

## **QP XANH INVESTMENT JOINT STOCK COMPANY**

### **WORKING AND VOTING REGULATIONS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS QP XANH INVESTMENT JOINT STOCK COMPANY**

The Organizing Committee of the 2025 Annual General Meeting of Shareholders (“AGM”) of QP Xanh Investment Joint Stock Company respectfully submits for the AGM’s approval the following Working and Voting Regulations:

#### **CHAPTER I: GENERAL PROVISIONS**

**Article 1.** Scope of application: These regulations apply to the organization of the 2025 AGM of QP Xanh Investment Joint Stock Company.

**Article 2.** These regulations specify the rights and obligations of shareholders/their representatives attending the AGM, and the conditions and procedures for conducting the AGM.

**Article 3.** Shareholders/authorized representatives attending the AGM are responsible for complying with the provisions of these regulations.

#### **CHAPTER II: RIGHTS AND OBLIGATIONS WHEN ATTENDING THE AGM**

**Article 4. Rights and obligations of shareholders/authorized representatives when attending the AGM**

1. Common shareholders have the right to attend, discuss, and vote on all matters under the AGM’s authority as per the approved agenda; each common share carries one voting right.

Shareholders unable to attend the AGM in person may authorize a representative (using the prescribed Power of Attorney form) to exercise their rights within the authorized scope. The authorized person does not need to be a shareholder of the Company. The authorized person may exercise rights within the scope granted in compliance with laws and the Company’s Charter.

The authorization must be in writing and comply with the following:

- If the shareholder is an individual: the Power of Attorney must be signed by the shareholder.

- If the shareholder is an organization/legal entity: the Power of Attorney must be signed by the legal representative and bear the entity’s seal.

2. Shareholders or their representatives attending the AGM must bring: the Invitation Letter, Power of Attorney (if applicable), and valid identification documents (ID/passport) to register and receive Voting Cards indicating shareholder code and number of voting shares. Voting value corresponds to the number of voting shares held.

3. The Organizing Committee will publicly announce the agenda and presented contents. Shareholder opinions expressed at the AGM or via authorized representatives will be discussed publicly.

4. At the AGM, shareholders will hear the reports listed in the agenda, participate in discussions, and vote on each issue by raising Voting Cards.



5. Shareholders arriving after the meeting has started must register with the Organizing Committee and may vote only on subsequent issues. The Chair is not required to pause proceedings, and votes cast before their arrival remain valid.

6. Attendees must comply with meeting rules, respect the outcomes and the conduct of the Chair.

**Article 5.** Rights and obligations of the Organizing Committee, Shareholder Eligibility Verification Committee, and Vote Counting Committee

1. The Organizing Committee is appointed by the Board of Directors. It is responsible for inviting, receiving, seating shareholders, distributing materials and Voting Cards to eligible shareholders.

2. The Shareholder Eligibility Verification Committee, appointed by the Organizing Committee, verifies the identity of attendees and reports the eligibility status to the AGM. If an attendee is deemed ineligible, the Committee may deny them voting rights and materials.

3. The Vote Counting Committee is approved by the AGM.

4. The Vote Counting Committee determines the voting results and promptly notifies the Secretary Team. All activities must be carried out honestly, accurately, and the Committee is responsible for the results.

**Article 6. Rights and obligations of the Chair and Secretary**

1. The Presidium is appointed by the Board of Directors, with the Chairman of the Board serving as Chair of the AGM. If the Chairman is absent, the remaining Board members elect a substitute. The Secretary Team is proposed by the Organizing Committee and approved by the AGM.

2. The Chair presides over the AGM and has the authority to rule on procedural matters or unexpected issues during the meeting.

3. The Chair may take necessary actions to ensure the meeting is conducted properly, orderly, and according to the approved agenda.

4. The Chair may adjourn the meeting (without a vote) in the following cases:

a) Disruptive conduct by attendees;

b) Necessary conditions to ensure proper proceedings. Adjournment shall not exceed 3 days from the originally scheduled date.

5. The Secretary Team supports the Presidium and records the proceedings and resolutions accurately.

### CHAPTER III: AGM PROCEDURES

**Article 7.** The AGM is valid when shareholders representing more than 50% of the total voting shares are present.

**Article 8.** The meeting proceeds with presentations, discussions, and voting on each issue. Voting follows this regulation:

**1. Principle:** All matters must be voted on. Each shareholder receives a Voting Card and Ballot indicating shareholder code, number of voting shares, and Company seal. One share equals one vote.

**2. Voting methods:**

a) Show of hands (Voting Cards):

- Approving the AGM agenda;

- Approving working regulations and election rules;
- Electing the Presidium, Secretary Team, and Vote Counting Committee;
- Approving Minutes and Resolutions;
- Other matters as directed by the Chair.

When voting, Voting Cards (with “Number of Shares”) must face the Presidium. The Vote Counting Committee records the number of “**Agree**,” “**Disagree**,” and “**No Opinion**” votes.

b) Secret ballot voting (Ballots): Used for approving Reports/Proposals in the agenda. Shareholders mark: “**Agree**,” “**Disagree**,” or “**No Opinion**” on each item.

i. Ballot principles:

- Voting starts upon instruction from the Chair or Vote Counting Head and ends after the last ballot is cast or 20 minutes, whichever is sooner.
- Each issue is voted independently; validity of one does not affect the others.
- Shareholders making errors (before submitting) may request a new Ballot from the Vote Counting Head.

ii. Vote counting begins immediately after ballot submission.

iii. Invalid Ballots include:

- Not using the official template;
- Torn, erased, or altered;
- Containing extra markings;
- Multiple selections for one item.

### **3. Resolution approval:**

a) Requires approval by shareholders representing at least 65% of total votes at the meeting for:

- Amending the Charter;
- Type and quantity of offered shares;
- Reorganization or dissolution;
- Transactions  $\geq 35\%$  of total assets per the latest financial statement.

b) Requires over 50% of total votes for:

- Approving annual financial statements;
- Development plans;
- Appointment/removal of BoD or Audit Committee members.

## **Article 9. Speaking at the AGM**

**1. Principle:** Shareholders wishing to speak must register using the Speech Registration Form or raise their Voting Card and be recognized by the Chair. Priority is given to those who registered via form.

**2. Speech manner:** Keep comments brief and relevant. The Chair may arrange speaking order and request focus to save time and maintain quality.

## **Article 10. Resolutions and Minutes**



All AGM proceedings must be recorded in the Minutes by the Secretary Team. The Minutes and Resolutions are read and approved before adjournment and archived at the Company.

#### **CHAPTER IV: IMPLEMENTATION PROVISIONS**

**Article 11.** All matters on organizing, delaying, or rescheduling the AGM must follow the Company Charter.

**Article 12.** These regulations, consisting of 4 Chapters and 12 Articles, were approved by the 2025 AGM of QP Xanh Investment Joint Stock Company on May 29, 2025, and are effective for the conduct of this AGM.

*Respectfully submitted for approval!*

**Recipients:**

- 2025 Annual General Meeting;
- Office filing.

*Ho Chi Minh City, /05/2025*  
**ON BEHALF OF THE BOARD OF DIRECTORS**  
**CHAIRMAN**



**Phạm Tu Trong**



## 2024 PERFORMANCE REPORT AND PLAN OF THE BOARD OF DIRECTORS FOR 2025

To: GENERAL ANNUAL MEETING OF SHAREHOLDERS IN 2025

### I. Assessment of the Company's Business Performance in 2024

2024 concluded with numerous complex fluctuations in the domestic and international macroeconomic environment. Global economic growth stagnated due to the prolonged aftermath of the recession, supply chains continued to experience localized disruptions, while escalating capital costs and existing inflationary pressures created a challenging operating environment for businesses, especially in the agricultural sector.

In this context, the Board of Directors (“BOD”) proactively directed and collaborated with the Executive Board in implementing decisive solutions to stabilize business operations, control costs, and maintain the core operating system. The Company steadfastly pursued the goal of sustaining business operations throughout the value chain, while continuing to seek innovative solutions for partnership models, technology application, and reduction of intermediary costs to adapt to the new environment.

In addition to agricultural activities, the real estate sector – one of the Company's key investment areas – also suffered significant negative impacts from credit tightening, increased borrowing costs, and severely weakened market sentiment. The implementation of new projects was delayed, liquidity decreased sharply, putting pressure on cash flow and short-term investment efficiency.

As a result, the Company's revenue and profit after tax in 2024 decreased by 46.59% and 44.57%, respectively, compared to the same period last year. Although the targets set out in the Resolution of the Annual General Meeting of Shareholders (“AGM”) in 2024 were not achieved, this result clearly reflects the efforts, courage, and responsibility of the General Management Board (“GMB”) as well as the collective staff of the entire Company in an operating environment subject to significant pressure on costs, cash flow, and high capital interest rates.

### 2024 BUSINESS RESULTS

Unit: VND

Indicator	2024 Plan	2024 Actual	Achievement Rate (%)
Revenue	300.000.000.000	115.188.432.401	38.40%
Profit Before Tax	6.250.000.000	546.532.318	8.74%
Profit After Tax	5.000.000.000	255.560.863	5.11%
Dividend (%)	-	-	-

Compared to the 2024 business plan set out in the Resolution of the 2024 Annual General Meeting of Shareholders, the Company achieved 38.4% of the revenue target; 8.74% of the Profit Before Tax target and 5.11% of the Profit After Tax target.

## II. Activities of the Board of Directors

### 1. Activities of the Board of Directors in 2024

In 2024, the BOD conducted a total of 07 meetings to review and make timely decisions on matters within its authority and issued 07 Resolutions and Decisions related to the following issues:

No.	Resolution No./ Decision	Date	Content	Approval Rate
1	20.03/HKT/NQ-HĐQT	20/03/2024	Postponing the time for holding the 2024 Annual General Meeting of Shareholders	100%
2	04.04/2024/HKT/NQ-HĐQT	04/04/2024	Organizing the 2024 Annual General Meeting of Shareholders	100%
3	12.04/2024/HKT/NQ-HĐQT	12/04/2024	Changing the time for holding the 2024 Annual General Meeting of Shareholders	100%
4	31.05/2024/HKT/NQ-HĐQT	31/05/2024	Issuing the amended and supplemented Charter on Organization and Operation of QP Xanh Investment Joint Stock Company in 2024	100%
5	28.06/2024/HKT/NQ-HĐQT	28/06/2024	Obtaining shareholders' opinions in writing to approve the selection of an auditing company	100%
6	30.07/2024/HKT/NQ-HĐQT	30/07/2024	Selecting the auditor for the 2024 financial statements	100%
7	19.08/2024/NQ-HĐQT	19/08/2024	Organizing the Extraordinary General Meeting of Shareholders in 2024	100%
8	06.09/2024/HKT/NQ-HĐQT	06/09/2024	Cancellation of the plan to hold the Extraordinary General Meeting of Shareholders in 2024 according to Resolution No. 19.08/HKT/NQ-HĐQT dated 19/08/2024 and Approval of the plan to hold a new Extraordinary General Meeting of Shareholders	100%
9	24.10/2024/NQ-HĐQT	24/10/2024	Election of Chairman of the Board of Directors and establishment of the Audit Committee	100%
10	01/2024/HKT/NQ-HĐQT	09/12/2024	Implementation of the plan to issue shares to existing shareholders, assurance commitments, and offering	100%



No.	Resolution No./ Decision	Date	Content	Approval Rate
			documents	
11	16.12/2024/HKT/N Q-HĐQT	16/12/2024	Approval of the plan to invest in and acquire the contributed capital of Quang Phuc Industrial Investment Joint Stock Company in Quang Phuc House Co., Ltd.	100%

In managing relationships with shareholders, the Board of Directors has effectively disclosed periodic, annual, and extraordinary information in accordance with the provisions of Circular 96/2020/TT-BTC issued on November 16, 2020, by the Ministry of Finance regarding guidelines for information disclosure in the stock market. Simultaneously, it has received and directed relevant departments to promptly process information from shareholders, partners, and customers.

## 2. Remuneration of the Board of Directors in 2024

In accordance with the Resolution of the 2024 Annual General Meeting of Shareholders, members of the Board of Directors and the Supervisory Board did not receive remuneration in 2024.

## 3. Salary of the General Management Board

In 2024, the Company's General Director did not receive a salary.

## III. Assessment of the General Management Board's performance by the Board of Directors

In 2024, the Board of Directors continued to consolidate personnel within the General Management Board while providing the most favorable conditions for the General Management Board to fulfill its duties.

Each member of the General Management Board, led by the General Director, is assigned specific tasks, consistently demonstrating high professional competence, promptly grasping the situation, and comprehensively managing business operations in strict compliance with current legal regulations and the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors. The Board of Directors has regularly monitored closely, provided timely support, and ensured the effective operational management of the General Management Board as well as the support apparatus for the General Management Board. Positive changes in governance have enhanced the quality of management within the General Management Board.

The General Director implements a system of regular monthly and quarterly meetings between the General Management Board and heads of units, departments/sections, while also organizing thematic meetings on specific issues to provide close guidance and promptly address arising problems.

The General Management Board regularly reports to and closely coordinates with the Board of Directors to propose timely solutions and proposals in business operations for the Board of Directors to approve.



For important issues, the Chairman of the Board of Directors organizes meetings or requests the General Management Board and management personnel to contribute opinions, suggestions, or requests for reference before making official decisions in order to create high unity and consensus in policies and implementation measures.

In addition, the General Management Board has closely coordinated with the Party organizations and mass organizations of the Company in organizing emulation movements and cultural activities to create solidarity and cohesion within the organization, while also implementing reward policies to encourage and motivate individuals and collectives with outstanding achievements in the Company's business operations.

#### **IV. Operating Plan for 2025**

Vietnam's economy in 2025 is forecast to have many bright spots and strong development potential, with the food and real estate industries being facilitated and encouraged to develop to meet domestic and international demand. With the inherent strength of experience in the field of commercial business and investment, along with financial potential, the orientation to make QP Xanh Investment Joint Stock Company one of the major commercial business, financial investment, and real estate enterprises is an achievable goal. The company will expand its warehouse system to promptly meet customer needs and aim to develop business nationwide with many new partners.

Based on the business results of 2024 and the economic outlook for 2025, the Company's Board of Directors sets the business plan targets for 2025 as follows:

- Revenue from sales and service provision : 330 billion VND
- Total accounting profit before tax : 7.2 billion VND
- Profit after corporate income tax : 6 billion VND
- Expected dividend rate : 0%

In order to achieve the above targets, the Board of Directors needs to implement the following solutions simultaneously:

- Take advantage of the support and create conditions for leaders at all levels;
- Improve management and organizational capacity to improve productivity, progress, quality, reduce costs, and increase profits;
- Restructure the apparatus in a scientific, professional, and streamlined manner. Innovate employee policies, salary and bonus policies, decentralization mechanisms, and improve the quality and efficiency of operations;
- Recruit more employees and improve professional skills;
- Invest in people and organizations, and provide employees with advanced professional training courses;
- Expand investment in a multi-industry direction with the advantage of Ho Chi Minh City and the Company's partners;
- Improve business capacity, promote marketing activities, and develop the company in a sustainable direction associated with social security and environmental protection.

The above is a summary report of the Board of Directors' activities in 2024 and the direction of the Board of Directors' activities in 2025. We hope that the Esteemed Shareholders will contribute many practical ideas to help the Board of Directors operate



better and have the best strategy for the stable and sustainable development of the Company.

On behalf of the Board of Directors and the Company's Leaders, I would like to express my gratitude for the support and trust of all Esteemed Shareholders in the past time. We also hope that the Esteemed Shareholders will sympathize and share the difficulties and challenges that the Board of Directors faced in 2024. Wishing the 2025 Annual General Meeting of Shareholders a successful event.

*Sincerely wish all shareholders good health and success!*

***Recipient:***

- Annual GMS 2025;
- Archives.

*Ho Chi Minh City, /05/2025*

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



**Phạm Tu Trong**



## REPORT OF INDEPENDENT MEMBER OF BOARD OF DIRECTOR AND AUDIT COMMITTEE ABOUT RESULT IN 2024, PLAN 2025

To: GENERAL ANNUAL MEETING OF SHAREHOLDERS IN 2025

- Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of QP Green Investment JSC;
- Based on the audited 2024 Financial Report.

Independent Member of the Board of Directors (“BOD”) in Audit Committee (“AC”) report the operating results in 2024 as follows::

### I. As organizational structure

Audit Committee’s structure in 2024, including:

Member	Position	
Tran Hoang Khang	Independent member of BOD	Head of AC
Nguyen Thi Thuy Ngan	Member of BOD	Member of AC

### II. Independent Member of BOD in AC report

The 2020 Enterprise Law stipulates that the company does not organize management and operation as the model of the Supervisory Board, at least 20% of the Board members must be independent members and must establish the Audit Committee under the Board of Directors. The standards and conditions of Audit Committee members and the functions and tasks of the Audit Committee are stipulated in the Enterprise Law 2020 and Decree 155/2020/ND-CP. As following, BOD has been approved:

Establish the Company's Audit Committee and issue the Audit Committee's Operating Regulations in accordance with legal regulations (Resolution No. 24.10/2024/NQ-HĐQT dated October 24, 2024);

In 2024, the Audit Committee supervised the activities of the Board of Directors and the Executive Board in the 2024 fiscal year in the following specific aspects:

#### 1. Remuneration, operating expenses and other benefits of the Audit Committee

Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee comply with the provisions of the Enterprise Law,



the Company Charter and the Resolution of the General Meeting of Shareholders (“GMS”) that has been passed.

## **2. Summary of meetings of the Audit Committee**

In 2024, the Audit Committee held regular meetings every 6 months to review and improve its management and supervision skills as specified in Audit Committee's Operating Regulations which be approved by the Board of Directors.

## **3. Results of monitoring the Company's financial statements, operations, and financial situation**

Financial statements are prepared and published in accordance with accounting standards and current legal regulations. Financial statements are prepared to reasonably and honestly reflect the financial situation of the Company.

Resolutions and decisions are issued validly, within authority and in compliance with information disclosure regulations for public companies.

The selected auditing company ensures reliability, honesty, compliance with audit deadlines, compliance with professional regulations, independence and objectivity when giving audit opinions and compliance with information disclosure regime for public companies.

In 2024, the Company's net revenue will reach VND 115,188 million, down 46.59% compared to 2023, profit after corporate income tax will reach VND 255.6 million, down 44.57% compared to 2023.

## **4. Report on transactions between the Company and internal people of the Company; related persons of internal people of the Company, subsidiaries, and companies controlled by the Company**

The Company has complied with relevant regulations on the authority to approve, monitor and explain transactions between the Company and its internal people; related persons of internal people with the Company, subsidiaries, and companies controlled by the Company. These transactions have been disclosed in accordance with the provisions of law.

## **5. Evaluation results of the internal control and risk management system at the Company**

The Audit Committee has coordinated with the Company's Board of Directors to regularly monitor market operations, forecast and propose appropriate business plans to limit environmental, economic, legal, industry-specific risks and other risks..

The Company's Board of Directors has reviewed, supplemented and updated or promptly issued regulations/instructions on the organization and operation of specialized departments, regulations related to operational activities, and improved the effectiveness of the internal control system.

The Audit Committee has identified changing legal regulations related to the activities of members of the Board of Directors, Audit Committee and internal audit;



Advise the Board of Directors on how to organize in accordance with new legal regulations, market practices and the Company's needs

**6. Monitoring results for the Board of Directors, General Director and other executives of the Company**

***Comply with regulations on organizing Board of Directors meetings:***

Board of Directors meetings were conducted by convening or consulting Board members in writing according to the regulations on order and procedures stated in the Company's Charter. The contents of the Board of Directors meeting or the Board of Directors opinion form are reported, discussed and fully evaluated in the spirit of openness, fairness, transparency and care to provide the best directions and solutions for the Company;

Every quarter, the Board of Directors holds meetings to evaluate and update the business and financial situation, thereby discussing and making appropriate decisions on development strategies, management systems, and continuously building and adjusting necessary management policies for the Company;

The decisions of the Board of Directors at meetings or the results of vote counting after carrying out the procedure of obtaining written opinions of Board members are in accordance with legal provisions, the Company's Charter, the Company's internal governance regulations, the Resolution of the Annual General Meeting of Shareholders and in accordance with the strategy approved and reported at the General Meeting of Shareholders.

***Supervision activities for the General Director and Executive Board:***

The Inspection Committee has supervised the Executive Board and management as: Organize the implementation of the Resolution of the General Meeting of Shareholders, the implementation of the Resolutions and Decisions of the Board of Directors, the management of the Company's production and business activities, ensuring compliance with the provisions of law, compliance with the Company's Charter but not affecting the initiative and creativity of the Executive Board..

**7. Results of the assessment of the coordination of activities between the Audit Committee, the Board of Directors, the General Director and shareholders**

The Audit Committee actively coordinates with the Board of Directors, General Director and shareholders in performing tasks in compliance with the provisions of the issued Audit Committee's Operating Regulations

**III. Recommendations of the Audit Committee in 2025**

In order to achieve the goal of monitoring and control, the Audit Committee proposes an operating plan in 2025 with the following main contents:

- The General Meeting of Shareholders approves the list of Auditing firm approved by the State Securities Commission for the Company's fiscal year 2025.



- The Company always updates and improves the system of internal administrative, management and operational documents, and operating procedures of the Company's departments to standardize operations and improve the efficiency of the internal control system..
- Strengthen meetings between independent members of the Board of Directors and the Executive Board to enhance the critical role of independent members of the Board of Directors in the Audit Committee, increase supervision and minimize risks in the process of operating the Company's operations..
- Perform other tasks as prescribed in the Audit Committee's Operating Regulations.

***Respectfully submit to the General Meeting of Shareholders for consideration and approval of the full text of the Report.!***

***Recipient:***

- Annual GMS 2025;
- Archives.

*Ho Chi Minh City, /05/2025*

**INDEPENDENT MEMBER OF  
BOARD OF DIRECTOR  
HEAD OF AUDIT COMMITTEE**



**Trần Hoàng Khang**

## 2024 PERFORMANCE REPORT AND 2025 OPERATION PLAN OF THE BOARD OF GENERAL DIRECTORS

To: GENERAL ANNUAL MEETING OF SHAREHOLDERS IN 2025

**Dear the General Meeting,  
Dear Shareholders,**

The Board of General Directors of QP Xanh Investment Joint Stock Company respectfully presents the 2024 business performance report and the 2025 business plan of the Company as follows:

### I. BUSINESS CONTEXT IN 2024

The year 2024 marked an especially challenging period for both domestic and international business environments. Global economic growth slowed down due to prolonged tight monetary policies, high interest rates maintained across many regions, weakening global trade, and geopolitical instability in various areas. These factors negatively impacted capital costs, consumer demand, and investment sentiment—especially in sensitive sectors such as real estate, exports, and finance.

Domestically, although interest rates slightly decreased, they remained high relative to businesses' absorption capacity. Credit limits continued to be strictly controlled, especially for cyclical sectors like real estate, leading to weakened investment and consumption cash flows. Domestic consumption growth stalled, while export markets suffered from drastically declining demand from key markets such as the EU, US, and Japan. At the same time, financial and stock market volatility made financial investment activities unstable and increased risk.

In this context, the production and business operations of multi-sector companies—especially those in commercial trading, import-export, real estate, and financial investment—faced numerous challenges in balancing cash flow, optimizing resources, and maintaining sustainable growth.

### II. BUSINESS PERFORMANCE IN 2024

#### 1. Business Results

Unit: VND

Indicator	2024 Target	2024 Actual	Completion Rate (%)
Revenue	300.000.000.000	115.188.432.401	38,40%
Profit before tax	6.250.000.000	546.532.318	8,74%
Profit after tax	5.000.000.000	255.560.863	5,11%
Expected dividend (%)	-	-	-

#### 2. General Evaluation of Business Performance

In 2024, the Company's business results achieved 38.4% in revenue and 5.11% in profit after tax compared to the plan approved by the 2024 AGM.



Dividend payment plan for 2024: The Board of Directors plans to seek approval from the AGM not to distribute dividends for 2024, and to retain earnings for reinvestment in business and project implementation in 2025.

Reasons for not meeting the 2024 business plan include:

Real estate, a key investment segment, remained stagnant for a prolonged period. Market liquidity weakened, credit was tightly controlled, and cautious investor sentiment delayed project implementation and affected expected revenues.

Import-export activities were negatively affected by the decline in global trade. Demand from major markets sharply decreased, resulting in canceled or downsized orders.

Input costs rose significantly, particularly in finance, logistics, and raw materials. Meanwhile, competitive pressure prevented the Company from adjusting selling prices accordingly, resulting in significantly reduced profit margins.

Some business restructuring efforts and new investments in fields like finance and technology were still in their early stages and required more time to stabilize operations and deliver results..

### **3. Management and Administration Assessment**

#### **a) Human Resource Organization**

The Company continued restructuring departments to align with the new management model. Given that business operations in 2024 were heavily affected by economic uncertainty, the 2025 business plan focuses on developing new industries and narrowing down legacy sectors. Accordingly, the Company reorganized and streamlined its workforce to meet strategic goals.

As of 31/12/2024, the Company had 15 employees, 100% of whom held a university degree or higher.

#### **b) Financial and Accounting Management**

Proactively planned, balanced, and flexibly utilized capital to ensure uninterrupted business operations.

Cooperated with internal departments to assess efficiency and develop financial plans for each business segment.

#### **c) Business Activities**

Amid global supply chain disruptions and inflation in many countries increasing logistics costs, Company leadership adopted flexible business solutions, expanded partnerships, and ensured operational continuity and efficiency.

The Company continued to expand its customer base, setting the foundation for strong growth in 2025.

Continued improvement of business performance evaluation for each segment/sector to ensure effective business governance.

## **III. BUSINESS PLAN FOR 2025**

### **1. Advantages**

- Interest rates are expected to decline, easing capital access.
- Government support policies for economic recovery and real estate are being actively promoted.
- Consumer demand and exports show signs of recovery in key markets.



- The Company has a stable operational platform and more proactive resource management.
- Key investment sectors (real estate, commerce, finance) are being restructured to better adapt to the new context.
- Experience in navigating the difficult year 2024 has improved responsiveness, cost control, and risk management.

## 2. Challenges

- Inflation and price volatility: Rising consumer prices may lower purchasing power and increase production costs.
- Political and social instability: Global crises and political instability may adversely impact the business environment and investor confidence.
- Intense industry competition: Growing competition from new or larger players may shrink market share and exert pricing pressure.
- High operating costs: Increasing expenses related to materials, labor, logistics, and technology may impact profit margins.

## 3. 2025 Business Plan

Based on the review of past performance, favorable conditions, and macroeconomic challenges, as well as the Company's core business activities, Company leadership has set forth the following strategic directions for 2025:

### a) Key Targets:

Unit: VND

No.	Indicator	2024 Target	2024 Actual	2025 Plan / 2024 Actual
1	Revenue from sales and services	115.188.432.401	330.000.000.000	286%
2	Profit before tax	546.532.318	7.200.000.000	1317%
3	Profit after tax	255.560.863	6.000.000.000	2348%

### b) Objectives and Solutions:

In 2025, the Company targets revenue growth, focusing on expanding import-export activities and developing key real estate projects. To achieve this, the Company will enhance market research, proactively seek to expand market share, establish strategic partnerships domestically and internationally, and optimize supply chain and logistics operations.

In financial investment, the Company aims to improve capital efficiency and optimize its investment portfolio through safe and effective investment channels aligned with medium and long-term strategies. Risk control will be strengthened, and investment strategies adjusted flexibly in response to domestic and international market movements.

In real estate, the goal is to accelerate the development and implementation of high-potential, high-value projects while boosting marketing, distribution, and brand-building activities. Strategic partner selection, contractors, and distributors will be prioritized to ensure project quality and timelines.



Concurrently, the Company will focus on improving governance and human resource development by restructuring its organizational model to be lean and flexible, applying technology in operations, and enhancing staff training in both professional expertise and management skills—laying a strong foundation for achieving strategic objectives.

*Respectfully submitted./.*

**Recipients:**

- 2025 Annual General Meeting of Shareholders;
- Archive – Office.

*Ho Chi Minh City, /05/2025*

**GENERAL DIRECTOR**



**Nguyen Manh Tuan**



## SUBMISSION NO. 01

Re: Approval of Audited Financial Statements for 2024

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

*Pursuant to the Law on Enterprises and current guiding documents;  
Pursuant to the Law on Securities and current guiding documents;  
Pursuant to the Audited Financial Statements for 2024 of QP Xanh Investment Joint Stock Company.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the Audited Financial Statements of QP Xanh Investment Joint Stock Company (“**the Company**”) as follows:

The financial statements for 2024 have been audited by AFC Vietnam Auditing Company Limited – Ha Thanh Branch in accordance with prescribed standards, inspected by the Company's Audit Committee and announced by the Company's Board of Directors in accordance with regulations, and posted on the website: [www.qpxanh.com.vn](http://www.qpxanh.com.vn), including:

- 1) Independent auditor's report.
- 2) Balance Sheet as of 2024-12-31.
- 3) Report on Business Production and Operation Results for 2024.
- 4) Off-balance sheet items as of 2024-12-31.
- 5) Cash Flow Statement.
- 6) Statement of changes in equity.
- 7) Notes to the Financial Statements.

Some of the key indicators are as follows:

TT	INDICATOR	VALUE (VND)
<b>A</b>	<b>FINANCIAL SITUATION</b>	
<b>I</b>	<b>TOTAL ASSETS</b>	<b>90.024.191.716</b>
1	Short-term assets	66.429.829.496
2	Long-term assets	23.594.362.220
<b>II</b>	<b>TOTAL CAPITAL RESOURCES</b>	<b>90.024.191.716</b>
1	Liabilities	19.141.006.322
a	<i>Short-term liabilities</i>	<i>19.141.006.322</i>
b	<i>Long-term liabilities</i>	-
2	Owner's equity	70.883.185.394
<b>B</b>	<b>BUSINESS RESULTS</b>	
1	Revenue from sales and services	115.188.432.401
2	Financial revenue	2.321.893.940
3	Other income	45.631.500







TT	INDICATOR	VALUE (VND)
4	Profit before tax	546.532.318
5	Profit after tax	255.560.863

*Respectfully submit to the General Meeting of Shareholders for consideration and approval!*

**Recipient:**

- Annual GMS 2025;
- Archives.

Ho Chi Minh City, /05/2025

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



**Phạm Tu Trong**



## SUBMISSION NO. 02

### Re: Approval of the 2024 profit distribution plan

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

*Pursuant to the Law on Enterprises No. 59/2020/QH14 issued on 2020-06-17;  
Pursuant to the Charter on organization and operation of QP Xanh Investment Joint Stock Company;  
Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders of QP Xanh Investment Joint Stock Company;  
Pursuant to the 2024 business results.*

The Board of Directors of QP Xanh Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders the 2024 profit distribution plan as follows:

No.	Indicator	Value (VND)	Note
<b>I. Profit after tax in 2024</b>			
1	Profit before tax	546.532.318	
2	Corporate income tax	290.971.455	
3	Profit after tax	255.560.863	
4	Accumulated undistributed PAT	9.244.971.761	
<b>II. Profit distribution</b>			
1	Appropriation for funds	-	
2	Remuneration of BOD and Audit Committee in 2024	-	
3	No dividend distribution in 2024	-	
<b>III. Remaining profit</b>			
1	Remaining profit	9.244.971.761	

*Respectfully submit to the General Meeting of Shareholders for consideration and approval!*

**Recipients:**

- Annual GMS 2025;
- Archives.

Ho Chi Minh City, /05/2025  
**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**



**Phạm Tu Trong**



**SUBMISSION NO. 03**  
**Re: Approval of the 2025 Business Plan**

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

*Pursuant to the Law on Enterprises and its current guiding documents;*  
*Pursuant to the Law on Securities and its current guiding documents;*  
*Pursuant to the Charter on organization and operation of QP Xanh Investment Joint Stock Company;*  
*Pursuant to the audited financial statements for 2024 of QP Xanh Investment Joint Stock Company.*

The Board of Directors of QP Xanh Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the 2025 Business Plan of QP Xanh Investment Joint Stock Company as follows:

Unit: VND

No.	Key Indicators	2024 Plan	2024 Actual	2025 Plan	2025 Plan / 2024 Actual
1	Revenue from goods sold and services rendered	300,000,000,000	115,188,432,401	330.000.000.000	286%
2	Profit before tax	6,250,000,000	546,532,318	7.200.000.000	1317%
3	Net profit after tax attributable to shareholders	5,000,000,000	255,560,863	6.000.000.000	2348%
4	Dividend	0%	0%	0%	-

***Respectfully submit to the General Meeting of Shareholders for consideration and approval!***

**Recipient:**

- Annual GMS 2025;
- Archives.

Ho Chi Minh City, /05/2025

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



Phạm Tu Trong

## SUBMISSION NO. 04

**Re: Selection of the Auditing Firm for the 2025 Financial Statements**

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

The Board of Directors (“**BOD**”) respectfully submits to the Annual General Meeting of Shareholders 2025 (“**AGM**”) for consideration and approval of the selection of the auditing firm to review the semi-annual financial statements for 2025 and audit the annual financial statements for 2025 of QP Xanh Investment Joint Stock Company (“**the Company**”) as follows:

### **I. LEGAL BASIS**

- Pursuant to the Law on Enterprises and its current guiding documents;
- Pursuant to the Law on Securities and its current guiding documents;
- Pursuant to the Charter on the organization and operation of the Company;
- Pursuant to the evaluation and recommendation of the Supervisory Board regarding the preparation and audit of the Company’s 2025 financial statements.

### **II. CRITERIA AND LIST OF INDEPENDENT AUDIT FIRMS:**

#### **1. Approval of criteria for selecting an independent audit firm:**

- Must be legally operating in Vietnam and approved by the State Securities Commission to audit listed companies in 2025;
- Must have a good reputation for audit quality and experience auditing public companies, listed companies, and large financial institutions in Vietnam;
- Must have a team of auditors with high qualifications and extensive experience;
- Must meet the Company's requirements on the scope and schedule of the audit;
- Must have no conflicts of interest in performing the audit of the Company’s financial statements;
- Must offer a reasonable audit fee corresponding to the scope and audit plan of the Company.

#### **2. Approval of the list of independent audit firms:**

- ASCO Auditing & Valuation Firm CO., LTD - CALICO branch;
- International Auditing and Valuation Company Limited;
- AFC Audit Viet Nam Company Ltd;
- Viet Values Audit and Consulting Company Limited.

The BOD respectfully submits to the AGM for approval to authorize the BOD to select the audit firm and to authorize the Company’s Legal Representative to sign the audit service contract for the 2025 financial statements with the selected firm that meets the criteria and is included in the list above.

***Respectfully submit to the General Meeting of Shareholders for consideration and approval!***





**Recipient:**

- Annual GMS 2025;
- Archives.

*Ho Chi Minh City, /05/2025*

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



**Phạm Tu Trong**



## SUBMISSION NO. 05

**Re: Remuneration Plan for the Board of Directors and Audit Committee in 2025**

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Pursuant to the Law on Enterprises and current guiding documents;  
Pursuant to the Law on Securities and current guiding documents;  
Pursuant to the Charter of organization and operation of QP Green Investment  
Joint Stock Company.*

The Board of Directors of QP Xanh Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval of the remuneration for the Board of Directors and the Audit Committee in 2025 as follows:

- 1. In fiscal year 2024:** The Board of Directors and the Audit Committee do not receive remuneration.
- 2. In fiscal year 2025:** Based on business performance in 2025, the Board of Directors will submit to the General Meeting of Shareholders for approval the remuneration paid to the Board of Directors and the Audit Committee.

***Respectfully submit to the General Meeting of Shareholders for consideration and approval!***

***Recipient:***

- Annual GMS 2025;
- Archives.

*Ho Chi Minh City, /05/2025*

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



**Phạm Tu Trong**



**SUBMISSION NO. 06**

**Re: Report on the implementation results of the resolution of the 2024 Extraordinary General Meeting of Shareholders on offering shares to existing shareholders**

**To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

The Board of Directors (“BOD”) respectfully submits to the 2025 Annual General Meeting of Shareholders (“AGM”) on the implementation of the resolution of the 2024 Extraordinary General Meeting of Shareholders on the offering of shares to existing shareholders of QP Xanh Investment Joint Stock Company (“Company”) with some unfinished tasks as follows:

**1. Resolution number 24.10/2024/NQ-ĐHĐCĐ-HKT:**

To take advantage of the opportunity, the Board of Directors directed the Company's Board of Directors to search for and approach new investment opportunities suitable to the Company's current potential. In order to have capital for investment, the Board of Directors relied that increasing charter capital by offering shares to existing shareholders of the Company is a suitable solution to mobilize long-term capital, at reasonable costs and ensuring the interests of shareholders and the Company.

The Board of Directors has consulted shareholders on the implementation of the Plan to offer shares to existing shareholders and was approved by the General Meeting of Shareholders in Resolution No. 24.10/2024/NQ-ĐHĐCĐ-HKT dated October 24, 2024

- Total capital raising: **61,350,290,000** (Sixty-one billion, three hundred and fifty million, two hundred and ninety thousand) VND;
- Fundraising method: Offering shares to existing shareholders;
- Purpose of capital use: Invest in purchasing the capital contribution of Quang Phuc Industrial Investment Joint Stock Company at Quang Phuc Housing Development Company Limited;
- Implementation time: Expected in the first and second quarters of 2025, immediately after completing the public offering of securities.

**2. Implementation status of the Board of Directors:**

As of now, after evaluating the feasibility of the previously approved plan for a rights offering to existing shareholders and considering the Company's actual capital needs, the Board of Directors (“BoD”) has resolved to cancel the rights offering plan approved under Resolution No. 24.10/2024/NQ-ĐHĐCĐ-HKT dated October 24, 2024 of the General Meeting of Shareholders, and intends to replace it with a private placement plan as detailed in Proposal No. 07/2025/TTr\_ĐHĐCĐ. At present, the BoD is continuing to work with relevant parties and regulatory authorities to implement the private placement plan and will report to shareholders in accordance with applicable laws.

***Respectfully submit to the General Meeting of Shareholders for consideration and approval!***



**Recipient:**

- Annual GMS 2025;
- Archives.

Ho Chi Minh City, /05/2025

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



**Phạm Tu Trong**





**SUBMISSION NO. 07****Re: Approval of the continuation of the Private placement plan**

TO: THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*Pursuant to the Law on Enterprises and its guiding documents;*

*Pursuant to the Law on Securities and its guiding documents;*

*Pursuant to the 2024 audited financial statements of QP Xanh Investment Joint Stock Company..*

The Board of Directors (“**BOD**”) respectfully submits to the General Meeting of Shareholders (“**GMS**”) for approval the implementation of the Private Placement Plan of shares of QP Xanh Investment Joint Stock Company (“**Company**”) (attached) to domestic professional securities investors with the following specific contents:

1. Private Placement Plan of Shares:

The BOD has prepared the Private Placement Plan of shares and the Plan for the use of proceeds from the private placement, which are attached to this Proposal (hereinafter referred to as the “Private Placement Plan”), and respectfully submits it to the GMS for approval of the full content as attached.

This Private Placement Plan shall replace the Private Placement Plan previously approved under the Resolution of the General Meeting of Shareholders No. 01/2025/NQ-GMS dated April 8, 2025.

2. Approval of the list of expected professional securities investors participating in the offering:

Based on the criteria for selecting investors for the private placement of shares specified in the Private Placement Plan, the BOD respectfully submits to the GMS for consideration and approval the list of expected professional securities investors participating in the private placement of shares as follows:

No.	Investor Name	ID/Passport/Enterprise Registration Certificate No.	Expected Number of Shares to be Subscribed
1	Duong Thi Chin	046185013026	7.000.000
2	Duong Thi Nuong	038193030764	200.000
3	Vi Thi Dung	040186037687	20.000.000

3. Approval of the charter capital increase and amendment to the Company’s Charter regarding charter capital based on the actual issuance result:

Upon completion of the private placement based on the actual issuance result, the General Meeting of Shareholders (GMS) authorizes the Board of Directors (BOD) to carry out the procedures for increasing charter capital, amending the Company’s Charter, and adjusting the charter capital on the Enterprise Registration Certificate in accordance with regulations.





4. Approval of the registration for depository and additional listing of shares after successful issuance:

All newly issued shares will be registered for depository and additional listing in accordance with current regulations.

5. Approval of the authorization for the BOD to implement related tasks:

In addition to the matters specifically authorized in the Private Placement Plan, the GMS authorizes the BOD to carry out tasks related to the private placement of shares, including but not limited to the following:

- Implementing detailed issuance plan:
  - + Determine the appropriate time to implement the issuance plan and carry out the necessary procedures for private placement of shares in accordance with the law, including preparation, revision, supplementation, and explanation of the registration dossier for the private placement to the State Securities Commission;
  - + Decide on the detailed share distribution plan and the number of shares to be offered to each professional securities investor, ensuring that the total shareholding by foreign investors does not exceed the allowed foreign ownership limit of the Company;
  - + Amend and determine the list of professional securities investors to whom the shares will be offered (if necessary to suit the actual situation) based on the criteria outlined in the Private Placement Plan approved by the GMS;
  - + Decide on the detailed purpose, usage plan of the proceeds, transaction ratios and values for the use of funds under the Private Placement Plan; replace the purpose or usage plan if necessary, and manage and use the funds in line with the Company's investment and business activities, ensuring effective fund utilization and shareholder interests, provided that any change is under 50% of the total proceeds. Any surplus proceeds after fulfilling the approved usage purpose (if any) shall be allocated by the BOD to supplement the Company's working capital. After adjustments, the BOD will report to the GMS at the nearest meeting;
  - + Develop a plan to handle unsold shares (if any);
  - + Decide on the content of documents, contracts, and agreements to be signed (if any) in order to execute the private placement plan;
  - + In addition to the above authorizations, during the implementation of the Private Placement Plan, the BOD shall have full authority to handle other matters related to the private placement as required by regulatory authorities and/or suitable with actual circumstances to ensure successful completion of the private placement in accordance with the law.
- Registering for depository and additional listing:



Prepare dossiers and carry out necessary procedures to complete the registration for depository and additional listing of all issued shares after the completion of the offering.

- Handling changes to enterprise registration information (including the registration of increased charter capital after the offering) and signing necessary documents related to the adjustment of charter capital on the Company's Enterprise Registration Certificate with competent authorities.
  - Amend the Charter regarding the new charter capital, outstanding shares, and other related matters as approved. In case further amendments are required when registering with competent authorities, the GMS authorizes the BOD to make such amendments and supplements.
6. During the implementation of the above tasks, the GMS agrees to authorize the BOD to delegate to the Chairman and/or General Director the execution of necessary procedures and tasks to complete the private placement in accordance with regulations.

***Respectfully submit to the General Meeting of Shareholders for consideration and approval!***

**Recipient:**

- Annual GMS 2025;
- Archives.

Ho Chi Minh City, /05/2025

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



**Phạm Tu Trọng**




## PRIVATE PLACEMENT PLAN TO INCREASE CHARTER CAPITAL IN 2025

### QP GREEN INVESTMENT JOINT STOCK COMPANY

*(Attached to Submission No. 07/2025/TTr\_DHĐCĐ dated May 29, 2025)*

#### I. COMPANY INFORMATION

- Vietnamese name: CÔNG TY CỔ PHẦN ĐẦU TƯ QP XANH
- English name: QP GREEN INVESTMENT JOINT STOCK COMPANY
- Listing exchange - Ticker symbol: HNX - HKT
- Company logo: 
- Head office address: 31 Điện Biên Phủ, Đa Kao Ward, District 1, Ho Chi Minh City, Vietnam
- Enterprise registration certificate & enterprise code: 5400257584 issued by the Business Registration Office – Department of Planning and Investment of Hòa Bình Province on July 13, 2007, and amended for the 15th time on April 21, 2025
- Charter capital: VND 61,350,290,000 (Sixty-one billion three hundred fifty million two hundred ninety thousand dong)
- Total outstanding shares: 6,135,029 shares (Six million one hundred thirty-five thousand and twenty-nine shares)
- Telephone: (028) 3620 2626
- Website: <https://qpxanh.com.vn/>

(Hereinafter referred to as the “Company”)

#### II. LEGAL BASIS FOR PRIVATE PLACEMENT TO INCREASE CHARTER CAPITAL

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its guiding documents;
- Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its guiding documents;
- Law No. 56/2024/QH15 dated November 29, 2024 issued by the National Assembly;
- Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government guiding the implementation of certain articles of the Law on Securities;
- Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding several provisions on offering, issuing securities, public tender



offers, share buybacks, public company registration, and delisting of public companies;

- The Company's Charter as approved by the General Meeting of Shareholders ("Charter").

### III. PURPOSE OF THE PRIVATE PLACEMENT

To invest in acquiring capital contributions from members of Quang Phuc Housing Development Co., Ltd .

### IV. RISKS OF SHARE DILUTION

The private placement may result in dilution of earnings per share (EPS), book value per share, ownership ratio, and voting rights.

### V. PRIVATE PLACEMENT PLAN

#### 1. Private placement plan to increase charter capital

##### 1.1. Principles of the private placement

Complying with the conditions for private placement under Clause 1, Article 31 of the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and Clause 9, Article 1 of Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing certain provisions of Article 31 of the Securities Law, specifically:

- The GMS must approve the private placement plan and the intended use of the proceeds from the offering; clearly identify investor criteria; number of shares to be offered; offering price or the pricing principle;
- The target participants in the offering must be domestic professional securities investors;
- The transfer of shares issued through the private placement must be restricted for a minimum of one (01) year for professional securities investors from the date of completion of the offering;
- Each private placement round must be at least six (06) months apart from the completion date of the most recent offering;
- The offering must comply with the foreign ownership ratio as stipulated by applicable laws .

##### 1.2. Offering Plan

Item	Details
Issuer	QP Green Investment Joint Stock Company
Share name	Shares of QP Green Investment Joint Stock Company



Stock code	HKT
Type of shares	Common shares
Par value	VND 10,000 per share
Current total number of shares	6,135,029 shares
Current charter capital	VND 61,350,290,000
Expected number of additional shares to be offered	27,200,000 shares
Expected total par value of shares to be offered	VND 272,000,000,000
Expected charter capital after offering	VND 333,350,290,000
Purpose of the offering	To invest in acquiring equity contributions from members of Quang Phuc Housing Development Co., Ltd. and to supplement working capital, including payment of taxes and fees arising from the capital transfer transactions
Target investors	Domestic professional securities investors
Criteria for selecting investors	Must be domestic professional securities investors in accordance with Article 11 of the 2019 Law on Securities and Articles 4 and 5 of Decree No. 155/2020/NĐ-CP
Number of professional securities investors to participate	03 investors
Offering method	Private placement of shares
Offering price	VND 10,000 per share
Minimum successful offering ratio	Not specified



<b>Plan for unallocated shares</b>	<ul style="list-style-type: none"> <li>- Unallocated shares will be offered to other domestic professional securities investors included in the list approved by the General Meeting of Shareholders (GMS);</li> <li>- If there are remaining unsold shares after the legally prescribed offering period, these shares will be canceled, and the Board of Directors (BoD) will issue a resolution to conclude the offering. The Company will then register an increase in charter capital based on the actual number of shares successfully issued.</li> </ul>
<b>Contingency plan for capital shortfall</b>	In case the total proceeds from the offering are less than expected due to unpurchased shares, the GMS authorizes the BoD to consider using other capital sources flexibly to address the shortfall in accordance with the Company's actual operational needs and to report to shareholders at the next GMS.
<b>Plan to ensure foreign ownership ratio</b>	According to Official Letter No. 239/UBCK-PTTT dated March 14, 2025 from the State Securities Commission of Vietnam, the foreign ownership ratio is 0%. The Company will only offer shares to domestic investors. If there are any unallocated shares, the BoD will continue to select other domestic professional securities investors from the approved list, thus ensuring the foreign ownership ratio remains unchanged.
<b>Transfer restriction</b>	Shares issued under the private placement will be subject to a transfer restriction of one (01) year from the date of completion of the offering.
<b>Expected timing of offering</b>	Within 2025. The specific timing will be decided by the BoD after receiving approval from the State Securities Commission of Vietnam.

## 2. Plan for Using Proceeds from the Private Placement to Increase Charter Capital

### 2.1. Capital Utilization Plan

The total expected proceeds from the private placement of shares to professional securities investors, based on the offering price, is **VND 272,000,000,000** (Two hundred seventy-two billion VND), to be allocated as follows:



No.	Purpose of Capital Use	Estimated Amount (VND)	Expected Payment Time
1	Investment to acquire equity interest from capital contributor of Quang Phuc Housing Development Co., Ltd – Contributor: Quang Phuc Industrial Investment JSC (i)	251,851,851,852	Within 2025
2	Investment to acquire equity interest from capital contributor of Quang Phuc Housing Development Co., Ltd – Contributor: Ha Thi Hong Minh (ii)	19,140,740,741	Within 2025
3	Working capital supplementation and tax/fee payments related to the capital transfer at Quang Phuc Housing Development Co., Ltd (iii)	1,007,407,407	Within 2025
	<b>Total</b>	<b>272,000,000,000</b>	

The proceeds from the private placement will be allocated in order of priority as follows:

- (i) HKT plans to acquire the equity interest of Quang Phuc Industrial Investment JSC in Quang Phuc Housing Development Co., Ltd, representing 92.590% of its contributed capital.
- (ii) HKT plans to acquire the equity interest of Ha Thi Hong Minh, representing 7.040% of contributed capital in Quang Phuc Housing Development Co., Ltd.
- (iii) Remaining proceeds will be used to supplement working capital and cover taxes and fees related to the equity acquisition transaction. It is expected that VND 400,000,000 will be paid to the state budget as taxes, and VND 607,407,407 will be used as working capital.

The GMS has resolved not to acquire the equity interest of Mr. Trinh Tien Tinh to avoid affecting the registered legal form of Quang Phuc Housing Development Co., Ltd.

## 2.2. Information about Quang Phuc Housing Development Co., Ltd:

- Company name: Quang Phuc Housing Development Company Limited
- Address: F1 Townhouse, Huynh Thuc Khang Street, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, Vietnam
- Tax code: 3702847233
- Main business activities: Real estate business and use of land under ownership, right of use, or lease
- Charter capital: VND 270,000,000,000
- Ongoing project: Quang Phuc 3 Residential Area Project, Binh My Commune, Bac Tan Uyen District, Binh Duong Province (“Project”)



- Capital Contribution Structure:

No.	Capital Contributor	ID/Enterprise Code	Ownership (%)
1	Quang Phuc Industrial Investment JSC	3700945612	92.590
2	Ha Thi Hong Minh	025189016080	7.040
3	Trinh Tien Tinh	038094041846	0.370

**2.3. Key Project Information:**

- Location: Project land located on maps No. 29, 43, 44 in Binh My Commune, Bac Tan Uyen District, Binh Duong Province
- Total planned land area: 137,821.1 m<sup>2</sup>, of which usable land is 131,353.7 m<sup>2</sup>, road safety corridor land is 6,467.4 m<sup>2</sup>.
- Estimated total investment: VND 872,876,207,281
- Project status: Land leveling and construction of main roads connected to DT.742 are in progress. The project is fenced with corrugated iron and barbed wire, and demarcated by concrete boundary markers.
- Relationship between Quang Phuc Housing Development Co., Ltd and the Company or related persons: None
- Ownership ratio of the Company in Quang Phuc Housing Development Co., Ltd before the acquisition: 0%
- Expected ownership ratio after the acquisition: 99.63%

**2.4. Project Legal Documents:**

- Construction Permit No. 159/GPXD-UBND (QLĐT) dated 23/07/2024 issued by the People's Committee of Bac Tan Uyen District, allowing the construction of technical infrastructure for Quang Phuc 3 Residential Area Project;
- Construction Permit No. 2091/SGTVT-QLGT dated 27/05/2024 issued by the Department of Transport, allowing the construction of road connection between Quang Phuc 3 Residential Area and DT.742;
- Decision No. 2977/QĐ-UBND dated 15/11/2023 by the People's Committee of Binh Duong Province approving the change of land use purpose for implementation of the Quang Phuc 3 Residential Area Project;
- Decision No. 1400/QĐ-UBND dated 02/06/2023 by the People's Committee of Binh Duong Province approving the project investment and investor;
- Decision No. 1282/QĐ-UBND dated 02/07/2021 by the People's Committee of Bac Tan Uyen District approving the 1/500 scale detailed planning for Quang Phuc 3 Residential Area;

- Decision No. 1281/QĐ-UBND dated 02/07/2021 by the People's Committee of Bac Tan Uyen District approving the planning task for the 1/500 scale detailed planning for Quang Phuc 3 Residential Area.





**SUBMISSION NO. 08****Re: Approval of amendments to the Company's charter****To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025***Pursuant to the Law on Enterprises and its current guiding regulations;**Pursuant to the Law on Securities and its current guiding regulations;**Pursuant to the current Charter of Organization and Operation of QP Xanh Investment Joint Stock Company;**Pursuant to the actual situation and development orientation of QP Xanh Investment Joint Stock Company.*

The Board of Directors (“**BOD**”) of QP Xanh Investment Joint Stock Company (“**the Company**”) respectfully submits to the General Meeting of Shareholders (“**GMS**”) for approval of the following matters:

**1. Amendment to the Company's Charter**

1.1. Approval of the amendment to Clause 1, Article 22 of the Company's Charter as follows:

- Content before amendment:

***“Article 22. Authority and procedures for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders***

*The authority and procedures for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders shall be carried out as follows:*

1. *The Board of Directors has the right to collect written opinions from shareholders to approve resolutions of the General Meeting of Shareholders at any time if deemed necessary for the benefit of the Company, except for the cases stipulated in Clause 2, Article 147 of the Law on Enterprises.”*

- Content after amendment:

***“Article 22. Authority and procedures for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders***

*The authority and procedures for collecting shareholders' written opinions to approve resolutions of the General Meeting of Shareholders shall be carried out as follows:*

1. *When deemed necessary for the benefit of the Company, the Board of Directors has the authority to collect written opinions from shareholders to approve all resolutions under the authority of the General Meeting of Shareholders.”*

1.2. Approval of the amendment to Clause 1, Article 14 of the Company's Charter as follows:

- Content before amendment:

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

1. *The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) every year. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for*



holding the Annual General Meeting of Shareholders when necessary, but the extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may be convened on an extraordinary basis. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.”

- Content after amendment:

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

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders shall be held once (01) every year. The Annual General Meeting of Shareholders must be held within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the time for holding the Annual General Meeting of Shareholders when necessary, but the extension shall not exceed six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may be convened on an extraordinary basis. The location of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam. In necessary cases, the Board of Directors may decide to convene the Annual General Meeting of Shareholders or Extraordinary General Meeting in the form of an online meeting, electronic voting, or other forms.”

1.3. Approval of the amendment to Clause 1, Article 18 of the Company’s Charter as follows:

- Content before amendment:

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

The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Clause 20 of this Charter.”

- Content after amendment:

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

The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in Article 14 of this Charter.”

2. **Authorize the Company’s Legal Representative** to carry out all necessary tasks related to the amendment of the Company’s Charter after being approved by the General Meeting of Shareholders and the Board of Directors.

***Respectfully submit to the General Meeting of Shareholders for consideration***

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*and approval!*

**Recipient:**

- Annual GMS 2025;
- Archives.

*Ho Chi Minh City, /05/2025*

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



*Phạm Tu Trong*



## SUBMISSION NO. 09

**Re: Approval of the Organizational Structure and Operation Regulations  
of the Board of Directors**

To: ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Pursuant to:

- The Law on Enterprises No. 68/2014/QH13 dated November 26, 2014;
- Circular No. 95/2017/TT-BTC dated September 22, 2017 of the Ministry of Finance guiding certain provisions of Decree No. 71/2017/ND-CP dated June 6, 2017 of the Government on corporate governance applicable to public companies;
- The current Corporate Governance Regulations of QP Xanh Investment Joint Stock Company;

In order to ensure compliance with applicable laws and in alignment with the Model Internal Corporate Governance Regulation issued together with Circular No. 95/2017/TT-BTC, the Board of Directors of QP Xanh Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the organizational structure and the Operation Regulations of the Board of Directors as per the attached draft.

***Respectfully submit to the General Meeting of Shareholders for consideration and approval!***

***Recipient:***

- Annual GMS 2025;
- Archives.

*Ho Chi Minh City, /05/2025*

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



**Phạm Tu Trọng**