shareholders attending the General Meeting must bring the following documents to register to attend:

- Invitation letter.
- Citizen identification card or Passport.
- Power of Attorney to attend the General Meeting (if authorized) and register to attend the General Meeting to the Shareholder Eligibility Verification Board.

2. Comply with the provisions of the General Meeting Regulations, the direction of the Presidium and respect the working results of the General Meeting.

Article 5. Rights and obligations of the General Meeting Organizing Board and the Shareholder Eligibility Verification Board.

1. The the General Meeting Organizing Board and the Shareholder Eligibility Verification Board are decided by the Company's Board of Directors.

The General Meeting Organizing Board shall: Convene, welcome, prepare meeting documents for shareholders or authorized representatives and supervise the general organization of the General Meeting.

2. The Shareholder Eligibility Verification Board consists of 01 head and a number of members selected and appointed by the General Meeting Organizing Board. Have the following functions and tasks:

- Check the eligibility of shareholders or authorized representatives to attend the General Meeting: Check citizen identification card (Passport); Invitation letter; Power of Attorney (if any);

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- Distribute voting cards to shareholders or authorized representatives;
- Distribute documents to shareholders attending the General Meeting;
- Report to the General Meeting on the results of the verification of shareholders' eligibility to attend the General Meeting;

In case the meeting attendees are not qualified to attend the General Meeting, the Shareholder Eligibility Verification Board has the right to refuse to issue Voting Cards and meeting documents;

The Shareholder Eligibility Verification Board has the right to establish a support unit to complete assigned tasks.

Article 6. Rights and duties of Vote Counting Committee

1. The Vote Counting Committee consists of one or more people approved by the General Meeting upon the proposal of the General Meeting Organizing Board.

2. The Vote Counting Committee has the right to establish a support unit to complete the Committee's tasks.

3. The Vote Counting Committee has the following tasks:

For voting on contents at the General Meeting:

- Give instructions on usage of the Voting Card;
- Collect voting cards after the General Meeting votes;
- Count votes by opinion type: Approval, Disapproval, No opinion;
- Report the vote counting results to the General Meeting.

All vote counting and preparation of vote counting minutes must be carried out honestly and accurately by the Vote Counting Committee and such Committee must be responsible for the results.

Article 7. Rights and obligations of the Presidium.

1. The Presidium consists of 01 Presidium and 02 members nominated by the General Meeting Organizing Board and approved by the General Meeting, with the function of controlling the General Meeting.

2. The decision of the Presidium on matters of order, procedure or events arising outside the agenda of the General Meeting shall be final.

3. The Presidium shall conduct such work as it deems necessary to conduct the



General Meeting in a valid and orderly manner; or to enable the General Meeting to reflect the wishes of the majority of the attending shareholders.

4. At any time, the Presidium may postpone the General Meeting to another time (in accordance with the provisions of the 2020 Enterprise Law and the Company Charter) without consulting the General Meeting if it finds that:

- The conduct of those present prevents or is likely to prevent the orderly conduct of the meeting; or

- The delay is necessary for the work of the General Meeting to be conducted properly.

Article 8. Rights and obligations of the General meeting Secretariat.

1. The Secretariat consists of 01 Head and a number of members nominated by the Presidium and approved by the General Meeting.

2. The Secretariat performs support tasks assigned by the Chairman such as: Record the minutes of the General Meeting, draft and present to the General Meeting the Minutes and Resolutions of the General Meeting of Shareholders.

CHAPTER III

PROCEDURE OF HOLDING THE GENERAL MEETING

Article 9. Conditions for holding the General Meeting

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than 50% of the total number of shares with voting rights; according to the list of shareholders prepared at the time of closing the list on March 27, 2025 to convene the General Meeting.

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% of the total number of shares with voting rights.

3. If the second meeting is not eligible to be conducted under the provisions of Clause 2 of this Article, it shall be convened for the third time within a period of twenty days from the date planned for the second meeting. In this case, the General meeting of shareholders shall be conducted depending on the number of shareholders



and the percentage of shares with voting rights of the shareholders attending the meeting.

Article 10. Methods for holding the General Meeting

1. The General Meeting meeting is scheduled to last for half a day.
2. The General Meeting will discuss and approve the contents stated in the 2025 Annual General Meeting of Shareholders Agenda.
3. The Shareholders or authorized representatives exercise their voting rights by raising the Voting Card corresponding to each content of the General Meeting.

Article 11. Principles of speaking at the General Meeting

1. The Shareholders or authorized representatives who wish to propose a request at the General Meeting of Shareholders must comply with the following principles:

- Only allowed to participate in giving opinions on one content for the General Meeting's opinion after each General Meeting Report presents corresponding content;

- Must raise hand to ask for the Chairman's opinion and may only speak after being approved by the Chairman. Only one shareholder or authorized representative is allowed to speak at a time;

- In case many shareholders or authorized representatives have opinions at the same time, the Chairman will invite each shareholder or authorized representative to present his/her opinions in turn;

- The Chairman has the right to interrupt the presentation of opinions of shareholders or authorized representatives if deemed necessary;

- Comments or questions will be collected at the same time and answered sequentially;

- In case of different opinions, a majority vote can be taken.

2. Proposals of shareholders or authorized representatives must satisfy the following conditions:

- Short and clear proposals. In case the proposed opinion is complicated and requires a lot of time to present, the shareholder or authorized representative can send it in writing to the Organizing Board 03 days before the date of the General Meeting;

- Not restate previously mentioned issues;

- Not propose issues within the authority of the Board of Directors;



- The proposed content must not violate the law, must not be related to personal matters or exceed the authority of the Enterprise.

3. The voting to dismiss and elect members of the Board of Directors and the Board of Supervisors shall be carried out in accordance with the Regulations on the election of members of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company.

The Shareholders shall vote to elect members of the Board of Directors by cumulative voting, in which each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors. The Shareholders have the right to accumulate all their votes for one or several candidates.

Article 12. Approval of the Decisions of the General Meeting

1. Issues passed at the General Meeting must be approved by shareholders representing more than 50% of the total number of votes of shareholders with voting rights present in person or through authorized representatives present at the General Meeting, except for the content specified in Clause 2 of this Article.

2. The decisions on: Types of shares and total number of shares of each type; Changes in business lines, occupations and fields; Changes in the company's organizational and management structure; Investment policies of investment projects or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the Company's most recent financial statements; Reorganization or dissolution of the company approved by a number of shareholders representing at least 65% or more of the total votes of shareholders with voting rights;

Article 13. Resolutions and Minutes of the General Meeting of Shareholders.

All contents at the General Meeting must be recorded by the Secretariat in the minutes of the General Meeting. The minutes and Resolutions of the General Meeting shall be read by the Secretary of the General Meeting and approved by the General Meeting before the closing of the meeting. The Resolutions of the General Meeting shall be posted on the Company's Website after the date of the General Meeting and kept at the Company according to regulations.

CHAPTER IV

OTHER PROVISIONS

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Article 14. In case of failure to hold the General Meeting

1. In case the first General Meeting does not meet the conditions to be held according to Article 9 of this Charter, the convening of the second meeting must be carried out within 30 days from the date the first General Meeting is scheduled to open. The second meeting of the General Meeting is held when the number of members attending the meeting are shareholders and authorized representatives representing at least 33% of the total number of voting shares.

2. If the second meeting is not eligible to be conducted under the provisions of Clause 1 of this Article, it shall be convened for the third time within a period of twenty days from the date planned for the second meeting. In this case, the General Meeting is held regardless of the number of shareholders or authorized representatives attending and is considered valid and has the right to decide all matters that the first General Meeting of Shareholders can approve.

CHAPTER V

Effect

Article 15. Effect

These Regulations consist of 5 Chapters and 15 Articles, was approved on April 24, 2025 and takes effect from the date of approval.

The Shareholders and participants of the General Meeting are responsible for implementing the provisions of these Regulations. *to*

FOR GENERAL MEETING OF SHAREHOLDERS

[Signature]
**Chairman of the General
Meeting/Chairman of the Board of Directors**



[Signature]
Phạm Cao Sơn



Hanoi, April 24, 2025

**REPORT
ON THE BOARD OF DIRECTORS' OPERATION
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

To: The General Meeting of Shareholders and our valued Guests.

Pursuant to Article 280, Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of Articles of the Securities Law; on behalf of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company, I would like to report on the operation of the Board of Directors in 2024, including the following contents:

I. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors as prescribed in Clause 3, Article 163 of the Law on Enterprises 2020

1. Remuneration: Total remuneration of the Board of Directors in 2024 is 1,033 million dong, the average salary of each member is 17.2 million dong/person/month.

2. Operating costs and other benefits: None

II. Summary of meetings of the Board of Directors and decisions of the Board of Directors

I. Meetings of the Board of Directors

In 2024, the Board of Directors promptly organized meetings to review, approve and ratify policies within its authority or lead and direct the timely implementation of measures and solutions in production and business activities to respond to practical situations.

No.	Member	Number of attendance	Attendance rate	Reasons for meeting non-attendance
1	Pham Cao Son	27	100%	
2	Nguyen Thanh Tu	27	100%	
3	Vu Tuan Linh	27	100%	
4	Nguyen Thanh Huong	27	100%	Attend the meeting on March 4, 2024 in person; authorize others to attend



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				the remaining meetings (due to business trips abroad)
5	Dong Thi Cuc	27	100%	

2. Decisions (Resolutions, Decisions) of the Board of Directors

No.	Document No.	Date of issue	Content	Approval rate
1	291/NQ-HĐQT	March 04, 2024	On the approval of the policy and cost of implementing legal consulting services related to capital mobilization; market assessment and business phase consulting, valuation of investment projects to build new residential areas in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district.	100%
2	292/NQ-HĐQT	March 04, 2024	On the approval of the production and business results of the fourth quarter of 2023 and the production and business plan of the first quarter of 2024.	100%
3	596/NQ-HĐQT	April 22, 2024	On the approval of the policy of postponing the organization of the 2024 Annual General Meeting of Shareholders.	100%
4	748/NQ-HĐQT	May 17, 2024	On personnel work of HUDLAND Real Estate Investment and Development Joint Stock Company.	100%



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5	765/QĐ-HĐQT	May 20, 2024	On the resignation of Deputy Director of HUDLAND Company.	According to the Resolution
6	847/NQ-HĐQT	June 03, 2024	On the approval of the policy to adjust the internal pavement design of Binh Giang Project	According to the authorization
7	848/NQ-HĐQT	June 03, 2024	On the approval of the policy of transporting soil to fill sand in the garden area of the villa area; filling organic soil to take advantage of the location for planting trees and landscape of Binh Giang Project.	According to the authorization
8	849/NQ-HĐQT	June 03, 2024	On the approval of the policy to adjust the design of the water-blocking stop-log of the T-CB06 sewer line of the Binh Giang Project	According to the authorization
9	873/NQ-HĐQT	June 07, 2024	On the approval of the policy of postponing the organization of the 2024 Annual General Meeting of Shareholders.	100%
10	1052/NQ-HĐQT	July 04, 2024	On convening the 2024 Annual General Meeting of Shareholders	100%
11	1053/NQ-HĐQT	July 04, 2024	On the approval of the loan plan of organizations (excluding credit institutions), individuals	100%
12	1190/QĐ-HĐQT	July 26, 2024	On the approval of the adjustment of the Residential Area project in Phu village, Thai Hoc commune and Nhuan Dong village, Binh	100%

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			Minh commune, Binh Giang district, Hai Duong province.	
13	1191/NQ-HĐQT	July 26, 2024	On the approval of the medium and long-term loan plan to invest in the construction of residential area projects in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district, Hai Duong province.	100%
14	1215/NQ-HĐQT	July 30, 2024	On the approval of loan transactions with insiders, related persons of insiders or related persons of HUDLAND Real Estate Investment and Development Joint Stock Company.	100%
15	1378/NQ-HĐQT	August 30, 2024	On the approval of the final registration date to close the list of shareholders to collect written opinions on issues under the authority of the General Meeting of Shareholders.	100%
16	1561/NQ-HĐQT	September 30, 2024	On the approval of the written opinion of shareholders on the content under the authority of the General Meeting of Shareholders of HUDLAND Company (Plan to increase the Company's charter capital to 550 billion dong).	100%
17	1585/NQ-HĐQT	October 02, 2024	On the approval of the promulgation of the 13th amended and supplemented Charter of HUDLAND Real Estate Investment and	100%



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			Development Joint Stock Company	
18	1677/NQ-HĐQT	October 15, 2024	On the implementation of the plan to issue shares to increase share capital from equity capital.	100%
19	1631/NQ-HĐQT	October 08, 2024	On deployment of the selection of contractors for construction packages of the construction investment project on residential areas in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district.	100%
20	1618/NQ-HĐQT	October 07, 2024	On the approval of adjusting loan plans of organizations (excluding credit institutions) and individuals.	100%
21	1647/QĐ-HĐQT	October 10, 2024	On the approval of the Contractor Selection Plan (remaining construction and installation part) for the construction investment project on residential areas of Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District.	According to the authorization
22	1787/NQ-HĐQT	November 04, 2024	Authorizing the Chairman of the Board of Directors to, on behalf of the Board of Directors, passing a number of Board Resolutions related to the issuance/offering of shares to increase the Company's charter capital.	100%



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23	1785/NQ-HĐQT	November 04, 2024	On the approval of the third quarter business results and the fourth quarter 2024 business plan of HUDLAND Company.	100%
24	1778/NQ-HĐQT	November 04, 2024	On the approval of the policy of adjusting the construction investment project on a new urban area in Dong Tam ward, Yen Bai city, Yen Bai province.	100%
25	1790/NQ-HĐQT	November 04, 2024	On the approval of the policy and additional costs for the design of construction drawings for the Central Park, a landscape item belonging to the Technical Infrastructure work for the construction investment project on the residential areas of Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District.	100%
26	1837/NQ-HĐQT	November 11, 2024	On the approval of contractor selection plan (remaining construction and installation): Adjusting bid packages No. 30, 31, supplementing bid packages No. 35, 36, Binh Giang Project	According to the authorization
27	2714/NQ-HĐQT	November 07, 2024	On the approval of the business plan for 97 low-income apartments after 5 years of leasing at the Bac Ninh low-income housing project, Vo Cuong ward, Bac Ninh city, Bac Ninh province.	100%
28	1989/NQ-HĐQT	December 04, 2024	On the approval of the adjustment and supplement	100%





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			of the Medium and Long-term Loan Plan to invest in the construction of the Residential Area Project in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District.	
29	1936/NQ-HĐQT	November 26, 2024	On the approval of the last registration date to exercise the right to receive shares issued due to increasing share capital from equity capital.	According to the authorization
30	1995/NQ-HĐQT	December 04, 2024	On the approval of adjusting the enterprise digital transformation project	100%
31	2001/NQ-HĐQT	December 05, 2024	On the approval of the policy to adjust the basic design of the project: The kindergarten under the construction investment project on a new urban area in Dong Tam ward, Yen Bai city, Yen Bai province.	100%
32	2034/NQ-HĐQT	December 10, 2024	On the approval of the Contractor Selection Regulations (pilot application for Dong Tam-Yen Bai Project, Binh Giang-Hai Duong Project).	100%
33	2079/NQ-HĐQT	December 17, 2024	On the implementation of public offering of additional shares to increase charter capital.	100%
34	2137/NQ-HĐQT	December 24, 2024	Carrying out procedures to increase the Company's charter capital.	According to the authorization



35	2181/NQ-HĐQT	December 30, 2024	Appointing person in charge of corporate governance;	100%
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III. Transactions between the company, subsidiaries, companies in which Hudland Company controls more than 50% of charter capital with members of the Board of Directors and related persons of such members: None

IV. Transactions between Hudland Company and companies in which a member of the Board of Directors is a founding member or a business manager within the last 3 years prior to the transaction: None

V. Activities of independent members of the Board of Directors and results of independent members' assessment on the activities of the Board of Directors

Activities of independent members of the Board of Directors: Independent members of the Company's Board of Directors for the 2023-2028 term are elected on June 26, 2023, with standards and conditions meeting the provisions of law and the Company's Charter. Independent members of the Board of Directors have continued to play a good role in protecting the interests of owners, performing well the tasks of supervising and controlling the operations of the company's management and administration apparatus; complying with internal rules and regulations, fully participating and contributing opinions at Board of Directors meetings.

The independent members of the Board of Directors assessed the activities of the Board of Directors in 2024 as follows: 2024 was a particularly difficult year, but the Board of Directors of the Company worked with all their heart with a sense of responsibility and transparency in governance, strictly complying with regulations for public companies, helping the company overcome difficulties and reach the set goals. The meetings of the Board of Directors were convened promptly and conducted in accordance with the procedures prescribed in the Charter and Internal Regulations on Corporate Governance. The content of the meetings are discussed, fully and carefully evaluated by the members of the Board of Directors to provide directions and solutions that bring the highest benefits to the Company and shareholders; Issues related to investment strategies, business, market expansion, investment and building management systems are regularly reviewed and evaluated by the Board of Directors in regular meetings; The decisions of the Board of Directors at the meetings are all approved by the Board of Directors according to the majority principle, the meeting minutes are fully prepared and signed by the members of the Board of Directors attending the meeting.

VI. Activities of the Audit Committee under the Board of Directors: The Company does not operate under the model prescribed at Point b, Clause 1, Article



137 of the Law on Enterprises, therefore there is no Audit Committee under the Board of Directors.

VII. Activities of other subcommittees under the Board of Directors: The company has not established subcommittees under the Board of Directors.

VIII. Supervision results for Director

In 2024, Hai Duong Provincial People's Committee issued a decision on land use fees for Binh Giang Project. The approved increase in land use fee directly affects the Company's production and business plan. Thanks to the close direction, guidance and support of the Board of Directors, the Board of Directors of HUDLAND Company has implemented many capital plans so that the project has enough conditions to continue implementation, expected to be put into operation in 2025 and is currently urgently implementing phase 2 on site to respond as quickly as possible to the project's progress.

Going through 2024 in extremely difficult and complicated conditions, but with all efforts in direction and management, the company still follows the set roadmap step by step, ensuring jobs, income, stabilizing the lives of workers and especially ensuring the rights of shareholders in the capital investment strategy in general and investing in specific projects in particular.

Through the process of directing and exercising the right to supervise the Company's operations in production and business activities, it can be seen that although the Director and the Board of Directors of the Company still have some shortcomings and delays to be learned from in governance, they have basically strictly complied with and implemented the Resolutions of the General Meeting of Shareholders, the Charter, Regulations, Rules, Resolutions/Decisions of the Board of Directors, etc. of the Company and the provisions of current laws, as well as ensuring all rights and interests of the Company and shareholders.

IX. Future plan (plan in 2025)

1. Production and business plan targets for 2025 (billion dong)

No.	Main indicators	Unit	Plan in 2025	% Implementation in 2024
1	Business value	Billion dong	337.5	1294%
2	Development investment value	Billion dong	1,290.9	250%
3	Revenue value	Billion dong	260	363%
4	Profit after tax	Billion dong	18.4	228%



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No.	Main indicators	Unit	Plan in 2025	% Implementation in 2024
5	Payment to the State budget	Billion dong	811.2	172%

2. Direction and Mission:

2025 is a special year for the development of HUDLAND Company. Challenges include: the complex international and regional political and economic context; domestically, revolutionary reforms in administrative organization and national governance with a completely new system of laws leading to new implementation ways; the merger of provincial administrative units that will affect legal procedures and business plans for 2025; remarkable progress in AI technology; The company's charter capital increased 2.75 times compared to the previous year, leading to great pressure on the targets to be achieved; Binh Giang project which is the decisive focus for the Company's development targets in the next 5 years. Therefore, the following tasks and directions are set for the Board of Directors, Executive Board and HUDLAND team in 2025:

- Fully aware of the advantages and disadvantages of the company at the present time and in the coming period in order to carefully prepare resources to cope with difficulties and welcome opportunities to continue developing the company in the direction of TRANSPARENCY - SUSTAINABILITY - APPROACH TO THE MARKET.
- Change the corporate governance model (remove the board of supervisors and replace it with an independent audit committee).
- Strengthen and improve the quality of the leadership team to meet the requirements of the new situation.
- Add a specialized member of the Board of Directors (Vice Chairman or member) in charge of investment and project management to enhance the Board of Directors' management capacity in the Company's main business lines.
- Complete the construction and operation of the Company 100% by digital management to bring efficiency, transparency, safety and suitability with the development trend of the economy.
- Focus on cash flow control to ensure meeting the financial needs of developing the company's projects.

X. Recommendations



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In order to successfully carry out the 2025 plan with the challenges ahead, the Board of Directors hopes to receive the sharing, attention, support and consensus of shareholders with the Board of Directors' proposals stated in the reports before this General Meeting.

Above is the report on the Board of Directors' operation in 2024 at the 2025 Annual General Meeting of Shareholders. We respectfully request that shareholders consider and vote for approval.

Sincerely thanks. 

Recipients:

- As request
- Save at Office, Board of Directors.

FOR THE BOARD OF DIRECTORS

Chairman



Phạm Cao Sơn





Hanoi, April 24, 2025

REPORT ON EVALUATION OF INDEPENDENT MEMBERS OF BOARD OF DIRECTORS ON OPERATION OF THE BOARD OF DIRECTORS IN 2024

To: The General Meeting of Shareholders and our valued Guests.

Assessing the performance of the Company's Board of Directors in 2024, the independent members of the Board of Directors have the following general comments:

- Although 2024 is a particularly difficult year for the Company due to the consequences of the Hai Duong Provincial People's Committee approving the specific land price when the State allocated land in the first phase for the Binh Giang Project to increase abnormally, exceeding the Company's implementation capacity, seriously affecting the Company's production and business plan in 2024 and the following years, the Company's Board of Directors has worked with a sense of responsibility and transparency in governance, strictly complying with the regulations for public companies. The meetings of the Board of Directors were convened promptly and conducted in accordance with the procedures prescribed in the Charter and Internal Regulations on Corporate Governance. The content of the meetings is discussed, fully and carefully evaluated by the Board of Directors to provide directions and solutions that bring the highest benefits to the Company.

- Issues related to investment strategy, business, market expansion, investment and management system development are regularly reviewed and evaluated by the Board of Directors in regular meetings.

- All decisions of the Board of Directors at meetings are approved by the Board of Directors based on the majority principle. Minutes of the meeting are fully prepared and signed by the Members of Board of Directors attending the meeting.

1. Organizational structure

The Board of Directors consists of 05 members, including 01 independent member elected by the 2023 Annual General Meeting of Shareholders for the 2023-2028 term. All members of the Board of Directors fully and actively participate in planning, compliance control, strategic review activities, ensuring good corporate governance practices.





2. Operating mechanism:

- In 2024, the Board of Directors held 27 meeting sessions. The meetings of the Board of Directors were convened and held with specific schedules, fully prepared documents, in compliance with the provisions of the Company Charter and legal regulations. The content of the meetings was discussed, commented on, and evaluated fully and carefully by the members of the Board of Directors.

- Issues related to strategy, business plan, finance, corporate culture, and building a management system within the Company are all discussed and closely controlled between the Board of Directors and the Executive Board.

Changes in investment plans and new strategies are all independently researched, scientifically based and debated between the Board of Directors and the Executive Board.

3. Results of management and supervision:

- Overall, the Board of Directors has performed its role well in implementing the plans, policies and strategic directions set forth by the General Meeting of Shareholders.

- The Board of Directors has complied with corporate governance regulations, convened regular and extraordinary meetings to promptly direct and issue decisions appropriate to the actual situation.

- The Board of Directors has properly performed its role and responsibility in directing, supporting, and supervising the Executive Board in implementing the contents approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with legal regulations, while harmonizing the interests of the Company and shareholders.

- Members of Board of Directors holding positions in the Executive Board regularly attend regular and extraordinary meetings of the Executive Board. Important decisions of the Board of Directors are analyzed, criticized and consulted by members of the Board of Directors/Chairman of the Board of Directors to ensure the interests of the Company.

- Members of Board of Directors proactively identify their roles and responsibilities to support the Board of Directors and share experiences, interact, and exchange with the Board of Directors on corporate governance.

4. Conclusions:



- The Board of Directors has fully performed its representative function of the owners in supervising the Company's operations, providing appropriate orientation and timely direction to ensure effective use of resources to achieve the targets assigned by the General Meeting of Shareholders, on the basis of compliance with the provisions of law and the Company's Charter.

- In addition to performing the management and supervision functions of the Executive Board, the Board of Directors has closely coordinated with the Executive Board to find solutions to overcome difficulties in production and business in 2024.

- In general, in 2024, the Company's production and business plan was greatly affected by difficulties caused by the macroeconomic situation and policy risks at the Binh Giang Project, but with a high sense of responsibility, solidarity, and cooperation in performing tasks honestly and carefully, the Board of Directors has implemented drastic solutions in the supervision work, directing the Board of Management to gradually remove difficulties and obstacles, implement the resolutions of the General Meeting of Shareholders, the Board of Directors' resolutions and complete the set goals, ensuring the interests of the Company and shareholders.

Above is the assessment report of the independent member of the Board of Directors of the Company on the operation of the Board of Directors in 2024, we request shareholders to review and give opinions.

Sincerely thanks.

Recipients:

- As request;
- Save at Office, Board of Directors.

**Independent member of the Board
of Directors**

Dong Thi Cuc



Hanoi, dated... April 24th....., 2025

REPORT ON ACTIVITIES OF THE BOARD OF SUPERVISORS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Part I

APPRAISAL REPORT OF THE BOARD OF SUPERVISORS ON THE INCOME STATEMENT, FINANCIAL STATEMENTS, ASSESSMENT REPORT ON THE MANAGEMENT AND OPERATION OF THE COMPANY IN 2024

I/ Contents of appraisal of income statement

1. Summary of Results of business and production in 2024 and Capital Mobilization Situation

1.1. Results of business and production in 2024

Unit: million dong

No.	Contents	Plan in 2024	Implementat ion in 2024	Rate of Completion
1	Total assets		2,023,312	
2	Owner's equity		427,257	
3	Development investment value	506,800	516,930	102%
4	Revenue	22,460	28,958	129%
5	Budget remittance	344,540	472,500	137%
6	Profit after tax	2,508	3,820	152%
7	Dividend distribution rate (%)	0%	0%	
8	Average income (million dong/person/month)	23,285	28,577	122%

(Data has been audited by Vietnam CPA Auditing Partnership).

- Binh Giang Project:

On February 29, 2024, Hai Duong Provincial People's Committee issued Decision No. 456/QD-UBND on land use fees for Binh Giang Project. The approved land price is 3 times higher than the approved project calculation. According to the Payment Notices No. 1985/TB-CTHDU on land rent, water surface rent and No. 2016/TB-CTHDU on land use fees, the total land use fees to be paid is 1,411 billion dong, more than 1,000 billion dong higher than the initial



calculation when the company participated in selecting investors. To be able to mobilize cash flow to meet the implementation of this project is extremely difficult, especially in the condition that the company has a dominant capital factor of a State-owned enterprise, and must comply with all legal regulations. On the other hand, with the current capacity, HUDLAND Company will not be able to continue investing in the project in the near future if it cannot find a source of capital to implement the project.

The Board of Directors and Management Board of HUDLAND Company have directed the implementation of many capital plans so that the project has enough conditions to continue to be deployed and put into operation in 2025.

On July 26, 2024, the Board of Directors issued Decision No. 1190/QD-HDQT on approving the Project adjustment: Adjust the total investment of the Project to 2,303.8 billion dong, the project implementation period is until June 30, 2025. Currently, the work of adjusting planning and adjusting basic design is being urgently implemented. On-site construction is underway for phase 2 of main packages 28 and 29, while the following packages will be implemented in the quarter.

- New urban area project in Dong Tam ward, Yen Bai: Completed site clearance, carrying out land allocation procedures, completing construction drawing design.

- Hop Minh Project, Yen Bai: Investment policy approved, investor approved to meet preliminary requirements, capacity. However, bidding documents are being adjusted according to Decree 115/2024.

- CC3 Project, Bac Ninh: Total area is 3,501 m². The project has been approved for investment and land lease since 2017, and is currently in the process of applying for planning adjustment to a maximum of 27 floors.

- Binh Giang social housing project: Currently in the process of applying for planning adjustment with the expected scale of 04 blocks 15-18 floors high.

1.2. Capital mobilization situation:

The Board of Directors and Management Board of HUDLAND Company have directed the implementation of many capital plans. Including project loan contract No. 01/2024/HDTD dated December 4, 2024, the total outstanding loan balance and maximum guarantee is VND 1,419,721,000,000 to pay for the costs of implementing the Binh Giang project, the loan term is 48 months from the first disbursement date with the security measure being the mortgage of all assets formed after the project investment, the mortgage of the ownership of the 15-storey office building at Lot ACC7 Linh Dam General Service Area, Hoang Mai,



Hanoi of the Company and the additional mortgage of collateral is the receivable right arising from the Deposit/Sales/Lease Contract at 08 penthouses of the CT17 Viet Hung project, Long Bien, Hanoi; 97 low-income housing units at the Low-income Housing Construction Investment Project at lot N28, New Urban Area, Le Thai To Street, Bac Ninh City. In addition, capital is also mobilized from 24-month personal loan contracts to supplement working capital for production and business activities and pay land use fees to the State Budget. At the same time, the Company is completing documents for the first capital increase plan (increasing to 550 billion dong) and agreeing with the Corporation on the Resolution to buy 30% of the project.

2. Content of appraisal and assessment of the Company's income statement:

- Honesty and objectivity of data: To be guaranteed
- Compliance with legal regulations: Under Regulations
- Agree with the Company's income statement.

II/ Content of appraisal of financial statements:

The Board of Supervisors has reviewed and evaluated the Company's periodic and annual reports on production and business situation, financial reports and financial monitoring reports. The Board of Supervisors fully agrees with the content of the above reports and has the following comments:

- Calculations, recordings, and figures in the report honestly reflect the correct regime and principles within the scope of establishing, recording, circulating, using, storing, and preserving documents, ensuring legality, reasonableness, and validity.

- Construction contract signing and investment costs in projects are accounted for in accordance with regulations and approved design estimates.

- The figures in the Company's Financial Statements have honestly and reasonably reflected in all material aspects the Company's financial situation as of December 31, 2024, the results of production and business activities, and cash flows for the fiscal year ending on the same day, and are in accordance with current Vietnamese accounting standards and regimes and relevant legal regulations. Up to this point, the Board of Supervisors has not detected any abnormalities in the production and business activities as well as the financial situation of HUDLAND Company.

III/ Content of appraisal of the Report on assessment of management and operation of the Company by the Board of Directors and the Company Director:



In the current special situation, the arising risks from the land use fee value increasing too much compared to the old plan strongly affects the Company's production and business plan.

We realize that the Board of Directors and the Executive Board of the Company operate dynamically, creatively, with high unity and solidarity; find all solutions to organize, promote and develop production, improve production and business efficiency; save costs; stabilize jobs and income for employees; always care about the jobs and benefits of employees in the Company, especially buying life insurance for employees.

Although in 2024 the real estate sector still has difficulties that have not been resolved, the market has not yet become vibrant again, and there will also be major changes in the organization of staff at state management agencies. But with the regular supervision of the Board of Directors, the proactive and creative organization and management of the Company's Executive Board, the Company has successfully completed the planned targets. Because it is focusing capital to implement new projects, in 2024 the Company will not pay dividends according to the meeting resolution.

Digital transformation has been set as one of the key goals in the work of innovating management style, applying science and technology to administration and operation. This is also a goal in line with the direction of the Government, the Ministry of Construction and the Party Committee of the Corporation that has focused on directing in the past time. After 2 years of implementing Oracle Netsuite software, the Digital Transformation Steering Committee assessed that the software did not meet initial expectations, did not meet the approved strategic report, the processes of the economic, accounting, and human resources departments were almost unusable, especially the planning subsystem had no results after 2 years of continuous work. From there, the Steering Committee proposed and the Company's Board of Directors made the decision to convert software, temporarily stop using Oracle Netsuite to switch to using Base software.

The Board of Directors has held regular quarterly meetings and extraordinary meetings to give directions on production and business activities to implement the contents of the Resolution of the General Meeting of Shareholders. In 2024, the Board of Directors held 27 meetings, issued 35 Resolutions and decisions to implement the contents of the Resolution of the General Meeting of Shareholders and implement production and business activities, including adjusting the Binh Giang project; medium and long-term loan plan to invest in the



construction of the Binh Giang project; plan to increase the Company's charter capital to VND 550 billion; issue the 13th amended and supplemented Company Charter; Plan to select contractors to implement the Binh Giang Project; Appoint a person in charge of corporate governance...

However, there are still some contents that have not been implemented in time such as:

- Although the handover of all kiosks on the first floor of the CT17 Apartment Building project, Viet Hung New Urban Area, Long Bien, Hanoi has been completed according to the Audit Results Notice at the Company No. 511/TB-KTNN dated November 22, 2021 of the State Audit, reaching 17/17 kiosks, there are still outstanding debts.

- Not yet completed the settlement of investment capital at CT17 projects, according to the Company's Quality Target in 2023 (In 2023, the audit report on the settlement of DAHT was issued: Area B Bac Ninh project, project on adjacent to Area A Bac Ninh, CC7 Linh Dam project).

Part II

SELF-ASSESSMENT REPORT ON THE PERFORMANCE RESULTS OF THE BOARD OF SUPERVISORS AND BOARD OF SUPERVISORS MEMBERS IN 2024; CONCLUSIONS, RECOMMENDATIONS AND OPERATION PLAN FOR 2025

I/ Evaluation of the operating situation in 2024

1. Context of mission implementation in 2024

- On July 26, 2024, HUDLAND Real Estate Investment and Development Joint Stock Company held its annual General Meeting of Shareholders. Accordingly, the General Meeting issued a Resolution agreeing on 12 contents on HUDLAND Company's activities in 2023 and the production and business plan for 2024. In 2024, the Board of Directors and BOARD OF SUPERVISORS personnel will remain unchanged compared to the 2023 Shareholders' Meeting, which elected personnel for the 2023-2028 term.

In the term of 2023-2028, HUDLAND Company's Board of Directors consists of 5 people:

- + Mr. Pham Cao Son: Hold the position of Chairman of the Board of Directors of the Company;
- + Mr. Nguyen Thanh Tu: Member of Board of Directors cum Director of Company



- + Mr. Vu Tuan Linh: Member of Board of Directors cum Deputy Director of the Company;
- + Ms. Nguyen Thanh Huong: Member of the Board of Directors
- + Ms. Dong Thi Cuc: Independent member of the Board of Directors;
- The Board of Supervisors consists of 3 members:
 - + Ms. Dang Thanh Binh: Head of Board of Supervisors;
 - + Ms. Nguyen Vu Ngoc Linh: Member of the Board of Supervisors;
 - + Ms. Ngo Thi Hanh: Member of the Board of Supervisors.
- HUDLAND Real Estate Investment and Development Joint Stock Company has some main characteristics as follows:
 - + Charter capital at the time of establishment: 100 billion dong.
 - In which:
 - * Capital contribution rate of state-owned enterprises: 51%
 - * Capital contribution rate of other shareholders: 49%
 - + Current actual capital contributed: VND 315,999,610 billion.
 - + Number of current shareholders: 934 shareholders;
 - In which:
 - * Founding shareholders: 01 legal entity
 - * Other shareholders: 933 individuals
 - + The organizational structure includes: Board of Directors, Board of Supervisors, Board of Management, Human Resources Administration Department, Accounting Department, General Planning Department, Economic Department, Investment Department, Project Management Board.
 - For the real estate market in the Northern region in 2024: The real estate market is still facing difficulties that have not been resolved, the market has not become active again, in addition, there are major changes in the organization of staff at state management agencies that greatly affect business operations.

2. Personnel organization of the Board of Supervisors:

Up to now, the three members of the Board of Supervisors have maintained and operated in accordance with the assignment of tasks to each member. The Board's activities have been carried out in accordance with the Enterprise Law, regulations and charter of the Company's organization and operations.

3. Other general issues affecting the implementation of the annual tasks:

In 2024, HUDLAND company was significantly affected in the implementation process of production and business plans, the final products of implemented projects were basically sold out, cash flow was low, new projects were in the initial investment preparation stage, projects in the research and project proposal stages were affected by changes in policies and laws, typically



the Binh Giang project. On February 29, 2024, the People's Committee of Hai Duong province issued a decision on land use fees for the Binh Giang Project, 3 times higher than the calculation of the approved project. To be able to mobilize cash flow to meet the implementation of this project is extremely difficult.

In addition, although the real estate market has shown more positive signs, there are still many difficulties, increasingly fierce competition, especially fierce competition with large-scale private corporations; Many competent authorities in localities are cautious in implementing land, investment, and construction procedures, and the organizational apparatus at state agencies is greatly disrupted, affecting the progress of investment preparation for projects that the company is implementing.

All of the above factors directly affect the Company's business, debt collection and new project implementation.

II. Evaluation of the performance of the Board of Supervisors and Board members in 2024

1. Performance of the Board of Supervisors and of each Supervisor:

Although the members of the board of supervisors work part-time, the members work in different units and scattered locations. However, with a high sense of responsibility, the Board of Supervisors regularly coordinates with the Board of Management on timely production and business operations, ensuring quality progress and efficiency.

2. Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors during the year:

In 2024, the Board of Supervisors implemented the plan approved by the Board of Directors. The inspection focused on the implementation of the Company's charter; the organization and management of the implementation of the production and business plan; the implementation of the State's policies and laws and the Company's regulations; and the review of periodic financial reports.

Regarding the review and hiring of a financial audit firm for 2024: Agreeing with the Board of Directors, the 2024 Annual General Meeting of Shareholders decided to hire CPA Vietnam Auditing Company Limited to audit the 2024 Financial Statements.

Supervised the direction and implementation of the Board of Directors' activities as well as the implementation of the tasks of the Executive Board and Management Staff in accordance with the functions and tasks of the Board of Supervisors.

The meeting of the Board of Supervisors is held every 6 months and when



there are unusual contents, the rest is to ask for opinions to unanimously pass.

3. Remuneration, operating expenses and other benefits of the Board of Supervisors and each Supervisor (as prescribed in Clause 3, Article 167 of the Law on Enterprises and the Company Charter).

Pursuant to the Resolution of the General Meeting of Shareholders, the Board of Directors met and agreed on the remuneration level for the Board of Directors and the Board of Supervisors. Whereby,

- + The Board of Supervisors' remuneration is paid quarterly during the year.
- + Payment levels include:
 - Head of Board of Supervisors: VND 4,000,000/person/month.
 - Member of the Board of Supervisors: VND 2,000,000/person/month.

4. Results of the assessment of the coordination of activities between the Board of Supervisors, the Board of Directors, the Director and shareholders.

In general, in 2024, the Board of Directors and the Executive Board regularly provided information on the Company's production and business activities and Reports on the implementation of production and business tasks in 2024; the Company's financial reports in 2024; and other documents to the Board of Supervisors in accordance with regulations.

The close and serious coordination between the Board of Directors, the Executive Board and the Board of Supervisors of the Company aims at the common goal of helping the Company to complete production and business plan, implement the Resolution of the Shareholders' Meeting in accordance with the law and the Company's charter, and at the same time ensure the interests of shareholders.

III. Conclusion and recommendations for the General Meeting of Shareholders and the Board of Directors

1. For the General Meeting of Shareholders:

- Consider and approve capital mobilization plans for the Company's Binh Giang project with the goal of ensuring the product is put into business in the fourth quarter of 2025.

- Consider and approve the Company's capital increase plan to improve the Company's financial capacity and ensure investment capital for ongoing projects.

- Approve reports and presentations at the General Meeting, the Company has a basis to carry out the next tasks.

2. For the Board of Directors:



- Have comprehensive strategic solutions to meet the company's development requirements in the new period with new challenges and opportunities commensurate with the company's new position.

- Direct the executive board to make efforts and resolutely find solutions to ensure debt collection of the first floor kiosk of the CT17 Apartment Building project, Viet Hung New Urban Area, Long Bien, Hanoi.

- Direct and urge the completion of approval of investment capital settlement documents at CC7 projects, Villa Housing Area A - Bac Ninh, Townhouses Area A - Bac Ninh, Garden House Project Area B - Bac Ninh and Low-income Housing Bac Ninh according to the Company's Quality Target in 2024.

- Closely follow and promote investment activities for new projects, ensuring the progress of the Company's production and business plans.

- Research financial leverage measures to create resources to implement new projects such as: Using the stock market, reducing the cash dividend rate, increasing undistributed profits after tax, mobilizing other non-credit capital sources...

IV. Operation plan in 2025

In 2025, according to the plan of the Company's Board of Directors submitted to this shareholders' meeting, aiming for higher standards in governance towards transparency, the company's governance model will no longer have a board of supervisors but instead will establish an internal audit committee. In case the General Meeting of Shareholders does not approve, the current governance model is still maintained, the Company's Board of Supervisors will still perform its duties on behalf of shareholders to control all production and business activities, administration and management of the Company.

The Board of Supervisors' 2025 action plan will mainly focus on the following contents:

Check the implementation of the Resolution of the Annual General Meeting of Shareholders; Check the compliance with the Company's Charter, regulations, rules and State laws.

Monitor and check the disclosure of information on the stock market of the Company and shareholders in accordance with the approved internal information disclosure process.

Monitor the implementation of production and business plans, financial accounting work, and contract signing.



Monitor the implementation of the Board of Supervisors' recommendations.

Monitor the Company's capital investment activities in projects.

Supervise the implementation of recommendations of inspection, examination and audit conclusions of competent State management agencies (if any).

Check the status of capital recovery, capital mobilization, receivables and payables.

Review the 2025 Financial Statements; especially the Management Letters and comment on issues raised by the Auditor.

Build an independent information channel to collect shareholders' opinions objectively.

Above is the report on the implementation of the tasks of the Board of Supervisors presented to the 2025 General Meeting of Shareholders.

Sincerely thanks.

Recipients:

- Submit to General Meeting of Shareholders;
- Board of Directors of the Company;
- Saved at the Company's Board of Directors.

**FOR THE COMPANY'S BOARD OF
SUPERVISORS
Head of Board**

Dang Thanh Binh

No.: 621 /TTr-HĐQT

Hanoi, April 24, 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re: Proposal to approve the 2024 audited financial statements

To: The 2025 Annual General Meeting of Shareholders -

**HUDLAND Real Estate Investment and Development Joint
Stock Company**

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company (the 12th amendment and supplement);


Pursuant to meeting minutes No.494/BB-HĐQT dated April 3 2025 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on approving the program and contents of documents of the 2024 Annual General Meeting of Shareholders.

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders for Approval of the Financial Statements as of December 31, 2024 audited by CPA Vietnam Auditing Company Limited and fully accepted by the auditor without any qualified opinion (Independent Audit Report No. 79/2025/BCKT-CPAVIETNAM-NV3 dated February 28, 2025) with some main items as follows:

Items	Balance at December 31, 2024
Current assets	1,921,529
Non-current assets	101,783
Total assets	2,023,312
Liabilities	1,596,055
Owner's Equity	427,256
+ Owner's equity	315,999
+ Development investment fund	80,832
+ Undistributed profit after tax	30,424

Items	Balance at December 31, 2024
- Accumulated undistributed profit after tax until the ending previous period	26,605
- Undistributed profit after tax of current period	3,819
Total funds	2,023,312
Production and business results	
Total revenues + other incomes	29,731
Accounting profit before tax:	4,520
Profit after tax	3,819

Above are some of the main contents of the 2024 audited financial statements. The Board of Directors of the Company respectfully submits it to the 2025 Annual General Meeting of Shareholders for consideration and approval.

Sincerely thanks. 

Recipients:

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

 FOR BOARD OF DIRECTORS

Chairman



Pham Cao Son



No.: 622/TTr-HĐQT

Hanoi, April 24, 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Re: Proposal to approve the production and business results in 2024 and the
production and business plan in 2025**

**To: The 2025 Annual General Meeting of Shareholders - HUDLAND Real Estate
Investment and Development Joint Stock Company**

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;

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate
Investment and Development Joint Stock Company (the 12th amendment and
supplement);

Pursuant to the Resolution No. 499/NQ-HĐQT dated April 3, 2025 of the
Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock
Company on approving the program and contents of documents of the 2025 Annual
General Meeting of Shareholders.

The Board of Directors of HUDLAND Real Estate Investment and Development
Joint Stock Company respectfully submits to the 2025 Annual General Meeting of
Shareholders to approve the production and business results in 2024 and the production
and business plan in 2025 as follows:

1. Results of implementing the 2024 production and business plan, with main targets:


- Business	26.08 billion dong/13.21 billion dong under the plan (reaching 197% of plan);
- Development investment:	516.93 billion dong/506.8 billion dong under the plan (reaching 102% of plan);
- Revenue:	28.96 billion dong/22.46 billion dong under the plan (reaching 129% of plan);
- Profit before tax:	4.520 billion dong/4.04 billion dong under the plan (reaching 112% of plan);
- Profit after tax:	3.820 billion dong/2,508 billion dong under the plan (reaching 152% of plan);
- Payment to the State budget:	472.5 billion dong/344.54 billion dong under the plan (reaching 137% of plan);

2. Production and business plan for 2025, with main targets:

- Business 337.5 billion dong
- Development investment: 1,290.9 billion dong
- Revenue, other incomes: 260 billion dong
- Profit before tax: 23.5 billion dong
- Profit after tax: 18.4 billion dong
- Payment to the State budget: 811.2 billion dong
- Expected dividend payment 5% of charter capital.

The implementation contents shall comply with the Board of Directors' Report presented to the General Meeting. In case the Company's production and business activities are affected by objective force majeure, the Company's Board of Directors will report and request to adjust the plan in accordance with the actual situation.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for consideration and voting to approve the results of production and business in 2024 and the production and business plan for 2025 as mentioned above.

Sincerely thanks. 

Recipients:

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

 **FOR BOARD OF DIRECTORS**

Chairman



Phạm Cao Sơn



No.: 623 /TTr-HĐQT

Hanoi, April 24, 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**Re: Proposal to approve the 2024 profit distribution plan; remuneration regime of the
Board of Directors and the Board of Supervisors in 2024, plan in 2025**

To: The 2025 Annual General Meeting of Shareholders -

**HUDLAND Real Estate Investment and Development Joint Stock
Company**

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National
Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate
Investment and Development Joint Stock Company (the 12th amendment and
supplement);

Pursuant to meeting minutes No. 494/BB-HĐQT dated 2024 of the Board
of Directors of HUDLAND Real Estate Investment and Development Joint Stock
Company on approving the program and contents of documents of the 2024 Annual
General Meeting of Shareholders.

The Board of Directors of HUDLAND Real Estate Investment and Development
Joint Stock Company respectfully submits to the 2025 Annual General Meeting of
Shareholders for consideration and approval of the 2024 profit distribution plan; the
remuneration regime of the Board of Directors and the Board of Supervisors as follows:

1. Profit distribution plan for 2024

Total distributed profit after tax: VND 30,424 million

+ Remaining profit after tax from previous years: VND 26,605 million

+ Distributed profit after tax in this year (2024): VND 3,819 million

The distribution plan is as follows:

+ Appropriation of bonus fund for managers: VND 400 million

- + Appropriation of employee reward fund: VND 500 million
- + Cash dividend payment: 15,000 million dong

(dividend in 2022 was approved by the 2023 Annual General Meeting of Shareholders, currently the Company has not implemented).

- + Undistributed remaining profit after tax: 14,025 million dong

2 Salary fund for managers, remuneration of members of the Board of Directors and Board of Supervisors in 2024, plan in 2025.

a) Implementation in 2024

- Total remuneration of part-time members of Board of Directors and Board of Supervisors: VND 459 million/VND 405 million under the plan.

- + Average number of part-time managers: 5.5 people

+ Average remuneration: VND 6.95 million/person/month/VND 6.75 million under the plan.

- Manager's salary fund: VND 2,640 million/VND 2,412 million under the plan.

- + Average number of full-time managers: 5.5 people

- + Average salary: VND 40 million/person/month/VND 33.5 million under the plan.

In which: Average salary of full-time members of Board of Directors and Board of Supervisors: 2.5 people; salary fund: VND 1,234 million; average salary: VND 41.15 million/person/month/VND 34 million under the plan.

b) Salary plan, remuneration of the Board of Directors, Board of Supervisors and operating expenses of the Audit Committee in 2025:

- Total remuneration of the Board of Directors and the non-professional Board of Supervisors: VND 448.2 million.

- + Number of part-time Board of Directors: 03 people.

- + Average remuneration: VND 11.2 million/person/month.

- Salary fund of the Manager: VND 4,224 million.

- + Number of full-time managers: 07 people.

- + Average salary: VND 50,286 million/person/month.

In which: Salary of full-time Board of Directors: 02 people; salary fund: VND 1,344 million; average salary of VND 56 million/person/month

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

Above is the 2024 profit distribution plan; Manager's salary fund, remuneration regime of the Board of Directors and the Board of Supervisors in 2024, plan in 2025. The Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval.

Sincerely thanks. *B*

Recipients:

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

ph **FOR BOARD OF DIRECTORS**

Chairman



Phạm Cao Sơn



No.: 624 /TTT-HDQT

Hanoi, April 29, 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

On request for voting to approve the contents implemented by the Board of Directors under the authorization of the 2024 Annual General Meeting of Shareholders and the policy assigned by the General Meeting of Shareholders to the Company's Board of Directors to decide on a number of contents arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025-2026

To: The 2025 Annual General Meeting of Shareholders -
HUDLAND Real Estate Investment and Development Joint Stock
Company

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;

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company (the 12th amendment and supplement);

Pursuant to Resolution dated July 24, 2024 of the 2024 Annual General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to the Resolution No. /NQ-HDQT dated , 2025 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on approving the program and contents of documents of the 2025 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company reports on the results of implementing the authorization contents of the 2024 Annual General Meeting of Shareholders and would like to approve the policy assigned by the General Meeting of Shareholders to the Company's Board of Directors to decide on a number of contents arising in

the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025-2026 as follows:

1. Propose to vote to approve the contents implemented by the Board of Directors under the authorization of the 2024 Annual General Meeting of Shareholders:

In 2024, the contents authorized by the General Meeting of Shareholders to the Board of Directors have been implemented as follows:

(1) Select an auditing unit with sufficient capacity according to the provisions of the Law to audit the Company's 2024 Financial Statements, reporting the results to the General Meeting of Shareholders at the nearest meeting: Carry out this task, the Board of Directors of the Company has organized the selection; CPA Vietnam Auditing Company Limited was selected as the auditing unit for the Company's 2024 financial statements..

(2) Approve adjustments to financial figures and financial statements according to the conclusions of auditing, inspection, and examination agencies, and decisions of the General Meeting of Shareholders (if any): not implemented due to non-arising.

(3) For new project development: Approve the Board of Directors to research, seek information and decide to participate in bidding to select investors, auction land use rights, joint ventures, cooperation, receive project transfers, contribute capital to establish enterprises to implement projects, receive transfer of shares/capital contributions of project enterprises to implement new investment projects to ensure effective use of capital, report the results to the General Meeting of Shareholders at the nearest meeting: not implemented due to non-arising.

(4) For project investment capital settlement: assign the Board of Directors to approve project settlement for projects under the authority of the General Meeting of Shareholders to decide on investment, and report the results to the General Meeting of Shareholders at the nearest meeting: not implemented due to non-arising.

(5) For the preparation of the capital increase plan and the implementation of necessary documents and procedures to submit for approval the plan to increase the Company's charter capital to VND 550 billion, issuance/offering of shares in accordance with the provisions of law, the Company's charter and relevant regulations: The Company has prepared a charter capital increase plan to submit to the General Meeting of Shareholders by requesting written consent and has been approved by the General Meeting of Shareholders in the resolution dated October 14, 2024. Currently, the Company has completed the first capital increase procedure from VND 200 billion to VND 316 billion and is continuing to carry out the procedures to increase the charter capital from VND 316 billion to VND 550 billion, issuance/offering of shares according to the approved plan.



2. Propose to approve the policy of the General Meeting of Shareholders assigning the Board of Directors of the Company to decide on a number of issues arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025 and 2026 as follows:

In order to accelerate the steps of implementing the Company's production and business activities, the Board of Directors of the Company respectfully submits to the Annual General Meeting of Shareholders in 2025 for consideration and approval of the policy of assigning the Board of Directors of the Company to decide on a number of issues arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025 and 2026 with the following contents:

(1) For the selection of an auditing unit for the 2025 annual financial statements: Assign the Board of Directors of the Company to decide on the content of selecting an auditing unit under the authority of the General Meeting of Shareholders arising in the process of implementing production and business activities between the two annual General Meetings of Shareholders in 2025 and 2026. The Board of Directors of HUDLAND Company is responsible for selecting an auditing unit with sufficient capacity according to the provisions of law to audit the Company's 2025 financial statements.

(2) Approve adjustments to financial figures and financial statements as required by auditing, inspection, and examination agencies, decisions of the General Meeting of Shareholders (if any), and report the results to the General Meeting of Shareholders at the nearest meeting.

(3) For new project development: Approve the Board of Directors to research, seek information and decide to participate in bidding to select investors, auction land use rights, joint ventures, cooperation, receive project transfers, contribute capital to establish enterprises to implement projects, receive transfer of shares/capital contributions of project enterprises to implement new investment projects to ensure effective use of capital, report the results to the General Meeting of Shareholders at the nearest meeting:


(4) For the Project on investment in 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: assign the Board of Directors to decide on the adjusted investment project under the authority of the General Meeting of Shareholders on the principle of ensuring that the efficiency is not lower than the approved project efficiency.

(5) For component projects on land belonging to the Project on investment in 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; Project on investment in construction of land lot CC3, New urban area on Le Thai To street, Bac Ninh city, Bac Ninh province: assign the Board of

Directors to decide on investment projects under the authority of the General Meeting of Shareholders to ensure effective use of capital, and report the results to the General Meeting of Shareholders at the nearest meeting.

(6) For project investment capital settlement: assign the Board of Directors to approve project settlement for projects under the authority of the General Meeting of Shareholders to decide on investment, and report the results to the General Meeting of Shareholders at the nearest meeting.

The Company's Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval of the above proposed contents to accelerate the implementation of the Company's production and business activities in 2025 and create a premise for the next years.

Sincerely thanks. 

Recipients:

- As request;
- Saved at General Planning Department, Office.

 **FOR BOARD OF DIRECTORS**



Pham Cao Son

No.: 625 /TTr-HĐQT

Hanoi, April 24th 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re: Adjustment of 2022 dividend distribution rate

To: The 2025 Annual General Meeting of Shareholders -

HUDLAND Real Estate Investment and Development Joint Stock Company

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the 2020 Enterprise Law No. 59/2020/QH14 dated June 17, 2020;

Pursuant to the Decree No. 155/2020/ND-CP of the Government: detailing and guiding the implementation of a number of articles of the Law on Securities;

Pursuant to the Resolution of the 2023 General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company (the 12th amendment and supplement);

Pursuant to Resolution 1936/NQ-HĐQT dated November 26, 2024 on approving the last registration date to exercise the right to receive shares issued due to increasing share capital from equity capital;

Pursuant to Official Dispatch No. 8611/UBCK-QLCB dated December 17, 2024, on reporting the results of issuing shares to increase share capital from HLD's equity;

Pursuant to the minutes of meeting No. 449/NQ-HĐQT dated April 3, 2025 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on the approval of the program and contents of the documents of the 2025 Annual General Meeting of Shareholders.

Pursuant to the Resolution of the 2023 General Meeting of Shareholders approving the 2022 profit distribution plan, including approving cash dividend payment of 7.5%, equivalent to VND 15,000,000,000 (Fifteen billion dong).

However, due to the Company's financial situation starting to show signs of difficulty when the State adjusted the unit price for calculating land use fees to increase, the amount of land use fees payable at the Company's Binh Giang, Hai Duong project increased dramatically, so the Company has not paid dividends in 2022, prioritizing capital sources for serving the Company's production and business activities.

To overcome financial difficulties, in 2024, the Company submitted and was approved by the Corporation, the Ministry of Construction and the General Meeting of Shareholders to approve the plan to increase charter capital from 200 billion to 550 billion.

To date, the Company has completed the first capital increase by issuing additional bonus shares from equity capital, increasing the number of shares from 20,000,000 shares to 31,599,961 shares according to Resolution 1936/NQ-HĐQT dated November 26, 2024.

In order to ensure the rights of existing shareholders as well as to help the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company proactively and promptly make decisions in the Company's production and business activities, we respectfully request the General Meeting of Shareholders to consider and approve the adjustment of the 2022 dividend rate on the new charter capital before completing the share offering to increase charter capital. Specifically:


- + Transfer the 2022 cash dividend payment plan according to the Resolution of the 2023 Annual General Meeting of Shareholders to implement in 2025.

- + Pay cash dividends of VND 15,000,000,000 (the value of cash dividends in 2022 that have not been paid), equivalent to 4.75% of the current charter capital (current charter capital is VND 315,999,610,000).

- + The dividend distribution date may be adjusted depending on the company's production and business situation and financial situation at the time of payment.


- Authorize the Company's Board of Directors to carry out necessary tasks to pay dividends for 2022 in accordance with the laws, ensure the rights of shareholders, in accordance with the financial situation of the Company, and report on the 2022 dividend distribution at the nearest General Meeting of Shareholders.

Above are some main contents of the adjustment of the cash dividend distribution rate in 2022, the Board of Directors of the Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval.

Sincerely thanks. 

Recipients:

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

 **FOR BOARD OF DIRECTORS**
Chairman




Phạm Cao Sơn

No.: 626 /TTr-HĐQT

Hanoi, April 24, 2025

REPORT

Re: Changes in organizational and management structure of the Company; Dismissal of the Board of Supervisors and annulment of the Board of Supervisors' Operating Regulations

To: The 2025 Annual General Meeting of Shareholders

HUDLAND Real Estate Investment and Development Joint Stock Company

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

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, at the 9th session on June 17, 2020 (hereinafter referred to as the Enterprise Law);

Pursuant to the Government's Decree No. 155/2020/ NĐ-CP dated December 31, 2020, detailing and guiding the implementation of a number of articles of Securities Law;

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company;

Pursuant to Resolution No./NQ-HĐQT dated , 2025 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on approving the program and contents of documents of the 2025 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders for approval the following contents:

1. Changes in organizational and management structure of the Company:

According to Clause 1, Article 137 of the 2020 Enterprise Law, the organizational and management structure of a joint stock company includes:

- Model 1 (point a, clause 1): The General Assembly of Shareholders, the Board of Directors, the Board of Supervisors and the Director or General Director.



- Model 2 (point b, clause 1): The General Assembly of Shareholders, the Board of Directors and the Director or General Director. In this case, at least 20% of the Board of Directors members must be independent members and there must be an Audit Committee under the Board of Directors.

Currently, HUDLAND Real Estate Investment and Development JSC organizes management and operations according to model 1, which is the traditional model chosen by most Vietnamese enterprises. In this model, the Board of Supervisors is an independent body, elected directly from the General Meeting of Shareholders. The main task of the Board of Supervisors is to supervise the activities of the Board of Directors and the Board of Management, and to check the legality of management and operations. However, the members of the Board of Supervisors are mostly employees of the company, under the management of the Board of Directors and the Board of Management, so they may not be able to fully demonstrate their roles and responsibilities. In many cases, the decisions of the Board of Supervisors can be influenced, thus failing to demonstrate transparency in the process of monitoring the activities of the Board of Directors, the Board of Management and the entire management and operation of the company.

2025 is a pivotal year for the Company's sustainable development orientation in the next period with many opportunities and challenges. After studying corporate governance models, the Board of Directors of HUDLAND Company submits to the General Meeting of Shareholders for approval to change the Company's organizational and management structure according to Point b, Clause 1, Article 137 of the Enterprise Law 2020 (excluding the Board of Supervisors).

This is a model that represents a comprehensive change in the company operations and management. However, with the set goals, the change in this phase management model is really necessary and suitable for HUDLAND, specifically the following advantages:

- Ensure objectivity and transparency in the management of shareholders' capital.
- The Audit Committee is a department under the Board of Directors, directly participating in the decision-making process of the Board of Directors, so it can intervene promptly and effectively in the company's operations and administration.
- The Audit Committee can be considered as the "arm's length" of the Board of Directors, helping the Board of Directors to execute decisions more promptly, especially in the current period when HUDLAND increased its equity by 2.75 times.
- The Audit Committee focuses heavily on financial reporting, internal control systems and risk management, contributing to the preservation of shareholders' capital.


2. Dismissal of members of the Board of Supervisors and annulment of the Board of Supervisors' Operating Regulations:

Based on the change in organizational and management structure stated in Section 1 of this report, the Board of Directors respectfully proposes the General Meeting of Shareholders to approve:

- Dismissal of the current Board of Supervisors of the Company for the 2023-2028 term, including the following members:

1. Ms. Dang Thanh Binh - Head of Board of Supervisors
 2. Ms. Nguyen Vu Ngoc Linh - Member of the Board of Supervisors
 3. Ms. Ngo Thi Hanh – Member of the Board of Supervisors
- Annul the Operating Regulations of the Board of Supervisors.

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

Sincerely thanks. 

Recipients:

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

 **FOR BOARD OF DIRECTORS**
CHAIRMAN



Pham Cao Son



No.: 627/TTr-HĐQT

Hanoi, date 24 month 4, 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re: Propose to approve the amendment of the Internal Regulations on Corporate Governance; Operating regulations of the Board of Directors.

To: The 2025 Annual General Meeting of Shareholders - HUDLAND Real Estate Investment and Development Joint Stock Company

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

Pursuant to the Government's Decree No. 155/2020/ NĐ-CP dated December 31, 2020, detailing and guiding the implementation of a number of articles of Securities Law;

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

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company (the 13th amendment and supplement) approved at the 2024 Annual General Meeting of Shareholders;

Pursuant to the Corporate Governance Regulations and the operating regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company approved at the 2021 Annual General Meeting of Shareholders;

Pursuant to the Resolution No. 494.../NQ-HĐQT dated April 3rd, 2025 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on approving the program and contents of documents of the 2025 Annual General Meeting of Shareholders;

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of amendment of the Internal Regulations on Corporate Governance; Operating Regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company in 2025 to comply with the 14th amended and supplemented Charter.

((The proposed amendments and the Draft Internal Corporate Governance Regulations; the Operating Regulations of the Board of Directors are attached to this submission.))

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

Sincerely thanks. *BS*

Recipients:

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

BS **FOR BOARD OF DIRECTORS
Chairman**



Pham Cao Son



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

Issued pursuant to Resolution dated April 04, 2025 of the 2025 Annual General Meeting of
Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company





Hanoi, April 2025

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

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

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, at the 9th session on June 17, 2020 (hereinafter referred to as the Enterprise Law);

Pursuant to the Government's Decree No. 155/2020/ NĐ-CP dated December 31, 2020, detailing and guiding the implementation of a number of articles of Securities Law;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles of corporate governance applied to public companies in Decree No. 155/2020/ Decree-CP dated December 31, 2020 of the Government on 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, amended for the 14th time (hereinafter referred to as the Charter);

Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders, dated April , 2025.

The Board of Directors (abbreviated as BOD) promulgates the Internal Regulations on corporate governance of HUDLAND Real Estate Investment and Development Joint Stock Company, including the following contents:

Article 1. Governing scope and subjects of application

1. Scope of regulation:

Internal regulations on corporate governance ("**Regulations**") stipulates the basic principles of corporate governance with the aim of protecting the legitimate rights and interests of Shareholders, establishing standards of conduct and professional ethics of members of the Board of Directors, Directors and other business managers.

This Charter is also the basis for Shareholders and other relevant parties to evaluate the implementation of corporate governance of HUDLAND Real Estate Investment and Development Joint Stock Company.

Specifically, these Regulations stipulate the following contents:

a) Roles, rights and obligations of the General Meeting of Shareholders, Board of Directors, Director and Committees under the Board of Directors;



- b) Procedures for the General Meeting of Shareholders;
- c) Nomination, candidacy, election, dismissal and removal of members of the Board of Directors, Director, and members of the Committees;
- d) Coordination of activities between the Board of Directors and the Director;
- e) Other activities as prescribed in the Company Charter and other current provisions of law.

2. Subject of application: This Charter applies to members of the Board of Directors, Directors, Corporate Governance Officers and related persons.

Article 2. General Meeting of Shareholders

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

2. The order and procedures for the General Meeting of Shareholders to pass resolutions by voting at the General Meeting of Shareholders include the following main contents:

- a) Authority to convene the General Meeting of Shareholders:
 - Boards of Directors: according to Clause 1-Article 18 of the Charter and Clause 1, Clause 2, Article 140 of the Law on Enterprises;
 - Other cases: according to Clause 4, Article 140 of the Law on Enterprises.

b) Make a list of shareholders entitled to attend the meeting

The person convening the General Meeting of Shareholders must disclose information to the Securities Depository Center (abbreviated as VSD) about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date. In addition to sending the notification to VSD, the document must be sent in .pdf file format to the Stock Exchange where the Company is listed, the State Securities Commission (abbreviated as SGDCK, UBCK) and posted on the Company's website.

c) Notice of official list of shareholders entitled to attend the General Meeting of Shareholders

The person convening the shareholders' meeting shall request the shareholder relations department to prepare a document for the person disclosing the information to send to VSD at least 30 days before the expected date of sending the notice of invitation to the shareholders' meeting, but must ensure the provisions in 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:
 - + Time of organization: After having audited annual financial statements but not later than the time limit specified in Clause 1, Article 14 of the Charter.
 - + The Board of Directors established a Subcommittee to prepare the content, program, and all documents of the General Meeting.



+ After all the General Meeting documents are completed by the Draft Document Subcommittee, the Company's Administrator/or Company Secretary collects the content and agenda of the General Meeting, determines the time and venue of the General Meeting; collects draft documents to submit to the General Meeting; the Board of Directors is responsible for reviewing and approving them to send to the Board of Directors.

+ The Chairman of the Board of Directors of the Company organizes a meeting of the Board of Directors to unanimously approve the contents, agenda and documents, and issue a decision to convene the Annual General Meeting of Shareholders (or a notice to convene the General Meeting of Shareholders).

+ Notice of the General Meeting of Shareholders on the Company's website and published on the media of the Stock Exchange and the Securities Commission.

The Chairman of the Board of Directors signs and issues a notice/invitation to the meeting, which is sent to shareholders by the Shareholder Relations Department within 10 days from the date of closing the list of shareholders entitled to attend the meeting and at least 21 (twenty-one) days before the meeting date. Organizing the General Meeting; The notice/invitation to the meeting must clearly state the content of the General Meeting program, the issues to be discussed and voted on at the General Meeting, the time and place of the meeting. Attached to the meeting invitation sent to shareholders must be a form designating an authorized representative to attend the meeting, a form confirming attendance, a meeting agenda, discussion documents on the basis of passing decisions and draft resolutions for each issue in the meeting agenda. In case the documents are not sent with the notice of the General Meeting of Shareholders, the meeting invitation must clearly state the website address so that shareholders can access it.

The shareholder relations department is responsible for sending meeting invitations by guaranteed method to the registered address of each shareholder entitled to attend the meeting; posting notices of the holding of the General Meeting of Shareholders on the Company's website and announcing them on the Stock Exchange's media at least twenty-one (21) days before the opening date of the General Meeting of Shareholders, calculated from the date the notice is sent or transferred in a valid manner, postage is paid or placed in the mailbox based on the list of shareholders of VSD.

+ The Chairman of the Board of Directors establishes the Organizing Committee of the General Meeting (immediately after issuing the meeting invitation) to carry out preparations and conditions for holding the meeting according to the set agenda; Establishes the Shareholder Eligibility Verification Board to prepare procedures for reviewing and verifying when shareholders attend the meeting. The Shareholder Eligibility Verification Board is established at least 3 days before the official meeting date.

- For extraordinary General Meeting of Shareholders arising from the requirements of production and business activities, it must be approved according to the provisions of the Charter and the Law:

+ The focal department/office for the content to be submitted for reporting to the Board of Directors for approval;



+ The next steps are similar from point (+) 4 of item (-) 1 point d clause 2 Article 2 of these regulations.

- For an extraordinary General Meeting of Shareholders arising from a request as prescribed in Clause 4, Article 14 of the Charter, the convener shall request the Company Secretary and the Shareholder Relations Department to establish procedures to sign the notice convening the General Meeting of Shareholders and carry out the following steps similar to point (+) 5, item (-) 1, point d, Clause 2, Article 2 of these regulations.

d) Agenda and content of the General Meeting of Shareholders (person responsible for preparing the agenda and content of the General Meeting of Shareholders; regulations on shareholders' proposals to be included in the meeting agenda).

The Board of Directors or the person convening the General Meeting of Shareholders shall arrange the agenda, location and reasonable time to discuss and vote on each issue in the agenda of the General Meeting of Shareholders as prescribed in Clause 7, Article 142 of the Law on Enterprises and Clause 3, Article 18 of the Charter.

e) Authorization for a representative to attend the General Meeting of Shareholders: Authorization is implemented according to the provisions of 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 in the manner stated in the notice, including one of the following methods: Register directly, by phone, fax, mail or email to the company before the deadline stated in the invitation to the General Meeting of Shareholders; The Company must receive registration at least 3 days before the date of the meeting.

h) Implementation conditions: Comply with the content in Article 19 of the Charter.

i) Form of approval of decisions of General meeting of shareholders Use the Voting Card to vote on all issues to be voted on at the General Meeting or in the form specified in Clause 10, Article 20 of the Charter when organizing an online meeting.

k) Method of voting:

- When registering to attend the meeting, after the Shareholder Eligibility Verification Board has verified the shareholder's attendance records, the Company will issue each shareholder or authorized representative with voting rights a code, seat and a voting card, on which is recorded the registration number, full name of the shareholder, full name of the authorized person and the number of votes of that shareholder corresponding to the shares that the shareholder is holding. This voting card is used to vote on all matters to be voted on at the General Meeting.

- The General Meeting of Shareholders discusses and votes on each issue in the agenda as presented by the chairperson. Shareholders will vote on these matters using voting cards issued corresponding to each option: agree/disagree/other opinion

l) Method of counting votes

After voting on each issue at the General Meeting, the Vote Counting Committee must record and summarize the number of votes in favor/disagreement/other opinions for each issue.

m) Conditions for adoption of the resolution

- For decisions passed by the general meeting, at least 65% of the total number of shareholders attending the meeting must vote according to the provisions of Clause 1, Article 21 of the Charter;
- The election of members of the Board of Directors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises;
- With decisions for the remaining issues not included in the above items passed by the general meeting with a rate of over 50% of the total votes of all shareholders Attending the meeting has the right to vote as prescribed in Clause 2, Article 21 of the Charter.

n) Notice of the vote counting results;

The voting results on the total number of shares agreeing/disagreeing/other opinions on each issue passed will be announced by the Vote Counting Committee immediately after the issues requested for approval by the meeting have been voted on and the vote counting is completed. The Chairman shall announce the results of the voting counts immediately prior to the closing of the meeting.

o) Method of disapproval of the resolution of the General Meeting of Shareholders

Comply with Article 24 of the Charter and Clause 2 and Clause 3, Article 152 of the Law on Enterprises.

p) Prepare minutes of the General Meeting of Shareholders

- The Secretariat of the General Meeting of Shareholders, nominated by the Presidium and approved by the General Meeting, is responsible for recording the entire proceedings of the General Meeting, taking minutes and being proposed by the Presidium to the General Meeting of Shareholders for approval at the meeting.
- Minutes are prepared in Vietnamese (can be translated into English when posted on the Company's website). The minutes must include the contents specified in Article 23 of the Charter.
- The secretary of the General Meeting of Shareholders must read the draft minutes at the meeting for shareholders attending the meeting to approve the content, then the secretariat confirms and submits them to the Chairman for signature.
- The Chairman and Secretary of the Shareholders' Meeting shall be jointly responsible for the truthfulness and accuracy of the minutes.
- Minutes of the General Meeting of Shareholders, together with the appendix of the shareholder registration list, voting ballots, vote counting minutes, full text of resolutions passed at the meeting, documents sent with the invitation letter and documents distributed at the meeting must be kept according to regulations.

q) Announcement of Resolution of General Meeting of Shareholders



- Minutes/Resolutions of the meeting must be published on the Company's website within twenty-four (24) hours from the closing date of the meeting.

- The company must organize the disclosure of information about the General Meeting of Shareholders in accordance with the provisions of the law on securities and the securities market.

3. The order and procedures for the General Meeting of Shareholders to pass resolutions by obtaining written opinions include the following main contents:

a) Cases where written opinions can and cannot be obtained; according to Clause 2, Article 147 of the Law on Enterprises.

b) Procedures for the General Meeting of Shareholders to pass Resolutions by obtaining written opinions.

- Procedure for obtaining shareholders' opinions in writing

- + The Company's focal department/office shall prepare and submit the content that needs to be approved to the Director for approval to submit to the Board of Directors; These contents shall be reviewed by the Company's Administration Officer and consulted (if any) by the Chairman of the Board of Directors before deciding to organize for consultation.

- + The Chairman of the Board of Directors directs the Company Secretary/or the Company Administration Officer to gather and review relevant content and information to organize the Board of Directors meeting.

- + The Board of Directors meets, reviews and agrees on the contents of the written shareholder opinion.

- + The Company's shareholder relations department prepares documents for the Information Disclosure Person to deposit with VSD/Stock Exchange to finalize the shareholder list; After having the final list of shareholders with voting rights, the Company's shareholder relations department prepares a set of documents to be consulted.

- + The Chairman of the Board of Directors signs the document to collect shareholders' opinions. The Company's Shareholder Relations Department carries out the procedure of sending the document and accompanying documents to the shareholders according to the final list.

- + The Company's shareholder relations department collects written opinions from shareholders. The Chairman of the Board of Directors organizes a vote counting meeting, consisting of members of the Board of Directors and shareholders (not holding management positions in the company) participating in supervising the vote counting. The Company Secretary prepares a vote counting record of the results of the opinion collection for the members participating in the vote counting to sign for confirmation.

- + The Company Secretary/or the person in charge of corporate governance prepares a resolution/decision of the General Meeting of Shareholders on the issue that has been consulted and submits it to the Chairman of the Board of Directors for signature and issuance for implementation.



- Form and content of the voting ballot and regulations on making minutes of vote counting, resolutions of the General Meeting of Shareholders and regulations on information disclosure according to Clauses 2, 3, 4, 5, 6, 7, Article 22 of the Charter.

4. The order and procedures for the General Meeting of Shareholders to pass resolutions via online conference include the order and procedures for organizing meetings and voting with the following contents:

- a) Notice of convening an online General Meeting of Shareholders;
- b) How to register to attend the online General Meeting of Shareholders;
- c) Authorization for a representative to attend the online General Meeting of Shareholders;
- d) Implementation conditions
- dd) Form of passing Resolution of online General Meeting of Shareholders;
- e) Method of voting online
- g) Method of counting votes online
- h) Notice of the vote counting results;
- i) Preparation of minutes of the General Meeting of Shareholders;
- k) Announcement of Resolution of the General Meeting of Shareholders.

5. The order and procedures for the General Meeting of Shareholders to pass resolutions in the form of a combined in-person and online conference include the order and procedures for organizing meetings and voting with the following contents:

- a) Notice of convening the General Meeting of Shareholders
- b) Method of registering to attend the General Meeting of Shareholders
- c) Authorization for a representative to attend the General Meeting of Shareholders;
- d) Implementation conditions
- dd) Approval of decisions of General meeting of shareholders
- e) Method of voting
- Method of counting votes
- h) Notice of the vote counting results;
- i) Preparation of minutes of the General Meeting of Shareholders;
- k) Announcement of Resolution of the General Meeting of Shareholders.

Article 3. Boards of Directors

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

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



a) Term of office and number of members of Board of Directors: prescribed in Clause 1, Clause 2, Article 26 of the Charter;

b) Structure, standards and conditions of members of Board of Directors;

The structure of the Board of Directors' members is stipulated in Clause 3, Article 26 of the Charter; The standards and conditions of the Board of Directors' members are stipulated in Clause 4, Article 26 and Clause 1-Clause 2, Article 155, Law on Enterprises;

c) Nomination, candidacy of members of the Board of Directors;

According to the provisions of the Law and Article 25 of the Charter.

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

dd) Cases of dismissal, removal and addition of members of the Board of Directors according to Article 160 of the Law on Enterprises;

e) Notice of election, dismissal and removal of members of the Board of Directors

- Notice of election of Board members: The Board of Directors shall carry out procedures to notify the General Meeting of Shareholders and post on the Company's website the draft election regulations, election forms and list of elected members of the Board of Directors with their resumes so that shareholders can know when participating in the election at the meeting (if the list has been determined).

- Notice of dismissal and removal of members of the Board of Directors: The Board of Directors holds a meeting and has a resolution to propose the General Meeting of Shareholders to dismiss or remove a member of the Board of Directors; then carry out procedures to notify the General Meeting of Shareholders to hold a meeting to vote on dismissal and elect another member of the Board of Directors to replace him/her.

g) Method to introduce candidates to the Board of Directors

Stipulated in Clause 1, Article 25 of the Charter;

The company must ensure that shareholders have access to information about the companies in which the candidate holds the position of a member of the Board of Directors, other management positions and the interests related to the company of the candidate for the Board of Directors (if any).

- Shareholders or groups of shareholders owning common shares according to Clause 2, Article 25 of the Charter have the right to nominate candidates for the Board of Directors according to the provisions of the Law on Enterprises and the Charter.

- In case the number of candidates for the Board of Directors through nomination and candidacy is still not enough as required by regulations, the current Board of Directors may introduce additional candidates or organize nominations according to the provisions of the Charter. The introduction of more candidates by the 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.

h) Elect, remove and dismiss the Chairman of the Board of Directors prescribed in Clause 1, Clause 4, Clause 5, Article 29 of the Charter;



3. Remuneration, salaries and other benefits of members of Board of Directors as prescribed in Article 28 of the Charter.

4. The order and procedures for organizing Board of Directors meetings include the following main contents:

a) Minimum number of monthly/quarterly/annual meetings prescribed in Clause 1, Clause 2, Article 30 of the Charter;

b) Cases in which an extraordinary meeting of the Board of Directors must be convened as prescribed in Clause 3, Article 30 of the Charter or when the Board of Directors deems it necessary to carry out the Company's production and business activities;

c) Notice of Board of Directors meeting (including time, location, meeting agenda, issues discussed and decided)

The Chairman of the Board of Directors or the convener (as prescribed in Clauses 5 and 6, Article 30 of the Charter) is responsible for directing the Company's Administrator/Company Secretary to prepare the files/documents (including meeting agenda, time, location, related documents and ballots for members of the Board of Directors who cannot attend the meeting), sign the invitation letter and send it to the members of the Board of Directors;

d) Conditions for organizing meeting of the Board of Directors as prescribed in Clause 7, Article 30 of the Charter;

dd) Voting method prescribed in Clause 8, Clause 9, Article 30 of the Charter;

e) Method of passing resolutions of the Board of Directors recorded and read by the Company Secretary through the Board of Directors for the Chairman to sign and issue in accordance with the provisions of Clause 11, Article 30 of the Charter;

g) Authorization of other persons to attend meetings of Board of Directors members: as prescribed in Clause 10, Article 30 of the Charter;

h) Preparation of Minutes of meetings of Board of Directors;

Recorded and read by the Company Secretary for approval by all members of the Board of Directors for signing and promulgation in accordance with the provisions of Article 158 of the Enterprise Law;

i) In case the chairman and/or secretary refuses to sign the Minutes of the Board of Directors meeting

If the chairman or the preparer of minutes refuses to sign the meeting minutes, but if signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h Clause 2 Article 158 of the Law on Enterprises, this minutes takes effect. The meeting minutes clearly state that the chair and the minute taker refused to sign the meeting minutes. The person signing the meeting minutes is jointly responsible for the accuracy and truthfulness of the content of the Board of Directors meeting minutes;



k) Announcement of resolutions and decisions of the Board of Directors

- Resolutions of the Board of Directors are issued within the Company for implementation and sent to members of the Board of Directors according to the Charter;
- Resolutions of the Board of Directors are disclosed in cases prescribed in the Law on Securities and circulars guiding information disclosure of public companies and listed organizations.
- Maintain/issue records of the Board of Directors
- + The Secretary of the Board of Directors keeps 01 original set (all related documents);
- + The Company's office archives 01 original set of minutes/resolutions and necessary accompanying documents;
- + Subordinate units/departments receive and keep copies related to the rights and obligations to implement the contents of the Board of Directors' resolutions/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) Nomination and appointment of members of the Audit Committee: as prescribed in Article 36 of the Charter.

- The term of office of the Audit Committee corresponds to the term of office of the Board of Directors. Accordingly, the term of office of a member of the Audit Committee is no more than five (05) years.

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

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

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

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

a) Roles, responsibilities and authorities of the subcommittees of the Board of Directors and each member of the subcommittee: as prescribed in Article 31 of the Charter and specifically stipulated in the establishment decision of the Board of Directors;

b) Activities of the subcommittees under the Board of Directors The establishment designation comes from the Company's management needs when the production and business model expands and the Board of Directors finds it necessary to establish to help the Board of Directors direct and control the Company's main activities;

7. Selection, appointment and dismissal of the person in charge of corporate governance include the following main contents:

a) Standards of the person in charge of corporate governance

The person in charge of corporate governance must be knowledgeable about the Law and must not concurrently work for an independent auditing company that is auditing the company's financial statements;



b) Appointment of person in charge of corporate governance The Board of Directors considers, selects and decides on appointment;

c) Cases of dismissal of the person in charge of corporate governance

- When there is a resignation letter from the Administrator;
- When the Administrator is no longer qualified and able to perform his/her duties or violates the Company's regulations.

d) Notice of appointment and dismissal of the person in charge of corporate governance: The Board of Directors holds a meeting to unanimously decide on the appointment and dismissal of the person in charge of corporate governance and notify the entire Company and disclose information according to regulations (if any);

dd) Rights and obligations of the person in charge of corporate governance as prescribed in Clause 3, Article 32 of the Charter;

Article 4. Director

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

2. Appointment, dismissal, contract signing, contract termination to the Director

a) Tenure, criteria and conditions of the Director is 05 (five) years as prescribed in Clause 3, Article 35 of the Charter; The standards and conditions of the Director apply according to the provisions of the Law on Enterprises and other regulations of the State.

b) Candidacy, nomination, dismissal, removal of Director: according to Clause 5, Article 35 of the Charter.

c) Appoint and sign labor contract with Director: The Board of Directors appoints one of them or hire another person to be the Director according to Clause 1, Article 35 of the Charter; the Chairman of the Board of Directors signs the labor contract of the Director.

d) Dismissal and termination of labor contract with the Director: 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.

dd) Notice of appointment, dismissal, contract signing, contract termination to the Director published and announced information according to the provisions of securities law and Enterprise Law.

e) 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, including the following main contents:

a) Procedures, order for convening, notice of meeting, recording of minutes, notification of meeting results between the Board of Directors, the Board of Supervisors



and the Director; similar to the provisions on minutes of the Board of Directors in Article 158 of the Law on Enterprises. The meeting results are recorded, through the meeting minutes signed by the attending members (members with voting rights) and sent by the Secretary to all members of the Board of Directors and the Director. In addition, information must be disclosed (if any) according to the provisions of the Securities Law.

b) Announcement of the Resolution/Decision of the Board of Directors to the Director The meeting resolution is prepared by the Secretary according to the meeting conclusion and approved by the Chairman of the Board of Directors for signing and issuance, and sent to the Director according to regulations; In addition, information is announced and notified (if any) according to the provisions of securities law and the Law on Enterprises.

c) Cases in which the Director and the Audit Committee request to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion

- Regarding the contents that must be approved by the Board of Directors/General Meeting of Shareholders within the prescribed scope to implement the Company's operations.

- When the Audit Committee discovers any inappropriate issues in the company's production and business activities or signs of violations of regulations by members of the Board of Directors or the Director and other managers of the Company.

d) Report of the Director to the Board of Directors on the performance of assigned tasks and powers; The Director must report to the Board of Directors on the results of performing assigned tasks and powers;

dd) Review on the implementation of resolutions and other authorization issues of the Board of Directors for the Director The implementation results will be reported by the Director at the regular quarterly meeting every year;

e) Issues that the Director must report, provide information and methods to notify the Board of Directors: Company's monthly business results and other information upon request.

g) Coordination of activities of control, administration, supervision between members of the Board of Directors and the Director according to the specific tasks of the above members.

2. Regulations on annual evaluation of reward and discipline activities for members of the Board of Directors, the Director and other business executives

- For members of the Board of Directors who are members represented by the organization that owns contributed capital: according to the regulations on management of capital representatives of that organization and according to the provisions of the Charter, salary regulations, and other internal regulations of the Company.

- For other members of the Board of Directors and Directors/other business executives: carried out in accordance with the provisions of the Law, the Charter and salary regulations, and other internal regulations of the Company.



Article 6. Implementation effect

1. This Charter includes 06 Articles, 12 pages and is unanimously approved on April ..., 2025 under Article of the Resolution of the 2025 Annual General Meeting of Shareholders. During the implementation process, if new issues arise that require amendments and supplements to the regulations to comply with the provisions of law and the actual operating situation of the company, the Company Director may submit them to the Board of Directors for consideration and decision.

2. These Regulations take effect from the date of issuance, replacing the Corporate Governance Regulation issued in 2021 under the Resolution dated April 14, 2021 of the 2021 Annual General Meeting of Shareholders.

3. Members of the Board of Directors, Board of Management, Heads of departments/offices, Heads of units under the Company are responsible for guiding and organizing the implementation of these Regulations to all officers and employees.

Recipients:

- As per Clause 3, Article 6;
- Archives, Board of Directors.

FOR THE BOARD OF DIRECTORS

Chairman



Phạm Cao Sơn

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

SUMMARY OF AMENDMENTS TO INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

NO.	Provision (according to current Charter)	Current regulations	Proposed amendment content	Reasons for amendment
1	Name	GOVERNANCE REGULATIONS	INTERNAL REGULATIONS ON CORPORATE GOVERNANCE	In accordance with Article 270 of Decree 155/2020
2	Bases, orthography		Add: Law on Amending and Supplementing a Number of Articles of the Securities Law No. 56/2024/QH15 dated November 29, 2024; Amend the 12th Charter to 14th Charter - Add notes: (Referred to as Enterprise Law); (Referred to as Charter) Amend all "Enterprise law" to "Enterprise Law", amend all "clause" to "Clause", amend all "article" to "Article" to comply with the provisions of Decree 30/2020 on archiving	
3	Article 1. Governing scope and subjects of application	Internal regulations on corporate governance stipulate the following contents: a) Roles, rights and obligations of the General Meeting of Shareholders, Board of Directors, and Director; b) Procedures for the General Meeting of Shareholders;	The internal regulations on corporate governance ("Regulations") stipulate the basic principles of corporate governance with the aim of protecting the legitimate rights and interests of Shareholders, establishing standards of conduct and professional ethics	In accordance with changes in the Company's management structure

		<p>c) Nominate, run for election, elect, dismiss and remove members of the Board of Directors, Board of Supervisors, and Director;</p> <p>d) Other activities as prescribed in the Company Charter and other current provisions of law.</p> <p>2. Subject of application: These Regulations apply to members of the Board of Directors, Board of Supervisors, Directors and related persons.</p>	<p>of members of the Board of Directors, Directors and other business managers.</p> <p>This Charter is also the basis for Shareholders and other relevant parties to evaluate implementation of</p> <p>Corporate governance of HUDLAND Real Estate Investment and Development Joint Stock Company.</p> <p>Specifically, these Regulations stipulate the following contents:</p> <p>a) Roles, rights and obligations of the General Meeting of Shareholders, Board of Directors, Director and Committees under the Board of Directors;</p> <p>b) Procedures for the General Meeting of Shareholders;</p> <p>c) Nomination, candidacy, election, dismissal and removal of members of the Board of Directors, Director, and members of the Committees;</p> <p>d) Coordination of activities between the Board of Directors and the Director;</p> <p>e) Other activities as prescribed in the Company Charter and other current provisions of law.</p> <p>2. Subject of application: This Charter applies to members of the Board of Directors, Directors, Corporate Governance Officers and related persons.</p>	
4	<p>Article 2.</p> <p>General Meeting of Shareholders</p>	<p>a) Authority to convene the General Meeting of Shareholders:</p>	<p>a) Authority to convene the General Meeting of Shareholders:</p>	<p>Remove the Board of Control, replace "Company" by "Convenor of the</p>

	<p>- Boards of Directors: according to Clause 1-Article 18 of the XII Charter and Clause 1, Clause 2, Article 140 of the Law on Enterprises;</p> <p>- Board of Supervisors: according to Clause 3, Article 140 of the Law on Enterprises;</p> <p>- Other cases: according to Clause 4, Article of Law on Enterprises.</p> <p>b) Make a list of shareholders entitled to attend the meeting</p> <p>The company must disclose information to the Securities Depository Center (abbreviated as VSD) about the list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>at least 20 days before the last registration date. In addition to sending the notification to VSD, the document in .pdf format must be sent to the Stock Exchange, Securities Commission and posted on the Company's website.</p> <p>c) Notice of official list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>The person convening the meeting requests the shareholder relations department to prepare a document for the person disclosing the information to send to VSD at least 30 days before the expected date of sending the notice of invitation to the General Meeting of Shareholders, but must ensure the provisions in item a) clause 2 Article 18 of the Charter, m) Conditions for the resolution to be passed</p> <p>- The election of members of the Board of Directors and the Board of Supervisors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.</p>	<p>- Boards of Directors: according to Clause 1-Article 18 of the Charter and Clause 1, Clause 2, Article 140 of the Law on Enterprises.</p> <p>- Other cases: according to Clause 4, Article 140 of the Law on Enterprises.</p> <p>b) Make a list of shareholders entitled to attend the meeting</p> <p>The person convening the General Meeting of Shareholders must disclose information to the Securities Depository Center (abbreviated as VSD) about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date. In addition to sending the notification to VSD, the document must be sent in .pdf file format to the Stock Exchange where the Company is listed, the State Securities Commission and posted on the Company's website.</p> <p>c) Notice of official list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>The person convening the shareholders' meeting shall request the shareholder relations department to prepare a document for the person disclosing the information to send to VSD at least 30 days before the expected date of sending the notice of invitation to the shareholders' meeting, but must ensure the provisions in Point a) Clause 2, Article 18 of the Charter, m) Conditions for the resolution to be passed</p>	<p>general meeting of shareholders", add "place where the company is listed", add "state", add "shareholders", change "item" to "point"</p>
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		<p>+ The Company's shareholder relations department collects written opinions from shareholders. The Chairman of the Board of Directors organizes a vote counting meeting, consisting of members of the Board of Directors and</p> <p>The Board of Supervisors/ or shareholders (not holding management positions of the company) participate in supervising the vote counting, the Company Secretary prepares the vote counting minutes and the results of the opinion collection for the members participating in the vote counting sign confirmation;</p>	<p>- The election of members of the Board of Directors must be carried out in accordance with the provisions of Clause 3.</p> <p>Article 148 of the Law on Enterprises;</p> <p>+ The Company's shareholder relations department collects written opinions from shareholders, the Chairman of the Board of Directors organizes a vote counting meeting, consisting of members of the Board of Directors and shareholders (not holding management positions in the company) participating in supervising the vote counting, the Company Secretary prepares a vote counting record of the opinion collection results for the members participating in the vote counting to sign for confirmation</p>	
5	Article 3. Boards of Directors	<p>c) Notice of the Board of Directors meeting (including time, location, agenda, issues to be discussed and decided); The Chairman of the Board of Directors or the convener (as prescribed in Clauses 5, 6, 7, Article 30 of the Charter) is responsible for directing the Company's Administration Officer/Company Secretary to prepare the documents/files (including meeting agenda, time, location, relevant documents and ballots for members of the Board of Directors who cannot attend the meeting), sign invitations sent to members of the Board of Directors;</p>	<p>c) Notice of Board of Directors meeting (including time, location, meeting agenda, issues discussed and decided);</p> <p>The Chairman of the Board of Directors or the convener (as prescribed in Clauses 5 and 6, Article 30 of the Charter) is responsible for directing the Company's Administrator/Company Secretary to prepare the files/documents (including meeting agenda, time, location, related documents and ballots for members of the Board of Directors who cannot attend the meeting), sign the invitation letter and send it to the members of the Board of Directors;</p>	<p>Remove point d due to removal of the Board of Supervisors , Article 7 of the Charter is removed 30; add information of Clause 3</p>

		<p>d) The right of members of the Board of Supervisors to attend meetings of the Board of Directors; Stipulated in Clauses 7, 9, 10, Article 30 of the Charter.</p> <p>dd) Conditions for organizing meeting of the Board of Directors as prescribed in Clause 8, Article 30 of the Charter;</p> <p>e) Voting method as prescribed in Clause 9, Clause 10, Article 30 of the Charter;</p> <p>g) Method of passing resolutions of the Board of Directors by the company secretary</p> <p>Record and read through the Board of Directors for the Chairman to sign and issue according to the provisions of Clause 12, Article 30 of the Charter;</p> <p>h) Authorization of another person to attend the meeting of a member of the Board of Directors; as prescribed in Clause 11, Article 30 of the Charter;</p> <p>l) Announcement of resolutions and decisions of the Board of Directors</p> <p>- Resolutions of the Board of Directors are issued within the Company for implementation and sent to members of the Board of Directors and Board of Supervisors according to the Charter.</p> <p>3. Remuneration and other benefits of members of Board of Directors</p>	<p>d) Conditions for organizing meeting of the Board of Directors as prescribed in Clause 7, Article 30 of the Charter;</p> <p>dd) Voting method prescribed in Clause 8, Clause 9, Article 30 of the Charter;</p> <p>e) Method of passing resolutions of the Board of Directors recorded and read by the Company Secretary through the Board of Directors for the Chairman to sign and issue in accordance with the provisions of Clause 11, Article 30 of the Charter;</p> <p>g) Authorization of other persons to attend meetings of Board of Directors members: as prescribed in Clause 10, Article 30 of the Charter;</p> <p>k) Announcement of resolutions and decisions of the Board of Directors</p> <p>- Resolutions of the Board of Directors are issued within the Company for implementation and sent to members of the Board of Directors according to the Charter;</p> <p>3. Remuneration and other benefits of Board members</p>	
6	Article 4. Board of Supervisors	Delete Article 4: Board of Supervisors	<p>Add to Article 3:</p> <p>5. Audit Committee under the Board of Directors</p> <p>a) Rights and obligations of the Audit Committee: as prescribed in Article 38 of the Charter.</p>	Due to the abolition of the Board of Supervisors and the addition of the Audit Committee. Content is based on Circular 116

			<p>b) Nomination and appointment of members of the Audit Committee: as prescribed in Article 36 of the Charter.</p> <p>- The term of office of the Audit Committee corresponds to the term of office of the Board of Directors.</p> <p>Accordingly, the term of office of a member of the Audit Committee is no more than five (05) years.</p> <p>- Number, standards and structure of the Audit Committee: as prescribed in Article 37 of the Charter.</p>	
7	<p>Article 5.</p> <p>Other activities</p>	<p>Article 6. Other activities</p> <p>1. Coordination of activities between the Board of Directors, the Board of Supervisors and the Director, including the following main contents:</p> <p>a) Procedures, order for convening, notice of meeting, recording of minutes, notification of meeting results between the Board of Directors, the Board of Supervisors and the Director, similar to the provisions on minutes of the Board of Directors in Article 158 of the Law on Enterprises. The meeting results are recorded, through the meeting minutes signed by the attending members (members with voting rights) and sent by the Secretary to all members.</p> <p>The Board of Directors, the Board of Supervisors and the Director must also disclose information (if any) in accordance with the provisions of the Securities Law.</p> <p>b) Notify the Board of Directors of resolutions and decisions to the Board of Supervisors:</p>	<p>Article 5. Other activities</p> <p>1. Coordination of activities between the Board of Directors and the Director, including the following main contents:</p> <p>a) Procedures, order for convening, notice of meeting, recording of minutes, notification of meeting results between the Board of Directors and the Director, similar to the provisions on minutes of the Board of Directors in Article 158 of the Enterprise Law 2020. The meeting results are recorded, through the meeting minutes signed by the attending members (members with voting rights) and sent by the Secretary to all members of the Board of Directors and the Director. In addition, information must be disclosed (if any) according to the provisions of the Securities Law.</p> <p>b) Notify the Resolution/Decision of the Board of Directors to the Director The meeting resolution is prepared by the Secretary according to the meeting conclusion and approved by the</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

	<p>The meeting resolution is prepared by the Secretary according to the meeting conclusion and approved by the Chairman of the Board of Directors for signing and issuance, and sent to the Board of Supervisors according to regulations;</p> <p>In addition, information is announced and notified (if any) according to the provisions of securities law and the Law on Enterprises.</p> <p>c) Notify the Resolution/Decision of the Board of Directors to the Director similar to point b) Clause 1 of this Article.</p> <p>d) In case of the proposal of Director and the Board of Supervisors to convene a meeting of the Board of Directors and issues to be consulted by the Board of Directors;</p> <p>- Regarding the contents that must be approved by the Board of Directors/General Meeting of Shareholders within the prescribed scope to implement the Company's operations.</p> <p>- When the Board of Supervisors discovers inappropriate issues in the company's production and business activities or signs of violations of regulations by members of the Board of Directors, Board of Supervisors or the Director and other managers of the Company.</p> <p>dd) Report of the Director to the Board of Directors on the performance of assigned tasks and powers; The Director must report to the Board of Directors on the results of performing assigned tasks and powers;</p> <p>e) Review on the implementation of resolutions and other authorization issues of the Board of Directors</p>	<p>Chairman of the Board of Directors for signing and issuance, and sent to the Director according to regulations; In addition, information is announced and notified (if any) according to the provisions of securities law and the Enterprise Law.</p> <p>c) Cases in which the Director and the Audit Committee request to convene a meeting of the Board of Directors and issues requiring the Board of Directors' opinion</p> <p>- Regarding the contents that must be approved by the Board of Directors/General Meeting of Shareholders within the prescribed scope to implement the Company's operations.</p> <p>- When the Audit Committee discovers inappropriate issues in the company's production and business activities or signs of violations of regulations by members of the Board of Directors or the Director and other managers of the Company.</p> <p>d) Report of the Director to the Board of Directors on the performance of assigned tasks and powers; The Director must report to the Board of Directors on the results of performing assigned tasks and powers;</p> <p>dd) Review on the implementation of resolutions and other authorization issues of the Board of Directors for the Director The content of the implementation results will be reported by the Director at regular quarterly meetings;</p> <p>e) Issues that the Director must report, provide information and methods to notify the Board of</p>
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		<p>for the Director: The content of the implementation results will be reported by the Director.</p> <p>report at regular quarterly meetings every year;</p> <p>g) Issues that the Director must report, provide information and methods to notify the Board of Directors, the Board of Supervisors Company's monthly business results and other information upon request.</p> <p>h) Coordination of activities of control, administration, supervision between members of the Board of Directors, members of the Board of Supervisors and the Director according to the specific tasks of the above members.</p> <p>2. Regulations on annual evaluation of reward and discipline activities for members of the Board of Directors, members of the Board of Supervisors, the Director and other business executives</p> <p>- For members of the Board of Directors/Board of Supervisors who are members elected by capital-owning organizations as representatives: according to the regulations on management of capital representatives of that organization and according to the provisions of the Charter, salary regulations, and other internal regulations of the Company.</p> <p>- For other members of the Board of Directors/Board of Supervisors and Directors/other business executives: carried out in accordance with the provisions of the Law, the Charter and salary regulations, and other internal regulations of the Company.</p>	<p>Directors: Company's monthly business results and other information upon request.</p> <p>g) Coordination of activities of control, administration, supervision between members of the Board of Directors and the Director according to the specific tasks of the above members.</p> <p>2. Regulations on annual evaluation of reward and discipline activities for members of the Board of Directors, the Director and other business executives</p> <p>- For members of the Board of Directors who are members represented by the organization that owns contributed capital: according to the regulations on management of capital representatives of that organization and according to the provisions of the Charter, salary regulations, and other internal regulations of the Company.</p> <p>- For other members of the Board of Directors and Directors/other business executives: carried out in accordance with the provisions of the Law, the Charter and salary regulations, and other internal regulations of the Company.</p>	
8	Validity	<p>Article 7. Effect</p> <p>1. These regulations include 07 Articles, 12 pages unanimously approved on April 14, 2021 under</p>	<p>Article 6. Effect</p> <p>1. These Regulations include 06 Articles, 12 pages and are unanimously approved on April ...</p>	

		<p>Article 9 of the Resolution of the 2021 Annual General Meeting of Shareholders</p> <p>. During the implementation process, if new issues arise that require amendments and supplements to the regulations to comply with the provisions of law and the actual operating situation of the company, the Company Director may submit them to the Board of Directors for consideration and decision.</p> <p>2. These Regulations take effect from the date of issuance, replacing the Corporate Governance Regulation issued in 2018 under Decision No. 687/QĐ-HDQT dated July 18, 2018.</p> <p>3. Members of the Board of Directors, Board of Supervisors, Board of Management, Heads of Departments/Offices, Heads of units under the Company are responsible for guiding and organizing the implementation of these Regulations to all officers and employees.</p>	
		<p>2025 under Article ... of the Resolution of the 2025 Annual General Meeting of Shareholders.</p> <p>During the implementation process, if new issues arise that require amendments and supplements to the regulations to comply with the provisions of law and the actual operating situation of the company, the Company Director may submit them to the Board of Directors for consideration and decision.</p> <p>2. This Regulation takes effect from the date of issuance, replacing the Corporate Governance Regulation issued in 2021 under the Resolution dated April 14, 2021 of the 2021 Annual General Meeting of Shareholders.</p> <p>3. Members of the Board of Directors, Board of Management, Heads of departments/offices, Heads of units under the Company are responsible for guiding and organizing the implementation of these Regulations to all officers and employees.</p>	

Handwritten signature

Hanoi, April 24, 2025

OPERATING REGULATIONS OF THE BOARD OF DIRECTORS

- Pursuant to the Law on Securities dated November 26, 2019; Law on 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;
- Pursuant to the Government's Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing and guiding the implementation of a number of articles of Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding a number of articles of corporate governance applied to public companies in Decree No. 155/2020/Decree-CP dated December 31, 2020 of the Government on 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, amended for the 14th time, dated April , 2025;
- Pursuant to Resolution of the General Meeting of Shareholders No.... dated April ..., 2025

The Board of Directors promulgates 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 include the following contents:

Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Board of Directors' operating regulations stipulate the personnel organization structure, operating principles, powers and obligations of the Board of Directors and its members in order to operate in accordance with the provisions of the Enterprise Law, the Company's Charter and other relevant legal provisions; stipulate the working regime, conditions and procedures for conducting Board of Directors' meetings, the working relationship between the Board of Directors and all levels in HUDLAND Real Estate

Investment and Development Joint Stock Company; stipulate the decentralization and authorization of the Board of Directors to the Director in personnel work and production and business activities of the Company.

2. Subject of application: This regulation applies to the Board of Directors, members of the Board of Directors and regulates the relationship between the Board of Directors and the Executive Board through the working mechanism between the Board of Directors and the Executive Board to manage the Company's production and business activities to ensure compliance with current regulations effectively and scientifically.

Article 2. Operation principles of the Board of Directors

1. The Board of Directors works on a collective basis, complies with legal regulations, the Company Charter, and internal regulations on corporate governance, ensuring the legitimate rights and interests of the Company and Shareholders. Members of the Board of Directors are individually responsible for their work and jointly responsible before the General Meeting of Shareholders and before the Law for the Resolutions and Decisions of the Board of Directors regarding the development of the Company, except for members with disapproval vote.

2. Members of the Board of Directors must coordinate work and exchange information in handling work and in all activities according to the tasks assigned by the Board of Directors and the functions, duties and powers prescribed by law and the Company Charter.

3. The Board of Directors assigns responsibility to the Director to organize the implementation of the Board of Directors' resolutions and decisions.

Chapter II

MEMBER OF BOARD OF DIRECTORS

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

1. Members of the Board of Directors have full rights in accordance with the provisions of the Securities Law, relevant laws and the Company's Charter, including information and documents on the financial position and business activities of the Company and its subsidiaries.

2. Members of the Board of Directors have obligations as prescribed in the Company Charter and the following obligations:

a. Perform their duties honestly and carefully in the best interests of shareholders and the Company;

b. Attend all meetings of the Board of Directors and give opinions on the issues discussed;

c. Timely and fully report to the Board of Directors the remuneration received from subsidiaries, affiliated companies and other organizations;

d. Report to the Board of Directors at the latest meeting 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 and related persons of such members; transactions between the Company and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of the transaction;

e. Disclose information when trading the Company's shares in accordance with the law.

3. The Company's independent member of Board of Directors must prepare a report of evaluation on the Board of Directors' performance.

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

1. Members of the Board of Directors may demand the Director or General Director, Deputy Director or Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and of units in the Company.

2. The manager receiving such a demand must provide all information and documents promptly and accurately as demanded by members of the Board of Directors. The order and procedures for requesting and providing information are prescribed by the Company's charter.

Article 5. Term of office and number of members of Board of Directors According to the provisions of Article 26 of the Company Charter.

Article 6. Standards and conditions of members of Board of Directors

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 4, Article 25 of the Company Charter.

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

a) Not be working for the Company, parent company or subsidiary of the Company; Not a person who has worked for the Company, parent company or subsidiary of the Company for at least three consecutive years.

b) Not be a person who is receiving salaries or remunerations from the Company, except for the allowances to be enjoyed by members of the Board of Directors according to regulations;

c) Not be spouses, fathers, adoptive fathers, natural parents, foster children, biological children, foster children, siblings or younger siblings as big shareholders of the Company; as the manager of the Company or its subsidiary;

d) Not be a direct or indirect person holding at least 01% of the total number of voting shares of the Company;

dd) Not be a member of the Board of Directors or the Board of Supervisors

of the Company for at least 5 consecutive years, except in cases of being appointed for two consecutive terms.

e) Other standards and conditions according to the Company's Charter.

3. Independent members of the Board of Directors must notify the Board of Directors of the fact that they no longer fully meet the standards and conditions prescribed in Clause 2 of this Article and are no longer independent members of the Board of Directors as from the date not meeting standards and conditions. The Board of Directors must notify the independent members of the Board of Directors that they no longer meet the standards and conditions at the nearest General Meeting of Shareholders or convene the General Meeting of Shareholders to elect additional or replace Independent members of the Board of Directors within 6 months from the date of receiving the notice of the independent member of the Board of Directors.

Article 7. Chairman of Board of Directors

According to the provisions of Article 29 of the Company Charter.

When deeming it necessary, the Board of Directors shall decide to appoint the Company secretary. The Company secretary has the rights and obligations as prescribed in Clause 4, Article 32 of the Company Charter.

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

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

a) Not satisfy the criteria and conditions stipulated in Article 155 of the Law on Enterprises;

b) Have resigned and accepted;

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);

2. The General Meeting of Shareholders dismisses a member of the Board of Directors in case of not participating in activities of the Board of Directors for 6 consecutive months, except for force majeure cases;

3. When deeming it necessary, the General Meeting of Shareholders decides to replace the members of the Board of Directors; dismiss or remove members of the Board of Directors, other than the cases specified in Clauses 1 and 2 of this Article.

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

a) The number of members of the Board of Directors is reduced by more than

one-third of the number prescribed in the Charter of the Company. In this case, the Board of Directors must convene the General Meeting of Shareholders within 60 days after the number of members is reduced by more than one third.

b) The number of independent members of the Board of Directors shall decrease or fail to satisfy the ratio prescribed at Point 1, Clause 1, Article 137 of the Law on Enterprises;

c) Except for the cases specified at Points a and b of this Clause, the General Meeting of Shareholders elects a new member to replace the member of the Board of Directors dismissed or removed at the last meeting.

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

1. 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. 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.

2. 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.

3. Voting to elect members of the Board of Directors must comply with the cumulative voting method, whereby each shareholder has total number of votes corresponding to total number of shares owned multiplied by the number of members elected by the Board of Directors and shareholders entitled to devote his total votes for a or some candidate. People who are elected to become the member of the Board of Directors shall be determined by the number of votes cast from high to low, starting from the candidate with the highest number of votes until the full number of members is stipulated in the Charter. In case, two or more candidates

reach the same number of votes for the last member of the Board of Directors, re-election would be conducted among the candidates with the same votes or selected under criteria of election regulations or the Charter of the Company.

4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the voting principle.

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

According to the provisions of Clause 1, Article 25 of the Company Charter.

Chapter III

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

According to the provisions of Article 27 of the Company Charter.

The Board of Directors shall approve the resolutions, decisions by voting at the meeting, collecting written opinions or other forms stipulated in the charter of the Company. Each member of the Board of Directors shall have one vote;

In case the Board of Directors passes resolution, decision which is contrary to law or contrary to provisions of the charter of the Company causing damage to the Company, then the members who agreed to pass such resolution, decision shall be personally jointly liable for that resolution and they must compensate the Company for the damage; any member who opposed the passing of such resolution, decision shall be exempt from liability. In this case, the Company's shareholders have the right to request the Court to suspend the implementation or cancel the aforesaid resolution or decision.

Article 12. Duties and powers of the Board of Directors in approving and signing transaction contracts

1. The Board of Directors approves contracts, transactions with a value of less than 35% or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction with a value of less than 35 % of the total value of assets recorded in the latest financial statement or a smaller percentage or value as prescribed in the Company's Charter between the Company and one of the following subjects:

- Members of the Board of Directors, Directors, other managers and related persons of these subjects;
- Shareholders, authorized representative of shareholders holding more than 10% of the ordinary shares of the Company and their related persons;
- The enterprise is related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The representative of the Company signing contract or transaction must notify the members of the Board of Directors about the subjects related to such contract or transaction and enclosed with the draft contract or the main content of

the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice; members of the Board of Directors with interests related to the parties in the contract or transaction shall not have voting rights.

Article 13. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders

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

2. Convene Extraordinary General Meeting of Shareholders

According to the provisions of Clause 4, Article 14 of the Company Charter.

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

Article 14. Subcommittees of the Board of Directors

According to the provisions of Article 31 of the Company Charter.

Chapter IV

MEETINGS OF BOARD OF DIRECTORS

Article 15. Meetings of Board of Directors

According to the provisions of Article 30 of the Company Charter.

Article 16. Minutes of meetings of Board of Directors

1. The meetings of the Board of Directors must be recorded in minutes and may be made in writing or recorded and stored in another 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 venue of the meeting;

c) Purpose, agenda and contents of the meeting;

d) Full name of each member attending the meeting or person authorized to attend the meeting and manner to attend the meeting; full name of members not attending the meeting and reason;

dd) Issues to be discussed and voted on at the meeting.

e) Summary of opinions of each member attending the meeting during the process of the meetings;

g) Voting results, indicating members who agree, who do not agree and members who abstain from voting;

h) Any issues which have been approved and the proportion of votes approved.

i) Full name and signature of the chairperson and the minutes preparer, except for the case specified in Clause 2 of this Article.

2. If the chairman or the preparer of minutes refuses to sign the meeting minutes, but if signed by all other members of the Board of Directors attending the meeting and has all the contents as prescribed at Points a, b, c, d, dd, e, g and h Clause 1 of this Article 158, these minutes take effect.

3. The chairperson, the person recording the minutes and the people signing the minutes must be responsible for the truthfulness and accuracy of the content of the minutes of the meeting of the Board of Directors.

4. The minutes of meeting of the Boards and documents used in the meeting must be kept at the Head Office of the Company.

5. Minutes made in Vietnamese and in a foreign language 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.

Chapter V

REPORT, DISCLOSURE OF BENEFITS

Article 17. Submission of annual reports

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a) Report on results of business of the Company;
- b) Financial statements;
- c) Report on evaluation on management and administration of the Company;

2. Unless otherwise stated in the Charter, the report specified in Clause 1 of this Article and audit reports must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders holding shares of the Company continuously for at least one year shall have the right by themselves or together with lawyers or accountants and practicing certified auditors to directly review the reports provided for in this Article during the reasonable period of time.

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

According to the provisions of Article 28 of the Company Charter.

Article 19. Disclosure of relevant benefits

In case the Company Charter does not have other stricter provisions, the disclosure of the Company's interests and related persons shall be carried out in accordance with the following provisions:

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

a. Name, business code, address of the head office and business lines of the enterprise in which they own the capital contribution or shareholding; ratio and time of ownership of such capital contribution or share;

b. Name, code of the enterprise, address of the head office, business line of the enterprise in which their related persons jointly own or own more than 10% of the charter capital;

2. The declaration stipulated in clause 1 of this Article must be conducted within 07 working days from the date of arising of the relevant interest; any amendment and addition shall be declared to the Company within 07 working days, from the date of amendment and addition.

3. Members of the Board of Directors performing all forms of work on behalf of themselves or on behalf of others within the scope of operation of the Company must report the nature and content of that work to the Board of Directors and shall only be permitted to perform this work under the approval of the majority of the remaining members of the Board of Directors; otherwise, all the income from that activity shall belong to the Company.

Chapter VI

RELATIONSHIP OF THE BOARD OF DIRECTORS

Article 20. Relationship among members of the Board of Directors

1. The relationship among the members of the Board of Directors is a cooperative relationship, the members of the Board of Directors are responsible for informing each other about related issues in the process of handling their assigned work.

2. During handling work, the member of the Board of Directors under main responsibility must actively coordinate in handling, if there is a problem related to the field under the charge of another member of the Board of Directors. In case, there are differences of opinion among the members of the Board of Directors, the member under main responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to the competence, or organize a meeting or collect opinions of the members of the Board of Directors in accordance with the law, the Company's Charter and this Regulation.

3. In case of reassignment among members of the Board of Directors, the members of the Board of Directors must hand over the work, relevant documents and records. This handover must be made in writing and reported to the Chairman of the Board of Directors.

4. Principles for considering and resolving work of the Board of Directors:

The Board of Directors works collectively; meets at least once a quarter to consider and decide on matters within its rights and obligations. For matters that do not require discussion, the Board of Directors may seek written opinions from members. The Board of Directors may convene extraordinary meetings to resolve urgent matters at the request of the Chairman of the Board of Directors or more

than 50% of the total number of Board of Directors members or the Director.

a. For the work directly resolved by the Board of Directors according to Article 15 and Article 16 of this Regulation;

b. For tasks not directly handled by the Board of Directors, the person delegated or authorized by the Board of Directors is responsible for performing the work in accordance with the provisions of law and the Company's Charter.

During the process of resolving and handling the work of the Board of Directors, relevant individuals and units are responsible for supplementing records, documents, and explaining issues to be clarified in writing at the request of members of the Board of Directors.

5. The Chairman of the Board of Directors, as the Legal Representative, directly issues Decisions/documents (without requiring to organize Board of Directors meetings) to direct:

a. Develop quarterly and annual operating plans of the Board of Directors;

b. Prepare agenda, content, and documents for Board of Directors meetings or collect opinions from Board of Directors members;

c. Convene a meeting of the Board of Directors or organize a consultation with the Board of Directors members;

d. Organize the implementation of resolutions of the General Meeting of Shareholders and organize the implementation of agendas, resolutions and decisions of the Board of Directors;

e. Organize monitoring and evaluation of results according to strategic goals, operating results of the Company; management and operation results of the Director;

f. On behalf of the Company as an authorized person and legal representative;

6. Board of Directors' hierarchy:

a. The Vice Chairman of the Board of Directors (if any) uses the Company's executive apparatus, support staff and seal to perform tasks in assigned fields or topics; proposes and reports to the Board of Directors on his/her views to discuss and resolve work with other members of the Board of Directors;

b. A full-time member of the Board of Directors (if any) is assigned by the Board of Directors to monitor and supervise one or more tasks under the authority of the Board of Directors in fields, units or by topic. Full-time members are responsible for monitoring, urging, and supervising work in assigned fields, units, or topics; proposing and reporting to the Board of Directors their opinions and views to discuss and resolve work with other members of the Board of Directors;

c. Members of the Board of Directors cum Director has the following functions and duties:

- Perform the role of company management according to the provisions of

Article 35 of the Company Charter, use/manage all resources of the Company to implement production and business activities in accordance with the goals and plans decided and issued by the competent authority.

- Perform the role authorized by the Legal Representative for the Director on the basis of the authorization document in compliance with the Company Charter and relevant legal provisions.

Article 21. Relationship with the executive board

1. For direction and implementation of direction:

- As an executive, the Board of Directors issues resolutions for the executive apparatus for implementation. At the same time, the Board of Directors checks and supervises the implementation of resolutions. The Board of Directors unifies the Company's management according to the objectives. The Executive Board is responsible for using all the Company's resources to implement the objectives on the basis of compliance with the Company's Charter and relevant legal regulations.

- The Board of Directors holds meetings with the Executive Board to listen to reports on the Company's operations, the implementation of Resolutions/Decisions/documents issued by the Board of Directors, as well as difficulties and obstacles in the process of management and operation of production and business; supervise the implementation of Resolutions/Decisions/documents issued by the Board of Directors on the basis of not overlapping and hindering the normal operations of the Company. If necessary or according to the annual plan, the Board of Directors shall establish a working group to monitor the implementation of resolutions/decisions/documents issued by the Board of Directors.

- The Chairman of the Board of Directors has the right to attend or send the Vice Chairman of the Board of Directors (or a full-time member of the Board of Directors) to attend briefing meetings and meetings to prepare schemes and projects chaired by the Director or Deputy Director. The Chairman of the Board of Directors or a representative of the Board of Directors attending the meeting shall speak and contribute opinions but shall not conclude the meeting.

- The Director shall manage the day-to-day business operations of the Company; shall be supervised and directed by the Board of Directors and shall be responsible to the Board of Directors and before the law on the implementation of assigned rights and obligations. Within the scope of permission, the Director is proactive in resolving and taking responsibility for those decisions. The Director has the right to decide on measures beyond his authority in emergency cases but must report in writing to the Board of Directors as soon as possible and be responsible to the Board of Directors for that decision.

- The Director has the right to refuse to execute and reserve his opinions on decisions of the Board of Directors if he determines that such decisions are illegal or harmful to the interests of the Company or Shareholders. In this case, the Director must immediately report in writing to the Board of Directors and the Audit

Committee.

2. For the implementation of authorization of legal representative

The Director performs the duties of the authorized person of the Company's Legal Representative; within the scope of authorization, he/she is allowed to proactively resolve and handle and is responsible for such decisions.

3. Supervision and supervision principles:

- Supervision is carried out in accordance with the provisions of law, the Company's Charter and internal regulations of the Company.

- Not overlap and hinder the normal operations of the Company, the supervised subjects and other related entities.

- Supervision methods and contents:

- + Indirect supervision: Through the Director's reports.

- + Direct supervision: Through thematic or ad hoc monitoring plans depending on the practical situation, the Board of Directors directs the establishment of Working Groups to carry out supervision work.

Based on the synthesis of information from the above methods, or according to the assignment/authorization of the Chairman of the Board of Directors, members of the Board of Directors perform the supervision function and proactively report to the Board of Directors on arising issues related to the content/field, assigned unit (if any).

4. Communication/reporting regime:

- Periodically as prescribed in the charter or coinciding with the reporting period as required by the Parent Company, Housing and Urban Development Corporation, the Executive Director reports to the Chairman of the Board of Directors/Legal Representative on the production and business performance, the implementation of authorization and the next period's plan.

- Extraordinary reporting when requested by the Board of Directors or when the Executive Board deems it necessary to report due to issues beyond its authority and or at risk of affecting the goals set by the Board of Directors.

- The report content is built according to the following principles: Fully implement the report contents according to the form, or the contents required by regulations, the information in the report must ensure the principle of completeness, honesty and non-duplication, in the same reporting period except for special reports, each type of report only contains information that is guaranteed not to overlap with the content of other reports to ensure no data overlap and serve scientific storage; special and specialized reports are separated from the general database to serve each administrative and monitoring purpose (if any).

Article 22. Relationship with the Audit Committee

1. The relationship between the Board of Directors and the Audit Committee

is a cooperative relationship. The working relationship between the Board of Directors and Audit Committee follows the principles of equality and independence, while closely coordinating and supporting each other during performance.

2. When receiving inspection records or general reports of the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and make timely corrections.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 23. Effect

1. The operating regulations of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company include 07 Chapters, 23 Articles, 13 pages unanimously approved on April ..., 2025 in accordance with Article ... Resolution of the 2025 Annual General Meeting of Shareholders.

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

3. Members of the Board of Directors, Audit Committee, Board of Management, Heads of Departments/Offices under the Company are responsible for guiding and organizing the implementation of these Regulations. *BT*

Recipients:

- As per Clause 3, Article 23;
- Archives, Board of Directors.

BT **FOR BOARD OF DIRECTORS**

Chairman



Phạm Cao Sơn

No.: 628 /TTr-HĐQT

Hanoi, April 24th, 2025

REPORT

Re: Dismissal and additional election of members of the Board of Directors

**To: The 2025 Annual General Meeting of Shareholders
HUDLAND Real Estate Investment and Development Joint
Stock Company**

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to the Charter of Organization and Operation of HUDLAND
Real Estate Investment and Development Joint Stock Company;

Pursuant to Resolution No. 494/NQ-HĐQT dated April 3, 2025 of the
Board of Directors of HUDLAND Real Estate Investment and Development
Joint Stock Company on approving the program and contents of documents of
the 2025 Annual General Meeting of Shareholders;

Pursuant to resignation letter dated March 5, 2025 of Ms. Nguyen Thanh
Huong - member of the Board of Directors.

The Board of Directors of HUDLAND Real Estate Investment and
Development Joint Stock Company respectfully submits to the 2025 Annual
General Meeting of Shareholders to approve the personnel plan for the Board of
Directors of HUDLAND Company as follows:

1. Dismissal of Ms. Nguyen Thanh Huong - member of the Board of Directors

On March 5, 2025, Ms. Nguyen Thanh Huong submitted her resignation
letter. Pursuant to the provisions of the Enterprise Law 2020, the Securities Law
2019, and the Company Charter, the Board of Directors respectfully submits to
the General Meeting of Shareholders for approval of the dismissal of Ms.
Nguyen Thanh Huong.

2. Additional election of members of the Board of Directors

- Pursuant to Article 26 of the Company Charter, the number of additional
members to be elected: 01 member of the Board of Directors.



- The term of office of the newly elected member of the Board of Directors is the remaining time of the 2023-2028 term.


- List of candidates nominated/self-nominated for the position of Board of Directors member:

1. Ms. Tran Thi Hai Ly is nominated by group of shareholders including Ms. Pham Thi Linh, Mr. Do Hoang Phuc, Ms. Le Thi Phuong with total shares of 3.719.478 shares (accounting for 11.77% of the charter capital).

In addition, the Company did not receive any other nominations or candidacies.

(The candidates' information has been published on the Company's website on April 11st, 2025)

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

Sincerely thanks. 

Recipients:

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

 **FOR BOARD OF DIRECTORS**

CHAIRMAN



Phạm Cao Sơn





HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

11th & 12th FLOOR - HUDLAND TOWER - LINH DAM - HOANG MAI - HANOI

Tel: 024.3.6523862

FAX: 024.3.6523864

Website: hudland.com.vn

Email: hudland@hudland.com.vn

Hanoi, April 24, 2025

**REGULATIONS ON ELECTION
OF MEMBERS OF THE BOARD OF DIRECTORS FOR 2023-2028 TERM AT
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

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;

Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company;

The General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company conducts the election to supplement/replace 01 member of the Board of Directors for the 2023-2028 term according to the following regulations:

Điều 1. Subject of conducting election.

Shareholders owning voting shares and authorized representatives of shareholders owning voting shares shall comply with the list of shareholders of the Company closed on March 27, 2025.

Điều 2. Standards and conditions of members of Board of Directors

1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises 2020;

2. Have professional qualifications and experience in business administration or in the company's fields, industries and business lines and not necessarily being a shareholder of the company;

3. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors of another company;

4. 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.

5. Non-executive member of the Board of Directors is not the General Director (Director), Deputy General Director (Deputy Director), Chief Accountant and other executives as prescribed in the Company Charter.



6. Independent members of the Board of Directors must have standards and following conditions:

a) Not be working for the company, parent company or subsidiary of the company; Not a person who has worked for the company, parent company or subsidiary of the company for at least three consecutive years.

b) Not be a person who is receiving salaries or remunerations from the company, except for the allowances to be enjoyed by members of the Board of Directors according to regulations;

c) Not be spouses, fathers, adoptive fathers, natural parents, foster children, biological children, foster children, siblings or younger siblings as big shareholders of the company; as the manager of the company or its subsidiary;

d) Not being a direct or indirect person holding at least 01% of the total number of voting shares of the company;

dd) Not be a member of the Board of Directors or the Board of Supervisors of the company for at least 5 consecutive years, except in cases of being appointed for two consecutive terms.

Điều 3. Nomination and candidacy of members of Board of Directors and number of elected members.

1. Nomination, candidacy of members of the Board of Directors

a. Shareholders holding voting shares for at least six (06) consecutive months up to the time of closing the list of attending shareholders have the right to include the number of voting rights to nominate candidates for the Board of Directors. For nomination of the candidate for the Board of Directors, that the shareholders after including votes with the voting right must comply with the provisions of law and the company's charter.

b. Shareholders or Groups of shareholders holding from 10% to less than 20% of voting shares for a continuous period of at least 6 months are entitled to nominate and appoint 01 person to the Board of Directors;

c. Shareholders or Groups of shareholders holding from 20% to less than 30% of voting shares for a continuous period of at least 6 months are entitled to nominate and appoint 02 people to the Board of Directors;

d. Shareholders or Groups of shareholders holding from 30% to less than 50% of voting shares for a continuous period of at least 6 months are entitled to nominate and appoint 03 people to the Board of Directors;

e. Shareholders or Groups of shareholders holding from 50% to less than 65% of voting shares for a continuous period of at least 6 months are entitled to nominate and appoint 04 people to the Board of Directors.

f. Shareholders or groups of shareholders holding 65% or more of the voting shares for at least 06 consecutive months are entitled to nominate all additional candidates to the Board of Directors.

2. Number of elected members of the Board of Directors;

The number of elected members of the Board of Directors is 01 member.

Điều 4. Applications for nomination and candidacy for election to the Board of Directors include:

1. Application for candidacy or nomination to join the Board of Directors;
2. Curriculum Vitae/Information provided by the candidate according to the form attached to this regulation;
3. Notarized copies:
 - 3.1.ID card (or passport in case of overseas Vietnamese or foreigner);
 - 3.2.Permanent residence registration (or long-term temporary residence registration);
 - 3.3.Certificates of academic qualification and professional qualifications;
4. Power of attorney (if the candidate is authorized by the group for candidacy);
5. Other documents (if any).

Điều 5. Time to exercise the right of nomination, candidacy of members of the Board of Directors

Application for nomination/candidacy must be sent to the following address before April 8, 2025:

1. HUDLAND Real Estate Investment and Development Joint Stock Company
- 12th Floor, HUDLAND TOWER Building, Lot A-CC7, Linh Dam General Service Area, Hoang Liet Ward, Hoang Mai District, Hanoi City.

2. Person in charge: Vo Thu Hang – Position: Administration & Human Resources staff;

3. Tel: 024.36523862 Fax: 024.36523864;

After this time, the application for nomination/candidacy shall be considered invalid. In addition, candidate information will be posted on the company's website so that shareholders can learn about these candidates before voting.

Điều 6. Votes and invalid votes.

1. Vote and voting

a. Votes are printed uniformly, with total voting rights according to the attendance code;

b. Shareholders or representatives duly authorized by shareholders are simultaneously issued votes for the Board of Directors according to the attendance code (owned and authorized);

c. In case of incorrect recording, shareholders may request the Vote Counting Committee to change for another vote;

d. Shareholders must write the number of votes they want to vote for such candidate in the corresponding box on the vote. In case of valid authorization (with power of attorney), the authorized person has full voting rights.

2. Cases of invalid votes.

a. The vote does not follow the Company's prescribed form;

b. Votes are crossed out, corrected, or include names of candidates not on the list of candidates unanimously approved by the General Meeting of Shareholders before voting;

c. The vote has a total number of votes for the shareholder's candidates exceeding the total number of voting rights of that shareholder (including both owned and validly authorized votes).

Điều 7. Method of election.

1. Voting to elect members of the Board of Directors is carried out by secret vote using the cumulative voting method;

2. Each shareholder has a total number of voting rights corresponding to the total number of voting shares (including owned and authorized votes) multiplied by the number of additional members elected to the Board of Directors;

3. Shareholders can concentrate all their voting rights on one or several candidates or can vote equally for all candidates.

Điều 8. Vote Counting Committee, principles of voting and counting.

1. Vote Counting Committee.

a. The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting of Shareholders;

b. The Vote counting committee is responsible for:

- Announce election regulations at the General Meeting;
- Introduce and distribute votes;
- Conduct vote counting;
- Announce election results before the General Meeting.

c. Members of the Vote Counting Committee may not be included in the list of nominees and candidates for the Board of Directors.

2. Principles of voting and counting.

a. The Vote Counting Committee shall check the vote boxes in the presence of shareholders;

b. Voting begins upon completion of the distribution of votes and ends when the last shareholder places his vote in the vote box;

c. The vote counting must be conducted immediately after the voting ends.

d. The vote counting results are recorded in writing and announced by the Head of the Vote Counting Committee before the General Meeting.

Điều 9. Principle of cumulative voting, principle of election of members of the Board of Directors.

1. Cumulative voting principle:

According to the instructions specified in the appendix attached to these Regulations.

2. Principles of winning the election:

a. The winning candidate is the candidate who receives the highest percentage of votes up to the required number of members (01 member of the Board of Directors).

b. In case there are candidates with equal percentage of votes and it is required to be eliminated to reach the required number of elected members, the person who owns or represents the ownership of more shares will be selected. If the number of shares owned or represented is equal, a re-election will be held between these candidates.

c. If the first election results do not select enough members of the Board of Directors as prescribed, the General Meeting of Shareholders will conduct a second supplementary election for candidates who did not pass the first election.

Article 10. Preparation and publication of Vote Counting Minutes.

1. After the vote counting, the vote counting committee must make the minutes of vote counting. Contents of the minutes of vote counting include:

- a. Name and address of the headquarter, enterprise code;
- b. Members of the vote counting committee;
- c. Purpose and content of voting.
- d. Total number of shareholders attending the meeting;
- e. Total number of shareholders participating in voting;
- f. Rate of voting rights of shareholders participating in voting compared to the total number of voting rights of shareholders attending the meeting (according to the cumulative voting method);
- g. Number and percentage of valid, invalid and blank votes;
- h. Number of votes and percentage of voting rights for each candidate.
- i. List of successful candidates
- j. Signatures of members of the Vote Counting Committee

2. Full text of the minute of voting must be announced before the General Meeting.

Article 11. Complaints about voting and vote counting will be resolved by the meeting chairman and recorded in the minutes of the General Meeting of Shareholders.

This Charter consists of 11 articles and is read publicly before the General Meeting of Shareholders for approval by vote.

FOR PRESIDING COMMITTEE

**Chairman of the General
Meeting/Chairman of the Board of
Directors**



Pham Cao Son

No.: 629 /TTr-HĐQT

Hanoi, April 24, 2025

REPORT

**Re: Approval of the Company Charter (amended and supplemented
for the 14th time)**

**To: The 2025 Annual General Meeting of Shareholders
HUDLAND Real Estate Investment and Development Joint
Stock Company**

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

Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam, at the 9th session on June 17, 2020 (hereinafter referred to as the Enterprise Law);

Pursuant to the Government's Decree No. 155/2020/ ND-CP dated December 31, 2020, detailing and guiding the implementation of a number of articles of Securities Law;

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

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company (the 13th amendment and supplement);

Pursuant to Resolution No. /NQ-HĐQT dated , 2025 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on approving the program and contents of documents of the 2025 Annual General Meeting of Shareholders;

Pursuant to Resolution No. 2137/NQ-HĐQT dated December 24, 2024 of the Board of Directors of HUDLAND Real Estate Investment and Development



Joint Stock Company on implementing procedures to increase the Company's Charter capital;

Pursuant to the change in the company's management structure and increase in charter capital, the Board of Directors has reviewed the entire content of the current Charter and found that a number of provisions need to be considered for amendment and supplement. To ensure that the Charter is consistent with legal regulations and the actual operating situation of the Company, the Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the amended contents and the Company Charter (amended and supplemented for the 14th time).

(The amended contents and the Draft of the Company Charter, amended and supplemented for the 14th time, are attached to this Report)

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

Sincerely thanks. *PS*

Recipients:

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

PS **FOR BOARD OF DIRECTORS**

CHAIRMAN



Phạm Cao Sơn



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

SUMMARY OF CHARTER AMENDMENTS

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
1	Preamble	Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders, dated July 26, 2024. This Charter is issued under Resolution No. 1585/NQ-HĐQT dated October 2, 2024 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company.	This Charter is approved by Resolution dated April 24, 2025 of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company.	Update time of approval of the Charter
2	Use of terms	Independent Board of Directors's member	Independent members of the Board of Directors	Use a consistent term according to securities law
3	Article 1. Interpretation of terms	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;	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;	Remove the " " due to spelling error
4	Article 6. Charter capital, shares, founding shareholders	The charter capital of the Company is VND 200,000,000,000 (In words: Two hundred billion dong). The total charter capital of the Company is divided into 20,000,000 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: 20,000,000 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.	1. The Company's charter capital is VND 315,999,610,000 (In words: Three hundred and fifteen billion, nine hundred and ninety-nine million, six hundred and ten thousand dong); The total charter capital of the Company is divided into 31,599,961 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: 31,599,961 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.	Update the company's charter capital according to the 8th business registration certificate

No (according to current regulations)	Provisions	Current Charter Regulations	Proposed amendment content	Reasons for amendment
5	Article 6. Charter capital, founding shares, shareholders	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 issued by the Business Registration Office - Hanoi Department of Planning and Investment on June 2, 2017. - Address of Head Office: Floor 28-32, HUDTOWER Building, No. 37, Le Van Luong, Nhan Chinh, Thanh Xuan, Hanoi, Vietnam. - Number of shares owned: 10,200,000 shares, representing 51% of charter capital. • COTANA, JSC: - Business Registration Certificate No. 0101482984 issued by the Business Registration Office - Hanoi Department of Planning and Investment for the first time on February 4, 2004, changed for the 17th time on September 19, 2017. - Head Office address: CCS Linh Dam Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City. - Number of shares owned: 629,400 shares, representing 3.15% of charter capital.	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 - Number of shares owned: 16,116,000 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: CCS Linh Dam Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City. - Number of shares owned: 0 shares, representing 0% of charter capital.	Update information on founding shareholders
6	Article 11. Company Structure, Governance and Supervision of the Company include: 1. General Meeting of Shareholders. 2. Board of Directors, Board of Supervisors. 3. Director	Company Structure, Governance and Supervision of the Company include: 1. General Meeting of Shareholders. 2. Board of Directors, Board of Supervisors. 3. Director	Company Structure, Governance and Supervision of the Company include: 1. General Meeting of Shareholders. 2. Board of Management 3. Director	Annual the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
7	Article 12. Rights of Shareholders	2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights: ... b) Review, look up and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions to be approved by Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company; ...	2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights: ... 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; ...	Annual the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
8	Article 12. Rights of Shareholders	<p>2. Shareholders or groups of shareholders owning 0.5% or more of the total number of ordinary shares have the following rights:</p> <p>...</p> <p>c) Request the Board of Supervisors to check specific issue in relation to the management and operation of the Company if necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of individual for individual shareholder; name, number of enterprise or number of legal papers of the organization, address of the head office if the shareholder is an organization; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be checked and purposes;</p>	<p>amend point c clause 2</p>	<p>Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
9	Article 12. Rights of Shareholders	<p>3. A shareholder or a group of shareholders owning 10% or more of the total number of common shares or has the right to nominate people to the Board of Directors or the Board of Supervisors. In case of nomination of candidates to the Board of Directors and the Board of Supervisors is as follows:</p> <p>a) The ordinary shareholders who gather in a group to nominate the members of Board of Directors and Board of Supervisors shall inform group formation to the shareholders attending the meeting before the opening time of the General meeting of shareholders;</p> <p>b) Based on the number of member of Board of Directors and Board of Supervisors, 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 and Board of Supervisors. 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, Board of Supervisors and other shareholders.</p>	<p>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:</p> <p>a) The ordinary shareholders who gather in a group to nominate the members of Board of Directors shall inform group formation to the shareholders attending the meeting before the opening time of the General meeting of shareholders;</p> <p>b) Based on the number of member 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.</p>	<p>- Remove the word "or" due to spelling error</p> <p>- Remove the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
10	Article 14. General Meeting of Shareholders	<p>3. The Board of Directors should convene an extraordinary General meeting of shareholders in the following cases:</p> <p>a) The Board of Directors considers it necessary to do so in the interests of the Company;</p> <p>b) The number of remaining members of the Board of Directors, the Board of Supervisors is less than the minimum number of members as prescribed by law;</p> <p>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;</p> <p>d) Upon request of the Board of Supervisors;</p> <p>dd. Other cases as prescribed by law and regulations on corporate governance.</p>	<p>3. The Board of Directors should convene an extraordinary General meeting of shareholders in the following cases:</p> <p>a) The Board of Directors considers it necessary to do so in the interests of the Company;</p> <p>b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law;</p> <p>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;</p> <p>d) Other cases as prescribed by law and internal regulations on corporate governance.</p>	<p>Remove the Board of Supervisors due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the Enterprise Law 2020</p> <p>Change the name of the internal regulations to internal regulations on corporate governance</p>
11	Article 14. General Meeting of Shareholders	<p>4. Convene Extraordinary General Meeting of Shareholders</p> <p>a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors under Clause 3 of this Article or receive the requests prescribed at Point c and Point d, Clause 3 of this Article;</p> <p>b) In case the Board of Directors does not convene General Meeting of Shareholders as defined in point a Clause 4 of this Article; within thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene General meeting of shareholders in accordance with Clause 3 of Article 140 of the Law on Enterprises;</p> <p>c) If the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, a shareholder or a group of shareholders defined at Point c, Clause 3 of this Article may request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;</p>	<p>4. Convene Extraordinary General Meeting of Shareholders</p> <p>a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors under Clause 3 of this Article or receive the requests prescribed at Point c, Clause 3 of this Article;</p> <p>b) In case the Board of Directors does not convene General Meeting of Shareholders as defined in point a Clause 4 of this Article, a shareholder or a group of shareholders defined at Point c, Clause 3 of this Article may request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;</p>	<p>Current regulations are quoted from Clause 3, Article 140 of the 2020 Enterprise Law. When an enterprise changes its organizational and management structure and no longer has a Board of Supervisors, the provisions in points b and c are no longer appropriate; however, the law does not provide specific guidance. Therefore, HUDLAND company has consulted the Charter of other units with similar management models (Lecog116 - listed company since 2008).</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
12	Article 15. Rights and duties of the General Meeting of Shareholders	1. The General Meeting of Shareholders has the following rights and obligations: ... c) Elect, remove or discharge members of the Board of Directors, members of the Board of Supervisors ; ... h) Consider and deal with violations of members of the Board of Directors, members of the Board of Supervisors causing damage to the Company and the Company's shareholders; ... k) Decide the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors ; l) Approve internal governance regulations; operating regulations of the Board of Directors, Board of Supervisors ;	1. The General Meeting of Shareholders has the following rights and obligations: ... c) Elect, remove or discharge members of the Board of Directors; ... h) Consider and deal with violations of members of the Board of Directors causing damage to the Company and the Company's shareholders; ... k) Decide the budget or the total remuneration, bonus and other benefits for the Board of Directors; l) Approve internal governance regulations; operating regulations of the Board of Directors;	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
13	Article 15. Rights and duties of the General Meeting of Shareholders	2. The General Meeting of Shareholders discussed and approved the following issues: ... c) Report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;	2. The General Meeting of Shareholders discussed and approved the following issues: ... 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;	Add Audit Committee due to change in organizational and management structure according to point b, clause 1, article 137 of Enterprise Law 2020
14	Article 15. Rights and duties of the General Meeting of Shareholders	2. The General Meeting of Shareholders discussed and approved the following issues: ... d) Report of the Board of Supervisors on the Company's business results, performance results of the Board of Directors and the Director; dd) Report on self-assessment of performance of the Board of Supervisors and members of the Board of Supervisors;	annual point d and point d	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
15	Article 15. Rights and duties of the General Meeting of Shareholders	2. The General Meeting of Shareholders discussed and approved the following issues: ... g) Number of members of the Board of Directors, Board of Supervisors; h) Elect, remove or discharge members of the Board of Directors, members of the Board of Supervisors; i) Decide the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors; ... t) Approve the internal regulations on corporate governance, the Operation Regulations of the Board of Directors, the Operation Regulation of the Board of Supervisors; u) Other issues as prescribed by law.	2. The General Meeting of Shareholders discussed and approved the following issues: ... g) Number of members of the Board of Directors; h) Elect, remove or discharge members of the Board of Directors; i) Decide the budget or the total remuneration, bonus and other benefits for the Board of Directors; ... t) Approve the internal regulations on corporate governance, the Operation Regulations of the Board of Directors; u) Other issues as prescribed by law.	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
16	Article 18. Convene the meeting, the meeting agenda and the notice of General meeting of shareholders	3. Notice of invitation to the General Meeting of Shareholders... ... b) List and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors	3. Notice of invitation to the General Meeting of Shareholders... ... b) List and details of candidates in case of election of members of the Board of Directors	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
17	Article 20. Procedures for conducting meeting and voting at General meeting of shareholders	<p>2. The election of chairperson, secretary and vote counting committee is stipulated as follows:</p> <p>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;</p>	<p>2. The election of chairperson, secretary and vote counting committee is stipulated as follows:</p> <p>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;</p>	<p>Current regulations are quoted from point a, clause 2, article 146 of the 2020 Enterprise Law. When an enterprise changes its organizational and management structure and no longer has Head of Board of Supervisors, this provision is no longer appropriate, however, the law does not provide specific guidance. Therefore, HUDLAND company has consulted the Charter of other units with similar management models (Noveland - listed company since 2016).</p>
18	Article 21. Conditions for passing resolution of the General Meeting of Shareholders	<p>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 attending shareholders, except for the case specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:</p> <p>... e) Other issues due to legal regulations</p>	<p>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 attending shareholders, except for the case specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises:</p> <p>... e) Other issues according to legal regulations.</p>	<p>Correct the expression error</p>
19	Article 22. Authority and procedures for collecting written opinions of shareholders to pass decisions of General meeting of shareholders	<p>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 Board of Supervisors or of a shareholder who does not hold a management position in the Company. Minutes of the counting of votes shall have the following major contents...</p>	<p>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...</p>	<p>Amend the Board of Supervisors due to changes in organizational and management structure according to point b, article 137 of the Law on Enterprises 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
20	Article 27. Rights and obligations of the Board of Directors	2. The Board of Directors shall have the following rights and obligations: ... g) Decision to promulgate the Regulation on operation of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders, the Regulation on information disclosure of the Company.	2. The Board of Directors shall have the following rights and obligations: ... g) 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;	Add Audit Committee due to change in organizational and management structure according to point b, clause 1, article 137 of Enterprise Law 2020
21	Article 30. Meeting of the Board of Directors	3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases: a) At the request of the Board of Supervisors or an independent member of the Board of Directors;	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;	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
22	Article 30. Meeting of the Board of Directors	7. The Chairman of the Board of Directors or the convener also send the notice of invitation to attend the meeting together with the attached documents to all the members of the Board of Supervisors, Director in the same manner as to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors, have the right to discuss but not to vote.	Amend clause 7	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
23	Article 32. Administrator, Secretary of the Company	3. The Administrator shall have the following rights and obligations: ... b) Prepare meetings of the Board of Directors, Board of Supervisors and the General Meeting of Shareholders upon request of the Board of Directors or the Board of Supervisors; e) Provide financial information, copies of minutes of Board of Directors meetings and other information to members of the Board of Directors and members of Board of Supervisors;	3. The Administrator shall have the following rights and obligations: ... b) Prepare meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors; e) Provide financial information, copies of minutes of Board of Directors meetings and other information to members of the Board of Directors;	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
24	Article 35. Appointment, dismissal, duties and powers of the Director	4. The Director shall have the following rights and obligations: ... 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 regulations on corporate governance	4. The Director shall have the following rights and obligations: ... 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	Change the name of the internal regulations to internal regulations on corporate governance.

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
25	Chapter IX	Chapter IX. Board of Supervisors	Chapter IX. Audit Committee	Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.
26	Chapter IX	Article 36, Nomination, appointment of members of the Board of Supervisors (Supervisors). 1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to those specified in Clauses 1 and 2, Article 25 of this Charter. 2. In case the number of candidates for the Board of Supervisors by nomination and selection is insufficient, the current Board of Supervisors may nominate more candidates or organize the nomination according to the provisions of the Company Charter, Internal Regulations on Corporate Governance and Operating Regulations of the Board of Supervisors. The introduction of more candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.	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.	Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
27	Chapter IX	<p>Article 37. Members of the Board of Supervisors.</p> <p>1. The number of members of the Company's Board of Supervisors is 03 (three) people. The tenure of a member of the Board of Supervisors shall not exceed five (5) years and may be re-elected for an unlimited number of tenures.</p> <p>2. Members of the Board of Supervisors must satisfy the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:</p> <p>a) Work in the accounting and finance department of the Company;</p> <p>b) Be a member or an employee of an independent auditing company that audits the financial statements of the company for 03 consecutive years.</p> <p>3. A member of the Board of Supervisors shall be dismissed in the following cases:</p> <p>a) No longer meeting the criteria and conditions to be a member of the Board of Supervisors as stipulated in this Article;</p> <p>b) Have resigned and accepted;</p> <p>c) Other cases as prescribed by law (if any).</p> <p>4. A member of the Board of Supervisors shall be removed in the following cases:</p> <p>a) Fail to fulfill the assigned tasks or works;</p> <p>b) Fail to exercise their rights and obligations for six consecutive months, except for force majeure events;</p> <p>c) Repeatedly or seriously violate the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;</p> <p>d) Other cases according to the resolution of the General Meeting of Shareholders.</p>	<p>Article 37. Members of the Audit Committee</p> <p>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.</p> <p>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:</p> <p>a) Work in the accounting and finance department of the Company;</p> <p>b) Be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 3 consecutive years.</p> <p>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.</p>	Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
28	Chapter IX	<p>Article 38. Head of Board of Supervisors.</p> <p>1. Head of the Board of Supervisors is elected by the Board of Supervisors from among the members of the Board of Supervisors; election, dismissal, and removal from office according to the majority rule. The Board of Supervisors must have more than half of the permanent members in Vietnam. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the Company.</p> <p>2. Rights and duties of Head of Board of Supervisors:</p> <p>a) Convene the meeting of the Board of Supervisors;</p> <p>b) Request the Board of Directors, the Director, Deputy Directors and Chief Accountant to provide relevant information to report to the Board of Supervisors;</p> <p>c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.</p>	Annual	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
29	Chapter IX	<p>Article 39. Rights and duties of Board of Supervisors.</p> <p>The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Enterprise Law and the following rights and obligations:</p> <p>1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.</p> <p>2. Be responsible to shareholders for their supervisory activities.</p> <p>3. Supervise the financial situation of the Company; compliance with the law in the activities of members of the Board of Directors, Directors, and managers of the Company according to Point b, Clause 1, Article 1 of this Charter.</p> <p>4. Ensure coordination with the Board of Directors, Director and shareholders.</p> <p>5. In case of detecting violation of law or violation of the company charter of member of the Board of Directors, Director and Deputy Director and Chief Accountant of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request violators to stop violations and take remedial measures.</p> <p>6. Develop and decide to issue the Operating Regulations of the Board of Supervisors after being approved by the General Meeting of Shareholders.</p> <p>7. Report to the General Meeting of Shareholders in accordance with Article 290 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.</p> <p>8. Have the right to access files and documents of the Company kept at the head office, branches and other locations; have the right to go to the working place of managers and employees of the Company during working hours.</p> <p>9. Have the right to request the Board of Directors, members of the Board of Directors, the Director and managers in Section b, Article 1 of this Charter to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.</p> <p>10. Other rights and obligations as prescribed by law.</p>	<p>Article 38. Rights and obligations of the Audit Committee</p> <p>The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company Charter and the following rights and obligations:</p> <p>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.</p> <p>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.</p> <p>3. Use legal, accounting or other outside consulting services when necessary.</p> <p>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.</p> <p>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.</p> <p>6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval.</p>	<p>Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
30	Chapter IX	<p>Article 40. Meeting of the Board of Supervisors</p> <p>1. The Board of Supervisors must meet at least two (02) times a year, the number of members attending the meeting must be at least two-thirds (2/3) of the members of the Board of Supervisors. The minutes of meeting of the Board of Supervisors must be clearly and in detail. The minute recorder and the Board of Supervisors members attending the meeting must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.</p> <p>2. The Board of Supervisors has the right to request members of the Board of Directors, the Director and representatives of approved auditing organizations to attend and answer questions to be clarified.</p>	<p>Article 39. Meeting of the Audit Committee</p> <p>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.</p> <p>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.</p>	<p>Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.</p>

No (according to current regulations)	Provisions	Current Charter Regulations	Proposed amendment content	Reasons for amendment
31	Chapter IX	no specified	<p>Article 40. Report on the activities of the independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders</p> <p>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.</p> <p>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:</p> <p>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;</p> <p>b) Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;</p> <p>c) Results of supervision of the financial statements, operating situation and financial situation of the Company;</p> <p>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;</p> <p>dd) Results of assessment on the Company's internal control and risk management system;</p> <p>e) Results of supervision of the Board of Directors, Director and other executives of the enterprise;</p> <p>g) Results of assessment of coordination of activities between the Audit Committee and the Board of Directors, Director and shareholders;</p>	<p>Add Audit Committee due to change in organizational and management structure according to point b, clause 1, article 137 of Enterprise Law 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
32	Chapter IX	<p>Article 41. Salary, remuneration, bonuses and other benefits of members of the Board of Supervisors.</p> <p>Salary, remuneration, bonus and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:</p> <p>1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus and other benefits and the annual operating budget of the Board of Supervisors.</p> <p>2. Members of the Board of Supervisors shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General meeting of shareholders, except where otherwise decided by the General meeting of shareholders.</p> <p>3. Salary and operating costs of the Board of Supervisors shall be included in business expenses in accordance with provisions of the law on corporate income tax and other relevant legislation, and must be presented in a separate item in the annual financial statements of the Company.</p>	<p>Annul Article 41.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
33	Chapter X	<p>Chapter X. Responsibilities of members of Board of Directors, members of the Board of Supervisors, Directors and other Executives</p> <p>Member of the Board of Directors, members of the Board of Supervisors, 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.</p>	<p>Chapter X. Responsibilities of members of Board of Directors, Directors and other Executives</p> <p>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.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
34	Article 42. Honesty responsibility and avoidance of conflicts of interest	<p>1. Members of the Board of Directors, members of the Board of Supervisors, Directors and managers according to Point b, 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.</p>	<p>1. Members of the Board of Directors, Directors and managers according to Point b, 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.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
35	Article 42. Honesty responsibility and avoidance of conflicts of interest	2. Members of the Board of Directors, members of the Board of Supervisors, Directors, managers according to Point b 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.	2. Members of the Board of Directors, Directors, managers according to Point b 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.	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
36	Article 42. Honesty responsibility and avoidance of conflicts of interest	3. Members of the Board of Directors, members of the Board of Supervisors, Directors and managers according to Point b Clause 1 Article 1 of this Charter are obliged to notify in writing to the Board of Directors, the Board of Supervisors of 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.	3. Members of the Board of Directors, Directors and managers according to Point b Clause 1 Article 1 of this Charter are obliged to notify in writing to the Board of Directors of 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.	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
37	Article 42. Honesty responsibility and avoidance of conflicts of interest	5. Members of the Board of Directors, members of the Board of Supervisors, Directors, managers according to Point b 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.	5. Members of the Board of Directors, Directors, managers according to Point b 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.	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
38	Article 42. Honesty responsibility and avoidance of conflicts of interest	<p>6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, Director, Deputy Director and Chief Accountant and individuals and organizations related to these subjects are not invalid in the following cases:</p> <p>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, members of the Board of Supervisors, 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;</p> <p>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, members of the Board of Supervisors, 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.</p>	<p>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:</p> <p>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;</p> <p>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.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
39	Article 43. Responsibility for damages and compensation	<p>1. Members of the Board of Directors, members of the Board of Supervisors, 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.</p>	<p>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.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
40	Article 43. Responsibility for damages and compensation	<p>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, members of the Board of Supervisors, Director, Deputy Director and Chief Accountant, employee or representative authorized by the Company who has been or is performing duties as authorized on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.</p>	<p>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.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

No (according to current regulations)	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
41	Article 44. Right to look up books and records	1. Common shareholders have the right to look up books and records, specifically as follows: ... 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, Report of the Board of Supervisors, 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.	1. Common shareholders have the right to look up books and records, specifically as follows: ... 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.	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
42	Article 44. Right to look up books and records	3. Members of the Board of Directors, members of the Board of Supervisors, 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.	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.	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
43	Article 44. Right to look up books and records	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, 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.	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.	Amend the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
44	Article 55. Liquidation	1. At least 06 (six) months 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.	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.	Revise according to the charter form issued under the Circular 116/2020/TT-BTC

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
45	Article 56. 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: ... b) Shareholders with the Board of Directors, Board of Supervisors, Director or Deputy Director and Chief Accountant;	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: ... b) Shareholders with the Board of Directors, Director or Deputy Director and Chief Accountant;	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
46	Article 58. Effective date	1. This charter includes 58 Articles, approved by amendment and supplement according to the Resolution of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company dated July 26, 2024 and issued according to Resolution No. 1585/NQ-HĐQT dated October 2, 2024 of the Board of Directors of the Company.	1. This Charter consists of 57 articles, unanimously approved by the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company on April 24, 2025 at the 2025 Annual General Meeting of Shareholders and jointly approved the full validity of this Charter.	Update the number of articles and the time of adoption of the Charter

TABLE OF CONTENTS

PREAMBLE	4
CHAPTER I. DEFINITION OF TERMS	4
Article 1. Interpretation of terms	4
CHAPTER II. NAME, TYPE, HEADQUARTER, BRANCHES, REPRESENTATIVE OFFICE, BUSINESS LOCATION, DURATION OF OPERATION AND LEGAL REPRESENTATIVE	5
Article 2. Name, type, head office, branch, representative office, business location and duration of operation of the Company	5
Article 3. Legal representative of the company	5
CHAPTER III. OBJECTIVES, SCOPE AND OPERATIONS	6
Article 4. Objectives of the Company	6
Article 5. Business scope and operations of the Company	9
CHAPTER IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS	9
Article 6. Charter capital, shares, founding shareholders	9
Article 7. Stock certificates	10
Article 8. Other securities certificates	10
Article 9. Transfer of shares	11
Article 10. Withdrawal of shares	11
CHAPTER V. COMPANY STRUCTURE, GOVERNANCE AND SUPERVISION	11
Article 11. Company Structure, Governance and Supervision	11
CHAPTER VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS	12
Article 12. Rights of Shareholders	12
Article 13. Obligations of Shareholders	13
Article 14. General Meeting of Shareholders	14
Article 15. Rights and duties of the General Meeting of Shareholders	15
Article 16. Authorization to attend the General Meeting of Shareholders	16
Article 17. Change of rights	17
Article 18. Convene the meeting, the meeting agenda and the notice of General meeting of shareholders	18
Article 19. Conditions for conducting General Meeting of Shareholders	19
Article 20. Procedures for conducting meeting and voting at General meeting of shareholders	19
Article 21. Conditions for passing resolution of the General Meeting of Shareholders	21
Article 22. Authority and procedures for collecting written opinions of shareholders to pass decisions of General meeting of shareholders	22

Article 23. Resolutions, Minutes of the General Meeting of Shareholders	23
Article 24. Cancellation request of decision of General Meeting of Shareholders.....	24
CHAPTER VII. BOARD OF DIRECTORS.....	25
Article 25. Nomination, appointment of members of the Board of Directors	25
Article 26. Members and term of Board of Directors.....	25
Article 27. Rights and obligations of the Board of Directors	26
Article 28. Remuneration, salaries and other benefits of members of Board of Directors.....	27
Article 29. Chairman of Board of Directors	28
Article 30. Meeting of the Board of Directors.....	29
Article 31. Subcommittees of the Board of Directors.....	30
Article 32. Administrator, Secretary of the Company	30
CHAPTER VIII DIRECTOR AND OTHER EXECUTIVES	31
Article 33. Management apparatus	31
Article 34. Executive officers of the Company	32
Article 35. Appointment, dismissal, duties and powers of the Director	32
CHAPTER IX. AUDIT COMMITTEE	33
Article 36. Nomination and appointment of members of the Audit Committee	33
Article 37. Members of the Audit Committee	33
Article 38. Rights and obligations of the Audit Committee	33
Article 39. Meeting of the Audit Committee	34
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.....	34
CHAPTER X. RESPONSIBILITIES OF MEMBERS OF BOARD OF DIRECTORS, DIRECTORS AND OTHER EXECUTIVES	35
Article 41. Honesty responsibility and avoidance of conflicts of interest	35
Article 42. Responsibility for damages and compensation.....	36
CHAPTER XI. RIGHT TO LOOK UP BOOKS AND RECORDS OF THE COMPANY	36
Article 43. Right to look up books and records	36
CHAPTER XII. EMPLOYEES AND TRADE UNION	37
Article 44. Employees and unions	37
CHAPTER XIII. PROFIT DISTRIBUTION.	37
Article 45. Profit distribution.....	37
CHAPTER XIV. BANK ACCOUNT, FISCAL YEAR AND ACCOUNTING REGIME	37
Article 46. Bank account	37
Article 47. Fiscal year	38

Article 48. Accounting regime.....	38
CHAPTER XV. FINANCIAL STATEMENTS, ANNUAL STATEMENTS	38
Article 49. Annual, semi-annual and quarterly financial statements.....	38
Article 50. Annual report.....	38
CHAPTER XVI. AUDIT OF THE COMPANY	38
Article 51. Audit.....	38
CHAPTER XVII. COMPANY'S SEAL.....	39
Article 52. Company's Seal.....	39
CHAPTER XVIII. DISSOLUTION OF THE COMPANY	39
Article 53. Dissolution of the company.....	39
Article 54. Liquidation.....	39
CHAPTER XIX. INTERNAL DISPUTES RESOLUTION.....	40
Article 55. Internal dispute settlement.....	40
CHAPTER XX. SUPPLEMENT AND AMENDMENT TO THE CHARTER.....	40
Article 56. Charter of the Company.....	40
CHAPTER XXI. EFFECTIVE DATE	41
Article 57. Effective date	41

PREAMBLE

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;

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;

Pursuant to the Decree No. 155/2020/ND-CP dated December 31, 2020 detailing a number of articles of the Law on Securities;

Pursuant to the Circular No. 116/2020/TT-BTC dated December 31, 2020 guiding a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government;

This Charter is approved by Resolution dated April 24, 2025 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: HUDLAND Tower Building, Lot A-CC7, Linh Dam General Service Area, Hoang Liet Ward, Hoang Mai District, 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	4312

No.	Name of business line	Code
	Details: Excluding blasting services	
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 allowed to exercise export rights, import rights, and distribution rights according to law.	4663
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

No.	Name of business line	Code
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 Details: Excluding Construction and operation of multi-purpose hydropower and nuclear power with special economic and social importance	4221
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 315,999,610,000** (In words: Three hundred fifteen billion, nine hundred ninety-nine million, six hundred ten thousand dong)*

Total charter capital of the Company is divided into 31,599,961 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: **31,599,961** 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

- Number of shares owned: 16,116,000 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;
- 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) Board of Directors must convene the General Meeting of Shareholders within 30 (thirty) days from the date on which the remaining number of members of the Board of Directors, the remaining independent members of the Board of Directors as prescribed in Point b Clause 3 of this Article or receiving the request prescribed in Point c Clause 3 of this Article;

b) If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Clause 4 of this Article, a shareholder or a group of shareholders defined at Point c, Clause 3 of this Article may request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;

In this case, the shareholder or group of shareholders convening General Meeting of Shareholders may request the business registration agency on supervision of order and procedures for convening and conducting meetings and decisions of the General Meeting of Shareholders. All costs for convening and conducting the General meeting of Shareholders shall be refunded by the Company. The costs shall not include costs incurred by the shareholders when attending the General meeting of shareholders, including accommodation and travel costs.

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. Convene the meeting, the meeting agenda and the notice of General meeting of shareholders

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 convener 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.

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 conducting 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 conducting 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 attending shareholders, 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 the number of shareholders owning more than 50% of the total number of votes of all attending shareholders, 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 1/3 of the total number of the members of the Board of Directors are non-executive members. The company has 01 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;

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;

c) 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.

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 decision 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, unanimously approved by the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company on April 24, 2025 at the 2025 Annual General Meeting of Shareholders and jointly approved the full validity of this Charter.
2. The Charter is made into 05 (five) 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. *BS*

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



Phạm Cao Sơn