

**TU HAI HA NAM  
JOINT STOCK COMPANY**

Số: 2404/2025/CBTT

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

Ha Nam, April 24, 2025

## INFORMATION DISCLOSURE

**To: - The State Securities Commission;  
- Hanoi Stock Exchange.**

- \* Company Name: Tu Hai Ha Nam Joint Stock Company.
- \* Headquarters: Luong Trang Hamlet, Tan Liem Ward, Phu Ly City, Ha Nam Province, Vietnam.
- \* Tel: 0963.036.598 – 0915.046.851
- \* Submitted by: Ms. Nguyen Thi Mai Huong
- \* Position: Director, Legal Representative
- \* Type of information disclosed:

☒ 24h

☐ Requirement

☐ Irregular

☐ Periodic

- \* Contents of disclosure:

Tu Hai Ha Nam Joint Stock Company announces information on Resolution of the 2025 Annual General Meeting of Shareholders No. 01/2025/NQ-DHCD dated April 24, 2025.

This information was also published on the website of Tu Hai Ha Nam Joint Stock Company as in the link:

<http://tuhaijsc.vn/quan-he-co-dong>

We hereby certify that the information provided is true and accurate, and we bear the full responsibility to the law.

**Sincerely!**

**Recipients:**

- As above;
- Archive: Office.

**PERSON AUTHORIZED TO DISCLOSE INFORMATION**  
**CHAIRMAN**



**Nguyễn Thị Mai Hương**

**MEETING MINUTES  
OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Organization name: Tu Hai Ha Nam Joint Stock Company

Head office: TDP Luong Trang, Tan Liem Ward, Phu Ly City, Ha Nam Province, Vietnam.

Certificate of Business Registration of Joint Stock Company: 0700519785 first issued by the Department of Planning and Investment of Ha Nam Province on December 29, 2010.

Today, April 24, 2025, at 8:30 a.m. at the Company's headquarters, the 2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company was held with the following contents:

**I. OPENING OF THE GENERAL MEETING OF SHAREHOLDERS**

**1. Report on shareholder qualification verification**

Ms. Nguyen Thu Huong - Head of the Shareholders Qualification Verification Committee read the Report on the results of the delegate qualification verification. At the opening of the General Meeting at 8:30 a.m., there were:

The total number of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders was 144 shareholders, owning a total of 12,152,800 shares, equivalent to 100% of the total number of shares with voting rights, corresponding to 100% of the total number of votes.

The total number of actual shareholders and shareholder representatives attending the 2025 Annual General Meeting of Shareholders is 10 delegates, owning or representing 8,213,900 shares, equivalent to 67.59% of the total number of voting shares, corresponding to 67.59% of the total number of votes of Tu Hai Ha Nam Joint Stock Company. According to the provisions of the Enterprise Law and the Company Charter, the 2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company has met all the conditions to proceed.

**2. Congress composition**

**2.1. Presidium and Congress Chairman**

The Congress approved the Presidium consisting of 03 people:





Mr. Nguyen Duc Te	- Chairman of the Board of Directors (Chairman of the Congress)
Ms. Nguyen Thi Mai Huong	- Member of the Board of Directors
Mr. Trinh Cong Son	- Member of the Board of Directors

## 2.2. Congress Secretary

The Congress approved the Secretary: Ms. Tran Thi Thu Hien

## 2.3. Ballot Counting Committee

The Congress approved the Ballot Counting Committee consisting of 02 people:

Ms. Nguyen Ha Trang - Head of the Committee

Ms. Nguyen Bach Duong - Member

The Congress approved the composition of the Presidium, Secretary and Ballot Counting Committee with a 100% voting rate through the form of raising voting cards.

## 3. Congress Agenda and Congress Regulations

The Congress listened to Mr. Trinh Cong Son read the Congress Agenda and Working Regulations.

The Congress unanimously approved the content of the Congress Agenda and Working Regulations applicable at the Congress.

## II. CONTENTS PRESENTED AT THE GENERAL MEETING

\* Mr. Trinh Cong Son - member of the Board of Directors, on behalf of the Presidium, presented to the General Meeting the following content:

1. **Issue 1:** Approval of the Board of Directors' Report for 2024 (Report No. 01/2025/BC-HĐQT).

\* Ms. Nguyen Thi Mai Huong - member of the Board of Directors, on behalf of the Presidium, presented to the General Meeting the following content:

2. **Issue 2:** Approval of the audited financial report for 2024 (according to the content of the presentation No. 01/2025/TTr-HĐQT).

3. **Issue 3:** Approval of the Business Plan for 2025-2026 (according to the content of the presentation No. 02/2025/TTr-HĐQT).

No.	Indicators	Year 2025	Year 2026
1	Revenue	150 billion VND	170 billion VND
2	Profit after tax	9 billion VND	15 billion VND
3	Expected charter capital	121.528 billion VND	121,528 billion VND

4	Expected dividend rate	0%	8%
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**4. Issue 4: Approval of the remuneration payment plan for the Board of Directors (according to the content of the submission No. 03/2025/TTr-HĐQT).**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the remuneration payment budget for the Board of Directors in 2024 at a maximum of 5% of the actual after-tax profit achieved in 2025; at the same time, the General Meeting of Shareholders authorizes the Chairman of the Board of Directors to decide on the principles, forms, and specific remuneration levels for each member of the Board of Directors within the approved total remuneration budget.

\* Mr. Trinh Cong Son - member of the Board of Directors, on behalf of the Presidium, presented the following content to the General Meeting:

**5. Issue 5: Approval of the selection of Grant Thornton (Vietnam) Co., Ltd. as the auditor for the 2025 Financial Statements (according to the content of the submission No. 04/2025/TTr-HĐQT).**

**6. Issue 6: Approval of the Listing Registration (according to the content of the submission No. 05/2025/TTr-HĐQT).**

**7. Issue 7: Approval of Transactions with related parties (according to the content of the submission No. 06/2025/TTr-HĐQT).**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the listing registration plan at HOSE (Ho Chi Minh City Stock Exchange).

The Board of Directors respectfully submits to the General Meeting of Shareholders to authorize the Board of Directors to carry out the necessary procedures to complete the above-mentioned plan to transfer the trading floor when the charter capital increase has been completed and Tu Hai Ha Nam Joint Stock Company has met all the basic conditions to register for listing at the Ho Chi Minh Stock Exchange in accordance with the provisions of law.

## **II. SHAREHOLDER DISCUSSION AT THE GENERAL MEETING**

The shareholders had no other opinions and agreed with the issues raised by the members of the presidium.

The Presidium answered questions from shareholders related to the business expansion plan, dividend payment plan, and trading floor transfer plan.

## **III. THE GENERAL MEETING CONDUCTS VOTING**



The General Meeting conducted voting by secret ballot.

Ms. Nguyen Ha Trang - Head of the Ballot Counting Committee read the voting results at the meeting as follows:

- Total number of ballots issued: 8,213,900 ballots
- Total number of ballots collected/voting participation: 8,213,900 ballots
- Total number of ballots not participating in the vote: 0 ballots
- Total number of valid voting ballots: 8,213,900 ballots
- Total number of invalid voting ballots: 0 ballots

**1. Issue 1: Approval of the 2024 Board of Directors' Report (Report No. 01/2025/BC-HĐQT).**

- Approval: 8,213,900 ballots, reaching 100% of the votes in attendance and voting.
- Disapproval: 0 ballots, reaching 0% of the votes in attendance and voting.
- No opinion: 0 ballots, reaching 0% of the votes in attendance and voting.

**2. Issue 2: Approval of the audited financial report for 2024 (according to the content of the submission No. 01/2025/TTr-HĐQT).**

- Approval: 8,213,900 votes, reaching 100% of the votes in attendance and voting.
- Disapproval: 0 votes, reaching 0% of the votes in attendance and voting.
- No opinion: 0 votes, reaching 0% of the votes in attendance and voting.

**3. Issue 3: Approval of the 2025-2026 Business Plan (according to the content of the submission No. 02/2025/TTr-HĐQT).**

- Approval: 8,213,900 votes, reaching 100% of the votes in attendance and voting.
- Disapproval: 0 votes, reaching 0% of the votes in attendance and voting.
- No opinion: 0 votes, reaching 0% of the votes in attendance and voting.

**4. Issue 4: Approval of the remuneration payment plan for the Board of Directors (according to the content of the submission No. 03/2025/TTr-HĐQT).**

- Approval: 8,213,900 votes, reaching 100% of the votes in attendance and voting.
- Disapproval: 0 votes, reaching 0% of the votes in attendance and voting.
- No opinion: 0 votes, reaching 0% of the votes in attendance and voting.

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**5. Issue 5: Approval of the selection of Grant Thornton (Vietnam) Company Limited as the auditor for the 2025 Financial Statements (according to the content of the submission No. 04/2025/TTr-HĐQT).**

- Approval: 8,213,900 votes, reaching 100% of the votes in attendance and voting.
- Disapproval: 0 votes, reaching 0% of the votes in attendance and voting.
- No opinion: 0 votes, reaching 0% of the votes in attendance and voting.

**6. Issue 6: Approval of listing registration (according to the content of the submission No. 05/2025/TTr-HĐQT).**

- Approval: 8,213,900 votes, reaching 100% of the votes attended and voted.
- Disapproval: 0 votes, reaching 0% of the votes attended and voted.
- No opinion: 0 votes, reaching 0% of the votes attended and voted.

**7. Issue 7: Approval of the plan to transfer the trading floor (according to the content of the submission No. 06/2025/TTr-HĐQT).**

*The total number of votes cast has excluded the votes with related interests concerning the content of this proposal by Appatex Joint Stock Company: 7.969.500 votes.*

- Approval: 244.400 votes, reaching 100% of the votes attended and voted.
- Disapproval: 0 votes, reaching 0% of the votes attended and voted.
- No opinion: 0 votes, reaching 0% of the votes in attendance and voting

#### **IV. APPROVED CONTENTS**

1. Issue 1: Approval of the 2024 Board of Directors' Report (Report No. 01/2025/BC-HĐQT). Approval rate: 100%
2. Issue 2: Approval of the audited financial statements for 2024 (according to the content of the submission No. 01/2025/TTr-HĐQT). Approval rate: 100%
3. Issue 3: Approval of the Business Plan for 2025-2026 (according to the content of the submission No. 02/2025/TTr-HĐQT). Approval rate: 100%
4. Issue 4: Approval of the remuneration payment plan for the Board of Directors (according to the content of the submission No. 03/2025/TTr-HĐQT). Approval rate: 100%
5. Issue 5: Approval of the selection of Grant Thornton (Vietnam) Company Limited as the auditor of the 2025 Financial Statements (according to the content of the submission No. 04/2025/TTr-HĐQT). Approval rate: 100%
6. Issue 6: Approval of Transactions with related parties (according to the content of the submission No. 05/2025/TTr-HĐQT). Approval rate: 100%
7. Issue 7: Approval of the plan to transfer the trading floor (according to the content of the submission No. 06/2025/TTr-HĐQT). Approval rate: 100%



## V. PROCEDURES FOR THE END OF THE GENERAL MEETING

Ms. Tran Thi Thu Hien - Secretary of the meeting read the draft Minutes and Resolutions of the Meeting.

The meeting unanimously approved the full text of the Minutes and Resolutions of the 2025 Annual General Meeting of Shareholders.

The Chairman of the Meeting - Mr. Nguyen Duc Te - declared the closing of the Meeting.

This Minutes was prepared at 11:00 on April 24, 2025 at the 2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company.

SECRETARY



**Trần Thị Thu Hiền**

PRESIDE



**Nguyễn Đức Tề**



**RESOLUTION  
OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2020;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company No. 01/2025/BB-AGM dated April 24, 2025.

**RESOLVE:**

**Article 1.** Approval of the Board of Directors' Report for 2024 (*Report No. 01/2025/BC-HĐQT*).

**Article 2.** Approval of the Audited Financial Statements for 2024 (*as presented in Proposal No. 01/2025/TTr-HĐQT*).

**Article 3.** Approval of the 2025-2026 Business Plan (*as presented in Proposal No. 02/2025/TTr-HĐQT*).

No.	Indicators	Year 2025	Year 2026
1	Revenue	150 billion VND	170 billion VND
2	Profit after tax	9 billion VND	15 billion VND
3	Expected charter capital	121.528 billion VND	121,528 billion VND
4	Expected dividend rate	0%	8%

**Article 4.** Approval of the remuneration plan for the Board of Directors (*as stated in Submission No. 03/2025/TTr-HĐQT*).

The GMS approves the 2025 remuneration budget for the BODs at a maximum of 5% of the actual profit after tax achieved in 2025. At the same time, the GMS authorizes the Chairman of the BODs to determine the principles, forms, and specific remuneration levels for each BODs member within the total approved remuneration budget.





**Article 5.** Approval of selecting Grant Thornton (Vietnam) Co., Ltd. as the auditing firm for the 2025 financial statements (as stated in Submission No. 04/2025/TTr-HĐQT).

**Article 6.** Proposal for Listing Registration (as stated in Submission No. 05/2025/TTr-HĐQT).

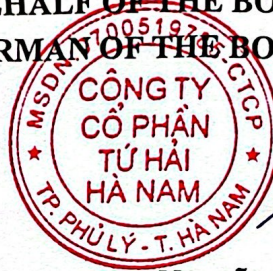
**Article 7.** Proposal for Transactions with Related Parties (as stated in Submission No. 06/2025/TTr-HĐQT).

**Article 8.** The Board of Directors, the Executive Board, and relevant departments are responsible for implementing this resolution. The resolution takes effect from the date of signing./.

**Recipients:**

- As stated in Article 8;
- Relevant agencies and organizations;
- Archive: Office.

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



Nguyễn Đức Tề





No: 01/2025/BC-HĐQT

*Ha Nam, April 02, 2025*

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

Dear Presidium!

Dear Esteemed Delegates and Shareholders!

On behalf of the Board of Directors ("BOD"), I am honored to present to the 2025 Annual General Meeting of Shareholders the report on the operations of the BOD. The specific details are as follows:

**1. Personnel Structure of the Board of Directors in 2024.:**

*Information on members of the Board of Directors:*

No.	Member of the Board of Directors	Title	Date of starting/no longer BOD's members	
			Appointment date	Dismissal date
1	Mr. Nguyen Duc Te	Chairman, non-executive BOD's Member	19/05/2024	-
2	Mdm. Nguyen Thi Mai Huong	BOD's Member	19/05/2024	-
3	Mr. Trịnh Công Sơn	Independent BOD's Member	19/05/2024	-

*Meetings of the Board of Directors:*

No.	Member of the Board of Directors	No. of meeting	Attendance rate	Reason of absence
1	Mr. Nguyễn Đức Tề	7/7	100%	-
2	Mdm. Nguyễn Thị Mai Hương	7/7	100%	-
3	Mr. Trịnh Công Sơn	7/7	100%	-

**2. Remuneration, expenses, and other allowances of the BOD: None incurred in 2024**



### 3. Summary of Board of Directors' Meetings and Resolutions:

In 2024, the BODs effectively fulfilled its functions and duties, directing the Company's operations in compliance with the provisions of the Law on Enterprises, the Law on Securities, the Company's Charter, and the resolutions passed by the GMS.

#### *Meetings of the Board of Directors:*

No.	Resolution/Decision No.	Date	Content	Approval Rate
1	03/2024/NQ-HĐQT	08/03/2024	Convening the 2024 Annual General Meeting of Shareholders	100%
2	04/2024/NQ-HĐQT	04/04/2024	Approval of the 2024 AGM agenda	100%
3	105/2024/NQ-HĐQT	14/05/2024	Implementation of the private placement and stock issuance plan	100%
4	107/2024/NQ-HĐQT	01/07/2024	Adjustment of the implementation timeline for the private placement and stock issuance plan	100%
5	207/2024/NQ-HĐQT	16/07/2024	Finalization of the list of shareholders for the 2023 dividend distribution	100%
6	08/2024/NQ-HĐQT	20/08/2024	Amendment of business registration and the Company's Charter	100%
7	1610/2024/NQ-HĐQT	16/10/2024	Approval of loan transactions with related parties	100%

### 4. Report on Transactions between the Company and BOD Members and Their Related Parties:

All transactions between the Company and internal individuals or related parties were duly approved under the appropriate authority, in strict compliance with the Law on Enterprises, the Law on Securities, and the Company's Charter. These transactions were fully documented and transparently disclosed in the Report on Corporate Governance in 2024.



## 5. Activities of the Audit Committee of the Board of Directors:

### *Information on members of the Audit Committee:*

No.	Member of the Audit Committee	Position	Date of starting/no longer AC's members	Qualification
1	Mr. Trịnh Công Sơn	Chairman	13/07/2024	Bachelor's Degree
2	Mr. Nguyễn Đức Tề	Member	13/07/2024	Bachelor's Degree

### *Meetings of the Audit Committee:*

STT	Members	No. of meetings attended	Attendance rate	Voting Ratio	Reasons for absence
1	Mr. Trịnh Công Sơn	2/2	100%	-	
2	Mr. Nguyễn Đức Tề	2/2	100%	-	

### *Supervisory activities of the Audit Committee over the BODs and the Board of Management:*

The Audit Committee has effectively performed its supervisory role over the activities and compliance of the BODs and the Board of Management in accordance with the law and the Company's Charter. This was achieved through participation and contribution at BODs' meetings, monitoring the voting process among the Board members, and reviewing the Company's key reports.

## 6. Supervisory Results on the Board of Management:

The BODs has exercised comprehensive supervision over the Board of Management (BOM) through a structured periodic reporting system. The supervision process emphasizes strict compliance with the BOD's directives, ensuring that all resolutions, decisions, and instructions from the BOD/Chairman are consistently, systematically, and transparently implemented.

The BOD highly appreciates the dedication and efforts demonstrated by the BOM in managing business operations and overcoming the challenges faced in 2024.

The BOM has exhibited flexibility and responsiveness in its decision-making, providing timely and appropriate solutions tailored to the company's evolving circumstances, while steadfastly adhering to the strategic directions and policies established by the BODs.

## 7. Plans and Orientation:

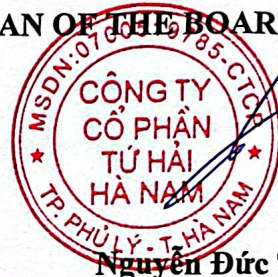
In 2025, the overall economy and the textile industry in particular are expected to face a mix of challenges and opportunities. The Board of Directors (BOD) remains



committed to adapting flexibly to economic and political fluctuations both domestically and internationally, with the goal of continued growth. Accordingly, the BOD members have reached a consensus on the following orientations for 2025:

- Continue exploring plans to expand production facilities based on existing infrastructure;
- Actively seek new partners and strive to increase both the volume and value of orders;
- Seek opportunities to acquire land and existing factories to scale up operations;
- Actively recruit and train employees with the goal of expanding the workforce to 1,000 employees;
- Ensure transparent and compliant governance and operations while pursuing the goal of transitioning from the Upcom exchange to listing on the HOSE, in alignment with the resolution of the 2024 Annual General Meeting of Shareholders.

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



**Nguyễn Đức Tề**





**TU HAI HA NAM  
JOINT STOCK COMPANY**

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

No: 01/2025/TTr-HĐQT

*Ha Nam, April 02, 2025*

**PROPOSAL**

***Re: Approval of the audited financial statements for the year 2024***

***To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company***

- Pursuant to the Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the Company's 2024 Financial Statements audited by Grant Thornton Limited Liability Company (Vietnam), issued on 2025-03-31.

The financial statements have been fully published on the Company's website at <https://tuhaijsc.vn/quan-he-co-dong>.

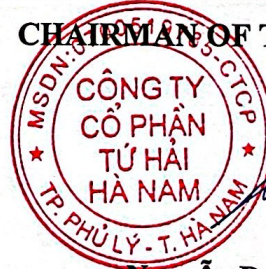
***Respectfully propose to the General Meeting of Shareholders for approval.***

***Recipients:***

- As above;
- Archive: Office.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOARD**



**Nguyễn Đức Tề**



No.: 02/2025/TTr-HĐQT

*Ha Nam, April 02, 2025*

**PROPOSAL**

***Re: Approval of the 2025-2026 Business Plan***

***To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company***

- Pursuant to Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the Company's 2025-2026 Business Plan as follows:

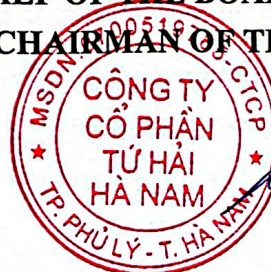
No.	Indicators	Year 2025	Year 2026
1	Revenue	150 billion VND	170 billion VND
2	Profit after tax	9 billion VND	15 billion VND
3	Expected charter capital	121.528 billion VND	121,528 billion VND
4	Expected dividend rate	0%	8%

***Respectfully propose to the General Meeting of Shareholders for approval.***

***Recipients:***

- As above;
- Archive: Office.

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



**Nguyễn Đức Tê**



No.: 03/2025/TTr-HĐQT

*Ha Nam, April 02, 2025*

**PROPOSAL**

***Re: Approval of the Board of Directors' remuneration***

***To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company***

- Pursuant to the Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for Approval the Remuneration paid to the Board of Directors in 2024 and the Payment Plan for 2025 as follows:

**1. Remuneration report for the members of the Board of Directors in 2024:**

The Board of Directors agreed not to pay remuneration to the members of the Board of Directors despite being approved by the 2024 Annual General Meeting of Shareholders due to not achieving the profit target.

**2. Proposed Remuneration level for 2025:**

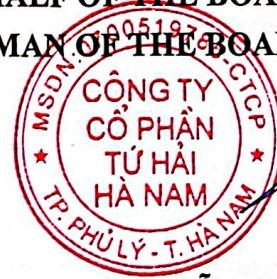
Based on the 2025 business plan, the Board of Directors proposes to the General Meeting of Shareholders to approve the budget for the Board of Directors' remuneration in 2025, which is a maximum of 5% of the actual profit after tax achieved in 2025; simultaneously, the General Meeting of Shareholders authorizes the Chairman of the Board of Directors to decide on the principles, forms, and specific remuneration levels for each member of the Board of Directors within the total approved remuneration budget.

***Respectfully proposed to the General Meeting of Shareholders for approval***

***Recipients:***

- As above;
- Archive: Office.

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



**Nguyễn Đức Tề**



No.: 04/2025/TTr-HĐQT

*Ha Nam, April 02, 2025*

**SUBMISSION**

***Re: Selection of an Auditing unit for the 2025 Financial Statements***

***To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company***

- Pursuant to Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

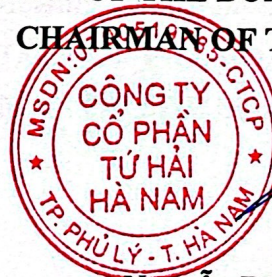
As proposed by the Audit Committee, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the unit to audit the company's 2025 Financial Statements: Grant Thornton (Vietnam) Co., Ltd. In cases of necessary changes to the auditing unit, the General Meeting of Shareholders authorizes the Board of Directors to select another Auditing unit to replace Grant Thornton (Vietnam) Co., Ltd. and report on the above replacement selection at the nearest General Meeting of Shareholders.

***Respectfully propose to the General Meeting of Shareholders for approval.***

***Recipient:***

- As above;
- Archive: Office.

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



**Nguyễn Đức Tê**



No.: 05/2025/TTr-HĐQT

*Ha Nam, April 02, 2025*

**PROPOSAL**

***Re: Proposal for Listing Registration***

***To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company***

- Pursuant to the Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

Given that the company's charter capital has exceeded VND 120 billion and it has been classified as a large-scale public company since August 2024, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the plan to transfer the company's trading platform from UPCOM (the current exchange) to the Ho Chi Minh Stock Exchange (HOSE).

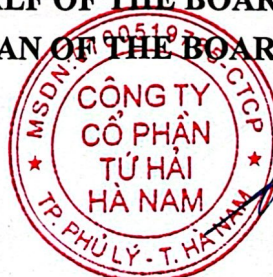
The General Meeting of Shareholders authorizes the Board of Directors to undertake all necessary procedures to apply for listing on the Ho Chi Minh Stock Exchange in compliance with applicable regulations.

***Respectfully proposed to the General Meeting of Shareholders for approval***

***Recipients:***

- As above;
- Archive: Office.

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



**Nguyễn Đức Tề**



No.: 06/2025/TTr-HĐQT

*Ha Nam, April 02, 2025*

**PROPOSAL**

***Re: Proposal for Transactions with Related Parties***

***To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company***

*- Pursuant to the Enterprise Law No. 59/2020/QH14 and current legal documents;*

*- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;*

1. In 2024, the Company engaged in transactions with related parties, including Appatex Joint Stock Company (the parent company) and Duc Manh Joint Stock Company (an associate of the parent company), concerning contract manufacturing services for the Company.
2. In 2025, to enhance autonomy in the procurement of goods and services to meet business operation needs and generate economic benefits, the Board of Directors (“BOD”) hereby submits to the General Meeting of Shareholders (“GMS”) for approval the transactions with related parties (hereinafter referred to as the “Related Transactions”) arising in 2025 and 2026 (until the 2026 Annual General Meeting of Shareholders), including but not limited to the following transactions between the Company and other organizations or individuals identified as related parties under Clause 23, Article 4 of the 2020 Law on Enterprises:
  - a. Transactions involving the purchase and sale of goods, raw materials, tools, and equipment; and
  - b. Transactions related to contract manufacturing, subcontracting, and personnel leasing; and
  - c. Transactions involving advance payments, deposits, and settlements under purchase or service contracts as mentioned in items (a) and (b) above; and
  - d. Investment cooperation and business collaboration transactions aimed at promoting business activities, fulfilling orders, and executing projects.





3. Authorization to the Board of Directors and the General Director, and permission for the Board of Directors and the General Director to further delegate authority to other Company executives to:

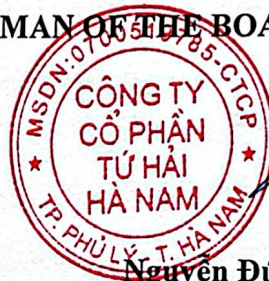
- a. Determine the specific terms and conditions of the Related Transactions and the relevant agreements, contracts, and documents, including any amendments, supplements, terminations, or replacements of such transactions (if any); and
- b. Sign and execute the Related Transactions and related agreements, contracts, and documents, including any amendments, supplements, terminations, or replacements of such transactions (if any).

*Respectfully proposed to the General Meeting of Shareholders for approval*

**Recipients:**

- As above;
- Archive: Office.

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



**Nguyễn Đức Tề**







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

*Ha Nam, 2025-04-24*

**REPORT ON VERIFICATION OF DELEGATE ELIGIBILITY**  
**ATTENDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**  
**TU HAI HA NAM JOINT STOCK COMPANY**

I am Nguyen Thi Huong – Head of the Shareholder Eligibility Verification Committee. Hereafter, on behalf of the Delegate Eligibility Verification Committee of the 2025 Annual General Meeting of Shareholders, I would like to report the results of the delegate eligibility verification for the Meeting at 08:30 AM as follows:

The total number of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders is 144 shareholders, owning a total of 12,152,800 shares, equivalent to 100% of the total number of voting shares, corresponding to 100% of the total number of votes.

The total number of shareholders and shareholder representatives actually attending the 2025 Annual General Meeting of Shareholders is 10 delegates, owning or representing 8,213,900 shares, equivalent to 67.59% of the total number of voting shares, corresponding to 67.59% of the total number of votes of Tu Hai Ha Nam Joint Stock Company.

According to the provisions of the Law on Enterprises and the Company's Charter, the 2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company has met the conditions to proceed. The shareholders and shareholder representatives attending the meeting have the right to vote according to the number of shares they own or represent.

**ON BEHALF OF THE SHAREHOLDER**  
**ELIGIBILITY VERIFICATION COMMITTEE**  
**HEAD OF COMMITTEE**

**Nguyen Thi Huong**





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

*Ha Nam, April 24, 2025*

**REPORT ON VERIFICATION OF DELEGATE ELIGIBILITY**  
**ATTENDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**  
**TU HAI HA NAM JOINT STOCK COMPANY**  
*(updated prior to the time the General Meeting proceeds to voting)*

I am Nguyen Thi Huong – Head of the Shareholder Credentials Verification Committee. On behalf of the Credentials Verification Committee for the 2025 Annual General Meeting of Shareholders, I would like to present the report on the verification of delegate credentials, updated as of 9:30 AM (prior to the voting session), as follows:

The total number of shareholders eligible to attend the 2025 Annual General Meeting of Shareholders is **144**, holding a total of **12,152,800** shares, equivalent to **100%** of the total voting shares, corresponding to **100%** of the total voting rights.

The total number of shareholders and actual shareholder representatives attending the 2025 Annual General Meeting of Shareholders was **10** delegates, holding or representing **8,213,900** shares, equivalent to **67.59%** of the total voting shares, corresponding to **67.59%** of the total voting rights of Tu Hai Ha Nam Joint Stock Company.

The above is the Report on the Verification of Delegate Eligibility. On behalf of the Shareholder Eligibility Verification Committee, I would like to extend our warmest wishes to all shareholders and distinguished delegates for good health, happiness, and success. Wishing the General Meeting to be conducted efficiently and achieve outstanding success.

**ON BEHALF OF THE SHAREHOLDER**  
**ELIGIBILITY VERIFICATION COMMITTEE**  
**HEAD OF THE COMMITTEE**

**Nguyen Thi Huong**





*Ha Nam, April 24, 2025*

**MINUTES OF BALLOT COUNTING**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

At 10 hour 00 minutes, on April 24, 2025, at the 2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company, our Ballot Counting Board included:

- Ms. Nguyen Ha Trang - Head of the board
- Ms. Nguyen Bach Duong - Member

making a record of the ballot counting results by secret ballot at the Meeting as follows:

As of the time of voting, there are 10 delegates attending the meeting representing 10 shareholders out of a total of 144 shareholders, holding **8.213.900** shares, equivalent to **67,59%** of the total voting shares of Tu Hai Ha Nam Joint Stock Company

**I. Results of ballot counting to approve the following contents**

- Total number of ballots issued: **8.213.900** ballots
- Total number of ballots collected/participating in voting: **8.213.900** ballots
- Total number of ballots not participating in voting: 0 ballots
- Total number of valid ballots: **8.213.900** ballots
- Total number of invalid ballots: 0 ballots

**1. Issue 1: Approval of the Report of the Board of Directors in 2024 (Report No. 01/2025/BC-HĐQT).**

- In favor: **8.213.900** votes, accounting for 100% of the votes attending and voting.
- Against: 0 votes, accounting for 0 % of the votes attending and voting.
- No opinion: 0 votes, accounting for 0 % of the votes attending and voting.

**2. Issue 2: Approval of the audited financial statements for 2024 (according to the content of submission No. 01/2025/TTr-HĐQT).**

- In favor: **8.213.900** votes, accounting for 100% of the votes attending and voting.
- Against: 0 votes, accounting for 0 % of the votes attending and voting.
- No opinion: 0 votes, accounting for 0 % of the votes attending and voting.

**3. Issue 3: Approval of the 2025-2026 business plan (according to the content of submission No. 02/2025/TTr-HĐQT).**

- In favor: **8.213.900** votes, accounting for 100% of the votes attending and voting.





- Against: 0 votes, accounting for 0 % of the votes attending and voting.
  - No opinion: 0 votes, accounting for 0 % of the votes attending and voting.
- 4. Issue 4: Approval of the plan to pay remuneration to the Board of Directors (according to the content of submission No. 03/2025/TTr-HĐQT).**

- In favor: **8.213.900** votes, accounting for 100% of the votes attending and voting.
- Against: 0 votes, accounting for 0 % of the votes attending and voting.
- No opinion: 0 votes, accounting for 0 % of the votes attending and voting.

**5. Issue 5: Approval of the selection of Grant Thornton (Vietnam) Company Limited as the auditor of the 2025 financial statements (according to the content of submission No. 04/2025/TTr-HĐQT).**

- In favor: **8.213.900** votes, accounting for 100% of the votes attending and voting.
- Against: 0 votes, accounting for 0 % of the votes attending and voting.
- No opinion: 0 votes, accounting for 0 % of the votes attending and voting.

**6. Issue 6: Approval of the Listing Registration (according to the content of submission No. 05/2025/TTr-HĐQT).**

- In favor: **8.213.900** votes, accounting for 100% of the votes attending and voting.
- Against: 0 votes, accounting for 0 % of the votes attending and voting.
- No opinion: 0 votes, accounting for 0 % of the votes attending and voting.

**7. Issue 7: Approval of Transactions with Related Parties (according to submission document No. 06/2025/TTr-HĐQT).**

The total number of votes cast has excluded the votes with related interests concerning the content of this proposal by Appatex Joint Stock Company: 7.969500 votes.

- In favor: **244.400** votes, accounting for 100% of the votes attending and voting.
- Against: 0 votes, accounting for 0 % of the votes attending and voting.
- No opinion: 0 votes, accounting for 0 % of the votes attending and voting.

## **II. Approved Contents**

**Based on the ballot counting results:**

The issues approved by the General Meeting include: 07 issues.

- Approval of the Board of Directors' Report for 2024, with an approval rate of 100%
- Approval of the audited financial statements for 2024, with an approval rate of 100%
- Approval of the Business Plan for 2025-2026, with an approval rate of 100%
- Approval of the remuneration plan for the Board of Directors, with an approval rate of 100%
- Approval of the selection of Grant Thornton (Vietnam) Co., Ltd. as the auditor of

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the 2025 financial statements, with an approval rate of 100%

- Approval of Listing Registration, with an approval rate of 100%
- Approval of Transactions with Related Parties, with an approval rate of 100%

Issues not approved at the General Meeting include: 0 issues.

This record is made in 02 copies and stored in the records and documents of the 2025 Annual General Meeting of Shareholders.

**Member of the Ballot Counting  
Committee**



**Nguyen Bach Duong**

**Head of the Ballot Counting  
Committee**



**Nguyen Ha Trang**





No: 01/2025/QC-ĐHĐCĐ

*Ha Nam, April 02, 2025*

**WORKING REGULATIONS  
ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TU HAI HA NAM JOINT STOCK COMPANY**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its implementing guidelines;*
- *Law No. 03/2022/QH15 dated January 11, 2022;*
- *The Charter of Tu Hai Ha Nam Joint Stock Company (“Company”),*

To uphold the principles of transparency, fairness, and democracy, and to facilitate the efficient organization and conduct of the 2025 Annual General Meeting of Shareholders (the “Meeting”), the Organizing Committee hereby respectfully submits to the General Meeting of Shareholders for consideration and approval the Working Regulations of the Meeting as follows:

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1: Scope of Regulation**

This regulation stipulates the order of the General Meeting, the rights and duties of the General Meeting, the rights and procedures for shareholders to exercise their rights, the responsibilities of the Chairperson, the Secretariat, the Voting Committee, as well as regulations on the minutes, resolutions of the General Meeting, and other related matters.

**Article 2: Subjects of Application**

Shareholders, shareholder-authorized representatives attending the General Meeting, and other participants of the Meeting are responsible for complying with the provisions of this Regulation..

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING  
PARTICIPANTS**

**Article 3: Rights and Obligations of the General Meeting of Shareholders**

- Approval of the Presidium, Secretariat, Ballot Counting Committee, Meeting Agenda, Working Regulations, and Regulations for electing additional members of the Board of Directors for the 2020-2025 term.
- Approval of the Minutes and Resolutions of the General Meeting.



## **Article 4: Rights and Obligations of Shareholders or Authorized Representatives Attending the General Meeting**

### **4.1. Participants and Conditions for Attending the General Meeting:**

Shareholders or their authorized representatives holding a Power of attorney from one or more shareholders whose names appear on the Company's shareholder list compiled on 2025-03-27.

### **4.2. Shareholder Rights:**

- Directly attend or authorize another person to attend the General Meeting, express opinions, and discuss all matters on the meeting agenda approved by the General Meeting.
- Exercise voting rights directly, or through an authorized representative, or in other forms as prescribed by law and the Company's Charter. Each common share has 01 voting right. Shareholders or shareholder representatives, upon arrival at the General Meeting, will receive Voting Cards, Written Ballots, and Election Ballots to participate in voting and elections after registering their attendance with the Organizing Committee.
- Shareholders arriving late, but before the General Meeting concludes, have the right to register immediately and then participate in voting and elections at the General Meeting. The Presidium is not obligated to pause the General Meeting to accommodate late registrations, and the validity of previous voting results will remain unaffected..
- Other rights as prescribed by law and the Company's Charter.

### **4.3. Shareholder Obligations:**

- Shareholders or authorized representatives attending the General Meeting in person must bring the following documents: (1) Invitation Letter; (2) Citizen Identity Card/Citizen Identification Card/Passport for individuals; (3) Power of Attorney (in case of authorized attendance).
- Strictly comply with the law, the Company's Charter, and these Regulations, respect the direction of the Chairperson of the General Meeting, and the results of the General Meeting.
- Other obligations as prescribed by law and the Company's Charter.

## **Điều 5: Rights and Obligations of the Chairperson of the General Meeting**

**5.1.** Conduct the General Meeting in accordance with the agenda and regulations approved by the General Meeting.

**5.2.** Provide guidelines for the conference discussion and voting on the issues outlined in the agenda and any related matters during the AGM.

**5.3.** Direct the resolution of any issues arising during the AGM. The Chairperson's decisions in handling issues related to procedures, orders, or any arising events shall be final and binding.

**5.4.** The Chairperson reserves the right to abstain from responding to or simply acknowledge shareholder comments that deviate from the established agenda of the AGM.

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

## **Article 6: Rights and Obligations of the General Meeting Secretariat**



**6.1.** The General Meeting Secretariat, appointed by the Chairperson, comprises 01 Head of Secretariat and 01 to 02 supporting members.

**6.2.** The General Meeting Secretariat performs supportive tasks as assigned by the Chairperson of the General Meeting, including:

- Assisting the Chairperson and the Presidium in managing the AGM programs;
- Preparing minutes of the General Meeting that accurately and truthfully reflect the sequence of events, contributions, and discussions of the Chairperson and shareholders throughout the meeting;
- Presenting the draft minutes of the General Meeting for its approval;
- Drafting the resolutions of the General Meeting;
- Performing other tasks as assigned by the Chairperson.

**Article 7: Rights and responsibilities of The Board of Examination of Shareholders' eligibility**

**7.1.** The Board of Examination of Shareholders' eligibility comprises 01 Head and members appointed by the Company's BODs.

**7.2.** The Board of Examination of Shareholders' eligibility has the following rights and responsibilities:

- Receiving shareholders' invitation notice, power of attorney, and national identification/citizen identity cards/passports of attendees, verifying and confirming the eligibility of shareholders to attend the meeting;
- Distributing materials, voting cards, written ballots, and election ballots to shareholders and their authorized representatives;
- Denying or preventing ineligible individuals from attending the meeting;
- Preparing and reporting to the General Meeting the results of the verification of shareholder attendance before the commencement of the meeting and prior to any voting or elections, should there be changes in the number of registered shareholders.

**Article 8: Rights and Responsibilities of the Vote Counting Committee**

**8.1.** The Vote Counting Committee shall consist of one Head and members appointed by the General Meeting through a vote.

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

- The Vote Counting Committee must prepare the ballot counting minutes and be accountable to the Presidium and the General Meeting of Shareholders in carrying out its duties;
- Acting with integrity and objectivity;
- Guiding the voting and election procedures;
- Conducting the ballot counting and preparing the ballot counting minutes;
- Reviewing and reporting to the General Meeting of Shareholders on the results of the vote count, including any violations of voting procedures or complaints related to the vote count (if any).

**CHAPTER III**



## **REGULATIONS FOR CONDUCTING THE GENERAL MEETING**

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

The AGM is conducted when shareholders present represent more than 50% of the total voting shares. If after 60 minutes from the commencement time stated in the agenda sent to shareholders, the registered shareholders present do not represent more than 50% of the total voting shares as per the shareholder list compiled on 2025-03-27, the meeting not eligible to proceed. In this case, the convening and conducting of the second AGM will be conducted in accordance with the provisions of the Company's Charter and the Law on Enterprises.

### **Article 10: Voting on Issues at the AGM**

**10.1.** Each shareholder's voting rights are calculated based on the total number of shares they personally own and those they represent.

**10.2.** Resolutions of the General Meeting shall be passed when **approved** by shareholders holding more than 50% of the total votes of all **shareholders attending and voting at the meeting.**

**10.3.** Resolutions on the following issues shall be passed if **approved** by shareholders representing 65% or more of the total votes of all **shareholders attending and voting at the meeting:**

- Class of shares and the total number of shares of each class;
- Changes of the company's business lines, industries, and fields of operation;
- Changes of the organizational and management structure of the Company;
- Investment or the sale of assets with a value equal to or greater than 35% of the total asset value written in the Company's latest financial statements;
- Reorganization or dissolution of the Company;
- Other cases as stipulated in the Company's Charter.

**10.4.** The voting procedures:

a. Shareholders or authorized representatives attending the meeting will be provided with a yellow "Voting Card," a white "Written Ballot," and a blue "Election Ballot" by the Company. The Voting Card, Written Ballot, and Election Ballot used for approving the contents of the meeting are pre-printed forms, in accordance with the Company's template. These documents will contain the following information: the name of the shareholder or authorized representative, the number of voting shares (owned/represented and/or authorized), the items to be voted on/elected at the meeting, and the Company's official seal

b. Voting method:

✓ Shareholders will vote by raising the Voting Card for the following matters:

(i) Approving the Conference Agenda, Working Regulations at the conference, and the Regulations for electing additional members to the Board of Directors for the 2020 - 2025 term;



- (ii) Approving the Presidium, Secretariat, and Ballot Counting Committee;
- (iii) Approving the meeting minutes and resolutions of the General Shareholders' Meeting.

✓ Shareholders will vote by using the Voting Slip for reports and proposals. Shareholders vote by selecting one of the following options for each item requiring approval.

+ If in favor of the proposed issue, shareholders should mark an "X" in column (1) and leave columns (2) and (3) blank;

+ If against the proposed issue, shareholders should mark an "X" in column (2) and leave columns (1) and (3) blank;

+ If there is no opinion on the proposed issue, shareholders should mark an "X" in column (3) and leave columns (1) and (2) blank.

For each item requiring a vote, each shareholder may only use one Written Ballot, on which the items for approval at the meeting are clearly specified.

If a shareholder selects two options or does not choose any option for a given issue, it will be counted as no opinion.

✓ Shareholders will vote by using the Ballot Slip for the election of additional members to the Board of Directors using the cumulative voting method, in accordance with the Regulations outlined in the Supplementary Election Rules for Board of Directors members for the 2020 - 2025 term.

c. Invalid Voting/Ballot Slips will not be counted, including those that:

- Do not follow the template issued by the Organizing Committee and lack the Company's seal;
- Are torn, crossed out, erased, or corrected;
- Contain additional information unrelated to the matters of the meeting;
- Do not have the signature of the shareholder or the authorized representative of the shareholder

d. Voting on each item in the voting/ballot slip is independent of the others, and the validity of the vote for one item will not affect the validity of the votes for other items.

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

At the General Meeting, shareholders or authorized representatives may express their opinions during the discussion segment of the meeting, subject to the following principles and conditions:

11.1. The discussion may only take place within the allocated time and must focus on the matters presented in the agenda of the General Shareholders' Meeting.

11.2. Shareholders or authorized representatives should raise the Voting Card when they wish to speak and may only do so when approved by the Chairperson. In case multiple shareholders wish to speak, the Chairperson will arrange the order of speakers based on registration and will also address shareholders' inquiries.

11.3. Shareholders should speak concisely and focus on topics relevant to the approved agenda. They should not repeat opinions already expressed by other



shareholders.

### **Article 12: Meeting Minutes and Resolutions of the AGM**

**12.1.** All content, events, statements, and discussions relevant to the agenda approved by the General Meeting must be accurately and fully recorded by the Secretary in the minutes of the General Shareholders' Meeting.

**12.2.** The meeting minutes serve as the basis for preparing the resolutions of the meeting. The minutes and resolutions must be read and approved before the meeting is adjourned.

**12.3.** The items approved by the General Meeting must be reflected in the resolutions of the meeting.

## **CHAPTER IV TERMS OF IMPLEMENTATION**

### **Article 13: Terms of Implementation**

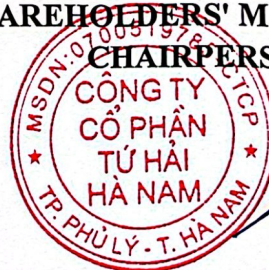
**13.1.** This regulation consists of 04 chapters and 13 articles, and was approved by the Annual General Shareholders' Meeting held on April 26, 2025, and is effective for the meeting of the same day.

**13.2.** This regulation may be amended or supplemented during the meeting upon the proposal of the Chairperson and must be approved by the General Meeting through a vote.

#### ***Recipients:***

- GSM;
- Office Filing.

**ON BEHALF OF THE GENERAL  
SHAREHOLDERS' MEETING  
CHAIRPERSON**



**Nguyễn Đức Tề**

