

# **QP GREEN INVESTMENT JOINT STOCK COMPANY**

**Address:** No. 31 Dien Bien Phu Street, Tan Dinh Ward, Ho Chi Minh City

**Tel:** 028 36 20 26 26

**Website:** [www.qpxanh.com.vn](http://www.qpxanh.com.vn)

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## **DOCUMENT**

### **2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**MAY OF 2026**



## **LIST OF DOCUMENTS**

1. Agenda of the 2026 Annual General Meeting of Shareholders of Shareholders
2. Regulations on Organization and Regulations on Election at the 2026 Annual General Meeting of Shareholders
3. Report of the Board of Directors on Operating results in 2025 and Operational plan for 2026
4. Report of the Independent Member of the Board of Directors in the Audit Committee on Operating results in 2025
5. Report of the Board of Executives on Business results in 2025 and Business plan in 2026
6. Proposal regarding the Audited Separate and Consolidated Financial Statements of 2025
7. Proposal regarding the Business plan for 2026
8. Proposal regarding the Profit distribution in 2025 and Profit distribution plan for 2026
9. Proposal regarding the Share issuance plan for dividends
10. Proposal regarding the Selection of an audit firm for the Financial Statements of 2026
11. Proposal regarding the Remuneration settlement for the Board of Directors in 2025 and the Remuneration plan for the Board of Directors for 2026
12. Proposal regarding the Report on the implementation results of the Resolutions of 2025 Annual General Meeting of Shareholders regarding the use of capital and proceeds from the private share issuance
13. Proposal regarding the Change in name, headquarters, and amendment/supplementation of business lines of the Company
14. Proposal regarding the Amendment and supplementation of the Charter of Organization and Operation; Draft Charter
15. Proposal regarding the Amendment of Internal Regulations on Corporate Governance; Regulations on Operation of the Board of Directors; Draft Internal Regulations on Corporate Governance; Draft Regulations on Operation of the Board of Directors



16. Proposal regarding the Signing of a construction contract between Quang Phuc Housing Development Co., Ltd. - a subsidiary of QP Xanh Investment Joint Stock Company - and QP Construction Investment Joint Stock Company
17. Proposal regarding the Policy on M&A projects and borrowing plans
18. Proposal regarding the Policy on signing the Exclusive Marketing, Distribution, and Project Development Services Agreement
19. Proposal regarding the Dismissal of the Board of Directors for the 2021 – 2025 term & Election of the Board of Directors for the 2026 – 2030 term
20. Set of Nomination and Election Forms for the Board of Directors
21. Curriculum Vitae of candidates for the Board of Directors
22. Draft Resolution of the 2026 Annual General Meeting of Shareholders



**QP GREEN INVESTMENT JOINT STOCK COMPANY**  
**Headquarters:** No. 31 Dien Bien Phu Street, Tan Dinh Ward, Ho Chi Minh City  
**Tel:** 028 36 20 26 26 **Website:** www.qpxanh.com.vn

## INVITATION LETTER

### TO ATTEND THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**To: Shareholders of QP Green Investment Joint Stock Company**

Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company, the Board of Directors respectfully invites shareholders to attend the 2026 Annual General Meeting of Shareholders (AGM) as follows:

- 1. Time:** 08:00 AM, May 27, 2026
- 2. Venue:** Phu Quoc Room - 2nd Floor - JW Marriott Hotel & Suites Saigon - Corner of Hai Ba Trung Street & Le Duan Boulevard, Saigon Ward, Ho Chi Minh City, Vietnam
- 3. Format:** Combination of Online and In-person
- 4. Agenda of the General Meeting:** Contents under the authority of the General Meeting of Shareholders, with details available on the website: [www.qpxanh.com.vn](http://www.qpxanh.com.vn) and for viewing at the website: <https://ezgsm.fpts.com.vn> from April 24, 2026.
- 5. Registration to attend the General Meeting:** Shareholders are kindly requested to register to attend the General Meeting at the website: <https://ezgsm.fpts.com.vn> from April 24, 2026.

**6. Proxy for attendance:**

**For in-person attendance:** If you authorize another person to attend the General Meeting on your behalf, please complete the Proxy Form for meeting attendance or another form in accordance with civil law and send the signed Proxy Form to the address below before 5:00 PM on May 26, 2026, or present it when the authorized representative arrives at the General Meeting.

**For online attendance:** If you authorize another person to attend the General Meeting on your behalf, please register the Proxy for meeting attendance at the website: <https://ezgsm.fpts.com.vn> and send the signed Proxy Form (using the form from the system or in accordance with civil law) to the address below before 5:00 PM on May 26, 2026.

**(Note: The Proxy Form must clearly state the name of the authorized individual or organization and the number of authorized shares. The Proxy Form must be an original document with a wet signature. In case of authorization from an institutional shareholder, the Proxy Form must bear the seal of the authorizing organization).**

**7. Address for document submission and support contact:**

**QP Green Investment Joint Stock Company**

- Address: L16 Floor, Vietcombank Tower, No. 5, Me Linh Square, Saigon Ward, Ho Chi Minh City, Vietnam
- Tel: (028) 36 20 26 26 – Email: [info@qpxanh.com.vn](mailto:info@qpxanh.com.vn)

Contact: **Ms. Le Minh Anh** – Position: *Person in charge of Corporate Governance* – Tel: 0348 648 073

**8. Online system login information at website: <https://ezgsm.fpts.com.vn>**

- **Username:** (Sent with the Invitation Letter to the General Meeting)
- **Password:** (Sent with the Invitation Letter to the General Meeting)

Sincerely!

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

**Pham Tu Trong**

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

**PROXY FORM**

*(Regarding attendance at the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company)*

**1. AUTHORIZING PARTY:**

Name of individual/organization: .....

ID Card/ Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Shareholder code: .....

Address: .....

Phone number: .....

Email: .....

Number of shares represented/owned: ..... (In words: ..... shares)

**2. AUTHORIZED PARTY:**

Name of individual: .....

ID Card/ Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Address: .....

Phone number: .....

Email (\*): .....

Number of authorized shares: ..... (In words: ..... shares)

**3. SCOPE OF AUTHORIZATION:**

- The Authorized Party is permitted to represent the Authorizing Party to attend the meeting online and exercise all rights and obligations at the General Meeting of Shareholders corresponding to the number of authorized shares.
- This Proxy Form is only valid during the time the General Meeting of QP Green Investment Joint Stock Company is held.
- We take full responsibility for this authorization and commit to strictly complying with the current provisions of the Law and the Charter of QP Green Investment Joint Stock Company.

**AUTHORIZED PARTY**  
*(Signature, Full name, Seal)*

..... 2026  
**AUTHORIZING PARTY**  
*(Signature, Full name, Seal)*

**Notes:**

- *This Proxy Form is only valid when sent to the Organizing Committee before the official opening of the General Meeting.*
- (\*): *Mandatory to provide for the Authorized Party to receive the Username and Password for online attendance.*



## AGENDA

### 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### I. TIME AND VENUE:

- **Time:** 08:00 AM, Wednesday - May 27, 2026
- **Venue:** Phu Quoc Room - 2nd Floor - JW Marriott Hotel & Suites Saigon - Corner of Hai Ba Trung Street & Le Duan Boulevard, Saigon Ward, Ho Chi Minh City, Vietnam

#### II. AGENDA:

Time	Content
08:00 – 08:30	<b>Welcoming guests and verifying delegate and shareholder eligibility:</b> <ul style="list-style-type: none"><li>• Welcoming delegates and shareholders;</li><li>• Delegates and shareholders log in to attend online;</li><li>• Verifying delegate eligibility, distributing login information slips and documents of the General Meeting.</li></ul>
08:30 – 08:45	<b>Opening the General Meeting:</b> <ul style="list-style-type: none"><li>• Report on the verification of delegate eligibility for the General Meeting;</li><li>• Stating the purpose and introduction the Chairperson;</li><li>• The Chairperson introduces and approves the list of the Presidium and the Ballot Counting Committee;</li><li>• Approval of the Regulations on Organization; Regulations on Election.</li><li>• Approval of the Agenda of the General Meeting.</li></ul>
08:45 – 09:15	<b>The Board of Directors, Audit Committee, and Board of Executives present the following:</b> <ul style="list-style-type: none"><li>• Report of the Board of Directors on Operating results in 2025 and Operational plan for 2026;</li><li>• Report of the Independent Member of the Board of Directors in the Audit Committee on Operating results in 2025;</li><li>• Report of the Board of Executives on Business results in 2025 and Business plan in 2026.</li></ul>
09:15 – 09:45	<b>Proposals to the General Meeting:</b> <ul style="list-style-type: none"><li>• Proposal regarding the Audited Separate and Consolidated Financial Statements of 2025;</li><li>• Proposal regarding the Business plan for 2026;</li><li>• Proposal regarding the Profit distribution in 2025 and Profit distribution plan for 2026;</li></ul>

Time	Content
09:15 – 09:45	<ul style="list-style-type: none"> <li>• Proposal regarding the share issuance plan for dividends;</li> <li>• Proposal regarding the selection of an audit firm for the Financial Statements of 2026;</li> <li>• Proposal regarding the Remuneration and Bonus for the Board of Directors in 2025, and the Remuneration and Bonus plan for 2026;</li> <li>• Proposal regarding the Report on the Implementation Results of the Resolutions of 2025 Annual General Meeting of Shareholders regarding the use of capital and proceeds from the private share issuance;</li> <li>• Proposal regarding the change of name, headquarters of the Company, and the change/addition of business lines;</li> <li>• Proposal regarding the amendments and supplements to the Charter of Organization and Operation;</li> <li>• Proposal regarding the amendments to the Internal Regulations on Corporate Governance; Regulations on the Operation of the Board of Directors;</li> <li>• Proposal regarding the transaction between Quang Phuc Housing Development Co., Ltd. - a subsidiary of QP Xanh Investment Joint Stock Company - signing a construction contract with QP Investment Construction Joint Stock Company;</li> <li>• Proposal regarding the policy on M&amp;A projects and capital borrowing plans;</li> <li>• Proposal regarding the policy on signing the Exclusive Distribution Marketing and Project Development Service Agreement;</li> <li>• Proposal regarding the dismissal of the Board of Directors for the 2021 – 2025 term &amp; election of the Board of Directors for the 2026 – 2030 term;</li> <li>• Other contents (if any).</li> </ul>
09:45 – 10:00	Discussion
10:00 – 10:15	Voting instructions and voting to approve reports and proposals
10:15 – 10:20	Announcement of voting results
10:20 – 10:35	Election instructions and election of the Board of Directors for the 2026 – 2030 term
10:35 – 11:00	Break - Vote counting
11:00 – 11:05	Announcement of election results
11:05 – 11:20	<p>The Secretariat reads the draft Minutes and Resolutions of the General Meeting of Shareholders;</p> <p>The General Meeting votes to approve the content of the Minutes and Resolutions of the General Meeting of Shareholders.</p>
11:20 – 11:30	<b>Closing of the General Meeting</b>

## **REGULATIONS ON OPERATION**

### **2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

### **QP GREEN INVESTMENT JOINT STOCK COMPANY**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines ;*
- *Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities, approved on December 31, 2020;*
- *Decree 245/2025/ND-CP amending and supplementing a number of articles of Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities, approved on December 31, 2020, dated September 11, 2020;*
- *Charter of Organization and Operation of QP Green Investment Joint Stock Company;*
- *Internal Regulations on Corporate Governance of QP Green Investment Joint Stock Company.*

To ensure the success of the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company, the Board of Directors has established the following rules, principles of conduction, voting and procedures at the General Meeting, to be approved by the General Meeting of Shareholders as follows:

**Article 1. Purpose:**

- To ensure that the sequence, principles of conduct, and voting at the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company are conducted in accordance with regulations and are successful.
- The resolutions of the General Meeting of Shareholders shall reflect the unified will of the General Meeting of Shareholders, meet the interests of shareholders, and comply with the law.

**Article 2. Subjects and Scope**

- **Subjects of application:** All shareholders, representatives (authorized parties) of shareholders currently owning shares of QP Green Investment Joint Stock Company, and guests attending the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company must observe and comply with the provisions of these Regulations, the Charter of the Company, and current legal regulations.
- **Scope of application:** These Regulations are used for organizing the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company.

**Article 3. Interpretation of terms/abbreviations**

- Company : QP Green Investment Joint Stock Company
- BOD : Board of Directors
- GMS : General Meeting of Shareholders
- Delegate : Shareholder, representative (authorized party)
- Livestream system for the General : System for broadcasting the GMS video live on the websites [www.ezgsn.fpts.com](http://www.ezgsn.fpts.com) and [www.youtube.com](http://www.youtube.com)

Meeting of  
Shareholders

- General Meeting : General Meeting of Shareholders

**Article 4. Conditions for conducting the General Meeting of Shareholders**

- The General Meeting of Shareholders shall be conducted when the number of attending delegates represents over 50% of the total voting shares.<sup>1</sup>
- In the event that the required number of delegates is not present within thirty (30) minutes from the scheduled opening time of the General Meeting as stipulated in Clause 1, Article 19 of the Charter of the Company, the person convening the General Meeting shall cancel the General Meeting. The General Meeting of Shareholders must be reconvened within thirty (30) days from the intended date of the first General Meeting of Shareholders. The second General Meeting of Shareholders shall only be conducted when the number of attending shareholders represents at least 33% of the total voting shares.
- In the event that the second meeting cannot be conducted due to the lack of the required number of delegates within thirty (30) minutes from the scheduled opening time of the General Meeting as stipulated in Clause 2, Article 19 of the Charter of the Company, the third General Meeting of Shareholders may be convened within twenty (20) days from the intended date of the second meeting. In this case, the General Meeting shall be conducted regardless of the total number of voting shares of the attending shareholders, shall be considered valid, and shall have the authority to decide on all matters intended to be ratified at the first General Meeting of Shareholders.

**Note:**

- The attendance rate of shareholders at the GMS held in an online format is determined once delegates have completed the "**Confirmation of online GMS attendance**" on the electronic voting system, as stipulated in Article 5 of these Regulations.
- The attendance rate of shareholders at the GMS held in an in-person format is determined when delegates are physically present at the venue specified in the General Meeting Invitation and have completed registration with the Organizing Committee of the General Meeting.

**Article 5. Delegates attending the 2026 Annual General Meeting of Shareholders**

- All shareholders of the Company according to the list finalized on April 16, 2026, have the right to attend the GMS; they may attend in person, virtually via the Electronic Voting System, or authorize their representatives to attend. In cases where more than one authorized representative is appointed as permitted by law, the specific number of shares for each representative must be clearly defined.
- When attending in person, delegates should note:
  - Be punctual, wear appropriate and formal attire, and comply with security checks (if any), identification requirements, etc., as requested by the Organizing Committee of the General Meeting.
  - Receive documents and materials at the reception desk located in front of the venue of the General Meeting.
  - Shareholders arriving late have the right to register immediately and subsequently have the right to participate and vote/elect at the General Meeting. The Chairperson is not responsible for pausing the General Meeting to allow late-arriving shareholders to register; the results of

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<sup>1</sup>Clause 1, Article 19, Company Charter

voting/elections on matters already conducted before the delegate's arrival shall not be affected.

- Set mobile phones to silent or vibrate mode; step outside if a call is necessary.
- Do not smoke and maintain order in the General Meeting hall.
- Comply with the regulations of the Organizing Committee and the Chairperson presiding over the General Meeting.
- In the event that a delegate does not comply with the inspection regulations or the aforementioned measures and rules, the Chairperson, after careful consideration, may refuse entry or expel said delegate from the General Meeting venue to ensure the General Meeting proceeds normally according to the planned program.
- **Procedure for registering delegates attending the General Meeting of Shareholders in person:** Delegates shall arrive directly at the venue of the General Meeting of Shareholders, present their identification documents and Proxy Form (if any) to complete the in-person registration procedure, and receive the login information notice.
- **When attending virtually, delegates should note:**
  - **Technical requirements:** Shareholders must have an electronic device with an internet connection (e.g., computer, tablet, mobile phone, or other internet-connected electronic device).
  - **Implementation method:** Delegates shall access the link and log in using the information provided in the invitation letter to attend the virtual GMS and perform electronic voting.
- **Procedure for registering delegates attending the General Meeting of Shareholders virtually:** Delegates are recorded by the electronic voting system as attending the virtual General Meeting of Shareholders once they have accessed the system using the access information provided in the General Meeting Invitation and have completed the "**Confirmation of online GMS attendance**" on the electronic voting system.
- **Confirmation of online GMS attendance:** from 05:00 PM, May 22, 2026

#### **Article 6. Guests at the General Meeting**

- These are management personnel of the Company, guests, and members of the Organizing Committee of the General Meeting who are not shareholders of the Company but are invited to attend the General Meeting.
- Guests shall not speak at the General Meeting (*unless invited by the Chairperson of the General Meeting, or having registered in advance with the Organizing Committee of the General Meeting and received the approval of the Chairperson*).

#### **Article 7. Chairperson and Presidium**

- The Presidium consists of the Chairperson and other members. The Chairman of the Board of Directors shall serve as the Head of the Presidium and the Chairperson of the GMS, or the Chairman of the Board of Directors may authorize another member of the Board of Directors to serve as the Chairperson of the General Meeting. Specifically as follows:
  - In the event that the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors shall elect one among them to serve as the Chairperson of the General Meeting based on the majority principle. In the event that a Chairperson cannot be elected, the Chairman of the Audit Committee shall preside over the General Meeting of Shareholders to elect a Chairperson from among those present, and the person receiving the highest number of votes shall be appointed as the Chairperson of the General Meeting;

- In other cases, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect a Chairperson, and the person receiving the highest number of votes shall be appointed as the Chairperson of the General Meeting.
- The Chairperson has the authority to implement necessary measures to conduct the General Meeting in a reasonable and orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
- **Duties of the Presidium**
  - Preside over the General Meeting in accordance with the agenda and the rules and regulations approved by the General Meeting.
  - Assign and introduce representatives of the Board of Directors to present reports at the General Meeting;
  - Introduce the members of the Ballot Counting Committee for the General Meeting to vote on;
  - Introduce the members of the Presidium for the General Meeting to vote on;
  - Guide the General Meeting in discussions and voting on matters included in the General Agenda of the General Meeting and related issues throughout the General Meeting;
  - Respond to and record issues within the scope of the agenda approved by the General Meeting;
  - Resolve issues arising throughout the General Meeting;
  - Ratify and issue documents, results, minutes, and resolutions of the General Meeting after the conclusion of the General Meeting;
  - The Chairperson shall work according to the principle of democratic centralism and decide by majority;
  - Require all attendees to submit to inspections or other legal and reasonable security measures;
  - Request the competent authority to maintain order at the General Meeting, and to remove from the GMS those who do not comply with the authority of the Chairperson, intentionally disrupt order, hinder the normal progress of the General Meeting, or fail to comply with security check requirements.

**Article 8. Delegate Eligibility Verification Committee**

- The Delegate Eligibility Verification Committee of the General Meeting consists of 01 Head and other members, and is responsible to the Presidium and the GMS for its duties.  
The Delegate Eligibility Verification Committee is introduced by the Chairperson as follows:
- **Duties:**
  - Receive shareholder documents (if any), and verify the validity of shareholders attending online;
  - Report the results of the shareholder eligibility verification to the GMS before the GMS officially commences;
  - Coordinate with the Ballot Counting Committee to guide, support, and supervise voting.

**Article 9. Secretariat:**

- The Secretariat of the General Meeting consists of 03 members appointed by the Chairperson, who are responsible to the Presidium and the GMS for their duties and operate under the direction of the Presidium. Specifically as follows:
- **Duties:**
  - Receive and review registration forms for comments from shareholders, and forward them to the Presidium for decision;

- Record the minutes of the GMS fully and accurately, covering the entire proceedings of the General Meeting and matters approved or noted by shareholders at the General Meeting.
- Assist the Chairperson in announcing the draft Meeting Minutes and Resolutions on matters approved at the General Meeting.

**Article 10. Ballot Counting Committee**

- The Ballot Counting Committee is introduced by the Chairperson and consists of 01 Head and other members.
- Duties:
  - The Ballot Counting Committee must prepare the Vote Counting Minutes and is responsible to the Presidium and the GMS when performing its duties;
  - Accurately determine the voting results for each matter submitted for voting at the General Meeting;
  - Count, record, prepare vote counting/election minutes, and announce the results;
  - Promptly notify the Secretariat of the voting results;
  - Review and report to the General Meeting any cases of violation of voting regulations or complaints regarding voting results.

**Article 11. Discussion at the General Meeting**

**1. Principles:**

- Discussions shall only be conducted within the allotted time and within the scope of matters presented in the Agenda of the GMS;
- Only Delegates may participate in the discussion;
- Delegates wishing to register for discussion shall follow the prescribed format as follows:
  - ❖ **For delegates attending in person:**
    - Delegates attending the General Meeting who wish to express their opinions must obtain the consent of the Chairperson. Delegates shall speak concisely, focus on the core issues to be discussed, align with the agenda approved by the General Meeting, or submit their opinions in writing to the General Meeting Secretariat for consolidation and reporting to the Chairperson.
    - The Chairperson will arrange for delegates to speak in the order of registration and will address inquiries of shareholders at the General Meeting or record them for written response later.
  - ❖ **For delegates attending online:**
    - Delegates may submit questions in the Discussion section of the online Meeting interface at the link <http://ezgsm.fpts.com.vn> or send an email to: [anhle@qpgroup.vn](mailto:anhle@qpgroup.vn) (before the discussion session). *(Questions are valid only when sent from the email address registered in the shareholder list provided by the Vietnam Securities Depository and Clearing Corporation or the email address registered by the Shareholder in the General Meeting Registration Form or the hard copy of the proxy sent to the Company).*
    - The Secretariat will organize the delegates' questions and forward them to the Chairperson.

**2. Response to the opinions of delegates:**

- Based on the Question Forms of delegates, the Chairperson or a member designated by the Chairperson will address the opinions of delegates;
- In cases where time constraints prevent direct responses at the General Meeting, the Company will respond to the questions through other means.

## **Article 12. Voting at the General Meeting**

### **1. Principles:**

All matters in the General Agenda of the General Meeting and content must be discussed and voted on publicly by the GMS. Delegates shall carefully check information and take responsibility for their voting decisions.

- **In-person voting:** Delegates register to attend at the General Meeting venue specified in the General Meeting Invitation sent to all shareholders named in the shareholder list as of April 16, 2026. After registering with the Organizing Committee of the General Meeting, delegates are provided with an account and password to log in and vote on all matters submitted at the General Meeting via electronic ballot at the link: [www.ezgsm.fpts.com.vn](http://www.ezgsm.fpts.com.vn). If delegates encounter difficulties during login and voting/election, the Organizing Committee will provide technical support and guidance.
- **Electronic voting:** Delegates attending online shall vote electronically at the link: <http://ezgsm.fpts.com.vn> using the account and password provided in the Invitation Letter to the General Meeting.

### **2. Voting method**

- Electronic voting method:
  - Delegates select one of the three voting options: "Approve", "Disapprove", or "Abstain" for each matter submitted for voting at the General Meeting, as configured in the electronic voting system.
  - Thereafter, the Delegate confirms the vote for the electronic voting system to record the result.
  - Election voting method (specifically regulated in the regulations on election).
- Other regulations for electronic voting:
  - If a Delegate does not complete the voting or election for all matters in the General Agenda of the General Meeting, the unvoted matters shall be considered as the Delegate not having cast a vote for those matters.
  - In the event that matters arise outside the sent Agenda of the General Meeting, the Delegate may vote or elect additionally. If the Delegate does not vote or elect on these arising matters, it shall be considered as the Delegate not having cast a vote for those matters.
  - Delegates may change their voting or election results (but cannot cancel the voting or election results); this includes results for additional voting or election on matters arising outside the agenda. The online system only records the final voting or election result at the time the electronic voting period ends for each voting session as stipulated in the Regulations on Operation at the General Meeting.
- Electronic voting duration:

The electronic voting duration is specifically regulated as follows:

  - Voting content 1 (*including: approval of Presidium, Ballot Counting Committee members, Agenda of the General Meeting; Regulations on Operation; Regulations on Election*): Delegates shall vote from 5:00 PM on May 22, 2026, until the Organizing Committee announces the end of the voting period for the first voting content.
  - Voting content 2 (*including: approval of Reports and Proposals*): Delegates shall vote from 5:00 PM on May 22, 2026, until the Organizing Committee announces the end of the voting period for the second voting content.
  - Election content: Delegates shall vote from 5:00 PM on May 22, 2026, until the Organizing Committee announces the end of the election voting period.

- Voting content 3 (*including: approval of Meeting Minutes and Resolutions*): Delegates shall vote from 5:00 PM on May 22, 2026, until the Organizing Committee announces the end of the voting period for the third voting content.

- Delegates may access the electronic voting system and vote 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the control of the Company. Upon the end of the voting period, the system will not record any further electronic votes from Delegates.

**3. Voting rules:**

- Each 01 (one) share is equivalent to one voting right. Each attending delegate represents one or more voting rights.
- As of the shareholder list closing date (April 16, 2026), the total number of voting shares of the Company is: 33.335.029 shares, equivalent to 33.335.029 voting rights.
- Matters requiring a vote at the General Meeting shall only be approved if approved by shareholders holding over 50% of the total voting shares of all shareholders attending and voting at the General Meeting. Specifically, for certain matters stipulated in Clause 1, Article 21 of the Charter of the Company, the consent of 65% or more of the total voting shares of all shareholders attending and voting at the General Meeting is required.
- Note:
  - Shareholders/authorized representatives with related interests do not have the right to vote on contracts and transactions valued at 35% or more of the total asset value of the Company as recorded in the most recent financial statement; these contracts or transactions shall only be approved when shareholders/authorized representatives holding 65% or more of the remaining total voting shares approve (pursuant to Clause 4, Article 167 of the 2020 Law on Enterprises).
  - Shareholders/authorized representatives of shareholders owning 51% or more of the total voting shares, or related persons of such shareholders, shall not have the right to vote on contracts and transactions with a value greater than 10% (of the total value of the Company's assets recorded in the most recent financial statement) between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167 of the 2020 Law on Enterprises).

**4. Recording voting/election results:**

- The Ballot Counting Committee is responsible for aggregating voting/election ballots for both delegates attending in person and those attending virtually.
- The Ballot Counting Committee shall verify, aggregate, and report the vote counting results for each issue to the Chairperson according to the agenda of the GMS. The vote counting results shall be announced by the Chairperson immediately before the closing of the General Meeting.

**Article 14. Election of the Board of Directors**

The election of members of the BOD must be conducted in accordance with the Regulations on Election of BOD members and approved by the General Meeting of Shareholders at the GMS.

**Article 15. Minutes and Resolutions of the General Meeting of Shareholders**

All proceedings at the GMS must be recorded by the General Meeting Secretary in the Minutes of the General Meeting of Shareholders. The Minutes of the General Meeting of Shareholders must be read and approved before the closing of the GMS.

**Article 14. Implementation of Regulations**

***Regulations on Operation at the 2026 Annual General Meeting of Shareholders***

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These Regulations on Operation shall be read publicly before the 2026 Annual General Meeting of Shareholders and shall take effect immediately upon being approved by the General Meeting of Shareholders of QP Green Investment Joint Stock Company.

Shareholders, authorized representatives, and guests who violate these Regulations shall be subject to consideration and disciplinary measures by the Presidium, depending on the severity, in accordance with the Charter of the Company and the Law on Enterprises.

***These Regulations shall take effect immediately after being approved by the Company's General Meeting of Shareholders.***

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

***Recipient:***

- GMS;
- Members of Board of Directors, Board  
of Executives;
- Archive: Office, Secretary.

**PHAM TU TRONG**



**DRAFT**

**REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION  
FOR BOARD OF DIRECTORS FOR THE 2026 – 2030 TERM  
QP GREEN INVESTMENT JOINT STOCK COMPANY**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and implementation guidelines;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementation guidelines;*
- *Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities, approved on December 31, 2020;*
- *Decree 245/2025/ND-CP amending and supplementing a number of articles of Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities, approved on December 31, 2020, dated September 11, 2020;*
- *Charter of Organization and Operation of QP Green Investment Joint Stock Company;*
- *Internal Regulations on Corporate Governance of QP Green Investment Joint Stock Company;*
- *Internal Regulations on Corporate Governance of QP Green Investment Joint Stock Company.*

The Ballot Counting Committee of the General Meeting hereby announces the Regulations on nomination, candidacy, and election of the Board of Directors at the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company as follows:

**I. Abbreviations:**

- Company : QP Green Investment Joint Stock Company
- BOD : Board of Directors.
- GMS : General Meeting of Shareholders.
- Delegate : Shareholders, representatives (authorized persons).

**II. Chairperson of the General Meeting:**

The Chairperson of the General Meeting is responsible for presiding over the election, specifically including the following tasks:

- Introducing the list of nominees and candidates for the Board of Directors;
- Supervising the voting and vote counting process;
- Resolving complaints regarding the election (if any);

**III. Regulations on nomination and candidacy for the Board of Directors:**

- Number of Members of Board of Directors: 04 persons
- Term: 2026 - 2030
- Maximum number of Candidates for the Board of Directors: unlimited

**1. Nomination and candidacy right for election to the Board of Directors:** *(pursuant to Article 25 of the Charter of the Company and Clause 2, Article 3 of the Internal Regulations on Corporate Governance)*

Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 30% of the total voting shares has the right to nominate one (01) candidate; from 30% to

less than 50% may nominate up to three (03) candidates; from 50% or more may nominate up to five (05) candidates.

Nominated candidates must meet all the standards set forth in Section 2 below.

In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Charter of the Company, Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

**2. Standards for candidates for the Board of Directors:** *candidates for the Board of Directors must meet all the following standards and conditions (pursuant to Article 155 of the Law on Enterprises 59/2020/QH14, Decree No. 155/2020/NĐ-CP, Decree No. 245/2025/NĐ-CP)*

- Having full civil act capacity, and not being among the subjects prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;
- Having professional qualifications and experience in business administration or in the business lines/sectors of the Company, and not necessarily being a shareholder of the Company;
- A member of the Board of Directors of the Company may simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

**IV. Election principles:**

- Conducted in strict accordance with the provisions of the law and the Charter of the Company.
- Voting rights are calculated based on the number of shares owned or represented. Election results are calculated based on the number of voting shares of the shareholders attending the General Meeting.
- In each election, a shareholder representative may only use one ballot corresponding to the number of shares owned or represented.
- The Ballot Counting Committee is nominated by the Presidium and approved by the General Meeting. Members of the Ballot Counting Committee must not be named in the list of nominees and candidates for the Board of Directors.

**V. Election method:**

- Conducted via the Cumulative Voting Method (*pursuant to Clause 3, Article 148 of the Law on Enterprises*)
  - Conducted via the cumulative voting method: whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors.
  - Attending delegates have the right to aggregate their total votes for one or more candidates.
- In-person delegates: Delegates register to attend at the General Meeting venue specified in the General Meeting Invitation Notice sent to all shareholders named in the shareholder list closed on 16/04/2026. After registering with the General Meeting Organizing Committee, delegates are provided with an account and password to log in and cast their votes at the General Meeting via electronic voting at the link: [www.ezgs.com.vn](http://www.ezgs.com.vn);
- Online delegates: Delegates access the system using the login information provided in the General Meeting Invitation Notice and proceed with their voting (*Note: Delegates must cast their votes during the electronic voting period specified in the Regulations on Organization*). In the event that additional candidates arise on the day of the General Meeting, online delegates

may update their votes on the electronic voting system;

- In case of an erroneous selection: Delegates access the electronic voting system and re-cast their votes (*Note: Delegates must cast their votes during the electronic voting period specified in the Regulations on Organization*).

## **VI. Ballot**

### **1. Content of the Ballot**

- The election ballot is a ballot in the form of electronic voting (*for in-person delegates*) or an online ballot (*for online delegates*).

In the event that a shareholder casts votes by entering numbers: An invalid ballot is one where the total number of votes cast for candidates exceeds the total number of votes allowed, calculated at the time of vote counting.

## **VII. Conducting the election and determining the results**

- How to fill out the Ballot:
  - Delegates vote for a maximum number of candidates equal to the number of members to be elected;
  - If casting all votes for one candidate or distributing votes equally among candidates, the delegate checks the “Cumulative/Equal Voting” box for the corresponding candidates.
  - If distributing an unequal number of votes to each candidate, the delegate clearly writes the number of votes in the “Number of Votes” box for the corresponding candidates.

### **Note:**

- In the event that a delegate both checks the “**Cumulative/Equal Voting**” box and writes a quantity in the “**Number of Votes**” box, the result shall be taken based on the quantity in the “**Number of Votes**” box.
- In the event of an error, shareholders may change their election results (but cannot cancel the election results); this includes the results of supplementary elections for issues arising outside the General Meeting agenda. The online system only records the vote count for the final election result at the time the electronic voting period ends for each vote counting session as specified in the Regulations on Organization at the General Meeting.
- After voting concludes, the system will automatically record the end of the vote count.
- The Ballot Counting Committee is responsible for preparing the vote counting minutes, announcing the results, and, together with the Chairperson, resolving any inquiries or complaints from shareholders (if any).
- Principles for selecting successful candidates:
  - Successful candidates are determined based on the number of votes received, ranked from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
  - In the event that two (02) or more candidates receive the same number of votes for the final position, a re-election will be held among those candidates with the same number of votes.
  - If the first election result does not yield the required number of members, the election will continue until the required number of members is reached.

## **VIII. Dossier for nomination and candidacy for the Board of Directors:**

The dossier for candidacy and nomination for the Board of Directors includes:

- Application for candidacy/nomination for the Board of Directors (as per template).
- Curriculum vitae (according to sample).
- Copies of the following documents: ID card/Passport.

- Diplomas and certificates of educational and professional qualifications (if any).

The nominees or candidates for the Board of Directors must be responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content in their dossier.

To facilitate the organization of the General Meeting, candidates are requested to submit their dossiers before **5:00 PM on May 21, 2026**.

**QP Green Investment Joint Stock Company**

Address: Floor L16, Vietcombank Building, No. 5, Me Linh Square, Saigon Ward, Ho Chi Minh City, Vietnam

Phone: (028) 36 20 26 26

Contact: Ms. Le Minh Anh – Position: Person in charge of corporate governance – Phone: 0348 648 073

The above are the complete regulations on nomination, candidacy, and election to the Board of Directors at the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**These regulations shall take effect immediately upon approval by the General Meeting of Shareholders.**

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**

***Recipient:***

- GMS;
- Members of the Board of Directors, Board of Executives;
- Archive: Office, Secretary.

**PHAM TU TRONG**

**QP GREEN INVESTMENT JOINT STOCK COMPANY  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**REPORT OF THE BOARD OF DIRECTORS  
IN 2025**



**MAY 2026**

## I. OVERVIEW

The year 2025 marked a challenging period for the global economy as tariff policies and US-China trade conflicts escalated, driving widespread supply chain restructuring. According to IMF and OECD forecasts, global GDP growth remained at only 3.1% - 3.2%, a decline from the previous year due to public debt pressure and protectionist barriers, despite support from AI technology. In Asia, although growth reached 4.5%, there is a potential risk of slowdown in 2026. However, Southeast Asia in general and Vietnam in particular remain a 'bright spot' for attracting international investment, especially in the industrial real estate sector.

In the domestic market, despite suffering losses of nearly VND 100,000 billion due to natural disasters, the Vietnamese economy still recovered rapidly with an impressive GDP growth rate of 8.02%. Notably, GDP per capita officially reached the USD 5,000 mark, moving the country into the upper-middle-income group and creating significant momentum for residential real estate demand. Foreign trade activities also set a record with a turnover of USD 920 billion (an increase of 16.9%), helping to stabilize exchange rates and create a favorable macroeconomic environment. Thanks to effective inflation control and stable interest rate levels, cash flow has begun to return to long-term investment channels.

Against this backdrop, the Board of Directors of QP Green Investment Joint Stock Company is committed to closely monitoring macroeconomic indicators and proactively coordinating financial plans to adapt to market fluctuations.

## II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

### 1. Summary of Board of Directors meetings

The Board of Directors consists of 04 members and held 29 meetings. Details are as follows:

Resolution No.	Date	Meeting content
01/2025/NQ-QPX	17/02/2025	Approval of the record date to finalize the list of shareholders for the purpose of collecting shareholders' opinions in writing.
02/2025/NQ-QPX	18/03/2025	Approval of the collection of shareholders' opinions in writing regarding the private placement of shares to professional securities investors.
03/2025/HKT/NQ-HĐQT	25/03/2025	Approval of postponing the 2025 Annual General Meeting of Shareholders
03/2025/NQ-HĐQT	31/03/2025	Approval of the dismissal of the Chief Accountant and the General Director of the Company.
04/2025/NQ-HĐQT	31/03/2025	Approval of the appointment of the Chief Accountant and the General Director of the Company.
04-1/2025/NQ-QPX	08/04/2025	Approval of the implementation of the private placement plan for professional securities investors to increase charter capital; the plan for issuance and use of proceeds from the offering according to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 08, 2025, of the General Meeting of Shareholders.

<b>Resolution No.</b>	<b>Date</b>	<b>Meeting content</b>
04-2/2025/NQ-QPX	09/04/2025	Approval of the registration dossier for the private placement of shares of QP Green Investment Joint Stock Company
05/2025/NQ-HĐQT	10/04/2025	Approval of organizing the 2025 Annual General Meeting of Shareholders
06/2025/NQ-HĐQT	16/04/2025	Registration for change of legal representative
07/2025/NQ-HĐQT	28/05/2025	Approval of the plan for QP Green Investment Joint Stock Company to receive the transfer of capital contribution owned by Ms. Ha Thi Hong Minh at Quang Phuc Housing Development Co., Ltd.
08/2025/NQ-HĐQT	29/05/2025	Approval of the implementation of the private placement plan for domestic professional securities investors to increase charter capital. The plan for issuance and use of proceeds from the offering according to Resolution No. 02/2025/NQ-ĐHĐCĐ dated May 29, 2025, of the General Meeting of Shareholders.
09/2025/NQ-HĐQT	29/05/2025	Approval of the registration dossier for the Company's private placement of shares
28/2025/QĐ-QPX	30/05/2025	Regarding the issuance of the organizational structure and operating regulations of the Board of Directors
10/2025/NQ-HĐQT	09/06/2025	Approval of the content accepting the selection of Joint Stock Commercial Bank for Investment and Development of Vietnam – Binh Duong Branch ("BIDV - Binh Duong Branch") to provide services to serve the Company's operations.
11/2025/NQ-HĐQT	10/06/2025	Approval of opening an account and conducting securities transactions at VPBank Securities Joint Stock Company
12/2025/NQ-HĐQT	16/06/2025	Approval of the selection of an audit firm for the Company's Financial Statements for 2025.
13/2025/NQ-HĐQT	19/06/2025	Approval of the dismissal and appointment of the Chief Accountant.
14/2025/NQ-HĐQT	04/07/2025	Approval of short, medium, and long-term loans, guarantees, L/C opening, and other forms of credit at BIDV - Binh Duong Branch
15/2025/NQ-HĐQT	17/07/2025	Approval of the change of head office address due to the arrangement of commune-level administrative units in Ho Chi Minh City
16/2025/NQ-HĐQT	08/08/2025	Approval of the issuance of the Information Disclosure Regulations
17/2025/NQ-HĐQT	21/08/2025	Approval of securities investment on the Vietnamese stock market
18/2025/NQ-HĐQT	22/08/2025	Approval of the appointment of the Deputy General Director
19/2025/NQ-HĐQT	25/08/2025	Approval of the detailed implementation plan for the private

<b>Resolution No.</b>	<b>Date</b>	<b>Meeting content</b>
		placement of shares
20/2025/NQ-HĐQT	08/09/2025	Approval of the results of the private placement of shares, amendment and supplementation of the Charter, and tasks related to the offering
21/2025/NQ-HĐQT	08/09/2025	Approval of issues related to receiving the transfer of capital contribution owned by Quang Phuc Industrial Investment Joint Stock Company and Ms. Ha Thi Hong Minh at Quang Phuc Housing Development Co., Ltd. according to the private placement dossier and appointment of a representative to manage the capital contribution
22/2025/NQ-HĐQT	29/09/2025	Approval of the transfer of shares owned by QP Green Investment Joint Stock Company at Dai Thanh Phat Investment & Trading Joint Stock Company
23/2025/NQ-HĐQT	09/10/2025	Approval of the change in the purpose of using capital proceeds from the private placement of shares according to GMS Resolution No. 02/2025/NQ- ĐHĐCĐ
24/2025/NQ-HĐQT	09/10/2025	Approval of the dismissal and appointment of the Chief Financial Officer, Person in charge of corporate governance, and Authorized person for information disclosure
25/2025/NQ-HĐQT	24/10/2025	Approval of the guarantee of obligations of Quang Phuc Housing Development Co., Ltd.
26/2025/NQ-HĐQT	17/11/2025	Approval of the investment in purchasing 1,700,000 shares at Thu Dau Mot Real Estate Joint Stock Company
27/2025/NQ-HĐQT	15/12/2025	Approval of the selection of an audit firm for the Financial Statements
28/2025/NQ-HĐQT	17/12/2025	Approval of the investment in purchasing 2,500,000 shares at QP Township Joint Stock Company
29/2025/NQ-HĐQT	18/12/2025	Approval of the transfer of 1,700,000 shares of Thu Dau Mot Real Estate Joint Stock Company

## **2. Resolutions and Decisions of the Board of Directors**

In 2025, the Board of Directors issued 32 Resolutions and 01 Decision related to production and business management, capital increase issuance, approval decisions, and other contents. All Resolutions and Decisions issued by the Board of Directors were reached with the consensus of the members and are in accordance with the Charter of the Company.

## **3. Activities of independent members of the Board of Directors and evaluation results of independent members of the Board of Directors regarding the activities of the Board of Directors**

### **Activities of independent members of the Board of Directors**

*Regarding corporate governance:* The Board of Directors has fully and strictly performed its duties related to reporting, corporate governance, and information disclosure in accordance with the Charter of the Company and Internal Regulations on governance. This work also strictly complies with the information disclosure standards of the State Securities Commission, the Hanoi Stock Exchange, and

applicable laws and regulations. For some shortcomings arising in the content of information disclosure, the Board of Directors proactively and promptly updated and corrected them to shareholders and relevant regulatory agencies to ensure transparency.

*Regarding the direction and supervision of the Board of Executives:* In addition to periodic and extraordinary meetings as required by work, members of the Board of Directors frequently communicate directly with the Board of Executives and leaders of functional departments. This activity aims to resolve issues arising in actual operations in a timely manner, while simultaneously seeking optimal plans and solutions to complete the business targets approved by the General Meeting of Shareholders.

*Regarding supervision, risk management, and internal audit:* The Audit Committee has effectively promoted its role in independent supervision and risk control consulting. Through periodic review activities, the Audit Committee has supported the Board of Executives in identifying market and internal variables, thereby making appropriate adjustments in governance to protect the legitimate interests of the Company and its shareholders. Independent members of the Board of Directors have effectively promoted their role in objective supervision, fully participating in meetings and voting on the basis of protecting the legitimate interests of the Company.

**Evaluation results of independent members of the Board of Directors regarding the activities of the Board of Directors**

Over the past year, the Board of Directors has fully and strictly performed its duties related to corporate governance and information disclosure in accordance with the Charter of the Company and Internal Regulations on corporate governance. This activity always strictly complies with the standards of the State Securities Commission, the Stock Exchange, and applicable laws and regulations. In directing and supervising the Board of Executives, in addition to periodic meetings, members of the Board of Directors frequently communicate to promptly resolve operational issues and optimize solutions to complete the business targets approved by the General Meeting of Shareholders.

**4. Supervision results of the Board of Directors over the Board of Executives and other executives:**

In the 2025 fiscal year, the supervision of the Board of Executives by the Board of Directors was carried out comprehensively and decisively, ensuring the rule of law and efficiency in all business activities. The focus of this work was to closely monitor the progress of implementing the Resolutions of the General Meeting of Shareholders and the Board of Directors, ensuring that the Board of Executives always adheres to the overarching goals set out. The supervision process is operated flexibly, from periodic meetings and in-depth management reports to direct information exchange via online communication tools to promptly update market variables. At the same time, the Board of Directors has worked closely with the Board of Executives to identify risks and remove difficulties in actual operations. Thereby, the Board of Directors finds that the Board of Executives has demonstrated high professional qualifications, promptly grasped the situation, and comprehensively managed business activities in strict compliance with applicable laws and regulations and the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors that have been passed.

**5. Remuneration, operating expenses, and other benefits of the Board of Directors and each**

**member of the Board of Directors**

In accordance with Resolution No. 02/2025/NQ-ĐHĐCĐ of the 2025 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company, the Company does not pay remuneration to the Board of Directors or the Audit Committee.

**6. Operational direction of the Board of Directors for 2026**

With the internal strength of experience in the field of commercial business and investment, combined with financial potential, the goal of orienting QP Green Investment Joint Stock Company to become one of the large commercial business, financial investment, and real estate enterprises is achievable. To realize this, the Board of Directors of QP Green Investment Joint Stock Company will continue to assign specific tasks, always demonstrating high professional qualifications, promptly grasping the situation, and comprehensively managing business activities in strict compliance with applicable laws and regulations and the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors. At the same time, the Board of Directors is committed to regularly monitoring closely, supporting promptly, and ensuring the operational efficiency of the Board of Executives as well as the assisting apparatus for the Board of Executives to improve the quality of management in this important department.

The Board of Directors has set out the key operational plan for 2026 as follows:

Unit: Million VND

No.	Item	Result in 2025	Plan for 2026	Plan for 2026/ Result in 2025
1	Revenue	41,514	116,000	279.42%
2	Profit before tax	6,843	39,000	569.90%
3	Profit after tax	5,364	31,000	577.95%
4	Basic earnings per share	384 VND/share	931 VND/share	242.45%

In 2026, after the restructuring process, the collective Board of Directors and all employees will make further efforts to maintain and develop business activities in a stable and efficient manner, achieving the goals approved by the General Meeting of Shareholders.

**III. REPORT ON TRANSACTIONS**

**1. Transactions between the company, its subsidiaries, or companies controlled by the public company with over 50% of charter capital, and members of the Board of Directors and their related persons:**

None

**2. Transactions between the company and companies in which members of the Board of Directors are founding members or business managers within the last 03 years prior to the transaction date:**

None

**IV. ACTIVITIES OF THE AUDIT COMMITTEE**

The Audit Committee operates according to the Regulations on Operation of Audit Committee issued by the Board of Directors, in accordance with the Charter of the Company and applicable laws and regulations.

No.	Member	Position	Number of meetings attended	Attendance rate	Approval rate
1	Mr. Tran Hoang Khang	Chairman of Audit Committee	2/2	100%	100%
2	Ms. Nguyen Thi Thuy Ngan	Member of Audit Committee	2/2	100%	100%

Through supervisory activities in 2025, the Audit Committee has made an important contribution to building a strong control environment. This activity helps the internal control system of the Company become increasingly perfect, helping to prevent risks arising during actual operations to the maximum extent. Details are as follows:

*Status of implementation of Resolutions of the Board of Directors*

The Board of Executives always adheres to and strictly implements the Resolutions of the Board of Directors. In addition, the Secretary of the Board of Directors has successfully completed the task of monitoring, urging, and periodically reporting on the implementation status of these decisions, ensuring discipline in corporate governance.

*Financial statements and accounting system*

The Financial Statements for 2025 of QP Green Investment Joint Stock Company have been prepared and presented in accordance with Vietnamese Accounting Standards and applicable laws and regulations. Accounting policies and principles for determining accounting estimates have been applied consistently, with no material changes recorded compared to the previous period.

Transactions with related parties are strictly controlled, in compliance with the law, the Charter of the Company, and internal regulations on transaction control. Through monitoring, no conflicts of interest were detected in transactions with related parties; furthermore, there were no material adjustments to the business results and financial figures of the Company.

*Internal control and risk management system*

The Company continues to maintain an effective risk management and internal control framework based on officially issued policies and procedures. Existing processes and regulations have been actively contributing to improving governance efficiency, helping the organization operate stably and minimizing errors in the performance of duties.

**V. OTHER CONTENTS**

In 2025, in accordance with Resolution No. 02/2025/NQ-ĐHĐCĐ dated May 29, 2025, of the Company, the Board of Directors successfully implemented the private placement plan, with a total mobilized value of 272,000,000,000 VND. The Company has completed the results report to the State Securities Commission and registered for additional listing after the offering.

The detailed report on the progress of capital utilization was announced by the Company in Report No. 91/2025/BC-HKT dated December 30, 2025.

The above is a summary report of the Board of Directors on the operation result regarding the implementation of the Resolution of the 2025 General Meeting of Shareholders and the operational plan for 2026.

Respectfully submitted to the General Meeting for consideration and approval!

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

**Pham Tu Trong**

**QP GREEN INVESTMENT JOINT STOCK COMPANY  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**REPORT  
OF INDEPENDENT BOARD OF DIRECTORS  
IN 2025**

គ្រឿង

**MAY 2026**

In fulfilling my responsibilities as an Independent Member of the Board of Directors, I hereby present my report on my operation results and the activities of the Board of Directors for the year 2025 as follows:

## **I. REPORT ON ACTIVITIES OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**

*Participation in meetings of the Board of Directors:* Fully attended all meetings of the Board of Directors in 2025 with an attendance rate of 100%.

*Other activities:* In 2025, I actively contributed opinions and provided critical feedback during the meetings of the Board of Directors of QP Green Investment Joint Stock Company, with a particular focus on comprehensive assessments of financial issues, capital structure, and the optimization of resource allocation for key projects. Beyond participating in the development of realistic business targets and financial plans, I provided critical perspectives on medium- and long-term strategic directions, M&A strategies, and sustainable solutions to strengthen the competitive capacity of the Company. Aiming to uphold transparency, I proposed numerous practical solutions to enhance risk management systems and operational efficiency in the real estate and investment sectors. Furthermore, by maintaining regular communication channels with the Board of Executives and functional departments, I supported the Board of Directors in early identification of macroeconomic variables, thereby timely transforming challenges into opportunities for breakthroughs amidst a volatile global economic landscape.

## **II. REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS**

### **1. Assessment of compliance and governance**

In 2025, the Board of Directors fulfilled its governance responsibilities based on the spirit of upholding the law, strictly adhering to the Charter and business ethics standards at QP Green Investment JSC. Governance practices were modernized, ensuring a clear separation between the strategic orientation of Board of Directors role and the execution capacity of Board of Executives.

This coordination mechanism not only helps optimize the decision-making process but also maintains a balance and strict control of power across all Company activities. By applying advanced governance models, QP Green is committed to operating a transparent and professional system, building firm trust among shareholders and stakeholders, while ensuring consistency in the roadmap for realizing the company's strategic goals.

### **2. Assessment of the operational efficiency of the Board of Directors**

Throughout the past year, the Board of Directors effectively performed its orientation and supervisory roles, ensuring that all Company activities remained aligned with the strategy. Important decisions were thoroughly reviewed based on comprehensive data, in-depth financial analysis, and rigorous risk assessments to optimize long-term benefits for the enterprise. The discussion and decision-making process remained transparent, notably with positive critical contributions from independent members, which helped ensure the resolutions of the Board of Directors achieved high objectivity and accuracy.

Furthermore, the preparation and disclosure of financial statements were conducted periodically and accurately, in absolute compliance with current legal regulations. This not only ensures transparency but also reinforces investor confidence in the honesty and reliability of the company's financial

information. Notably, the Board of Directors decisively directed the implementation of key strategies, focusing on innovation, digital transformation, and technology application. These efforts contributed directly to maintaining stable growth while creating a distinct competitive advantage for QP Green in the market.

### **3. Assessment of supervision of the Board of Executives**

Throughout the past term, the Board of Directors performed its supervisory role over the Board of Executives seriously and effectively. Through in-depth thematic meetings and a seamless information exchange mechanism, the Board of Directors consistently maintained a timely and comprehensive grasp of all developments in the operations of the Company.

Under this direction, the Board of Executives demonstrated excellent execution of the Board of Directors's Resolutions, while showing high proactivity and flexibility in adjusting business and production activities in response to market fluctuations. This smooth coordination and effective supervision ensured that all executive decisions remained consistent with the long-term strategy and approved business goals, creating a solid foundation for the sustainable development of QP Green.

### **4. Assessment of control of related-party transactions**

The Board of Directors has established and maintained a strict control mechanism for related-party transactions, ensuring that all review and approval processes are conducted cautiously and in absolute compliance with the law and the Charter of the Company. The serious implementation of this mechanism has contributed to building a healthy governance environment, preventing conflicts of interest, and affirming commitment of QP Green to integrity in all business activities.

### **5. Overall rating**

Based on close monitoring and direct participation in all Board of Directors activities in 2025, I affirm that the Board of Directors has fully exercised its functions, duties, and powers in accordance with current legal regulations, the Charter of the Company, and related internal regulations.

Throughout its operations, the Board of Directors has excellently fulfilled its core role in strategic orientation, continuously standardizing and improving the quality of corporate governance. By promoting transparency and maintaining a smooth, effective coordination mechanism with the Board of Executives, the Board of Directors has created a vital impetus to help consolidate position of QP Green.

The above is my report on my operation results and the activities of the Board of Directors for the year 2025.

Respectfully submitted to the General Meeting for consideration and approval!

**INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**

**Tran Hoang Khang**

**QP GREEN INVESTMENT JOINT STOCK COMPANY  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**



**REPORT OF THE BOARD OF EXECUTIVES  
IN 2025**



**MAY OF 2026**

## **I. REPORT ON PRODUCTION AND BUSINESS RESULTS IN 2025**

### **1. Overview**

The year 2025 is considered a period of clear recovery for the Vietnamese real estate market following a prolonged stagnant cycle. According to data from the Vietnam Association of Realtors (VARs), new supply in 2025 is estimated to have increased by approximately 50% compared to 2024, reaching a level nearly equivalent to the 2018 peak, thanks to the resolution of legal issues for numerous projects in major cities such as Hanoi and Ho Chi Minh City, creating development opportunities for real estate businesses in the near future.

#### **❖ Challenges:**

In 2025, QP Green faced direct and fierce competitive pressure as multi-industry conglomerates and traditional real estate firms simultaneously shifted to green urban models, creating a saturation in the supply of products with similar ecological features. This challenge extended beyond land bank scale to include aspects of technological content, implementation progress, and the ability to integrate environmental solutions. Simultaneously, the entry of foreign enterprises with the advantage of low-cost capital and global supply chains exerted significant pressure on the company's profit margins in the finance and construction materials sectors, not to mention the enormous investment costs required to meet international inspection systems and certifications.

Although benefiting from the State Bank's low-interest-rate policy for most of 2025 to optimize capital costs, QP Green still faced potential financial risks from debt leverage and pressure from rising exchange rates at the end of the year as the USD strengthened. Global economic fluctuations, such as the US-China trade conflict, geopolitical risks, and the growth slowdown of international organizations, also created a highly uncertain macroeconomic picture. In particular, the domestic economy suffering heavy damage from historic natural disasters and the forecast that interest rates will increase by 0.5% to 1% in the next period (2026) are creating a dual pressure: increasing interest expenses for medium-term infrastructure projects and reducing the purchasing power of individual customers, directly threatening the company's goal of maintaining market share and profitability.

#### **❖ Advantages:**

The year 2025 opened up golden opportunities for QP Green as Vietnam affirmed its position as a strategic destination in the global supply chain shift, creating a solid foundation for the breakthrough of the industrial real estate and financial services segments. Despite the volatile international context, internal economic strength of Vietnam maintained strong momentum with an impressive GDP growth rate of 8.02% and per capita income officially exceeding the USD 5,000 threshold. This milestone not only elevated the national status but also directly stimulated the residential real estate market, especially for high-quality, green living spaces aligned with the core orientation of the Company. Additionally, macroeconomic stability, thanks to a record foreign trade turnover of USD 920 billion and effective inflation control policies, created a favorable financial environment. Maintaining interest rates at a reasonable level for most of 2025 became an important "lever" helping QP Green optimize capital costs, while simultaneously triggering long-term investment cash flows into the infrastructure projects and green ecosystem of the Company, opening a new, highly potential development cycle.

### **2. Business results**

**2.1. Business results during the year**

Unit: Million VND

No.	Net revenue	2024		2025		Increase/ Decrease
		Value	Proportion	Value	Proportion	
1	Revenue from sale of goods	113,667	98.68%	41,514	100%	-63.48%
2	Revenue from service rendered	1,521	1.32%	0	0%	-
<b>Total</b>		<b>115,188</b>	<b>100%</b>	<b>41,514</b>	<b>100%</b>	<b>-%</b>

Source: 2025 audited consolidated financial statements

In 2025, QP Green Investment Joint Stock Company focused all its resources on the real estate business, while other operational areas such as financial portfolio investment and management, and goods import are still in the process of completion and development.

Revenue from sale of goods of QP Green in 2025 was recorded at VND 41,514 million, equivalent to a decrease of 63.48% compared to the same period last year. The main reason is that the current land of the Company are being used to build the QP Green Park project, so they have not yet generated immediate revenue at this time.

**2.2. Performance against the plan**

Unit: Million VND

Item	Result in 20224	Result in 20225	Plan for 2025	Result in 2025/ Result in 2024	Result in 2025/ Plan for 2025
Revenue	115,188	41,514	330,000	36.04%	12.58%
Profit before tax	547	6,843	7,200	1252.14%	95.05%
Profit after tax	256	5,364	6,000	2098.84%	89.40%
Dividend (%)	-	-	-	-	-

Source: Audited Consolidated Financial Statements for 2025

At the end of 2025, although revenue of QP Green Investment Joint Stock Company in 2025 recorded a decrease compared to the same period last year, thanks to positive impacts from the financial investment segment and cost of goods sold, the profit before and after tax of the Company both achieved outstanding growth.

In terms of revenue, the Company's results in 2025 were VND 41,514 million, reaching 12.58% of the full-year plan. Compared to the results recorded at the end of the previous year, total revenue this year was 36.04%. As QP Green is still in the process of perfecting its structure and personnel, the Company's business operations have not yet achieved immediate results. It is expected that in the upcoming 2026, the Company will focus more on real estate and financial investment segments to generate stable revenue, ready for future growth strategies.

Recognizing this situation, the Board of Executives of QP Green has made efforts to reduce certain costs such as selling expenses and financial expenses, and to promote the financial investment segment to maximize cash flow for the Company. As a result, profit before tax and profit after tax in 2025 reached VND 6,843 million and VND 5,364 million, respectively, equivalent to 2098.84% and

1252.14% compared to the same period in 2024.

In 2026, after the restructuring process, the Board of Executives and all employees will strive further to maintain and develop business operations in a stable and effective manner, achieving the goals approved by the General Meeting of Shareholders.

**3. Operational status in 2025**

Throughout its operations, QP Green Investment Joint Stock Company always strives to bring maximum value not only to investors but also to all employees of the Company as well as to the community and society. The Board of Executives of the Company regularly updates and adjusts business processes and policies to suit the current market and Company context, contributing to cost optimization. The workforce of the Company is provided with conditions to improve professional qualifications and works in a dynamic, fair, and creative environment.

The Company has also boldly mobilized and appointed a series of young, dynamic management personnel to respond quickly and promptly to the development speed of the Company.

The projects of the Company are researched and developed to achieve the best output quality, both preserving capital for investors and affirming position of QP Green in the real estate market.

In addition, the Company always fully fulfills its tax obligations to the State, obligations to employees and society, as well as upholds a sense of responsibility toward the community.

**II. BUSINESS PLAN IN 2026**

**1. General situation in 2026**

Entering 2026, QP Green faces strong breakthrough opportunities but also encounters many barriers from financial market volatility. In terms of advantages, the business continues to benefit from internal growth momentum as high per capita income drives the need for asset accumulation and upgrading green living spaces. At the same time, the completion of key infrastructure projects and the global supply chain shift wave will be important drivers for the company to increase land bank value and develop the industrial real estate segment. However, QP Green is expected to face pressure from rising interest expenses as domestic interest rates are forecast to increase by 0.5% to 1%, directly affecting profit margins and reducing individual customer purchasing power. Furthermore, geopolitical risks causing energy price fluctuations and the tightening of trade protection barriers will require the business to have a flexible risk management strategy to protect liquidity and maintain a sustainable competitive advantage.

**2. Key targets in 2026**

Based on the above difficulties and advantages, the Company sets the 2026 business direction as follows:

**BUSINESS PLAN FOR 2026**

**Unit: Million VND**

No.	Business sector	Result in 20225	Plan 2026	Plan for 2026/ Result in 20225
1	Revenue	41,510	116,000	279.42%

2	Profit before tax	6,843	39,000	569.90%
3	Profit after tax	5,364	31,000	577.95%
4	Basic earnings per share	384 VND/share	931 VND/share	242.45%

### 3. Some implementation solutions

To realize strategic goals in the 2025 – 2026 period, QP Green needs to focus on optimizing capital costs as a core management pillar, rather than just expanding financial scale. The primary focus is to restructure capital sources towards diversification and selecting low-cost channels, gradually reducing dependence on short-term traditional bank credit.

Specifically, the business needs to proactively seek and cooperate with financial institutions with competitive capital costs such as investment funds, development financial institutions, international capital sources, or strategic partners, thereby leveraging advantages in long-term interest rates and flexible financing conditions. At the same time, exploiting capital mobilization tools such as private placement bonds, co-investment, or project finance structures will help reduce the weighted average cost of capital (WACC) and improve the efficiency of financial leverage.

In parallel, the company needs to implement financial risk management solutions, such as hedging interest rate and exchange rate fluctuations, to stabilize the cost of capital in the medium and long term. From an operational perspective, the application of technology (AI, IoT) will not only enhance management efficiency but also contribute to reducing operating costs per unit of product, thereby indirectly optimizing capital utilization.

Furthermore, QP Green needs to leverage the supply chain shift trend to develop eco-industrial park projects that meet ESG standards—this is a crucial foundation for accessing green capital sources at lower costs compared to conventional commercial capital. Finally, designing flexible financial solutions for customers and promoting the localization of the material supply chain will help the company accelerate capital turnover, improve cash flow, and protect profit margins.

Overall, the management orientation for the coming period is not just growth, but growth based on an optimal cost of capital and a sustainable financial structure, thereby consolidating QP Green's leading position in the green real estate sector in Vietnam.

The above is the summary report on the production and business activities of the Board of General Directors and the operational direction for 2026.

Respectfully submitted to the General Meeting for consideration and approval!

**GENERAL DIRECTOR**

**Nguyen Manh Tuan**

## **PROPOSAL**

***Regarding: Approval of the Audited Separate and Consolidated Financial Statements for 2025***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to the Decree No. 155/2020/NĐ-CP of Government dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; and the Government's Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;
- Pursuant to the Audited Separate and Consolidated Financial Statements for 2025.

Pursuant to Clause 2, Article 15 of the Charter of QP Green Investment Joint Stock Company, which stipulates the rights and obligations of the General Meeting of Shareholders regarding the approval of the Annual Audited Financial Statements of the Company.

The Board of Directors of QP Green Investment Joint Stock Company hereby submits to the General Meeting of Shareholders for approval the Separate and Consolidated Financial Statements for 2025 audited by: Chuan Viet Auditing and Consulting Co., Ltd. (*the full text of the Audited Separate and Consolidated Financial Statements for 2025 is attached*).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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

**Pham Tu Trong**

**VIETVALUES** Audit and Consulting Co., Ltd  
*Member firm of JPA International*  
Head office : 33 Phan Van Khoe Street, Cho Lon Ward, HCM, Viet Nam  
Tel : +84 (28) 3859 4168 Fax : +84 (28) 3859 2289  
Email : contact@vietvalues.com Website : www.vietvalues.com



# **INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE FISCAL YEAR ENDED 31<sup>ST</sup> DECEMBER 2025**

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

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**QP GREEN INVESTMENT JOINT STOCK COMPANY**

*Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.*

**Report of the General Director**

*For the fiscal year ended 31<sup>st</sup> December 2025*

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## **REPORT OF THE GENERAL DIRECTOR**

The General Director of QP Green Investment Joint Stock Company (hereafter, referred to as “the Company”) presents this report together with the audited (consolidated) financial statements of the parent company is QP Green Investment Joint Stock Company and 01 subsidiary (hereafter, referred to as “the Group”) for the fiscal year ended 31<sup>st</sup> December 2025 of the Group.

### **1. General information of the Group**

The Group includes the parent company is QP Green Investment Joint Stock Company (hereafter, referred to as “the Company”) and 01 subsidiary.

QP Green Investment Joint Stock Company (hereafter, referred to as “the Company”) is renamed from Ego Vietnam Investment Joint Stock Company, is set up and operates in accordance with the initial Business Registration Certificate No. 5400257584 dated 13<sup>th</sup> July 2007, the 18<sup>th</sup> amendment registration dated 18<sup>th</sup> September 2025 issued by the Business Registration Office of the Ho Chi Minh city Department of Finance.

The Group’s stock is listed on the Hanoi Stock Exchange (HNX) with the HKT stock code.

Charter capital : VND 333,350,290,000 (*Vietnam Dong Three Hundred Thirty Three Billion Three Hundred Fifty Million Two Hundred Ninety Thousand Only*).

### **2. Registered office**

#### **▪ Head office**

Address : No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

Tel : +84 (28) 3620 2626

Tax code : 5 4 0 0 2 5 7 5 8 4

### **3. Business activities**

- Trading agricultural products and construction materials;
- Trading in real estate, land-use right belongs to the owner, the user or tenant;
- Financial investment.

### **4. The Board of Management, the Audit Committee, General Director and Chief Accountant**

Members of the Board of Management, the Audit Committee, General Director and Chief Accountant of the Company during year and as at the date of this report include:



#### 4.1 The Board of Management

Full name	Position	Appointed / Reappointed date	Dismissed date
Mr. Pham Tu Trong	Chairperson	24 <sup>th</sup> October 2024	-
Ms Nguyen Thi Thuy Ngan	Member	24 <sup>th</sup> October 2024	-
Mr. Nguyen Hong Anh Kha	Member	24 <sup>th</sup> October 2024	-
Mr. Tran Hoang Khang	Independent Member	24 <sup>th</sup> October 2024	-

#### 4.2 The Audit Committee

Full name	Position	Appointed / Reappointed date	Dismissed date
Mr. Tran Hoang Khang	Chairperson	24 <sup>th</sup> October 2024	-
Ms Nguyen Thi Thuy Ngan	Member	24 <sup>th</sup> October 2024	-

#### 4.3 General Director and Chief Accountant

Full name	Position	Appointed / Reappointed date	Dismissed date
Mr. Nguyen Manh Tuan	General Director	31 <sup>st</sup> March 2025	-
Mr. Ngo Minh Hai	General Director	-	31 <sup>st</sup> March 2025
Mr. Nguyen Minh Hai	Chief Accountant	20 <sup>th</sup> June 2025	-
Mr. Nguyen Van Hai	Chief Accountant	31 <sup>st</sup> March 2025	20 <sup>th</sup> June 2025
Ms Nguyen Thi Huong	Chief Accountant	2009	31 <sup>st</sup> March 2025

#### 5. Legal representative

Legal representative of the Group during year and as of the date of this report is Mr. Pham Tu Trong - Chairperson of the Board of Management and Mr. Nguyen Manh Tuan - General Director.

#### 6. Business results

The (consolidated) financial position and the (consolidated) business results for the fiscal year ended 31<sup>st</sup> December 2025 of the Company are expressed in the (consolidated) financial statements attached to this report from page 07 to page 33.

#### 7. Subsequent events

In the opinion of the Board of Directors, the Group's the (consolidated) financial statements for the fiscal year ended 31<sup>st</sup> December 2025 would not be seriously affected by any important items, transactions, or any extraordinary events from 31<sup>st</sup> December 2025 to the date of this Report, which would require any adjustments to the figures or disclosures in the (consolidated) financial statements.

#### 8. Auditors

**VIETVALUES** Audit and Consulting Co., Ltd. has been appointed to perform the audit on the Company's (consolidated) Financial Statements for the fiscal year ended 31<sup>st</sup> December 2025.

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

*Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.*

**Report of the General Director (cont.)**

*For the fiscal year ended 31<sup>st</sup> December 2025*

**9. Responsibility of the General Director**

The General Director is responsible for the preparation of the (consolidated) financial statements to give a true and fair view on the financial position, the business results and the cash flows of the Group for the fiscal year. In order to prepare these (consolidated) financial statements, the General Director must:

- Select appropriate accounting policies and apply them consistently;
- Make judgments and estimates reasonably and prudently;
- Announce the accounting standards to be followed for the material issues to be disclosed and explained in the (consolidated) financial statements;
- Prepare the (consolidated) financial statements of the Group on the basis of the going-concern assumption except for the cases that the going-concern assumption is considered inappropriate;
- Design and implementation of internal control systems effectively for the purpose of preparing and presenting the (consolidated) financial statements reasonably in order to minimize risk and fraud.

The General Director ensures that all the relevant accounting books have been fully recorded and can fairly reflect the financial position of the Group at any time, and that all accounting books have been prepared in compliance with the adopted accounting regime. The General Director of the Group is also responsible for protecting the Group's assets and consequently has taken appropriate measures to prevent and detect frauds and legal regulations related to the preparation and fair presentation of the (consolidated) financial statements.

The General Director hereby ensure to comply with all the requirements above in the preparation of the (consolidated) financial statements.

**10. Approving the (consolidated) financial statements**

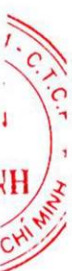
The General Director confirms that all the accompanying (consolidated) financial statements. The (consolidated) financial statements have been properly prepared and have given a true and fair view on the financial position as at 31<sup>st</sup> December 2025, the (consolidated) business results and the (consolidated) cash flows for the fiscal year then ended of the Group, in compliance with the accounting standards, Vietnamese enterprises' accounting regime as well as legal regulations related to the preparation and fair presentation of the (consolidated) financial statements.

*Ho Chi Minh city, 27/12/2026*

**General Director**



**ME NGUYEN MANH TUAN**  
**General Director**





No.: 270305/26/BCKT/AUD-VVALUES

## INDEPENDENT AUDITOR'S REPORT

**To: SHAREHOLDERS, THE BOARD OF MANAGEMENT  
AND GENERAL DIRECTOR  
QP GREEN INVESTMENT JOINT STOCK COMPANY**

We have audited the accompanying (consolidated) financial statements of the parent company is QP Green Investment Joint Stock Company (hereafter referred to as “the Company”) and 01 subsidiary (hereafter referred to as “the Group”) prepared on 27/31 2026, from page 07 to page 33, which comprise the (consolidated) Balance Sheet as at 31<sup>st</sup> December 2025, the (consolidated) Income Statement, the (consolidated) Cash Flows Statement and the Notes to the (consolidated) Financial Statements for the fiscal year then ended.

### *The General Director's responsibility*

The General Director of the Group is responsible for the preparation and fair presentation of these (consolidated) financial statements in accordance with the accounting standards, Vietnamese enterprises' accounting regime as well as other related regulations and for such internal control as the General Director determines is necessary to enable the preparation and presentation of (consolidated) financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's responsibility*

Our responsibility is to express an opinion on these (consolidated) financial statements based on our audit. We conducted our audit in accordance with the Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the (consolidated) financial statements of the Group are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the (consolidated) financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the (consolidated) financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the (consolidated) financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the General Director, as well as evaluating the overall presentation of the (consolidated) financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Auditor's opinion**

In our opinion, the (consolidated) financial statements referred to above give a true and fair view, in all material respects, of the (consolidated) financial position of the Group as at 31<sup>st</sup> December 2025, the (consolidated) business results and the (consolidated) cash flows for the fiscal year then ended in conformity with the accounting standards, the prevailing Vietnamese enterprises' accounting regime as well as legal regulations related to the preparation and presentation of the (consolidated) financial statements.

Ho Chi Minh city, 27/03/2026.

**VIETVALUES Audit and Consulting Co., Ltd.**



**Tran Van Hiep – Deputy General Director**  
Certificate of registration for  
practicing audit No. 2141-2023-071-1  
Authorized signature

A blue ink signature of Le Thi Dieu Hien.

**Le Thi Dieu Hien – Auditor**  
Certificate of registration for  
practicing audit No. 6307-2023-071-1

**File:**

- As above.
- **VIETVALUES.**



**(CONSOLIDATED) BALANCE SHEET**

As at 31st December 2025

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance
1	2	3	4	5
100	<b>A. CURRENT ASSETS AND SHORT-TERM INVESTMENTS</b>		447,717,124,605	66,429,829,496
110	<b>I. Cash and cash equivalents</b>	V.1	7,590,509,988	2,214,960,125
111	1. Cash		7,590,009,988	2,214,960,125
112	2. Cash equivalents		500,000	
120	<b>II. Short-term financial investments</b>	V.2	5,775,912,400	-
121	1. Trading securities		6,060,988,585	-
122	2. Provision for devaluation of trading securities		(285,076,185)	-
123	3. Held-to-maturity investments		-	-
130	<b>III. Accounts receivable</b>		54,117,533,077	58,612,417,544
131	1. Short-term trade receivables	V.3	1,786,503,456	1,892,571,466
132	2. Short-term advance payments to suppliers	V.4	9,670,825,022	57,830,030
135	3. Short-term loan receivables		-	4,700,000,000
136	4. Other short-term receivables	V.5	43,846,708,055	53,148,519,504
137	5. Provisions for doubtful debts	V.6	(1,186,503,456)	(1,186,503,456)
140	<b>IV. Inventories</b>	V.7	375,652,340,369	5,595,483,421
141	1. Inventories		375,652,340,369	5,595,483,421
149	2. Provision for obsolete inventory (*)		-	-
150	<b>V. Other current assets</b>		4,580,828,771	6,968,406
151	1. Short-term prepaid expenses		129,519,857	-
152	2. VAT deductible		4,446,166,830	6,684,106
153	3. Tax receivables		5,142,084	284,300
200	<b>B. FIXED ASSETS AND LONG-TERM INVESTMENTS</b>		28,485,769,725	23,594,362,220
210	<b>I. Long-term receivables</b>		-	-
220	<b>II. Fixed assets</b>		902,253,584	3,844,657,363
221	1. Tangible fixed assets	V.8	902,253,584	3,844,657,363
222	- Historical cost		910,000,000	20,769,296,151
223	- Accumulated depreciation		(7,746,416)	(16,924,638,788)
230	<b>III. Investment Properties</b>		-	-
240	<b>IV. Non-current unfinished assets</b>		-	-
250	<b>V. Long-term financial investments</b>		25,000,000,000	19,300,000,000
253	1. Investment in other entities	V.9	25,000,000,000	19,300,000,000
260	<b>VI. Other non-current assets</b>		2,583,516,141	449,704,857
261	1. Long-term prepaid expenses		140,107,389	449,704,857
269	2. Goodwill	V.10	2,443,408,752	-
270	<b>TOTAL ASSETS</b>		476,202,894,330	90,024,191,716

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

(Consolidated) Balance Sheet (cont.)

As at 31st December 2025

Code	RESOURCES	Notes	Ending balance	Beginning balance
1	2	3	4	5
<b>300</b>	<b>C. LIABILITIES</b>		<b>126,957,717,881</b>	<b>19,141,006,322</b>
<b>310</b>	<b>I. Current liabilities</b>		<b>6,881,295,786</b>	<b>19,141,006,322</b>
311	1. Short-term trade payables	V.11	1,730,951,134	1,747,160,792
312	2. Short-term advance payments from customers		-	1,389,628,772
313	3. Tax and statutory obligations	V.12	1,588,132,272	284,542,282
314	4. Payables to employees		277,340,584	-
315	5. Short-term accruals		65,821,487	313,943,979
319	6. Other short-term payables		37,825,363	165,794,136
320	7. Short-term finance lease loans and liabilities	V.13a	2,941,288,585	15,000,000,000
322	8. Bonus and welfare funds	V.14	239,936,361	239,936,361
<b>330</b>	<b>II. Non-current liabilities</b>		<b>120,076,422,095</b>	<b>-</b>
338	1. Long-term finance lease loans and liabilities	V.13b	120,076,422,095	-
<b>400</b>	<b>D. OWNERS' EQUITY</b>	<b>V.15</b>	<b>349,245,176,449</b>	<b>70,883,185,394</b>
<b>410</b>	<b>I. Capital of the owners</b>		<b>349,245,176,449</b>	<b>70,883,185,394</b>
411	1. Owners' invested equity		333,350,290,000	61,350,290,000
411a	- Common stocks with voting rights		333,350,290,000	61,350,290,000
411b	- Preferred stocks		-	-
418	2. Development and investment funds		287,923,633	287,923,633
421	3. Undistributed earnings after tax		14,609,080,426	9,244,971,761
421a	- Accumulated undistributed earnings after tax to the end of previous year		9,244,971,761	8,989,410,898
421b	- Accumulated undistributed earnings after tax in current year		5,364,108,665	255,560,863
429	4. Benefits of non-controlling shareholders		997,882,390	-
<b>430</b>	<b>II. Other capital, funds</b>		<b>-</b>	<b>-</b>
<b>440</b>	<b>TOTAL RESOURCES</b>		<b>476,202,894,330</b>	<b>90,024,191,716</b>

Prepared by



NGUYEN THI CAM THUY

Chief Accountant



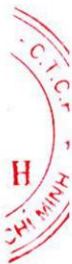
NGUYEN MINH HAI



Ho Chi Minh city, 27/03/2026.

General Director

NGUYEN MANH TUAN



## (CONSOLIDATED) INCOME STATEMENT

For the fiscal year ended 31st December 2025

Currency: VND

Code	ITEMS	Notes	Current year	Previous year
1	2	3	4	5
01	1. Revenues from sale of goods and rendering of services	VI.1	41,514,203,096	115,188,432,401
02	2. Revenue deductions		-	-
10	3. Net revenues from sale of goods and rendering of services		41,514,203,096	115,188,432,401
11	4. Cost of goods sold	VI.2	40,272,787,431	114,287,659,780
20	5. Gross profit from sale of goods and rendering of services		1,241,415,665	900,772,621
21	6. Income from financial activities	VI.3	7,471,024,935	2,321,893,940
22	7. Expenses from financial activities	VI.4	663,762,281	2,029,921,525
23	- In which: Interest expenses		361,292,648	1,328,362,859
24	8. Profit/ Loss in the joint ventures, associates		-	-
25	9. Selling expenses	VI.5	77,351,800	-
26	10. General & administration expenses	VI.6	4,136,514,347	583,085,845
30	11. Net profit/(loss) from operating activities		3,834,812,172	609,659,191
31	12. Other income	VI.7	3,557,575,841	45,631,500
32	13. Other expenses	VI.8	549,068,273	108,758,373
40	14. Other profit		3,008,507,568	(63,126,873)
50	15. Total pre-tax accounting profit		6,843,319,740	546,532,318
51	16. Current Corporate Income tax expenses	V.12	1,479,524,523	290,971,455
52	17. Deferred Corporate Income tax expenses		-	-
60	18. Profit/(loss) after corporate income tax		5,363,795,217	255,560,863
61	19. Profit after tax of shareholders of holding company		5,364,108,665	255,560,863
62	20. Benefits of non-controlling shareholders		(313,448)	-
70	21. Gains on stock	VI.9	384	42
71	22. Diluted gains on stock	VI.10	384	42

Prepared by



NGUYEN THI CAM THUY

Chief Accountant



NGUYEN MINH HAI

Ho Chi Minh city, 27/03/2026.

General Director



NGUYEN MANH TUAN

**(CONSOLIDATED) CASH FLOW STATEMENT**

(As per Indirect Method)

For the fiscal year ended 31st December 2025

Currency: VND

Code	Items	Notes	Current year	Previous year
1	2	3	4	5
	<b>I. CASH FLOWS FROM OPERATING ACTIVITIES</b>			
01	1. Net profit/(loss) before tax		6,843,319,740	546,532,318
	<b>2. Adjustments for:</b>		(460,113,073)	741,870,189
02	- Depreciation and amortisation	V.8; V.10	70,397,921	937,424,856
03	- Provisions		285,076,185	-
04	- (Gains)/Losses of exchange rate differences due to the revaluation of the ending balances in foreign currencies		-	-
05	- (Profit)/ loss from investing activity		(1,176,879,827)	(1,523,917,526)
06	- Interest expense	VI.4	361,292,648	1,328,362,859
07	- Other adjustments		-	-
08	<b>3. Operating income/(loss) before changes in working capital</b>		<b>6,383,206,667</b>	<b>1,288,402,507</b>
09	- (Increase)/decrease in receivables		(4,112,107,546)	(11,808,667,708)
10	- (Increase)/decrease in inventory		(369,058,661,110)	6,809,237,934
11	- Increase/(decrease) in payables (excluding interest payable, CIT payables)		(1,516,671,725)	(31,481,259,241)
12	- Increase/(decrease) in prepaid expenses		(2,263,331,141)	158,719,356
13	- Increase/(decrease) in trading securities		(6,060,988,585)	-
14	- Interest paid		(361,292,648)	(1,015,977,546)
15	- Corporate income tax (CIT) paid	V.12	(163,851,919)	(286,420,018)
16	- Other cash inflows from operating activities		-	-
17	- Other cash outflows from operating activities		-	-
20	<b>Net cash inflows/(outflows) from operating activities</b>		<b>(377,153,698,007)</b>	<b>(36,335,964,716)</b>
	<b>II. CASH FLOWS FROM INVESTING ACTIVITIES</b>			
21	1. Purchase of fixed assets and other long-term assets		(1,859,704,865)	765,000,000
22	2. Proceeds from disposals of fixed assets and other long-term assets		5,371,242,055	-
23	3. Loans to other entities and payments for purchase of debt instruments of other entities		4,700,000,000	(28,900,000,000)
24	4. Repayments from borrowers and proceeds from sales of debt instruments of other entities		-	56,800,000,000
25	5. Payments for investments in other entities		(31,430,000,000)	-
26	6. Proceeds from sales of investments in other entities		25,730,000,000	6,300,000,000
27	7. Interest and dividends received		-	2,156,575,445
30	<b>Net cash inflows/(outflows) from investing activities</b>		<b>2,511,537,190</b>	<b>37,121,575,445</b>
	<b>III. CASH FLOW FROM FINANCING ACTIVITIES</b>			
31	1. Proceeds from issue of stocks, capital contribution of the owner	V.15	272,000,000,000	-
32	2. Capital redemption of the owners, the acquisition of issued stocks		-	-
33	3. Proceeds from borrowings	V.13	123,017,710,680	16,300,000,000
34	4. Repayments of borrowing principal	V.13	(15,000,000,000)	(16,297,074,500)
35	5. Repayments of finance lease principal		-	-
36	6. Dividends, gains paid to the owner		-	-
40	<b>Net cash inflows/(outflows) from financing activities</b>		<b>380,017,710,680</b>	<b>2,925,500</b>
50	<b>Net cash inflows/(outflows) in year (20+30+40)</b>		<b>5,375,549,863</b>	<b>788,536,229</b>
60	<b>Cash and cash equivalents at the beginning of the year</b>		<b>2,214,960,125</b>	<b>1,426,423,896</b>
61	Impact of exchange rate fluctuation		-	-
70	<b>Cash and cash equivalents at the end of the year</b>	V.1	<b>7,590,509,988</b>	<b>2,214,960,125</b>

Prepared by

NGUYEN THI CAM THUY

Chief Accountant

NGUYEN MINH HAI

General Director



Ho Chi Minh city, 27/03/2026

NGUYEN MANH TUAN

## NOTES TO THE (consolidated) FINANCIAL STATEMENTS

### For the fiscal year ended 31<sup>st</sup> December 2025

These notes form an integral part of and should be read in conjunction with the (consolidated) Financial Statements for the fiscal year ended 31<sup>st</sup> December 2025 of QP Green Investment Joint Stock Company and 01 subsidiary (hereafter referred to as “the Group”).

#### I. OPERATION FEATURES

##### 1. Forms of ownership

QP Green Investment Joint Stock Company is joint stock company.

##### 2. Lines of business

The Group operates in many different fields.

##### 3. Business activities

- Trading agricultural products and construction materials;
- Trading in real estate, land-use right belongs to the owner, the user or tenant;
- Financial investment.

##### 4. Normal business and production cycle

The Group's normal business and production cycle is within 12 months.

##### 5. The Group's operations in year affect the (consolidated) financial statements

The Group is restructuring its business operations, mainly focusing capital on long-term financial investments, so Revenues from sale of goods and rendering of services in current year decreased by 63.96% compared to previous year. However, income from financial activities increased due to profit from investment transfer activities and other income increased due to income from penalties for breach of contract, leading to a significant increase in accounting profit in current year.

##### 6. Consolidated subsidiaries

Total number of subsidiaries: 01 company.

Number of consolidated subsidiaries: 01 company.

###### *Subsidiary*

Name of subsidiary	Head office	Ratio of capital contribution		Proportion of interest		Proportion of voting rights	
		Ending balance	Beginning balance	Ending balance	Beginning balance	Ending balance	Beginning balance
Quang Phuc Housing Development Co., Ltd.	Townhouse F1, Huynh Thuc Khang street, Binh Duong ward, Ho Chi Minh city.	99.63%	0%	99.63%	0%	99.63%	0%

##### 7. Employees

As at the accounting period ended, there are 13 employees who are working at the Group (there were 3 employees at the beginning of year).

## II. ACCOUNTING PERIOD, AND REPORTING CURRENCY

### 1. The Company's fiscal year

The fiscal year starts on 01<sup>st</sup> January and ends on 31<sup>st</sup> December of each calendar year.

### 2. Reporting currency and methods of foreign currency translation

The standard currency unit used is Vietnam Dong (VND) because the Company uses the main accounting currency unit which is Vietnam Dong (VND) for receipts and payments.

### 3. Comparative figures

The Group has obtained control of the subsidiary in Quarter 4 of 2025, therefore the figures in previous year do not include those of the subsidiary.

## III. ADOPTED ACCOUNTING REGIME AND STANDARDS

### 1. Applicable accounting regime

The Group has applied the Accounting Standards and the Vietnamese Corporate Accounting System in accordance with the Circular No. 200/2014/TT-BTC dated 22<sup>nd</sup> December 2014 and the Circular No. 53/2016/TT-BTC dated 21<sup>st</sup> March 2016 of the Ministry of Finance on amending and supplementing a number articles of the Circular No. 200/2014/TT-BTC and the Circular No. 202/2014/TT-BTC dated 22<sup>nd</sup> December 2014 as well as circulars guidance on implementing the accounting standards of the Ministry of Finance in the preparation of the (consolidated) Financial Statements.

### 2. Statement on the compliance with the Vietnamese accounting regime and standards

The General Director ensures to follow all the requirements of the accounting standards and the Vietnamese Corporate accounting system promulgating together with the Circular No. 200/2014/TT-BTC dated 22<sup>nd</sup> December 2014 and the Circular No. 53/2016/TT-BTC dated 21<sup>st</sup> March 2016 of the Ministry of Finance on amending and supplementing a number articles of the Circular No. 200/2014/TT-BTC and the Circular No. 202/2014/TT-BTC dated 22<sup>nd</sup> December 2014 as well as circulars guidance on implementing the accounting standards of the Ministry of Finance in the preparation of the (consolidated) Financial Statements.

### 3. Registered accounting documentation system:

General journal recording (on computer).

## IV. ADOPTED ACCOUNTING POLICIES

### 1. Basic for preparing the (consolidated) Financial statements

The (consolidated) financial statements include the financial statements of parent company and all subsidiaries. The financial statements of subsidiaries are prepared for the same fiscal year as well as applied the same accounting policies of parent company. Adjusted entries are applied for any different accounting policy in order to ensuring the consistency of parent company and all subsidiaries.

All inter-company balances and transactions, including recognised profits arising from inter-group transactions, have been eliminated in full. Unrealized losses are eliminated in (consolidated) financial statements, except where irrevocable expenses.

Minority interest showed the profit/ loss and net assets which are not held by the Company's shareholders and are presented by a separate item on the (consolidated) Income Statement and the (consolidated) Balance Sheet.

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

*Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.*

**Notes to the (consolidated) Financial Statements (cont.)**

*For the fiscal year ended 31<sup>st</sup> December 2025*

Subsidiaries are (consolidated) since the date of parent Company obtains control and cease to be (consolidated) since the date of parent Company do not obtain control that subsidiary. In case of parent Company has no longer the right of control the subsidiaries, the (consolidated) financial statements will include the period's business result which is still obtained control by parent Company.

The financial statements of subsidiaries subject to business combinations under common control are included in the Company's (consolidated) financial statements in accordance with the book value method of accounting. The financial statements of the other subsidiaries are (consolidated) into the Company's reports under the purchase method whereby assets and liabilities are recorded at fair value at the date of a business combination.

**2. Cash and cash equivalents**

Cash includes cash on hand, call deposits and cash in transit, monetary gold.

Cash equivalents is the short-term securities of which the due dates can not exceed 3 (three) months from the dates of the investments (with original maturity of less than 3 months) and the convertibility into cash is easy, and which do not have a lot of risks in the conversion into cash.

**3. Financial investments**

**Trading securities**

The investments are classified as trading securities if the company intends to hold for profit-making purpose.

Trading securities are recorded in the accounting books at their historical cost. Historical cost of trading securities is determined by the fair value of the payments as of the date transactions arise plus the expenses related to transaction of purchasing trading securities.

Trading securities is recognized as at the time the Company has the ownership, details are as follows:

- For listed securities: is recognized as at the time of order matching (T+0).
- For unlisted securities: is recognized as at the time of formal ownership in accordance with law.

When trading securities are purchased, their interests, dividends and profits from previous years are accounted in reducing their value. And their interests, dividends and profits of following years are recognized in the income from financial activities. Received dividends by stocks are only monitored as the number of stocks increases, not to be recorded as the received stocks.

**Investments in other entities**

Investments in other entities is initially recorded at their historical cost, include purchase price or capital contributions plus the costs directly related to the investment. Dividends and profits relating to periods prior to the acquisition date of an investment are accounted for as a reduction of the carrying amount of that investment. Dividends and profits relating to periods subsequent to the acquisition date are recognized as income. Stock dividends received are recorded by tracking the additional number of shares only, without recognizing the value of the shares received.

A provision for impairment of investments is recognized when the investee incurs losses, except where such losses were anticipated by the Company at the time the investment decision was made. The provision for impairment of investments is reversed when the investee subsequently generates profits to offset the losses for which a provision had previously been made

**4. Receivables**

Doubtful receivables are presented by book value subtracting the provisions for doubtful receivables.

Receivables are classified as trade receivables and other receivables comply with the following principles:

- Trade receivables reflect the commercial elements arising from selling - purchasing transactions between the Company and the buyer is an independent entity.
- Other receivables reflect the non-commercial elements, unrelated to selling - purchasing transactions.

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

Notes to the (consolidated) Financial Statements (cont.)

For the fiscal year ended 31<sup>st</sup> December 2025

Provision for doubtful receivables: are prepared for each doubtful debt based on the overdue debts or the estimated losses which may arise.

Increase/Decrease in the balance of provisions for doubtful receivables must be made as at the accounting period ended and are recognized in the general & administration expenses.

**5. Inventories**

Inventories are recognized at the lower of their historical costs or their net realizable values.

Historical costs of inventories includes the acquisition cost and other direct related expenses arising to obtain inventory in current status and place.

Net realizable values is the estimated selling price of inventory in normal operating cycle except for the estimated costs to complete and necessary to consume them.

The value of inventories are recognized at the weighted average method and recorded at the perpetual method.

Provision for devaluation of inventory is made for each item based on their costs is higher than their net realizable values. Increase/Decrease in the balance of provision for devaluation of inventory must be made as at the end of the accounting period and are recognized in the cost of goods sold.

**6. Prepaid expenses**

Prepaid expenses include the actual arising costs but related to the operating results of numerous accounting periods. The Group's prepaid expenses include:

*Tools*

Expenses on tools being put into use are allocated into expenses in accordance with the straight line method for the maximum period of 36 months.

**7. Tangible fixed assets**

Tangible fixed assets are determined by the historical costs less (-) accumulated depreciation. Historical costs of tangible fixed assets include all the expenses of the Group to have these fixed assets as of the dates they are ready to be put into use. Other expenses incurred subsequent to the initial recognition are included in historical costs of fixed assets only if they certainly bring more economic benefits in the future thanks to the use of these assets. Those which do not meet the above conditions will be recorded into expenses during the period.

When tangible fixed assets are disposed or liquidated, their historical costs and accumulated depreciation are written off, then any profit (or loss) generated from the liquidation is included in the income or the expenses during the period.

Tangible fixed assets are depreciated in line with straight-line method to gradually write off the historical costs of fixed assets over their estimated useful lives. The depreciation years of tangible fixed assets applied are as follows:

<u>Kinds of fixed assets</u>	<u>Years</u>
Building and structures	08 – 20
Machineries and equipments	07 – 12
Vehicles	06 – 10

**8. Business combinations and goodwill**

Business combinations are accounted for by applying the purchase method. The cost of the business combination included the fair values, at the date of acquisition, of assets given, liabilities incurred or assumed and equity instruments issued by the acquirer, in exchange for control of the acquiree and any costs directly attributable to the business combination. The identifiable assets acquired, liabilities and



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contingent liabilities assumed in the acquirer's business combination is recognized at fair value as at the date of business combination.

Goodwill from the business combination is initially recognized at its historical cost, being the excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognized. If cost of business combination is less than fair value of the acquiree's net assets, the differences will be recognized in the (consolidated) income statement for the six-month period. After initial recognition, goodwill is determined by the historical costs less (-) accumulated amortization. Goodwill is amortized in line with straight-line method over an estimated useful life of 10 (ten) years. Periodically, the parent company must assess the goodwill impairment in subsidiaries, if there is evidence that the goodwill impairment is greater than the annual allocation, then amortize it according to the amount of goodwill impairment in the period in which they occur.

## 9. Asset acquisitions and Business combinations

The Group acquires subsidiaries that own assets and have business activities. At the time of acquisition, the Group will determine whether the subsidiary acquisition is a business combination transaction or not. This transaction is considered a business combination if the subsidiary has production and business activities associated with the acquired asset.

If the subsidiary acquisition is not a business combination transaction, that transaction is accounted for as a purchase transaction of assets and liabilities. The acquisition cost is allocated to assets and liabilities on the basis of their respective fair values, and the goodwill or deferred corporate tax are not recognized.

## 10. Liabilities and accruals

Liabilities and accruals are recognized for payable amounts in the future related to the received goods and services. Accruals are recognized based on the reasonable estimates of the payable amounts.

Payables are classified as trade payables, accruals and other payables comply with the following principles:

- Trade payables reflect the commercial elements arising from purchasing transactions of goods, services, assets and the seller is an independent entity, include payables from import by a trustee.
- Accruals reflect the payables to the received goods and services from seller or provided to buyer but not yet paid due to do not have invoice or insufficient accounting records and vouchers and payable to employees on sabbatical salary, operating costs must be accrued.
- Other payables reflect the non-commercial elements, unrelated to selling - purchasing transactions, rendering of services.

## 11. Basis for calculation and deduction of wage

Wage and salary is calculated by the Group based on labor contracts with employees, wage and salary is paid by work time.

## 12. Owners' equity

### *Owners's invested equity*

Owner's invested equity is recognized according to the shareholders' actual capital.

## 13. Profit distribution

Profit after corporate income tax is distributed to shareholders after appropriating for funds in accordance with the Group's Charter as well as regulations and being approved by the General Meeting of Shareholders.

Distribution of profits to shareholders is considered non-monetary items in undistributed earnings after tax which can affect the cash flows and ability to pay dividends such as profit from revaluation of the contributed assets, revaluation of monetary items, financial instruments and other non-monetary items.

Dividends are recorded as liabilities when being approved by the General Meeting of Shareholders.

#### 14. Recognition of revenues and income

Revenues are recognized when the Group may get economic benefits that can be determined reliably. Revenues are measured at the fair value of received or receivable accounts after deducting trade discounts, sales discounts and sales returns.

##### *Revenues from sale of merchandises*

Revenues from sale of goods are recognized when satisfying the following conditions at the same time:

- Most of risk and benefits associated with the goods ownership are transferred to customers;
- There are no rights to manage or to control the goods;
- Revenues can be determined reliably;
- Getting or will get reliable economic benefits from providing service;
- Expenses related to providing and completing service can be determined.

##### *Revenues from rendering of services*

Revenues from rendering of services transactions are recognized when the result of transaction is determined reliably. Where the service is rendered during numerous periods, revenue in period is recognized based on the results of work completely as at balance sheet date.

The results of rendering of services transaction are determined when satisfying all the following conditions:

- Revenue is determined rather reliably;
- Be able to gain economic benefits from the transactions;
- Determining work completely as at Balance Sheet date;
- Determining expenses related to rendering of services.

##### *Interest*

Interest is recognized on an accrual basis, and determined on balance of savings accounts and the actual interest rates for each period.

#### 15. Cost of goods sold

Cost of goods sold is total cost of merchandise, Production costs of finished goods sold, other expenses are included in the cost of goods.

#### 16. Expenses from financial activities

Expenses from financial activities are the costs related to financial activities include borrowing costs, foreign exchange rate losses when being paid in a foreign currency and due to the year-end revaluation.

#### 17. Selling expenses and General & administration expenses

Selling expenses and General & administration expenses are all costs related to the process of selling products, goods, rendering of services and general administration expenses of the Group.

#### 18. Borrowing costs

Borrowing costs include interest and other costs incurred directly related to loans.

Borrowing costs will be capitalized when they are directly related to the construction or the production of an asset in progress, which has taken a substantial period of time (over 12 months) to get ready for intended use or sales of the asset. Otherwise, the borrowing costs will be recognized into expenses during the period. For private loans serve the construction of fixed assets, investment properties, interest is capitalized even if the construction period of less than 12 months. The income arising from the temporary investment of loans is recorded reducing the historical cost of the relevant assets.

In the event of general borrowings which are partly used for acquiring, constructing or producing an asset in progress, the costs eligible for capitalization will be determined according to the capitalization rates applied to average accumulated expenditure on that asset. The capitalization rates are computed at the



average interest rates on the borrowings not yet paid during the period, except for particular borrowings serving the purpose of obtaining a specific asset.

## 19. Transactions in foreign currencies

The transactions in foreign currencies are converted at the actual exchange rates ruling as of the transaction dates. The balances of monetary items in foreign currencies are converted at the actual exchange rates ruling as of the balance sheet date.

Foreign exchange differences arising during year from transactions in foreign currencies are recognized in income from financial activities or expenses from financial activities. Exchange rate differences due to the revaluation of monetary items in foreign currencies as of the balance sheet date after offsetting differences of increasing and decreasing are recognized in income from financial activities or expenses from financial activities.

Exchange rate used to convert the foreign currency transactions is the actual exchange rate as at the time when transactions are incurred. The actual exchange rate of the foreign currency transactions is determined as follows:

- For receivables: buying exchange rate of the commercial bank where the Group is expected to deal at the time when transactions are incurred.
- For liabilities: selling exchange rate of the commercial bank where the Group is expected to deal at the time when transactions are incurred.
- For the purchase transactions of assets or expenses are paid immediately in foreign currencies (not via the payable accounts): buying exchange rate of the commercial bank where the Group implements the payment.

Exchange rate used to revalue balances of the monetary items in foreign currencies as of the balance sheet date is determined comply with the following principles:

- For foreign currency account in banks and monetary items in foreign currencies is classified as other assets: foreign currency buying exchange rate of the bank.
- For the monetary items in foreign currencies is classified as liabilities: foreign currency selling exchange rate of the bank.

## 20. Corporate income tax (CIT)

Corporate income tax expenses include current corporate income tax and deferred corporate income tax.

### Current corporate income tax

Current corporate income tax expense is recognized based on taxable income. Taxable income is different from accounting profit due to the adjustments of differences between tax and accounting figures as well as those of non-taxable or non-deductible income and expenses.

Corporate income tax (CIT) rate of 20%

### Deferred Corporate income tax

Deferred income tax is the amount of corporate income tax payable or refundable due to temporary differences between book values of assets and liabilities serving the preparation of the financial statements and the values for tax purposes. Deferred income tax liabilities are recognized for all the temporary taxable differences. Deferred income tax assets are recorded only when there is an assurance on the availability of taxable income in the future against which the temporarily deductible differences can be used.

Book values of deferred corporate income tax assets are considered at the balance sheet dates and will be reduced to the rates that ensure enough taxable income against which the benefits from a part of or all of the deferred income tax can be used. Deferred corporate income tax assets are not yet recorded in before that will be reconsidered as at the accounting period ended and recorded when being reliably taxable profit to be able to use deferred income tax assets.

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

Notes to the (consolidated) Financial Statements (cont.)

For the fiscal year ended 31<sup>st</sup> December 2025

Deferred income tax assets and deferred income tax liabilities are determined at the estimated rates to be applied in the year when the assets are recovered or the liabilities are settled based on the effective tax rates as of the balance sheet date. Deferred income tax is recognized in the income statement. In the case that deferred income tax is related to the items of the owner's equity, corporate income tax will be included in the owner's equity of the company.

Deferred income tax assets and deferred income tax liabilities should be offset when:

- The Group has a legal right to implement the offset of current income tax assets and current income tax payable; and
- Those deferred income tax assets and deferred income tax payable related to corporate income tax is administered by the same tax authority:
  - For the same taxable entity; or
  - The Group intends to pay current income tax payable and current income tax assets on the basis of net or recover assets at the same time with the payment of liabilities in each future period when the significant deferred income tax payable or deferred income tax assets to be paid or recovered.

**21. Related parties**

A party is considered a related party of the company in case that party is able to control the company or to cause material effects on the financial decisions as well as the operations of the company. A party also is considered a related party of the company in case that party is under common control or significant influence.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

**V. ADDITIONAL INFORMATION FOR ITEMS SHOWN IN THE (consolidated) BALANCE SHEET (Currency: VND)****1. Cash and cash equivalents**

	<u>Ending balance</u>	<u>Beginning balance</u>
Cash on hand	396,746,891	11,787,939
Call deposits	7,193,263,097	2,203,172,186
Cash equivalents	500,000	-
<b>Total</b>	<b><u>7,590,509,988</u></b>	<b><u>2,214,960,125</u></b>

**2. Trading securities**

	<u>Ending balance</u>			<u>Beginning balance</u>		
	Historical cost	Fair value (*)	Provision	Historical cost	Fair value (*)	Provision
Short-term stock investments <sup>(1)</sup>	6,060,988,585	5,775,912,400	(285,076,185)	-	-	-
<b>Total</b>	<b><u>6,060,988,585</u></b>	<b><u>5,775,912,400</u></b>	<b><u>(285,076,185)</u></b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>-</u></b>

<sup>(1)</sup> As at 31<sup>st</sup> December 2025, the number of pending securities is 34,507 stocks.

<sup>(\*)</sup> Fair value is determined as follows: for stocks with a market price, fair value is the value based on the closing price on 31<sup>st</sup> December 2025.

### 3. Short-term trade receivables

	Ending balance		Beginning balance	
	Amount	Provision	Amount	Provision
<i>Receivables from related parties</i>	-	-	-	-
<i>Receivables from other parties</i>	<b>1,786,503,456</b>	<b>(1,186,503,456)</b>	<b>1,892,571,466</b>	<b>(1,186,503,456)</b>
- Mr Ahmad Shad - Asah Safi LTD	1,186,503,456	(1,186,503,456)	1,186,503,456	(1,186,503,456)
- Kyoto Group Plastic Wood JSC	600,000,000	-	-	-
- Others	-	-	706,068,010	-
<b>Total</b>	<b>1,786,503,456</b>	<b>(1,186,503,456)</b>	<b>1,892,571,466</b>	<b>(1,186,503,456)</b>

### 4. Short-term advance payments to suppliers

	Ending balance	Beginning balance
<i>Advance payments to related parties</i>	-	-
<i>Advance payments to other suppliers</i>	<b>9,670,825,022</b>	<b>57,830,030</b>
- An Duc Real Estate Consulting and Construction JSC (1)	5,417,925,022	-
- Quang Minh Phat Construction and Trading JSC (2)	4,158,000,000	-
- Others	94,900,000	57,830,030
<b>Total</b>	<b>9,670,825,022</b>	<b>57,830,030</b>

(1) This is an advance payment for the infrastructure construction contract of the Quang Phuc 3 housing project under the Contract No. 3009/2025/HĐTC/PTN.QP-AĐ dated 30<sup>th</sup> September 2025.

(2) This is an advance payment for the electrical work contract of the Quang Phuc 3 housing project under the Contract No. 2411/2025/HĐTC/PTN.QP-QMP dated 24<sup>th</sup> November 2025.

### 5. Other short-term receivables

	Ending balance		Beginning balance	
	Amount	Provision	Amount	Provision
<i>Receivables from related parties</i>	-	-	-	-
<i>Receivables from other parties</i>	<b>43,846,708,055</b>	-	<b>53,148,519,504</b>	-
- Quang Phuc Industry Investment JSC (*)	43,843,852,055	-	45,000,000,000	-
- Advances	2,856,000	-	8,000,000,000	-
- Others	-	-	148,519,504	-
<b>Total</b>	<b>43,846,708,055</b>	-	<b>53,148,519,504</b>	-

(\*) This is the advance deposit under the Capital transfer contract No. 016A/QP-QPX dated 08<sup>th</sup> September 2025. On 08<sup>th</sup> January 2026, the Group and Quang Phuc Industry Investment JSC had agreed on the direction of cooperation in using this deposit according to one of the following options: investment cooperation in operating factory premises for lease, relending or purchasing shares. Furthermore, according

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to the agreement, while awaiting the finalization of the investment plan, the Group will receive an estimated penalty interest rate of 15% per year starting from 20<sup>th</sup> September 2025.

**6. Provisions for doubtful debts***The movement on provisions for doubtful debts as follows:*

	<u>Current year</u>	<u>Previous year</u>
Beginning balance	(1,186,503,456)	(1,186,503,456)
Make supplement provision	-	-
<b>Ending balance</b>	<b><u>(1,186,503,456)</u></b>	<b><u>(1,186,503,456)</u></b>

**7. Inventories**

	<u>Ending balance</u>		<u>Beginning balance</u>	
	<u>Historical cost</u>	<u>Provision</u>	<u>Historical cost</u>	<u>Provision</u>
- Raw materials and supplies	-	-	1,242,995	-
- Finished goods	-	-	96,318	-
- Work-in-process (**)	373,950,022,720	-	-	-
- Merchandises	1,702,317,649	-	5,594,144,108	-
<b>Total</b>	<b><u>375,652,340,369</u></b>	<b>-</b>	<b><u>5,595,483,421</u></b>	<b>-</b>

(\*) The Quang Phuc 3 housing project according to the Decision No. 1400/QD-UBND dated 02<sup>nd</sup> June 2023 of the People's Committee of Binh Duong province on approving the investment policy, the detailed project scale: Total estimated investment: VND 1,137,645,966,260;

- Address: located in Binh My commune, Binh Co ward, Ho Chi Minh city (formerly Binh My, Bac Tan Uyen district, Binh Duong province);

- Projected land area to be used: 137,821.1 m<sup>2</sup>;

- Population size: 2,134 people;

- Preliminary housing product structure: approximately 568 terraced houses.

- Project timeline: to be put into operation in Quarter 1 of 2029.

(\*\*) In which, the cost of acquiring the right to use agricultural land from individuals is VND 212,050,613,750.

The Group is currently using the project as collateral for a loan from the Vietnam Bank for Agriculture and Rural Development (Agribank)– Song Than Industrial Zone Branch. (refer to the Notes No. V.13).

## 8. Tangible fixed assets

	Buildings and structures	Machineries and equipments	Vehicles	Total
<b>Historical cost</b>				
- Beginning balance	11,568,934,724	9,200,361,427	-	20,769,296,151
- Increase during year	-	-	910,000,000	910,000,000
- Decrease during year	(11,568,934,724)	(9,200,361,427)	-	(20,769,296,151)
+ Liquidation, disposals	(11,568,934,724)	(9,200,361,427)	-	(20,769,296,151)
<b>Ending balance <sup>(*)</sup></b>	<b>-</b>	<b>-</b>	<b>910,000,000</b>	<b>910,000,000</b>
<b>Depreciation</b>				
- Beginning balance	8,017,249,591	8,907,389,197	-	16,924,638,788
- Depreciation during year	-	-	7,746,416	7,746,416
- Depreciation decreased during year	(8,017,249,591)	(8,907,389,197)	-	(16,924,638,788)
+ Liquidation, disposals	(8,017,249,591)	(8,907,389,197)	-	(16,924,638,788)
<b>Ending balance</b>	<b>-</b>	<b>-</b>	<b>7,746,416</b>	<b>7,746,416</b>
<b>Net book value</b>				
Beginning balance	3,551,685,133	292,972,230	-	3,844,657,363
<b>Ending balance</b>	<b>-</b>	<b>-</b>	<b>902,253,584</b>	<b>902,253,584</b>

<sup>(\*)</sup> Historical cost of fully-depreciated tangible fixed assets is still in used with amount of VND 0.

## 9. Long-term financial investments

	Ending balance			Beginning balance		
	Historical cost	Fair value <sup>(1)</sup>	Provision	Historical cost	Fair value	Provision
<b>Investment in other entities</b>	<b>25,000,000,000</b>	<b>25,000,000,000</b>	<b>-</b>	<b>19,300,000,000</b>	<b>19,300,000,000</b>	<b>-</b>
QP Township JSC <sup>(1)</sup>	25,000,000,000	25,000,000,000	-	-	-	-
Dai Thanh Phat Investment and Development JSC	-	-	-	19,300,000,000	19,300,000,000	-
<b>Total</b>	<b>25,000,000,000</b>	<b>25,000,000,000</b>	<b>-</b>	<b>19,300,000,000</b>	<b>19,300,000,000</b>	<b>-</b>

<sup>(\*)</sup> For the unlisted stocks with no transaction price, fair value is determined by the differences between the historical cost and the provision of the investments. The provision is determined based on the financial statements of the investee.

<sup>(1)</sup> As at 31<sup>st</sup> December 2025, the Group holds 2,500,000 stocks, equivalent to proportion of interest/voting rights of the Group in QP Township JSC là 3% (at the beginning of the year is 0%)

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**10. Goodwill**

Goodwill arises from the acquisition of subsidiaries	Beginning balance	Increase during year	Allocation during year	Ending balance
- Quang Phuc Housing Development Co., Ltd.	-	2,506,060,257	(62,651,505)	2,443,408,752
<b>Total</b>	<b>-</b>	<b>2,506,060,257</b>	<b>(62,651,505)</b>	<b>2,443,408,752</b>

**11. Short-term trade payables**

	Ending balance	Beginning balance
<i>Payables to related parties</i>	-	-
<i>Payables to other suppliers</i>	1,730,951,134	1,747,160,792
- Phu Gia Hoa Consulting - Design - Construction Co., Ltd.	940,000,000	-
- Thanh Do Investment Technology JSC	540,000,000	-
- Others	250,951,134	1,747,160,792
<b>Total</b>	<b>1,730,951,134</b>	<b>1,747,160,792</b>

**12. Tax and statutory obligations**

	Beginning balance		Arising during year		Ending balance	
	Payable	Receivable	Payable	Already paid	Payable	Receivable
- Value added tax (VAT)	127,321,997	-	711,122,333	(792,131,246)	46,313,084	-
- Value added tax (VAT) on imports	-	-	293,715,737	(293,715,737)	-	-
- Corporate income tax (CIT)	126,043,175	-	1,479,524,523	(163,851,919)	1,441,715,779	-
- Personal income tax (PIT)	26,023,767	-	282,490,265	(213,563,966)	94,950,066	-
- Property tax	-	284,300	108,853,499,321	(108,858,357,105)	-	5,142,084
- License tax	-	-	6,000,000	(6,000,000)	-	-
- Other taxes	5,153,343	-	206,269,343	(206,269,343)	5,153,343	-
<b>Total</b>	<b>284,542,282</b>	<b>284,300</b>	<b>111,832,621,522</b>	<b>(110,533,889,316)</b>	<b>1,588,132,272</b>	<b>5,142,084</b>

*Value added tax (VAT)*

The Company pay value added tax in accordance with deduction method.

**Corporate income tax (CIT)**

Estimated corporate income tax (CIT) payable during the year is as follows:

	<u>Current year</u>	<u>Previous year</u>
Total pre-tax accounting profit	6,843,319,740	546,532,318
<i>In which:</i>		
- Pre-tax accounting profit from property transfer activities	953,155,465	-
- Pre-tax accounting profit from other business activities	5,890,164,275	546,532,318
Increase / Decrease adjustments of accounting profit to determine profit subject to corporate income tax:		
- Increase adjustments	623,227,870	66,899,540
+ Non-deductible expenses	475,945,273	66,899,540
+ Goodwill	62,651,505	-
+ Subsidiaries' loss	84,631,092	-
- Decrease adjustments	68,925,000	-
+ Dividends distribution	68,925,000	-
Taxable income	7,397,622,610	
<i>In which:</i>		
- Pre-tax accounting profit from property transfer activities	953,155,465	-
- Pre-tax accounting profit from other business activities	6,444,467,145	613,431,858
Transferred losses from previous years	-	-
Taxed income	7,397,622,610	613,431,858
<i>In which:</i>		
- Pre-tax accounting profit from property transfer activities	953,155,465	-
- Pre-tax accounting profit from other business activities	6,444,467,145	613,431,858
Ordinary tax rate	20%	20%
CIT payable from taxed income during year	1,479,524,523	122,686,372
CIT payable in arrears from previous years	-	168,285,083
<b>Total Corporate income tax (CIT) payable</b>	<b><u>1,479,524,523</u></b>	<b><u>290,971,455</u></b>

### 13. Short-term / long-term finance lease loans and liabilities

#### 13a. Short-term finance lease loans and liabilities

Details	Ending balance		Beginning balance	
	Amount	Ability to repay	Amount	Ability to repay
<i>Short-term loans payable to related parties</i>	-	-	-	-
<i>Short-term loans payable to other organizations and individuals</i>	2,941,288,585	2,941,288,585	15,000,000,000	15,000,000,000
- VPBank Securities JSC (*)	2,941,288,585	2,941,288,585		
- JS Commercial Bank for Investment and Development of Vietnam (BIDV) – Chau Thanh branch	-	-	15,000,000,000	15,000,000,000
<b>Total</b>	<b>2,941,288,585</b>	<b>2,941,288,585</b>	<b>15,000,000,000</b>	<b>15,000,000,000</b>

(1) This is a margin loan from VPBank Securities Joint Stock Company with an interest rate of 13%/year, loan term to the end of 23<sup>rd</sup> February 2026.

*The movement on short-term finance lease loans and liabilities during period is as follows:*

	Beginning balance	Arising during year	Already paid during year	Ending balance
Short-term loans	15,000,000,000	2,941,288,585	(15,000,000,000)	2,941,288,585
<b>Total</b>	<b>15,000,000,000</b>	<b>2,941,288,585</b>	<b>(15,000,000,000)</b>	<b>2,941,288,585</b>

#### 13b. Long-term finance lease loans and liabilities

Details	Ending balance		Beginning balance	
	Amount	Ability to repay	Amount	Ability to repay
<i>Long-term loans payable to related parties</i>	-	-	-	-
<i>Long-term loans payable to other organizations and individuals</i>	120,076,422,095	120,076,422,095	-	-
Vietnam Bank for Agriculture and Rural Development (Agribank)– Song Than Industrial Zone Branch (2)	120,076,422,095	120,076,422,095	-	-
<b>Total</b>	<b>120,076,422,095</b>	<b>120,076,422,095</b>	<b>-</b>	<b>-</b>

(2) This is the loan from Vietnam Bank for Agriculture and Rural Development (Agribank)– Song Than Industrial Zone Branch according to the Credit Agreement No. 5590-LAV-202500507 dated 30<sup>th</sup> July 2025.

- The credit amount granted is VND 500,000,000,000.
- Loan purpose: Payment of reasonable and legitimate costs (excluding VAT) for the implementation of the Quang Phuc 3 Housing Project in Binh My commune, Bac Tan Uyen district, Binh Duong province (address after administrative boundary merger is Binh Co ward, Ho Chi Minh city) and/or Guarantee of the Investor's financial obligations to buyers of the Project's products.
- The loan term is 72 months, starting from the day following the first disbursement date.

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- The fixed interest rate for the first 24 months is 6.0%, after which an adjustable interest rate will apply.
- Collateral: Property rights arising from the Quang Phuc 3 Housing Project of the Group and the land-use right at land plot No. 110, Nam Tan Uyen Industrial Park, Khanh Binh ward, Tan Uyen city, Binh Duong (currently Tan Hiep ward, Ho Chi Minh city) owned by Quang Phuc Industrial Investment JSC, the land-use right at No. 217, 51 in Dong Sac hamlet, Binh My commune, Bac Tan Uyen district, Binh Duong province (currently Binh Co ward, Ho Chi Minh city) owned by Mr. Le Quang Phuc – authorized representative of Ms. Le Thi Ngoc Dung (refer to the Notes No. V7, VI.5).

*The movement on long-term finance lease loans and liabilities during period is as follows:*

	Beginning balance	Increase due to consolidation	Ending balance	Already paid during year	Ending balance
Long-term loans	-	109,351,350,721	10,725,071,374	-	120,076,422,095
<b>Total</b>	<b>-</b>	<b>109,351,350,721</b>	<b>10,725,071,374</b>	<b>-</b>	<b>120,076,422,095</b>

**14. Bonus and welfare funds**

	Current year	Previous year
- Beginning balance	239,936,361	239,936,361
- Make appropriation during year	-	-
- Spending during year	-	-
<b>Ending balance</b>	<b>239,936,361</b>	<b>239,936,361</b>

**15. Owners' equity**

**15.1. The movement on the owners' equity**

Details of the movement on the owners' equity are presented in the attached Appendix No. 01.

**15.2. Details of the owners' invested equity are as follows:**

Details	Ending balance		Beginning balance	
	Common stock capital	Proportion (%)	Common stock capital	Proportion (%)
- Ms Vi Thi Dung	201,000,000,000	60.297%	1,000,000,000	1.63%
- Ms Duong Thi Chin	70,000,000,000	20.999%	-	-
- Others	62,350,290,000	18.704%	60,350,290,000	98.37%
<b>Total</b>	<b>333,350,290,000</b>	<b>100%</b>	<b>61,350,290,000</b>	<b>100%</b>

15.3. *Transactions on capital with owners and distribution of dividends and profit*

	Current year	Previous year
- Owners' invested equity		
+ Beginning balance	61,350,290,000	61,350,290,000
+ Increase in year	272,000,000,000	-
+ Decrease in year	-	-
+ Ending balance	333,350,290,000	61,350,290,000
- Dividends and profit already divided	-	-

15.4. *Stocks*

	Ending balance	Beginning balance
Number of stocks being registered to issue	33,335,029	6,135,029
Number of stocks already issued / public offering	33,335,029	6,135,029
- <i>Common stocks</i>	33,335,029	6,135,029
Number of buy-back stocks	-	-
- <i>Common stocks</i>	-	-
Number of outstanding stocks	33,335,029	6,135,029
- <i>Common stocks</i>	33,335,029	6,135,029
Nominal value of outstanding stocks (10,000VND/stock)	10,000	10,000

15.5 *Reports on issuance results and the use of funds*

Based on the Minutes of the Annual General Meeting of Shareholders and the Resolution of the Annual General Meeting of Shareholders No. 02/2025/NQ-ĐHĐCĐ dated 29th May 2025 on approving the capital increase issuance plan; The Minutes of Meeting and the Resolution of the Board of Directors No. 23/2025/NQ-HĐQT dated 9th October 2025, regarding the change in the use of proceeds derived from the private placement of shares; Total funds / amount raised: VND 272,000,000,000 has been used for the following purposes:

No.	Purpose of use	Payment value	Implementation schedule
01	Investing in purchasing equity stakes from contributing member of Quang Phuc Housing Development Co., Ltd., Contributing member: Quang Phuc Industry Investment JSC	251,851,851,852	- Payment was completed on 10 <sup>th</sup> September 2025 - Date of completion of the amendment to business registration certificate of Quang Phuc Housing Development Co., Ltd.: 03 <sup>rd</sup> October 2025
02	Investing in purchasing equity stakes from contributing member of Quang Phuc Housing Development Co., Ltd., Contributing member: Ms Ha Thi Hong Minh	19,140,740,741	- Payment was completed on 10 <sup>th</sup> September 2025 - Date of completion of the amendment to business registration certificate of Quang Phuc Housing Development Co., Ltd.: 03 <sup>rd</sup> October 2025

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No.	Purpose of use	Payment value	Implementation schedule
03	Payment of other expenses		
3.1	Payment of personal income tax for Ms Ha Thi Hong Minh	28,148,148	Payment was completed on 25 <sup>th</sup> September 2025
3.2	Purchasing 02 cars	979,259,259	Payment was completed on 12 <sup>th</sup> December 2025
<b>TOTAL</b>		<b>272,000,000,000</b>	

16. Off-balance sheet items

Foreign currency

	Ending balance	Beginning balance
- United States Dollar (USD)	-	397

VI. ADDITIONAL INFORMATION FOR ITEMS SHOWN IN THE (consolidated) INCOME STATEMENTS (Currency: VND)

1. Revenues from sale of goods and rendering of services

	Current year	Previous year
- Sale of goods	41,514,203,096	113,666,858,372
- Rendering of services	-	1,521,574,029
<b>Total</b>	<b>41,514,203,096</b>	<b>115,188,432,401</b>

The Company has not incurred revenues from related parties.

2. Cost of goods sold

	Current year	Previous year
- Goods sold	40,272,787,431	112,724,936,408
- Services provided	-	1,562,723,372
<b>Total</b>	<b>40,272,787,431</b>	<b>114,287,659,780</b>

3. Income from financial activities

	Current year	Previous year
- Profits from the transfer of shares	7,389,500,000	-
- Dividends, profits distribution	68,925,000	-
- Interest on deposits and loans	9,412,975	2,321,893,940
- Interest on exchange rate differences	3,186,960	-
<b>Total</b>	<b>7,471,024,935</b>	<b>2,321,893,940</b>

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**4. Expenses from financial activities**

	<u>Current year</u>	<u>Previous year</u>
- Loan interest	361,292,648	1,328,362,859
- Provision for impairment of trading securities and investment losses	285,076,185	-
- Others	17,393,448	701,558,666
<b>Total</b>	<b>663,762,281</b>	<b>2,029,921,525</b>

**5. Selling expenses**

	<u>Current year</u>	<u>Previous year</u>
- Outsourcing expenses	77,351,800	-
<b>Total</b>	<b>77,351,800</b>	<b>-</b>

**6. General & administration expenses**

	<u>Current year</u>	<u>Previous year</u>
- Wages and salary	3,550,274,292	87,480,000
- Raw materials, office equipments	110,359,689	26,762,211
- Depreciation / Amortization of fixed assets	7,746,416	-
- Goodwill	62,651,505	-
- Taxes and duties	15,431,834	7,854,784
- Outsourcing expenses	199,415,199	294,559,054
- Others	190,635,412	166,429,796
<b>Total</b>	<b>4,136,514,347</b>	<b>583,085,845</b>

**7. Other income**

	<u>Current year</u>	<u>Previous year</u>
- Liquidation of assets on land	953,155,465	-
+ <i>Income</i>	5,454,545,455	-
+ <i>Residual value</i>	(3,551,685,133)	-
+ <i>Other liquidation costs</i>	(949,704,857)	-
- Liquidation of fixed assets	223,724,370	-
+ <i>Income</i>	516,696,600	-
+ <i>Residual value</i>	(292,972,230)	-
- Others	2,380,696,006	45,631,500
<b>Total</b>	<b>3,557,575,841</b>	<b>45,631,500</b>

8. Other expenses	Current year	Previous year
- Others	549,068,273	108,758,373
<b>Total</b>	<b>549,068,273</b>	<b>108,758,373</b>
9. Gains on stock	Current year	Previous year
Accounting profit after corporate income tax	5,363,795,217	255,560,863
Increase/decrease adjustments accounting profit to determine profit/loss is distributed to shareholders who own common stocks:		
- Separate the interests of non-controlling shareholders	313,448	-
Profit to calculate gains on stock	5,364,108,665	255,560,863
Average outstanding common stocks during period (stock)	13,959,687	6,135,029
<b>Gains on stock (VND/stock)</b>	<b>384</b>	<b>42</b>
10. Diluted gains on stock	Current year	Previous year
Accounting profit after corporate income tax	5,363,795,217	255,560,863
Increase/decrease adjustments accounting profit to determine profit/loss is distributed to shareholders who own common stocks:		
- Benefits of non-controlling shareholders	313,448	-
Profit to calculate diluted gains on stock	5,364,108,665	255,560,863
Average outstanding common stocks during period (stock)	107,439,681	107,439,681
Number of common stocks expected to be issued additionally after the accounting period (stock)	13,959,687	6,135,029
<b>Diluted gains on stock (VND/stock)</b>	<b>384</b>	<b>42</b>
11. Expenses from operating activities by nature	Current year	Previous year
- Office equipments	110,359,689	-
- Wages and salary	3,550,274,292	87,480,000
- Depreciation / Amortization of fixed assets	7,746,416	937,424,856
- Outsourcing expenses	207,415,199	294,559,054
- Others	275,419,046	667,625,951
<b>Total</b>	<b>4,151,214,642</b>	<b>1,987,089,861</b>

## VII. OTHER INFORMATION (Currency: VND)

### 1. Contingent assets

As at the date of the (consolidated) financial statements, the Group has not incurred contingent assets.

### 2. Contingent liabilities

As at the date of the (consolidated) financial statements, the Group has not incurred contingent liabilities.

### 3. Transactions and balances with related parties

The Group's related parties include: members of key management, individuals related to members of key management and other related parties.

#### 3.1. Income of members of key management (including the Board of Management, the Audit Committee and the Board of Directors)

Full name	Position	Current year	Previous year
<i>Salary, bonus, remuneration</i>			
Nguyen Manh Tuan	General Director	239,258,974	-
Trac Van Long	Chief Financial Officer	616,203,493	-
Le Du Dang Khoa	Deputy General Director	640,590,883	-
Nguyen Minh Hai	Chief Accountant	168,633,304	-
Nguyen Thi Huong	Chief Accountant (dismissed on 31 <sup>st</sup> March 2025)	18,000,000	36,000,000
<b>Total</b>		<b>1,682,686,654</b>	<b>36,000,000</b>

#### 3.2. Transactions and balances with other related parties

The Company's other related parties include:

Related parties	Relationship
1. QP Land JSC	Having no the same key member from September 2025
2. QP Construction Investment JSC	Having no the same key member from August 2025 Having the same a major shareholder from September 2025
3. PT & Partners Law Firm LLC	Having the same key member
4. QP Industrial Living Co., Ltd.	Having no the same key member from August 2025
5. Ms Vi Thi Dung	Major shareholder (holding 60.297%)
6. Ms Duong Thi Chin	Major shareholder (holding 20.999%)
7. Ms Nguyen Thi Thuy Ngan	Having no longer a major shareholder from 18 <sup>th</sup> September 2025
8. Mr. Duong Van Hieu	Having no longer a major shareholder from 18 <sup>th</sup> September 2025
9. Mr. Ho Van Tuan	Having no longer a major shareholder from 18 <sup>th</sup> September 2025
10. Ms Nguyen Thi Hang	Having no longer a major shareholder from 18 <sup>th</sup> September 2025

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**Transactions with other related parties:**

The Company has not incurred transactions during year with other related parties.

**4. Segment reporting**

Segment information is presented according to the business field and geography.

**Business field**

Segment reporting according to the business field includes:

• *Current year*

<b>Items</b>	<b>Sales of goods</b>	<b>Rendering of services</b>	<b>Total</b>
- Net revenues from sale of goods and rendering of services	41,514,203,096	-	41,514,203,096
- Cost of goods sold	40,272,787,431	-	40,272,787,431
<b>Gross profit</b>	<b>1,241,415,665</b>	<b>-</b>	<b>1,241,415,665</b>

• *Previous year*

<b>Items</b>	<b>Sales of goods</b>	<b>Rendering of services</b>	<b>Total</b>
- Net revenues from sale of goods and rendering of services	113,666,858,372	1,521,574,029	115,188,432,401
- Cost of goods sold	112,724,936,408	1,562,723,372	114,287,659,780
<b>Gross profit</b>	<b>941,921,964</b>	<b>(41,149,343)</b>	<b>900,772,621</b>

**Geography**

• *Current year*

<b>Items</b>	<b>Domestic</b>	<b>Export</b>	<b>Total</b>
- Net revenues from sale of goods and rendering of services	41,514,203,096	-	41,514,203,096
- Cost of goods sold	40,272,787,431	-	40,272,787,431
<b>Gross profit</b>	<b>1,241,415,665</b>	<b>-</b>	<b>1,241,415,665</b>

• *Previous year*

<b>Items</b>	<b>Domestic</b>	<b>Export</b>	<b>Total</b>
- Net revenues from sale of goods and rendering of services	115,188,432,401	-	115,188,432,401
- Cost of goods sold	114,287,659,780	-	114,287,659,780
<b>Gross profit</b>	<b>900,772,621</b>	<b>-</b>	<b>900,772,621</b>

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

**Notes to the (consolidated) Financial Statements (cont.)**

For the fiscal year ended 31<sup>st</sup> December 2025

**5. Collateral**

***Collateral for other entities***

The Group used the Quang Phuc 3 Housing Project as collateral for loans from Vietnam Bank for Agriculture and Rural Development (Agribank)– Song Than Industrial Zone Branch on 30<sup>th</sup> July 2025. (refer to the Notes No. V7, V.13).

***Mortgage assets of other entities***

The Group used the land-use rights of Quang Phuc Industrial Investment JSC and Mr. Le Quang Phuc – authorized representative of Ms. Le Thi Ngoc Dung as collateral for loans from Vietnam Bank for Agriculture and Rural Development (Agribank)– Song Than Industrial Zone Branch on 28<sup>th</sup> July 2025. (refer to the Notes No. V.13).

**6. Going-concern assumption**

As at the date of the (consolidated) Financial Statements, there is not any factor which affect the going-concern assumption of the Company, Therefore, the (consolidated) Financial Statements for the fiscal year ended 31<sup>st</sup> December 2025 are prepared on the basis of the going-concern assumption.

**7. Subsequent events**

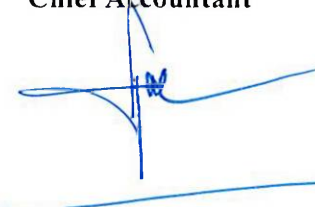
The Company has not arisen other events after the accounting period ended which need any adjustments to the figures or disclosures in the (consolidated) financial statements.

Prepared by



**NGUYEN THI CAM THUY**

Chief Accountant



**NGUYEN MINH HAI**

Ho Chi Minh city, 27/05/2026.

General Director



**NGUYEN MANH TUAN**

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

Notes to the (consolidated) Financial Statements (cont.)

For the fiscal year ended 31st December 2025

**APPENDIX NO. 01 - THE MOVEMENT ON THE OWNERS' EQUITY**

Items	Owners' invested equity	Development and investment funds	Undistributed earnings after tax	Benefits of non-controlling shareholders	Total
A	1	2	3	4	5
1. Balance as at 01st January 2024	61,350,290,000	287,923,633	8,989,410,898	-	70,627,624,531
2. Increase in previous year	-	-	255,560,863	-	255,560,863
- Increase profit	-	-	255,560,863	-	255,560,863
3. Decrease in previous year	-	-	-	-	-
4. Balance as at 31st December 2024	61,350,290,000	287,923,633	9,244,971,761	-	70,883,185,394
5. Balance as at 01st January 2025	61,350,290,000	287,923,633	9,244,971,761	-	70,883,185,394
6. Increase in current year	272,000,000,000	-	5,364,108,665	997,882,390	278,361,991,055
- Increase capital contribution	272,000,000,000	-	-	-	272,000,000,000
- Profit / loss during year	-	-	5,364,108,665	(313,448)	5,363,795,217
- Entries affected by the initial consolidation.	-	-	-	998,195,838	998,195,838
7. Decrease in current year	-	-	-	-	-
8. Balance as at 31st December 2025	333,350,290,000	287,923,633	14,609,080,426	997,882,390	349,245,176,449

Prepared by



NGUYEN THI CAM THUY

Chief Accountant



NGUYEN MINH HAI

General Director



NGUYEN MANH TUAN

**VIETVALUES**<sup>®</sup> Audit and Consulting Co., Ltd  
Member firm of JPA International  
Head office : 33 Phan Van Khoe Street, Cho Lon Ward, HCM, Viet Nam  
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Email : contact@vietvalues.com Website : www.vietvalues.com



# **INDEPENDENT AUDITOR'S REPORT ON THE SEPARATE FINANCIAL STATEMENTS**

**FOR THE FISCAL YEAR ENDED 31<sup>ST</sup> DECEMBER 2025**

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

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## REPORT OF THE GENERAL DIRECTOR

The General Director of QP Green Investment Joint Stock Company (hereafter, referred to as “the Company”) presents this report together with the audited (separate) financial statements of the Company for the fiscal year ended 31<sup>st</sup> December 2025.

### 1. General information of the Company

QP Green Investment Joint Stock Company (hereafter, referred to as “the Company”) is renamed from Ego Vietnam Investment Joint Stock Company, is set up and operates in accordance with the initial Business Registration Certificate No. 5400257584 dated 13<sup>th</sup> July 2007, the 18<sup>th</sup> amendment registration dated 18<sup>th</sup> September 2025 issued by the Business Registration Office of the Ho Chi Minh city Department of Finance.

The Company’s stock is listed on the Hanoi Stock Exchange (HNX) with the HKT stock code.

Charter capital : VND 333,350,290,000.

### 2. Registered office

#### ▪ Head office

Address : No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

Tel : +84 (28) 3620 2626

Tax code : 5 4 0 0 2 5 7 5 8 4

#### ▪ Information about subsidiary

Name of subsidiary	Head office	Ratio of capital contribution		Proportion of interest		Proportion of voting rights	
		Ending balance	Beginning balance	Ending balance	Beginning balance	Ending balance	Beginning balance
Quang Phuc Housing Development Co., Ltd.	Townhouse F1, Huynh Thuc Khang street, Binh Duong ward, Ho Chi Minh city.	99.63%	0%	99.63%	0%	99.63%	0%

### 3. Business activities

- Trading agricultural products and construction materials;
- Trading in real estate, land-use right belongs to the owner, the user or tenant;
- Financial investment.

### 4. The Board of Management, the Audit Committee, General Director and Chief Accountant

Members of the Board of Management, the Audit Committee, General Director and Chief Accountant of the Company during year and as at the date of this report include:

#### 4.1 The Board of Management

Full name	Position	Appointed / Reappointed date	Dismissed date
Mr. Pham Tu Trong	Chairperson	24 <sup>th</sup> October 2024	-
Ms Nguyen Thi Thuy Ngan	Member	24 <sup>th</sup> October 2024	-
Mr. Nguyen Hong Anh Kha	Member	24 <sup>th</sup> October 2024	-
Mr. Tran Hoang Khang	Independent Member	24 <sup>th</sup> October 2024	-

**QP GREEN INVESTMENT JOINT STOCK COMPANY***Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.***Report of the General Director (cont.)***For the fiscal year ended 31<sup>st</sup> December 2025***4.2 The Audit Committee**

Full name	Position	Appointed / Reappointed date	Dismissed date
Mr. Tran Hoang Khang	Chairperson	24 <sup>th</sup> October 2024	-
Ms. Nguyen Thi Thuy Ngan	Member	24 <sup>th</sup> October 2024	-

**4.3 General Director and Chief Accountant**

Full name	Position	Appointed / Reappointed date	Dismissed date
Mr. Nguyen Manh Tuan	General Director	31 <sup>st</sup> March 2025	-
Mr. Ngo Minh Hai	General Director	-	31 <sup>st</sup> March 2025
Mr. Nguyen Minh Hai	Chief Accountant	20 <sup>th</sup> June 2025	-
Mr. Nguyen Van Hai	Chief Accountant	31 <sup>st</sup> March 2025	20 <sup>th</sup> June 2025
Ms. Nguyen Thi Huong	Chief Accountant	2009	31 <sup>st</sup> March 2025

**5. Legal representative**

Legal representative of the Company during year and as of the date of this report is Mr. Pham Tu Trong - Chairperson of the Board of Management and Mr. Nguyen Manh Tuan - General Director.

**6. Business results**

The (separate) financial position and the (separate) business results for the fiscal year ended 31<sup>st</sup> December 2025 of the Company are expressed in the (separate) financial statements attached to this report from page 07 to page 30.

**7. Subsequent events**

In the opinion of the Board of Directors, the Company's the (separate) financial statements for the fiscal year ended 31<sup>st</sup> December 2025 would not be seriously affected by any important items, transactions, or any extraordinary events from 31<sup>st</sup> December 2025 to the date of this Report, which would require any adjustments to the figures or disclosures in the (separate) financial statements.

**8. Auditors**

**VIETVALUES** Audit and Consulting Co., Ltd. has been appointed to perform the audit on the Company's (separate) Financial Statements for the fiscal year ended 31<sup>st</sup> December 2025.

**9. Responsibility of the General Director**

The General Director of the Company is responsible for the preparation of the (separate) financial statements to give a true and fair view on the financial position, the business results and the cash flows of the Company for the fiscal year. In order to prepare these (separate) financial statements, the General Director must:

- Select appropriate accounting policies and apply them consistently;
- Make judgments and estimates reasonably and prudently;
- Announce the accounting standards to be followed for the material issues to be disclosed and explained in the (separate) financial statements;



**QP GREEN INVESTMENT JOINT STOCK COMPANY**

*Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.*

**Report of the General Director (cont.)**

*For the fiscal year ended 31<sup>st</sup> December 2025*

- Prepare the (separate) financial statements of the Company on the basis of the going-concern assumption except for the cases that the going-concern assumption is considered inappropriate;
- Design and implementation of internal control systems effectively for the purpose of preparing and presenting the (separate) financial statements reasonably in order to minimize risk and fraud.

The General Director ensures that all the relevant accounting books have been fully recorded and can fairly reflect the financial position of the Company at any time, and that all accounting books have been prepared in compliance with the adopted accounting regime. The General Director of the Company is also responsible for protecting the Company's assets and consequently has taken appropriate measures to prevent and detect frauds and legal regulations related to the preparation and fair presentation of the (separate) financial statements.

The General Director hereby ensure to comply with all the requirements above in the preparation of the (separate) financial statements.

**10. Approving the (separate) financial statements**

The General Director confirms that all the accompanying (separate) financial statements. The (separate) financial statements have been properly prepared and have given a true and fair view on the financial position as at 31<sup>st</sup> December 2025, the (separate) business results and the (separate) cash flows for the fiscal year then ended of the Company, in compliance with the accounting standards, Vietnamese enterprises' accounting regime as well as legal regulations related to the preparation and fair presentation of the (separate) financial statements.

*Ho Chi Minh city, 27/03/2026*

**General Director**



**MR. NGUYEN MANH TUAN**  
**General Director**

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## INDEPENDENT AUDITOR'S REPORT

**To: SHAREHOLDERS, THE BOARD OF MANAGEMENT  
AND GENERAL DIRECTOR  
QP GREEN INVESTMENT JOINT STOCK COMPANY**

We have audited the accompanying (separate) financial statements of QP Green Investment Joint Stock Company (hereafter referred to as "the Company") prepared on ~~27/3/2026~~ 2026, from page 07 to page 30, which comprise the (separate) Balance Sheet as at 31<sup>st</sup> December 2025, the (separate) Income Statement, the (separate) Cash Flows Statement and the Notes to the (separate) Financial Statements for the fiscal year then ended.

### *The General Director's responsibility*

The General Director of the Company is responsible for the preparation and fair presentation of these (separate) financial statements in accordance with the accounting standards, Vietnamese enterprises' accounting regime as well as other related regulations and for such internal control as the General Director determines is necessary to enable the preparation and presentation of (separate) financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the General Director, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



**Auditor's opinion**

In our opinion, the (separate) financial statements referred to above give a true and fair view, in all material respects, of the (separate) financial position of QP Green Investment Joint Stock Company as at 31<sup>st</sup> December 2025, the (separate) business results and the (separate) cash flows for the fiscal year then ended in conformity with the accounting standards, the prevailing Vietnamese enterprises' accounting regime as well as legal regulations related to the preparation and presentation of the (separate) financial statements.

**Other matter**

The financial statements of QP Green Investment Joint Stock Company for the fiscal year ended 31<sup>st</sup> December 2025 were audited dated 21<sup>st</sup> March 2025 by other audit firm with unqualified audit opinion on these financial statements.

We draw attention to: the scope of these (separate) financial statements is only to give the (separate) financial position and investments at historical cost method of QP Green Investment Joint Stock Company as at 31<sup>st</sup> December 2025 as well as the (separate) business results and the (separate) cash flows for the fiscal year then ended. This is not the consolidated financial statements of QP Green Investment Joint Stock Company and subsidiaries.

Ho Chi Minh city, 27/3/2026.

**VIETVALUES Audit and Consulting Co., Ltd.**



**Tran Van Hiep – Deputy General Director**  
Certificate of registration for  
practicing audit No. 2141-2023-071-1  
Authorized signature

**Le Thi Dieu Hien – Auditor**  
Certificate of registration for  
practicing audit No. 6307-2023-071-1

**File:**

- As above.
- **VIETVALUES.**

**(SEPARATE) BALANCE SHEET**

As at 31st December 2025

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance
1	2	3	4	5
<b>100</b>	<b>A. CURRENT ASSETS AND SHORT-TERM INVESTMENTS</b>		<b>57,114,640,086</b>	<b>66,429,829,496</b>
<b>110</b>	<b>I. Cash and cash equivalents</b>	V.1	<b>4,812,914,938</b>	<b>2,214,960,125</b>
111	1. Cash		4,812,914,938	2,214,960,125
<b>120</b>	<b>II. Short-term financial investments</b>	V.2	<b>5,775,912,400</b>	-
121	1. Trading securities		6,060,988,585	-
122	2. Provision for devaluation of trading securities		(285,076,185)	-
<b>130</b>	<b>III. Accounts receivable</b>		<b>44,489,608,055</b>	<b>58,612,417,544</b>
131	1. Short-term trade receivables	V.3	1,786,503,456	1,892,571,466
132	2. Short-term advance payments to suppliers		42,900,000	57,830,030
135	3. Short-term loan receivables		-	4,700,000,000
136	4. Other short-term receivables	V.4	43,846,708,055	53,148,519,504
137	5. Provisions for doubtful debts	V.5	(1,186,503,456)	(1,186,503,456)
<b>140</b>	<b>IV. Inventories</b>	V.6	<b>1,702,317,649</b>	<b>5,595,483,421</b>
141	1. Inventories		1,702,317,649	5,595,483,421
149	2. Provision for obsolete inventory		-	-
<b>150</b>	<b>V. Other current assets</b>		<b>333,887,044</b>	<b>6,968,406</b>
151	1. Short-term prepaid expenses		85,456,190	-
152	2. VAT deductible		243,288,770	6,684,106
153	3. Tax receivables	V.10	5,142,084	284,300
<b>200</b>	<b>B. FIXED ASSETS AND LONG-TERM INVESTMENTS</b>		<b>297,036,058,908</b>	<b>23,594,362,220</b>
<b>210</b>	<b>I. Long-term receivables</b>		-	-
<b>220</b>	<b>II. Fixed assets</b>		<b>902,253,584</b>	<b>3,844,657,363</b>
221	1. Tangible fixed assets	V.7	902,253,584	3,844,657,363
222	- Historical cost		910,000,000	20,769,296,151
223	- Accumulated depreciation		(7,746,416)	(16,924,638,788)
224	2. Finance lease fixed assets		-	-
227	3. Intangible fixed assets		-	-
<b>230</b>	<b>III. Investment Properties</b>		-	-
<b>240</b>	<b>IV. Non-current unfinished assets</b>		-	-
<b>250</b>	<b>V. Long-term financial investments</b>	V.8	<b>296,020,740,741</b>	<b>19,300,000,000</b>
251	1. Investment in subsidiaries		271,020,740,741	-
253	2. Investment in other entities		25,000,000,000	19,300,000,000
254	3. Provision for long-term financial investments		-	-
<b>260</b>	<b>VI. Other non-current assets</b>		<b>113,064,583</b>	<b>449,704,857</b>
261	1. Long-term prepaid expenses		113,064,583	449,704,857
<b>270</b>	<b>TOTAL ASSETS</b>		<b>354,150,698,994</b>	<b>90,024,191,716</b>

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

(Separate) Balance Sheet (cont.)

As at 31st December 2025

Code	RESOURCES	Notes	Ending balance	Beginning balance
1	2	3	4	5
<b>300</b>	<b>C. LIABILITIES</b>		<b>5,756,435,786</b>	<b>19,141,006,322</b>
<b>310</b>	<b>I. Current liabilities</b>		<b>5,756,435,786</b>	<b>19,141,006,322</b>
311	1. Short-term trade payables	V.9	606,091,134	1,747,160,792
312	2. Short-term advance payments from customers		-	1,389,628,772
313	3. Tax and statutory obligations	V.10	1,588,132,272	284,542,282
314	4. Payables to employees		277,340,584	-
315	5. Short-term accruals		65,821,487	313,943,979
319	6. Other short-term payables		37,825,363	165,794,136
320	7. Short-term finance lease loans and liabilities	V.11	2,941,288,585	15,000,000,000
322	8. Bonus and welfare funds	V.12	239,936,361	239,936,361
<b>330</b>	<b>II. Non-current liabilities</b>		<b>-</b>	<b>-</b>
<b>400</b>	<b>D. OWNERS' EQUITY</b>	V.13	<b>348,394,263,208</b>	<b>70,883,185,394</b>
<b>410</b>	<b>I. Capital of the owners</b>		<b>348,394,263,208</b>	<b>70,883,185,394</b>
411	1. Owners' invested equity		333,350,290,000	61,350,290,000
411a	- Common stocks with voting rights		333,350,290,000	61,350,290,000
412	2. Surplus of share capital		-	-
418	3. Development and investment funds		287,923,633	287,923,633
421	4. Undistributed earnings after tax		14,756,049,575	9,244,971,761
421a	- Accumulated undistributed earnings after tax to the end of previous year		9,244,971,761	8,989,410,898
421b	- Accumulated undistributed earnings after tax in current year		5,511,077,814	255,560,863
<b>430</b>	<b>II. Other capital, funds</b>		<b>-</b>	<b>-</b>
<b>440</b>	<b>TOTAL RESOURCES</b>		<b>354,150,698,994</b>	<b>90,024,191,716</b>

Ho Chi Minh city, 27/31 2026

Prepared by



NGUYEN THI CAM THUY

Chief Accountant



NGUYEN MINH HAI

General Director



NGUYEN MANH TUAN

**(SEPARATE) INCOME STATEMENT**

For the fiscal year ended 31st December 2025

Currency: VND

Code	ITEMS	Notes	Current year	Previous year
1	2	3	4	5
01	1. Revenues from sale of goods and rendering of services	VI.1	41,514,203,096	115,188,432,401
02	2. Revenue deductions		-	-
10	3. Net revenues from sale of goods and rendering of services		41,514,203,096	115,188,432,401
11	4. Cost of goods sold	VI.2	40,272,787,431	114,287,659,780
20	5. Gross profit from sale of goods and rendering of services		1,241,415,665	900,772,621
21	6. Income from financial activities	VI.3	7,470,937,946	2,321,893,940
22	7. Expenses from financial activities	VI.4	663,762,281	2,029,921,525
23	- In which: Interest expenses		361,292,648	1,328,362,859
25	8. Selling expenses	VI.5	69,351,800	-
26	9. General & administration expenses	VI.6	4,051,292,750	583,085,845
30	10. Net profit/(loss) from operating activities		3,927,946,780	609,659,191
31	11. Other income	VI.7	3,557,555,830	45,631,500
32	12. Other expenses	VI.8	494,900,273	108,758,373
40	13. Other profit		3,062,655,557	(63,126,873)
50	14. Total pre-tax accounting profit		6,990,602,337	546,532,318
51	15. Current Corporate Income tax expenses	V.10	1,479,524,523	290,971,455
52	16. Deferred Corporate Income tax expenses		-	-
60	17. Profit/(loss) after corporate income tax		5,511,077,814	255,560,863
70	18. Gains on stock	VI.9	-	-
71	19. Diluted gains on stock	VI.9	-	-

Prepared by



NGUYEN THI CAM THUY

Chief Accountant



NGUYEN MINH HAI

General Director



NGUYEN MANH TUAN

**(SEPARATE) CASH FLOW STATEMENT**  
 (As per Indirect Method)  
 For the fiscal year ended 31st December 2025

Currency: VND

Code	Items	Notes	Current year	Previous year
1	2	3	4	5
	<b>I. CASH FLOWS FROM OPERATING ACTIVITIES</b>			
01	1. Net profit/(loss) before tax		6,990,602,337	546,532,318
	2. Adjustments for:		(522,764,578)	741,870,189
02	- Depreciation and amortisation	V.7	7,746,416	937,424,856
03	- Provisions		285,076,185	-
04	- (Gains)/Losses of exchange rate differences due to the revaluation of the ending balances in foreign currencies		-	-
05	- (Profit)/ loss from investing activity		(1,176,879,827)	(1,523,917,526)
06	- Interest expense		361,292,648	1,328,362,859
07	- Other adjustments		-	-
08	3. Operating income/(loss) before changes in working capital		6,467,837,759	1,288,402,507
09	- (Increase)/decrease in receivables		9,781,347,041	(11,808,667,708)
10	- (Increase)/decrease in inventory		3,893,165,772	6,809,237,934
11	- Increase/(decrease) in payables (excluding interest payable, CIT payables)		(2,707,353,212)	(31,481,259,241)
12	- Increase/(decrease) in prepaid expenses		251,184,084	158,719,356
13	- Increase/(decrease) in trading securities		(6,060,988,585)	-
14	- Interest paid		(295,471,161)	(1,015,977,546)
15	- Corporate income tax (CIT) paid	V.10	(163,851,919)	(286,420,018)
16	- Other cash inflows from operating activities		-	-
17	- Other cash outflows from operating activities		-	-
20	Net cash inflows/(outflows) from operating activities		11,165,869,779	(36,335,964,716)
	<b>II. CASH FLOWS FROM INVESTING ACTIVITIES</b>			
21	1. Purchase of fixed assets and other long-term assets		(1,859,704,865)	765,000,000
22	2. Proceeds from disposals of fixed assets and other long-term assets		5,371,242,055	-
23	3. Loans to other entities and payments for purchase of debt instruments of other entities		4,700,000,000	(28,900,000,000)
24	4. Repayments from borrowers and proceeds from sales of debt instruments of other entities		-	56,800,000,000
25	5. Payments for investments in other entities		(276,720,740,741)	-
26	6. Proceeds from sales of investments in other entities		-	6,300,000,000
27	7. Interest and dividends received		-	2,156,575,445
30	Net cash inflows/(outflows) from investing activities		(268,509,203,551)	37,121,575,445
	<b>III. CASH FLOW FROM FINANCING ACTIVITIES</b>			
31	1. Proceeds from issue of stocks, capital contribution of the owner		272,000,000,000	-
32	2. Capital redemption of the owners, the acquisition of issued stocks		-	-
33	3. Proceeds from borrowings		2,941,288,585	16,300,000,000
34	4. Repayments of borrowing principal		(15,000,000,000)	(16,297,074,500)
35	5. Repayments of finance lease principal		-	-
36	6. Dividends, gains paid to the owner		-	-
40	Net cash inflows/(outflows) from financing activities		259,941,288,585	2,925,500
50	Net cash inflows/(outflows) in year (20+30+40)		2,597,954,813	788,536,229
60	Cash and cash equivalents at the beginning of the year		2,214,960,125	1,426,423,896
61	Impact of exchange rate fluctuation		-	-
70	Cash and cash equivalents at the end of the year	V.1	4,812,914,938	2,214,960,125

Prepared by

NGUYEN THI CAM THUY

Chief Accountant

NGUYEN MINH HAI



## NOTES TO THE (SEPARATE) FINANCIAL STATEMENTS

### For the fiscal year ended 31<sup>st</sup> December 2025

These notes form an integral part of and should be read in conjunction with the (separate) Financial Statements for the fiscal year ended 31<sup>st</sup> December 2025 of QP Green Investment Joint Stock Company (hereafter referred to as “the Company”).

#### I. OPERATION FEATURES

##### 1. Forms of ownership

QP Green Investment Joint Stock Company is joint stock company.

##### 2. Lines of business

The Company operates in many different fields.

##### 3. Business activities

- Trading agricultural products and construction materials;
- Trading in real estate, land-use right belongs to the owner, the user or tenant;
- Financial investment.

##### 4. The Company's operations in year affect the (separate) financial statements

The company is restructuring its business operations, mainly focusing capital on long-term financial investments, so Revenues from sale of goods and rendering of services in current year decreased by 64%. However, income from financial activities increased due to profit from investment transfer activities and other income increased due to income from penalties for breach of contract, leading to a significant increase in accounting profit in current year.

##### 5. Company structures

###### *Subsidiary*

Name of subsidiary	Head office	Ratio of capital contribution		Proportion of interest		Proportion of voting rights	
		Ending balance	Beginning balance	Ending balance	Beginning balance	Ending balance	Beginning balance
Quang Phuc Housing Development Co., Ltd.	Townhouse F1, Huynh Thuc Khang street, Binh Duong ward, Ho Chi Minh city.	99.63%	0%	99.63%	0%	99.63%	0%

##### 6. Employees

As at the accounting period ended, there are 11 employees who are working at the Company (there were 3 employees at the beginning of year).

#### II. ACCOUNTING PERIOD, AND REPORTING CURRENCY

##### 1. The Company's fiscal year

The fiscal year starts on 01<sup>st</sup> January and ends on 31<sup>st</sup> December of each calendar year.

## 2. Reporting currency and methods of foreign currency translation

The standard currency unit used is Vietnam Dong (VND) because the Company uses the main accounting currency unit which is Vietnam Dong (VND) for receipts and payments.

### III. ADOPTED ACCOUNTING REGIME AND STANDARDS

#### 1. Applicable accounting regime

The Company has applied the Accounting Standards and the Vietnamese Corporate Accounting System in accordance with the Circular No. 200/2014/TT-BTC dated 22<sup>nd</sup> December 2014 and the Circular No. 53/2016/TT-BTC dated 21<sup>st</sup> March 2016 of the Ministry of Finance on amending and supplementing a number articles of the Circular No. 200/2014/TT-BTC as well as circulars guidance on implementing the accounting standards of the Ministry of Finance in the preparation of the (separate) Financial Statements.

#### 2. Statement on the compliance with the Vietnamese accounting regime and standards

The General Director ensures to follow all the requirements of the accounting standards and the Vietnamese Corporate accounting system promulgating together with the Circular No. 200/2014/TT-BTC dated 22<sup>nd</sup> December 2014 and the Circular No. 53/2016/TT-BTC dated 21<sup>st</sup> March 2016 of the Ministry of Finance on amending and supplementing a number articles of the Circular No. 200/2014/TT-BTC as well as circulars guidance on implementing the accounting standards of the Ministry of Finance in the preparation of the (separate) Financial Statements.

#### 3. Registered accounting documentation system:

General journal recording (on computer).

### IV. ADOPTED ACCOUNTING POLICIES

#### 1. Basic for preparing the (separate) financial statements

The (separate) financial statements are prepared based on accrual accounting (excluding information related to the cash flows).

#### 2. Cash and cash equivalents

Cash includes cash on hand, call deposits and cash in transit, monetary gold.

Cash equivalents is the short-term securities of which the due dates can not exceed 3 (three) months from the dates of the investments (with original maturity of less than 3 months) and the convertibility into cash is easy, and which do not have a lot of risks in the conversion into cash.

#### 3. Financial investments

##### Trading securities

The investments are classified as trading securities if the company intends to hold for profit-making purpose.

Trading securities are recorded in the accounting books at their historical cost. Historical cost of trading securities is determined by the fair value of the payments as of the date transactions arise plus the expenses related to transaction of purchasing trading securities.

Trading securities is recognized as at the time the Company has the ownership, details are as follows:

- For listed securities: is recognized as at the time of order matching (T+0).
- For unlisted securities: is recognized as at the time of formal ownership in accordance with law.

When trading securities are purchased, their interests, dividends and profits from previous years are accounted in reducing their value. And their interests, dividends and profits of following years are recognized in the income from financial activities. Received dividends by stocks are only monitored as the number of stocks increases, not to be recorded as the received stocks.

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

*Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.*

**Notes to the (separate) Financial Statements (cont.)**

*For the fiscal year ended 31<sup>st</sup> December 2025*

A provision is recognized when there is evidence that the market value of trading securities has declined below their carrying amount. After such a provision has been made, if the market value of the trading securities subsequently increases, the provision shall be reversed. The reversal is limited to the extent that the carrying amount of the trading securities does not exceed the amount that would have been determined had no provision been previously recognized.

**Investments in subsidiaries, joint ventures, associated companies**

Subsidiaries is a company that is controlled by the Company. The control is achieved when the Company has the ability to control the financial and operational policies of the investee company in order to get economic benefits thanks to their operating activities.

Investments in subsidiaries is initially recorded at their historical cost, include purchase price or capital contributions plus the costs directly related to the investment. In case of investment by non-monetary assets, the cost of investment is recognized at fair value of non-monetary assets as at the arising date.

When investments are purchased, their dividends and profits from previous years are accounted in reducing their value. And their dividends and profits of following years are recognized in the revenue. Received dividends by stocks are only monitored as the number of stocks increases, not to be recorded as the received stocks.

Provision for loss of investments in subsidiaries is appropriated as subsidiaries have suffered losses, by the differences between the actual capital contributions by parties in subsidiary and the actual equity multiplied (X) with the percentage of capital contribution of the Company and total actual capital contributions by parties in subsidiary. If the subsidiary is subject to present the consolidated financial statements, basis of determination of provision for loss is the consolidated financial statements.

Increase/Decrease in the balance of provision for loss of investments in subsidiaries must be make as at the accounting period ended and are recognized in the expenses from financial activities.

**Investments in other entities**

Investments in other entities is initially recorded at their historical cost, include purchase price or capital contributions plus the costs directly related to the investment. Dividends and profits relating to periods prior to the acquisition date of an investment are accounted for as a reduction of the carrying amount of that investment. Dividends and profits relating to periods subsequent to the acquisition date are recognized as income. Stock dividends received are recorded by tracking the additional number of shares only, without recognizing the value of the shares received.

A provision for impairment of investments is recognized when the investee incurs losses, except where such losses were anticipated by the Company at the time the investment decision was made. The provision for impairment of investments is reversed when the investee subsequently generates profits to offset the losses for which a provision had previously been made.

**4. Receivables**

Doubtful receivables are presented by book value subtracting the provisions for doubtful receivables.

Receivables are classified as trade receivables and other receivables comply with the following principles:

- Trade receivables reflect the commercial elements arising from selling - purchasing transactions between the Company and the buyer is an independent entity.
- Other receivables reflect the non-commercial elements, unrelated to selling - purchasing transactions.

Provision for doubtful receivables: are prepared for each doubtful debt based on the overdue debts or the estimated losses which may arise.

Increase/Decrease in the balance of provisions for doubtful receivables must be make as at the accounting period ended and are recognized in the general & administration expenses.

**5. Inventories**

Inventories are recognized at the lower of their historical costs or their net realizable values.



**QP GREEN INVESTMENT JOINT STOCK COMPANY**

*Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.*

**Notes to the (separate) Financial Statements (cont.)**

*For the fiscal year ended 31<sup>st</sup> December 2025*

Historical costs of inventories includes the acquisition cost and other direct related expenses arising to obtain inventory in current status and place.

Net realizable values is the estimated selling price of inventory in normal operating cycle except for the estimated costs to complete and necessary to consume them.

The value of inventories are recognized at the weighted average method and recorded at the perpetual method.

Provision for devaluation of inventory is made for each item based on their costs is higher than their net realizable values. Increase/Decrease in the balance of provision for devaluation of inventory must be made as at the end of the accounting period and are recognized in the cost of goods sold.

**6. Prepaid expenses**

Prepaid expenses include the actual arising costs but related to the operating results of numerous accounting periods. The Company's prepaid expenses include:

***Tools***

Expenses on tools being put into use are allocated into expenses in accordance with the straight line method for the maximum period of 36 months.

**7. Tangible fixed assets**

Tangible fixed assets are determined by the historical costs less (-) accumulated depreciation. Historical costs of tangible fixed assets include all the expenses of the company to have these fixed assets as of the dates they are ready to be put into use. Other expenses incurred subsequent to the initial recognition are included in historical costs of fixed assets only if they certainly bring more economic benefits in the future thanks to the use of these assets. Those which do not meet the above conditions will be recorded into expenses during the period.

When tangible fixed assets are disposed or liquidated, their historical costs and accumulated depreciation are written off, then any profit (or loss) generated from the liquidation is included in the income or the expenses during the period.

Tangible fixed assets are depreciated in line with straight-line method to gradually write off the historical costs of fixed assets over their estimated useful lives. The depreciation years of tangible fixed assets applied are as follows:

<u>Kinds of fixed assets</u>	<u>Years</u>
Building and structures	08 – 20
Machineries and equipments	07 – 12
Vehicles	06 – 10

**8. Liabilities and accruals**

Liabilities and accruals are recognized for payable amounts in the future related to the received goods and services. Accruals are recognized based on the reasonable estimates of the payable amounts.

Payables are classified as trade payables, accruals and other payables comply with the following principles:

- Trade payables reflect the commercial elements arising from purchasing transactions of goods, services, assets and the seller is an independent entity, include payables from import by a trustee.
- Accruals reflect the payables to the received goods and services from seller or provided to buyer but not yet paid due to do not have invoice or insufficient accounting records and vouchers and payable to employees on sabbatical salary, operating costs must be accrued.
- Other payables reflect the non-commercial elements, unrelated to selling - purchasing transactions, rendering of services.

**9. Basis for calculation and deduction of wage**

Wage and salary is calculated by the Company based on labor contracts with employees, wage and salary is paid by work time.

**10. Owners' equity**

*Owners's invested equity*

Owner's invested equity is recognized according to the shareholders' actual capital.

**11. Profit distribution**

Profit after corporate income tax is distributed to shareholders after appropriating for funds in accordance with the Company's Charter as well as regulations and being approved by the General Meeting of Shareholders.

Distribution of profits to shareholders is considered non-monetary items in undistributed earnings after tax which can affect the cash flows and ability to pay dividends such as profit from revaluation of the contributed assets, revaluation of monetary items, financial instruments and other non-monetary items.

Dividends are recorded as liabilities when being approved by the General Meeting of Shareholders.

**12. Recognition of revenues and income**

Revenues are recognized when the Company may get economic benefits that can be determined reliably. Revenues are measured at the fair value of received or receivable accounts after deducting trade discounts, sales discounts and sales returns.

*Revenues from sale of merchandises*

Revenues from sale of goods are recognized when satisfying the following conditions at the same time:

- Most of risk and benefits associated with the goods ownership are transferred to customers;
- There are no rights to manage or to control the goods;
- Revenues can be determined reliably;
- Getting or will get reliable economic benefits from providing service;
- Expenses related to providing and completing service can be determined.

*Revenues from rendering of services*

Revenues from rendering of services transactions are recognized when the result of transaction is determined reliably. Where the service is rendered during numerous periods, revenue in period is recognized based on the results of work completely as at balance sheet date.

The results of rendering of services transaction are determined when satisfying all the following conditions:

- Revenue is determined rather reliably;
- Be able to gain economic benefits from the transactions;
- Determining work completely as at Balance Sheet date;
- Determining expenses related to rendering of services.

*Interest*

Interest is recognized on an accrual basis, and determined on balance of savings accounts and the actual interest rates for each period.

**13. Cost of goods sold**

Cost of goods sold is total cost of merchandise, Production costs of finished goods sold, other expenses are included in the cost of goods.

#### 14. Expenses from financial activities

Expenses from financial activities are the costs related to financial activities include borrowing costs, foreign exchange rate losses when being paid in a foreign currency and due to the year-end revaluation.

#### 15. Selling expenses and General & administration expenses

Selling expenses and General & administration expenses are all costs related to the process of selling products, goods, rendering of services and general administration expenses of the Company.

#### 16. Borrowing costs

Borrowing costs include interest and other costs incurred directly related to loans.

Borrowing costs will be capitalized when they are directly related to the construction or the production of an asset in progress, which has taken a substantial period of time (over 12 months) to get ready for intended use or sales of the asset. Otherwise, the borrowing costs will be recognized into expenses during the period. For private loans serve the construction of fixed assets, investment properties, interest is capitalized even if the construction period of less than 12 months. The income arising from the temporary investment of loans is recorded reducing the historical cost of the relevant assets.

In the event of general borrowings which are partly used for acquiring, constructing or producing an asset in progress, the costs eligible for capitalization will be determined according to the capitalization rates applied to average accumulated expenditure on that asset. The capitalization rates are computed at the average interest rates on the borrowings not yet paid during the period, except for particular borrowings serving the purpose of obtaining a specific asset.

#### 17. Transactions in foreign currencies

The transactions in foreign currencies are converted at the actual exchange rates ruling as of the transaction dates. The balances of monetary items in foreign currencies are converted at the actual exchange rates ruling as of the balance sheet date.

Foreign exchange differences arising during year from transactions in foreign currencies are recognized in income from financial activities or expenses from financial activities. Exchange rate differences due to the revaluation of monetary items in foreign currencies as of the balance sheet date after offsetting differences of increasing and decreasing are recognized in income from financial activities or expenses from financial activities.

Exchange rate used to convert the foreign currency transactions is the actual exchange rate as at the time when transactions are incurred. The actual exchange rate of the foreign currency transactions is determined as follows:

- For receivables: buying exchange rate of the commercial bank where the Company is expected to deal at the time when transactions are incurred.
- For liabilities: selling exchange rate of the commercial bank where the Company is expected to deal at the time when transactions are incurred.
- For the purchase transactions of assets or expenses are paid immediately in foreign currencies (not via the payable accounts): buying exchange rate of the commercial bank where the Company implements the payment.

Exchange rate used to revalue balances of the monetary items in foreign currencies as of the balance sheet date is determined comply with the following principles:

- For foreign currency account in banks and monetary items in foreign currencies is classified as other assets: foreign currency buying exchange rate of the bank.
- For the monetary items in foreign currencies is classified as liabilities: foreign currency selling exchange rate of the bank.

## **18. Corporate income tax (CIT)**

Corporate income tax expenses include current corporate income tax and deferred corporate income tax.

### **Current corporate income tax**

Current corporate income tax expense is recognized based on taxable income. Taxable income is different from accounting profit due to the adjustments of differences between tax and accounting figures as well as those of non-taxable or non-deductible income and expenses.

Corporate income tax (CIT) rate of 20%

### **Deferred Corporate income tax**

Deferred income tax is the amount of corporate income tax payable or refundable due to temporary differences between book values of assets and liabilities serving the preparation of the financial statements and the values for tax purposes. Deferred income tax liabilities are recognized for all the temporary taxable differences. Deferred income tax assets are recorded only when there is an assurance on the availability of taxable income in the future against which the temporarily deductible differences can be used.

Book values of deferred corporate income tax assets are considered at the balance sheet dates and will be reduced to the rates that ensure enough taxable income against which the benefits from a part of or all of the deferred income tax can be used. Deferred corporate income tax assets are not yet recorded in before that will be reconsidered as at the accounting period ended and recorded when being reliably taxable profit to be able to use deferred income tax assets.

Deferred income tax assets and deferred income tax liabilities are determined at the estimated rates to be applied in the year when the assets are recovered or the liabilities are settled based on the effective tax rates as of the balance sheet date. Deferred income tax is recognized in the income statement. In the case that deferred income tax is related to the items of the owner's equity, corporate income tax will be included in the owner's equity of the company.

Deferred income tax assets and deferred income tax liabilities should be offset when:

- The Company has a legal right to implement the offset of current income tax assets and current income tax payable; and
- Those deferred income tax assets and deferred income tax payable related to corporate income tax is administered by the same tax authority:
  - For the same taxable entity; or
  - The Company intends to pay current income tax payable and current income tax assets on the basis of net or recover assets at the same time with the payment of liabilities in each future period when the significant deferred income tax payable or deferred income tax assets to be paid or recovered.

## **19. Related parties**

A party is considered a related party of the company in case that party is able to control the company or to cause material effects on the financial decisions as well as the operations of the company. A party also is considered a related party of the company in case that party is under common control or significant influence.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

QP GREEN INVESTMENT JOINT STOCK COMPANY

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

Notes to the (separate) Financial Statements (cont.)

For the fiscal year ended 31<sup>st</sup> December 2025

**V. ADDITIONAL INFORMATION FOR ITEMS SHOWN IN THE (SEPARATE) BALANCE SHEET (Currency: VND)**

**1. Cash and cash equivalents**

	Ending balance	Beginning balance
Cash on hand	144,940,379	11,787,939
Call deposits	4,667,974,559	2,203,172,186
<b>Total</b>	<b>4,812,914,938</b>	<b>2,214,960,125</b>

**2. Trading securities**

	Ending balance			Beginning balance		
	Historical cost	Fair value <sup>(*)</sup>	Provision	Historical cost	Fair value <sup>(*)</sup>	Provision
Short-term stock investments <sup>(1)</sup>	6,060,988,585	5,775,912,400	(285,076,185)	-	-	-
<b>Total</b>	<b>6,060,988,585</b>	<b>5,775,912,400</b>	<b>(285,076,185)</b>	-	-	-

<sup>(1)</sup> As at 31<sup>st</sup> December 2025, the number of pending securities is 34,507 stocks.

<sup>(\*)</sup> Fair value is determined as follows: for stocks with a market price, fair value is the value based on the closing price on 31<sup>st</sup> December 2025.

**3. Short-term trade receivables**

	Ending balance		Beginning balance	
	Amount	Provision	Amount	Provision
<i>Receivables from related parties</i>	-	-	-	-
<i>Receivables from other parties</i>	<i>1,786,503,456</i>	<i>(1,186,503,456)</i>	<i>1,892,571,466</i>	<i>(1,186,503,456)</i>
- Mr Ahmad Shad - Asah Safi LTD	1,186,503,456	(1,186,503,456)	1,186,503,456	(1,186,503,456)
- Kyoto Group Plastic Wood JSC	600,000,000	-	-	-
- Others	-	-	706,068,010	-
<b>Total</b>	<b>1,786,503,456</b>	<b>(1,186,503,456)</b>	<b>1,892,571,466</b>	<b>(1,186,503,456)</b>

**4. Other short-term receivables**

	Ending balance		Beginning balance	
	Amount	Provision	Amount	Provision
<i>Receivables from related parties</i>	-	-	-	-
<i>Receivables from other parties</i>	<i>43,846,708,055</i>	-	<i>53,148,519,504</i>	-
- Quang Phuc Industry Investment JSC <sup>(*)</sup>	43,843,852,055	-	45,000,000,000	-
- Advances	2,856,000	-	8,000,000,000	-
- Others	-	-	148,519,504	-
<b>Total</b>	<b>43,846,708,055</b>	-	<b>53,148,519,504</b>	-

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tam Dinh ward, Ho Chi Minh city.

**Notes to the (separate) Financial Statements (cont.)**

For the fiscal year ended 31<sup>st</sup> December 2025

(\*) This is the advance deposit under the Capital transfer contract No. 016A/QP-QPX dated 08<sup>th</sup> September 2025. On 08<sup>th</sup> January 2026, the Company and Quang Phuc Industry Investment JSC had agreed on the direction of cooperation in using this deposit according to one of the following options: investment cooperation in operating factory premises for lease, relending or purchasing shares. Furthermore, according to the agreement, while awaiting the finalization of the investment plan, the Company will receive an estimated penalty interest rate of 15% per year starting from 20<sup>th</sup> September 2025.

**5. Provisions for doubtful debts**

*The movement on provisions for doubtful debts as follows:*

	<u>Current year</u>	<u>Previous year</u>
Beginning balance	(1,186,503,456)	(1,186,503,456)
Make supplement provision	-	-
<b>Ending balance</b>	<b><u>(1,186,503,456)</u></b>	<b><u>(1,186,503,456)</u></b>

**6. Inventories**

	<u>Ending balance</u>		<u>Beginning balance</u>	
	<u>Historical cost</u>	<u>Provision</u>	<u>Historical cost</u>	<u>Provision</u>
- Raw materials and supplies	-	-	1,242,995	-
- Finished goods	-	-	96,318	-
- Merchandises	1,702,317,649	-	5,594,144,108	-
<b>Total</b>	<b><u>1,702,317,649</u></b>	<b><u>-</u></b>	<b><u>5,595,483,421</u></b>	<b><u>-</u></b>

In which, year-end value of merchandises is used as collateral for bank loans with amount of VND 0.

**7. Tangible fixed assets**

	<u>Buildings and structures</u>	<u>Machineries and equipments</u>	<u>Vehicles</u>	<u>Total</u>
<b>Historical cost</b>				
- Beginning balance	11,568,934,724	9,200,361,427	-	20,769,296,151
- Increase during year	-	-	910,000,000	910,000,000
- Decrease during year	(11,568,934,724)	(9,200,361,427)	-	(20,769,296,151)
+ Liquidation, disposals	(11,568,934,724)	(9,200,361,427)	-	(20,769,296,151)
<b>Ending balance</b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>910,000,000</u></b>	<b><u>910,000,000</u></b>
<b>Depreciation</b>				
- Beginning balance	8,017,249,591	8,907,389,197	-	16,924,638,788
- Depreciation during year	-	-	7,746,416	7,746,416
- Depreciation decreased during year	(8,017,249,591)	(8,907,389,197)	-	(16,924,638,788)
+ Liquidation, disposals	(8,017,249,591)	(8,907,389,197)	-	(16,924,638,788)
<b>Ending balance</b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>7,746,416</u></b>	<b><u>7,746,416</u></b>
<b>Net book value</b>				
Beginning balance	3,551,685,133	292,972,230	-	3,844,657,363
<b>Ending balance</b>	<b><u>-</u></b>	<b><u>-</u></b>	<b><u>902,253,584</u></b>	<b><u>902,253,584</u></b>

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

**Notes to the (separate) Financial Statements (cont.)**For the fiscal year ended 31<sup>st</sup> December 2025

Historical cost of fully- amortized fixed assets but still be used with amount of VND 0

**8. Long-term financial investments**

	Ending balance			Beginning balance		
	Historical cost	Fair value <sup>(1)</sup>	Provision	Historical cost	Fair value	Provision
<b>Investment in subsidiaries</b>	<b>271,020,740,741</b>	<b>287,128,926,952</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Quang Phuc Housing Development Co., Ltd. <sup>(1)</sup>	271,020,740,741	287,128,926,952	-	-	-	-
<b>Investment in other entities</b>	<b>25,000,000,000</b>	<b>25,000,000,000</b>	<b>-</b>	<b>19,300,000,000</b>	<b>19,300,000,000</b>	<b>-</b>
QP Township JSC <sup>(2)</sup>	25,000,000,000	25,000,000,000	-	-	-	-
Dai Thanh Phat Investment and Development JSC <sup>(2)</sup>	-	-	-	19,300,000,000	19,300,000,000	-
<b>Total</b>	<b>296,020,740,741</b>	<b>312,128,926,952</b>	<b>-</b>	<b>19,300,000,000</b>	<b>19,300,000,000</b>	<b>-</b>

<sup>(\*)</sup> For the unlisted stocks with no transaction price, fair value is determined by the differences between the historical cost and the provision of the investments. The provision is determined based on the financial statements of the investee.

<sup>(1)</sup> As at 31<sup>st</sup> December 2025, the Company holds a 99.63% of capital contribution ratio in Quang Phuc Housing Development Co., Ltd., equivalent to proportion of interest/voting rights of the Company (at the beginning of the year is 0%)

Fair value of investment in subsidiary, according to the Fair Value Assessment Report of Quang Phuc Housing Development Co., Ltd. as at 31<sup>st</sup> December 2025 based on the valuation results as per the Valuation certificate No. 061/2025/1383.8/CT dated 24<sup>th</sup> December 2025.

<sup>(2)</sup> As at 31<sup>st</sup> December 2025, the Company holds 2,500,000 stocks, equivalent to proportion of interest/voting rights of the Company in QP Township JSC là 3% (at the beginning of the year is 0%)

**9. Short-term trade payables**

	Ending balance	Beginning balance
<b>Payables to related parties</b>	<b>-</b>	<b>-</b>
<b>Payables to other suppliers</b>	<b>606,091,134</b>	<b>1,747,160,792</b>
- Thanh Do Investment Technology JSC	540,000,000	-
- Others	66,091,134	1,747,160,792
<b>Total <sup>(*)</sup></b>	<b>606,091,134</b>	<b>1,747,160,792</b>

<sup>(\*)</sup> As at 31<sup>st</sup> December 2025, the overdue short-term trade payables is VND 0.

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

**Notes to the (separate) Financial Statements (cont.)**

For the fiscal year ended 31<sup>st</sup> December 2025

**10. Tax receivables and statutory obligations**

	Beginning balance		Arising during year		Ending balance	
	Payable	Receivable	Payable	Already paid	Payable	Receivable
- Value added tax (VAT)	127,321,997	-	711,122,333	(792,131,246)	46,313,084	-
- Value added tax (VAT) on imports	-	-	293,715,737	(293,715,737)	-	-
- Corporate income tax (CIT)	126,043,175	-	1,479,524,523	(163,851,919)	1,441,715,779	-
- Personal income tax (PIT)	26,023,767	-	282,490,265	(213,563,966)	94,950,066	-
- Property tax	-	284,300	-	(4,857,784)	-	5,142,084
- License tax	-	-	3,000,000	(3,000,000)	-	-
- Other taxes	5,153,343	-	206,269,343	(206,269,343)	5,153,343	-
<b>Total</b>	<b>284,542,282</b>	<b>284,300</b>	<b>2,976,122,201</b>	<b>(1,677,389,995)</b>	<b>1,588,132,272</b>	<b>5,142,084</b>

**Value added tax (VAT)**

The Company pay value added tax in accordance with deduction method.

**Corporate income tax (CIT)**

Estimated corporate income tax (CIT) payable during the year is as follows:

	Current year	Previous year
Total pre-tax accounting profit	6,990,602,337	546,532,318
<i>In which:</i>		
- Pre-tax accounting profit from property transfer activities	953,155,465	-
- Pre-tax accounting profit from other business activities	6,037,446,872	546,532,318
Increase / Decrease adjustments of accounting profit to determine profit subject to corporate income tax:		
- Increase adjustments	475,945,273	66,899,540
+ Non-deductible expenses	475,945,273	66,899,540
- Decrease adjustments	68,925,000	-
Taxable income	7,397,622,610	
<i>In which:</i>		
- Pre-tax accounting profit from property transfer activities	953,155,465	-
- Pre-tax accounting profit from other business activities	6,444,467,145	613,431,858
Transferred losses from previous years	-	-

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

Notes to the (separate) Financial Statements (cont.)

For the fiscal year ended 31<sup>st</sup> December 2025

	Current year	Previous year
Taxed income	7,397,622,610	613,431,858
<i>In which:</i>		
- Pre-tax accounting profit from property transfer activities	953,155,465	-
- Pre-tax accounting profit from other business activities	6,444,467,145	613,431,858
Ordinary tax rate	20%	20%
CIT payable from taxed income during year	1,479,524,523	122,686,372
CIT payable in arrears from previous years	-	168,285,083
<b>Total Corporate income tax (CIT) payable</b>	<b>1,479,524,523</b>	<b>290,971,455</b>

**11. Short-term finance lease loans and liabilities**

Details	Ending balance		Beginning balance	
	Amount	Ability to repay	Amount	Ability to repay
<i>Short-term loans payable to related parties</i>	-	-	-	-
<i>Short-term loans payable to other organizations and individuals</i>	<b>2,941,288,585</b>	<b>2,941,288,585</b>	<b>15,000,000,000</b>	<b>15,000,000,000</b>
- VPBank Securities JSC (*)	2,941,288,585	2,941,288,585		
- JS Commercial Bank for Investment and Development of Vietnam (BIDV) – Chau Thanh branch	-	-	15,000,000,000	15,000,000,000
<b>Total</b>	<b>2,941,288,585</b>	<b>2,941,288,585</b>	<b>15,000,000,000</b>	<b>15,000,000,000</b>

(1) This is a margin loan from VPBank Securities Joint Stock Company with an interest rate of 13%/year. loan term to the end of 23<sup>rd</sup> February 2026.

*The movement on short-term finance lease loans and liabilities during period is as follows:*

	Beginning balance	Arising during year	Already paid during year	Ending balance
Short-term loans	15,000,000,000	2,941,288,585	(15,000,000,000)	2,941,288,585
<b>Total</b>	<b>15,000,000,000</b>	<b>2,941,288,585</b>	<b>(15,000,000,000)</b>	<b>2,941,288,585</b>

**12. Bonus and welfare funds**

	Current year	Previous year
- Beginning balance	239,936,361	239,936,361
- Make appropriation during year	-	-
- Spending during year	-	-
<b>Ending balance</b>	<b>239,936,361</b>	<b>239,936,361</b>

### 13. Owners' equity

#### 13.1. The movement on the owners' equity

Items	Owners' invested equity	Development and investment fund	Undistributed earnings	Total
<i>For the fiscal year ended 31<sup>st</sup> December 2024</i>				
Beginning balance in previous year	61,350,290,000	287,923,633	8,989,410,898	70,627,624,531
Interest during year	-	-	255,560,863	255,560,863
Decrease during year	-	-	-	-
Ending balance in previous year	61,350,290,000	287,923,633	9,244,971,761	70,883,185,394
<i>For the fiscal year ended 31<sup>st</sup> December 2025</i>				
Beginning balance in current year	61,350,290,000	287,923,633	9,244,971,761	70,883,185,394
Increase during year	272,000,000,000	-	5,511,077,814	277,511,077,814
Receiving capital contribution	272,000,000,000	-	-	272,000,000,000
Interest during year	-	-	5,511,077,814	5,511,077,814
Decrease during year	-	-	-	-
Ending balance in current year	333,350,290,000	287,923,633	14,756,049,575	348,394,263,208

Details of the owners' invested equity are as follows:

Details	Ending balance		Beginning balance	
	Common stock capital	Proportion (%)	Common stock capital	Proportion (%)
- Ms Vi Thi Dung	201,000,000,000	60.297%	1,000,000,000	1.63%
- Ms Duong Thi Chin	70,000,000,000	20.999%	-	-
- Others	62,350,290,000	18.704%	60,350,290,000	98.37%
<b>Total</b>	<b>333,350,290,000</b>	<b>100%</b>	<b>61,350,290,000</b>	<b>100%</b>

#### 13.2. Transactions on capital with owners and distribution of dividends and profit

	Current year	Previous year
- Owners' invested equity		
+ Beginning balance	61,350,290,000	61,350,290,000
+ Increase in year	272,000,000,000	-
+ Decrease in year	-	-
+ Ending balance	333,350,290,000	61,350,290,000
- Dividends and profit already divided	-	-

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

**Notes to the (separate) Financial Statements (cont.)**For the fiscal year ended 31<sup>st</sup> December 2025**13.3. Stocks**

	<b>Ending balance</b>	<b>Beginning balance</b>
Number of stocks being registered to issue	33,335,029	6,135,029
Number of stocks already issued / public offering	33,335,029	6,135,029
- Common stocks	33,335,029	6,135,029
Number of buy-back stocks	-	-
- Common stocks	-	-
Number of outstanding stocks	33,335,029	6,135,029
- Common stocks	33,335,029	6,135,029
Nominal value of outstanding stocks (10,000VND/stock)	10,000	10,000

**13.4 Reports on issuance results and the use of funds**

Based on the Minutes of the Annual General Meeting of Shareholders and the Resolution of the Annual General Meeting of Shareholders No. 02/2025/NQ-ĐHĐCĐ dated 29<sup>th</sup> May 2025 on approving the capital increase issuance plan; The Minutes of Meeting and the Resolution of the Board of Directors No. 23/2025/NQ-HĐQT dated 9<sup>th</sup> October 2025, regarding the change in the use of proceeds derived from the private placement of shares Total funds / amount raised: VND 272,000,000,000 has been used for the following purposes:

No.	Purpose of use	Payment value	Implementation schedule
01	Investing in purchasing equity stakes from contributing member of Quang Phuc Housing Development Co., Ltd., Contributing member: Quang Phuc Industry Investment JSC	251,851,851,852	- Payment was completed on 10 <sup>th</sup> September 2025 - Date of completion of the amendment to business registration certificate of Quang Phuc Housing Development Co., Ltd.: 03 <sup>rd</sup> October 2025
02	Investing in purchasing equity stakes from contributing member of Quang Phuc Housing Development Co., Ltd., Contributing member: Ms Ha Thi Hong Minh	19,140,740,741	- Payment was completed on 10 <sup>th</sup> September 2025 - Date of completion of the amendment to business registration certificate of Quang Phuc Housing Development Co., Ltd.: 03 <sup>rd</sup> October 2025
03	Payment of other expenses		
3.1	Payment of personal income tax for Ms Ha Thi Hong Minh	28,148,148	Payment was completed on 25 <sup>th</sup> September 2025
3.2	Purchasing 02 cars	979,259,259	Payment was completed on 12 <sup>th</sup> December 2025
<b>TOTAL</b>		<b>272,000,000,000</b>	

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

**Notes to the (separate) Financial Statements (cont.)**For the fiscal year ended 31<sup>st</sup> December 2025**14. Off-balance sheet items***Foreign currency*

	<u>Ending balance</u>	<u>Beginning balance</u>
- United States Dollar (USD)	-	397

**VI. ADDITIONAL INFORMATION FOR ITEMS SHOWN IN THE (SEPARATE) INCOME STATEMENTS (Currency: VND)****1. Revenues from sale of goods and rendering of services**

	<u>Current year</u>	<u>Previous year</u>
- Sale of goods	41,514,203,096	113,666,858,372
- Rendering of services	-	1,521,574,029
<b>Total</b>	<b><u>41,514,203,096</u></b>	<b><u>115,188,432,401</u></b>

*The Company has not incurred revenues from related parties.***2. Cost of goods sold**

	<u>Current year</u>	<u>Previous year</u>
- Goods sold	40,272,787,431	112,724,936,408
- Services provided	-	1,562,723,372
<b>Total</b>	<b><u>40,272,787,431</u></b>	<b><u>114,287,659,780</u></b>

**3. Income from financial activities**

	<u>Current year</u>	<u>Previous year</u>
- Profits from the transfer of investments	7,389,500,000	-
- Dividends, profits distribution	68,925,000	-
- Interest on deposits and loans	9,325,986	2,321,893,940
- Interest on exchange rate differences	3,186,960	-
<b>Total</b>	<b><u>7,470,937,946</u></b>	<b><u>2,321,893,940</u></b>

**4. Expenses from financial activities**

	<u>Current year</u>	<u>Previous year</u>
- Loan interest	361,292,648	1,328,362,859
- Provision for impairment of trading securities and investment losses	285,076,185	-
- Others	17,393,448	701,558,666
<b>Total</b>	<b><u>663,762,281</u></b>	<b><u>2,029,921,525</u></b>

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

**Notes to the (separate) Financial Statements (cont.)**For the fiscal year ended 31<sup>st</sup> December 2025**5. Selling expenses**

	<u>Current year</u>	<u>Previous year</u>
- Outsourcing expenses	69,351,800	-
<b>Total</b>	<b><u>69,351,800</u></b>	<b><u>-</u></b>

**6. General & administration expenses**

	<u>Current year</u>	<u>Previous year</u>
- Wages and salary	3,550,274,292	87,480,000
- Raw materials, office equipments	104,952,681	26,762,211
- Depreciation / Amortization of fixed assets	7,746,416	-
- Taxes and duties	13,220,000	7,854,784
- Outsourcing expenses	189,463,949	294,559,054
- Others	185,635,412	166,429,796
<b>Total</b>	<b><u>4,051,292,750</u></b>	<b><u>583,085,845</u></b>

**7. Other income**

	<u>Current year</u>	<u>Previous year</u>
- Liquidation of assets on land	953,155,465	-
+ <i>Income</i>	5,454,545,455	-
+ <i>Residual value</i>	(3,551,685,133)	-
+ <i>Other liquidation costs</i>	(949,704,857)	-
- Liquidation of fixed assets	223,724,370	-
+ <i>Income</i>	516,696,600	-
+ <i>Residual value</i>	(292,972,230)	-
- Others	2,380,675,995	45,631,500
<b>Total</b>	<b><u>3,557,555,830</u></b>	<b><u>45,631,500</u></b>

**8. Other expenses**

	<u>Current year</u>	<u>Previous year</u>
- Others	494,900,273	108,758,373
<b>Total</b>	<b><u>494,900,273</u></b>	<b><u>108,758,373</u></b>

**9. Gain on stock and diluted gain on stock**

These items are not presented in the (separate) financial statements of QP Green Investment Joint Stock Company because this is the parent company, and are described in the consolidated financial statements of the Group under the Clause 3.19, Article 113 of the Circular No. 200/2014/TT-BTC dated 22<sup>nd</sup> December 2014 of the Ministry of Finance.

## 10. Expenses from operating activities by nature

	<b>Current year</b>	<b>Previous year</b>
- Office equipments	104,952,681	-
- Wages and salary	3,550,274,292	87,480,000
- Depreciation / Amortization of fixed assets	7,746,416	937,424,856
- Outsourcing expenses	189,463,949	294,559,054
- Others	268,207,212	667,625,951
<b>Total</b>	<b>4,120,644,550</b>	<b>1,987,089,861</b>

## VII. OTHER INFORMATION (Currency: VND)

### 1. Contingent assets

As at the date of the (separate) financial statements, the Company has not incurred contingent assets.

### 2. Contingent liabilities

As at the date of the (separate) financial statements, the Company has not incurred contingent liabilities.

### 3. Transactions and balances with related parties

The Company's related parties include: members of key management, individuals related to members of key management and other related parties.

#### 3.1. Income of members of key management (including the Board of Management, the Audit Committee and the Board of Directors)

<b>Full name</b>	<b>Position</b>	<b>Current year</b>	<b>Previous year</b>
<i>Salary, bonus, remuneration</i>			
Nguyen Manh Tuan	General Director	239,258,974	-
Trac Van Long	Chief Financial Officer	616,203,493	-
Le Du Dang Khoa	Deputy General Director	640,590,883	-
Nguyen Minh Hai	Chief Accountant	168,633,304	-
Nguyen Thi Huong	Chief Accountant (dismissed on 31 <sup>st</sup> March 2025)	18,000,000	36,000,000
<b>Total</b>		<b>1,682,686,654</b>	<b>36,000,000</b>

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

**Notes to the (separate) Financial Statements (cont.)**For the fiscal year ended 31<sup>st</sup> December 2025**3.2. Transactions and balances with other related parties**

The Company's other related parties include:

<b>Related parties</b>	<b>Relationship</b>
1. Quang Phuc Housing Development Co., Ltd.	Subsidiary
2. QP Land JSC	Having the same key member with subsidiary
3. QP Construction Investment JSC	Having no longer the same key member from August 2025 Having the same major shareholder from September 2025
4. QP Industrial Living Co., Ltd.	Having no longer the same key member from August 2025 Having the same key member with subsidiary from August 2025
5. PT & Partners Law Firm LLC	Having the same key member
6. QP Township JSC	Having the same key member with subsidiary
7. Thu Dau Mot Real Estate Join Stock Company	Having the same key member with subsidiary
8. Ms Vi Thi Dung	Major shareholder (holding 60.297%)
9. Ms Duong Thi Chin	Major shareholder (holding 20.999%)
10. Ms Nguyen Thi Thuy Ngan	Having no longer a major shareholder from 18 <sup>th</sup> September 2025
11. Mr. Duong Van Hieu	Having no longer a major shareholder from 18 <sup>th</sup> September 2025
12. Mr. Ho Van Tuan	Having no longer a major shareholder from 18 <sup>th</sup> September 2025
13. Ms Nguyen Thi Hang	Having no longer a major shareholder from 18 <sup>th</sup> September 2025

**Transactions with other related parties:**

The Company has not incurred transactions during year with other related parties.

**4. Segment reporting**

Segment information is presented according to the business field and geography.

**Business field**

Segment reporting according to the business field includes:

• **Current year**

<b>Items</b>	<b>Sales of goods</b>	<b>Rendering of services</b>	<b>Total</b>
- Net revenues from sale of goods and rendering of services	41,514,203,096	-	41,514,203,096
- Cost of goods sold	40,272,787,431	-	40,272,787,431
<b>Gross profit</b>	<b>1,241,415,665</b>	<b>-</b>	<b>1,241,415,665</b>

**QP GREEN INVESTMENT JOINT STOCK COMPANY**

Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.

**Notes to the (separate) Financial Statements (cont.)**For the fiscal year ended 31<sup>st</sup> December 2025• **Previous year**

<b>Items</b>	<b>Sales of goods</b>	<b>Rendering of services</b>	<b>Total</b>
- Net revenues from sale of goods and rendering of services	113,666,858,372	1,521,574,029	115,188,432,401
- Cost of goods sold	112,724,936,408	1,562,723,372	114,287,659,780
<b>Gross profit</b>	<b>941,921,964</b>	<b>(41,149,343)</b>	<b>900,772,621</b>

**Geography**• **Current year**

<b>Items</b>	<b>Domestic</b>	<b>Export</b>	<b>Total</b>
- Net revenues from sale of goods and rendering of services	41,514,203,096	-	41,514,203,096
- Cost of goods sold	40,272,787,431	-	40,272,787,431
<b>Gross profit</b>	<b>1,241,415,665</b>	<b>-</b>	<b>1,241,415,665</b>

• **Previous year**

<b>Items</b>	<b>Domestic</b>	<b>Export</b>	<b>Total</b>
- Net revenues from sale of goods and rendering of services	115,188,432,401	-	115,188,432,401
- Cost of goods sold	114,287,659,780	-	114,287,659,780
<b>Gross profit</b>	<b>900,772,621</b>	<b>-</b>	<b>900,772,621</b>

**5. Collateral****Collateral for other entities**

The Company has no assets used as collateral for other entities as at 31<sup>st</sup> December 2025.

**Mortgage assets of other entities**

The Company did not hold the collateral of the other entities as at 31<sup>st</sup> December 2025.

**6. Going-concern assumption**

As at the date of the (separate) Financial Statements, there is not any factor which affect the going-concern assumption of the Company, Therefore, the (separate) Financial Statements for the fiscal year ended 31<sup>st</sup> December 2025 are prepared on the basis of the going-concern assumption.



**QP GREEN INVESTMENT JOINT STOCK COMPANY**

*Address: No. 31 Dien Bien Phu street, Tan Dinh ward, Ho Chi Minh city.*

**Notes to the (separate) Financial Statements (cont.)**

*For the fiscal year ended 31<sup>st</sup> December 2025*

**7. Subsequent events**

The Company has not arisen other events after the accounting period ended which need any adjustments to the figures or disclosures in the (separate) financial statements.

*Ho Chi Minh city, 27/31 2026.*

**Prepared by**



**NGUYEN THI CAM THUY**

**Chief Accountant**



**NGUYEN MINH HAI**

**General Director**



M.S.D.N: 5400257584 - C.T.C.P  
CÔNG TY  
CỔ PHẦN  
ĐẦU TƯ  
**QP XANH**  
THÀNH PHỐ HỒ CHÍ MINH

**NGUYEN MANH TUAN**

No: 02/2026/TTr-HDQT

*Ho Chi Minh City, April 24, 2026*

## **PROPOSAL**

***Regarding: Approval of Business plan for 2026***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company.

Based on the production and business performance in 2025 and the development orientation for 2026 of the Company, the Board of Directors hereby submits the business plan for 2026 to the General Meeting of Shareholders for consideration and approval as follows:

<b>No.</b>	<b>Item</b>	<b>Unit</b>	<b>Result in 2025</b>	<b>Plan for 2026</b>	<b>% Plan for 2026/ Result in 2025</b>
1	Consolidated net revenue	VND million	41,514	116,000	279.42%
2	Profit after tax attributable to shareholders of the Parent Company	VND million	5,364	31,000	577.95%

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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

**Pham Tu Trong**

No: 03/2026/TTr-HDQT

Ho Chi Minh City, April 24, 2026

## **PROPOSAL**

***Regarding: Profit distribution plan for 2025 and Profit distribution plan for 2026***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and its amendments and supplements;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; and the Government's Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;
- Pursuant to the audited separate and consolidated financial statements for 2025.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the plan for fund appropriation and dividend payment as follows:

### **1. Profit distribution plan for 2025:**

<b>No.</b>	<b>Item</b>	<b>Unit</b>	<b>Data</b>
<b>I</b>	<b>Owners' equity</b>	VND	<b>349,245,176,449</b>
1	Contributed capital	VND	333,350,290,000
2	Capital surplus	VND	-
3	Other funds	VND	-
4	Treasury shares	VND	-
5	Development and investment fund	VND	287,923,633
<b>6</b>	<b>Undistributed profit after tax</b>	VND	<b>14,609,080,426</b>
6.1	Accumulated undistributed profit after tax to the end of the previous period	VND	9,244,971,761
6.2	Undistributed profit after tax for the current period	VND	5,364,108,665
7	Non-controlling interests	VND	997,882,390
<b>II</b>	<b>Profit distribution appropriation</b>	VND	<b>13,548,533,694</b>
1	Bonus fund (2% of profit after tax for the current period)	VND	107,282,173
2	Welfare fund (2% of profit after tax for the current period)	VND	107,282,173
3	Shares dividend (details in the Proposal No. 04/2026/TTr-HDQT attached)	VND	13,334,010,000
<b>III</b>	<b>Retained earnings</b>	VND	<b>1,060,506,079</b>

**2. Profit distribution plan for 2026:**

<b>No.</b>	<b>Item</b>	<b>Data</b>
1	Bonus fund	2% of profit after tax
2	Welfare fund	2% of profit after tax
3	Bonus for exceeding business plan for the Board of Executives	Maximum 10% of the profit after tax exceeding the plan
4	Expected dividend	Minimum 5% of par value

Sincerely!

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

**Pham Tu Trong**

No: 04/2026/TTr-HDQT

Ho Chi Minh City, April 24, 2026

## **PROPOSAL**

***Regarding: Approval of the share issuance plan for dividend of 2025***

**To: 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020;
- Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding a number of contents on the offering and issuance of securities, public tender offers, share repurchases, registration of public companies, and cancellation of public company status; Circular No. 19/2025/TT-BTC dated May 5, 2025, and Circular No. 115/2025/TT-BTC dated December 15, 2025, of the Ministry of Finance amending and supplementing a number of articles of Circular No. 118/2020/TT-BTC dated December 31, 2020;
- Charter of Organization and Operation of QP Green Investment Joint Stock Company.

In order to meet the capital requirements for upcoming business operations and enhance the financial capacity of QP Green Investment Joint Stock Company (“**Company**”), the Board of Directors (“**BOD**”) hereby submits to the General Meeting of Shareholders (“**GMS**”) for approval the share issuance plan for dividend of 2025 with the following contents:

### **A. SHARE ISSUANCE PLAN**

<b>1. Name of issued shares:</b>	Shares of QP Green Investment Joint Stock Company
<b>2. Stock code:</b>	HKT
<b>3. Type of shares:</b>	Common shares
<b>4. Par value of shares:</b>	10,000 VND/share
<b>5. Current charter capital:</b>	333,350,290,000 VND
<b>6. Number of outstanding shares:</b>	33,335,029 shares
<b>7. Expected number of shares to be issued for dividend payment:</b>	1,333,401 shares
<b>8. Total issuance value at par value:</b>	13,334,010,000 VND

<b>9. Expected charter capital after issuance:</b>	346,684,300,000 VND
<b>10. Expected number of shares after issuance:</b>	34,668,430 shares
<b>11. Issuance ratio (Expected shares to be issued / Current number of shares):</b>	4.00%
<b>12. Form of issuance:</b>	Issuance of shares for dividend payment.
<b>13. Publishing object:</b>	Existing shareholders named in the list of shareholders on the record date for exercising the right to receive shares issued for dividend payment provided by the Vietnam Securities Depository and Clearing Corporation.
<b>14. Capital source used for issuing shares for dividend payment:</b>	Undistributed profit after tax as of December 31, 2025, based on the Company's audited financial statements for 2025 in accordance with the law.
<b>15. Right exercise ratio for the issuance of shares for dividend payment:</b>	<p>Right exercise ratio: 100:4 (equivalent to 4.00%)</p> <p>On the record date for the list of shareholders to exercise the right to receive shares issued for dividend payment, shareholders owning 100 shares will receive 4 newly issued shares.</p> <p>Rounding plan, plan for handling fractional shares: Shares issued for dividend payment will be rounded down to the unit level. Any fractional shares arising (if any) will be cancelled.</p> <p><i>Example: Shareholder A owns 101 shares on the record date for the list of shareholders to exercise the right to receive additional shares issued for dividend payment. With a ratio of 100:4 (equivalent to 4%), shareholder A receives 4.04 additional shares (101 * 4.00%). According to the principle of handling fractional shares mentioned above, shareholder A receives 4 additional shares, and the fractional 0.04 shares will be cancelled.</i></p> <p>In case there is a difference between the expected number of shares to be issued for dividend payment (1.333.401 shares) and the actual number of shares issued to shareholders according to the rounding plan and the plan for handling fractional shares mentioned above, this difference will be cancelled. The right to receive shares issued for dividend payment is non-transferable.</p>
<b>16. Restrictions related to share transfer:</b>	Additional shares issued for dividend payment are common shares and are not subject to transfer restrictions.
<b>17. Plan to ensure the share issuance meets the regulations on foreign ownership</b>	According to Official Dispatch No. 239/UBCK-PTTT dated March 14, 2025, of the State Securities

<p><b>ratio</b></p>	<p>Commission (SSC), the maximum foreign ownership ratio in the Company is 0%.</p> <p>According to this issuance plan, the Company issues shares for dividend payment to existing shareholders at a right exercise ratio of 100:4. Therefore, this issuance will not increase the foreign ownership ratio in the Company. At the same time, the Company still ensures the legitimate rights of foreign shareholders (if any) in accordance with the provisions of Clause 5, Article 139 of Decree No. 155/2020/NĐ-CP (amended and supplemented in Point b, Clause 56, Article 1 of Decree No. 245/2025/NĐ-CP) as well as other shareholders.</p> <p>The GMS authorizes the BOD to approve the plan to ensure the share issuance meets the regulations on foreign ownership ratio at the Company in accordance with the law.</p>
<p><b>18. Implementation time:</b></p>	<p>Expected in 2026. The specific timing is delegated to the BOD to decide after the Company completes the issuance registration procedures and the SSC notifies that it has received the full documentation for the share issuance report for dividend payment of the Company.</p>
<p><b>19. Increase charter capital and amend the Charter of the Company regarding charter capital based on the actual issuance results:</b></p>	<p>After the completion of the share issuance, based on the actual issuance results, the GMS authorizes the BOD to implement procedures to increase charter capital, amend the Charter of the Company, and perform procedures to adjust charter capital on the Business Registration Certificate in accordance with regulations.</p>
<p><b>20. Depository registration and additional listing registration of shares:</b></p>	<p>The entire number of successfully issued shares will be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Stock Exchange in accordance with current legal regulations.</p>

## **B. AUTHORIZATION FOR IMPLEMENTATION**

In addition to the matters authorized to the BOD as specified in the share issuance plan, the GMS authorizes the BOD to perform tasks related to the issuance of shares for dividend payment, including but not limited to the following tasks:

- Implementation of the detailed issuance plan:
  - + Decide on the appropriate timing to implement the issuance plan and conduct necessary procedures to issue shares in accordance with the law, including drafting, amending, supplementing, and providing detailed explanations for the issuance registration dossier to the SSC;

- + Proactively develop a plan to ensure the foreign ownership ratio is in compliance with the provisions of the law;
- + Decide on the record date for the list of shareholders to exercise rights, other timelines related to the implementation of the issuance, and perform procedures for finalizing the list of shareholders in accordance with regulations;
- + In addition to the above-authorized contents, during the implementation of the Issuance Plan, the BOD is fully authorized to perform other tasks related to the share issuance as required by State management agencies, and/or as appropriate to the actual circumstances to ensure the share issuance is completed in accordance with the law.
- Perform procedures for depository registration and additional listing: Prepare dossiers and perform necessary procedures and tasks to complete the depository registration and additional listing registration for the entire number of shares issued after the completion of the issuance.
- Decide and perform procedures to change the business registration contents (including performing registration for charter capital increase after the completion of the issuance) and sign necessary dossiers related to the adjustment of charter capital increase on the Company's Business Registration Certificate with the competent State agency.
- Amend and supplement the charter capital, the number of outstanding shares, and other related contents in the Charter of the Company regarding the contents approved above. In the event that additional contents in the Charter need to be amended or supplemented when implementing the business registration procedures of the Company at the competent authority, the GMS authorizes the BOD to decide on such amendments and supplements.
- All other matters related to the share issuance of the Company;
- During the implementation of the above tasks, the GMS agrees to allow the BOD to delegate authority to the Chairman of the BOD and/or the General Director to implement the necessary tasks and procedures to complete the share issuance in accordance with regulations.

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

Respectfully submitted./.

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

***Recipients:***

- *As above;*
- *Archived: Office, BOD.*

**Pham Tu Trong**

No: 05/2026/TTr-HDQT

*Ho Chi Minh City, April 24, 2026*

## **PROPOSAL**

***Regarding: Approval of Selection of an audit firm for the Financial Statements of 2026***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;*
- *Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; and Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020;*
- *Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the list of audit firms and authorizes the Board of Directors to select an audit firm to audit the Separate and Consolidated Financial Statements of 2026 and to review the Semi-annual Separate and Consolidated Financial Statements of 2026, according to the following list:

1. International Auditing Company Limited (ICPA)
2. An Viet Auditing Company Limited (An Viet)
3. AFC Vietnam Auditing Company Limited (AFC)
4. Chuan Viet Auditing and Consulting Company Limited (VIETVALUES)

These are audit firms that have been approved by the State Securities Commission to audit listed companies and are completely independent of the Company and independent of the management personnel of the Company.

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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

**Pham Tu Trong**

No: 06/2026/TTr-HDQT

*Ho Chi Minh City, April 24, 2026*

## **PROPOSAL**

***Regarding: Approval of Remuneration settlement for the Board of Directors in 2025 and the  
Remuneration plan for the Board of Directors for 2026***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the remuneration of the Board of Directors as follows:

**Remuneration for the Board of Directors in 2025 is as follows:**

- |                                      |   |                          |
|--------------------------------------|---|--------------------------|
| - Chairman of the Board of Directors | : | No remuneration received |
| - Member of the Board of Directors   | : | No remuneration received |
| - Chairman of the Audit Committee    | : | No remuneration received |
| - Member of the Audit Committee      | : | No remuneration received |

**Total remuneration paid in 2025 : 0 VND**

**Proposed remuneration for the Board of Directors in 2026 is as follows:**

- |                                      |   |                          |
|--------------------------------------|---|--------------------------|
| - Chairman of the Board of Directors | : | No remuneration received |
| - Member of the Board of Directors   | : | No remuneration received |
| - Chairman of the Audit Committee    | : | No remuneration received |
| - Member of the Audit Committee      | : | No remuneration received |

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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

**Pham Tu Trong**

No: 07/2026/TTr-HDQT

*Ho Chi Minh City, April 24, 2026*

**PROPOSAL**

***Regarding: Approval of Report on the implementation results of the Resolutions of 2025 Annual General Meeting of Shareholders regarding the use of capital and proceeds from the private share issuance***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;

Pursuant to the 2025 Annual General Meeting of Shareholders' Resolution regarding the use of capital and proceeds from the private share issuance, the Board of Directors reports to the General Meeting of Shareholders as follows:

**Progress of using capital/proceeds from the offering/issuance:**

**1. Capital usage plan:**

**The capital usage plan was approved by the General Meeting of Shareholders in Resolution of the General Meeting of Shareholders No. 02/2025/NQ-DHDCD dated May 29, 2025:**

No.	Purpose of capital usage	Payment value (VND)	Estimated payment time
1	Investment in purchasing capital contribution from capital contributors of Quang Phuc Housing Development Co., Ltd. - Capital contributor: Quang Phuc Industrial Investment JSC (i)	251,851,851,852	In 2025
2	Investment in purchasing capital contribution from capital contributors of Quang Phuc Housing Development Co., Ltd. - Capital contributor: Ha Thi Hong Minh (ii)	19,140,740,741	In 2025

3	Supplementing working capital and paying taxes and fees when executing the transaction of acquiring capital contributions at Quang Phuc Housing Development Co., Ltd. (iii)	1,007,407,407	In 2025
	<b>Total</b>	<b>272,000,000,000</b>	

The proceeds mobilized from this private offering/issuance will be used for the following purposes in order of priority from top to bottom:

- (i) HKT plans to purchase the capital contribution of Quang Phuc Industrial Investment JSC in Quang Phuc Housing Development Co., Ltd., equivalent to 92.590% of the contributed capital.
- (ii) HKT plans to purchase the capital contribution of Ha Thi Hong Minh in Quang Phuc Housing Development Co., Ltd., equivalent to 7.040% of the contributed capital.
- (iii) Supplementing working capital and paying taxes and fees when executing the transaction of acquiring capital contributions at Quang Phuc Housing Development Co., Ltd. In which, the estimated tax to be paid to the state budget is 400,000,000 VND and the working capital supplement is 607,407,407 VND.

**The capital usage plan was adjusted according to Board of Directors Resolution No. 23/2025/NQ-HDQT dated October 9, 2025:**

<i>No.</i>	<i>Purpose of capital usage</i>	<i>Payment value (VND)</i>	<i>Implementation progress</i>
1	Investment in purchasing capital contribution from capital contributors of Quang Phuc Housing Development Co., Ltd. - Capital contributor: Quang Phuc Industrial Investment JSC (i)	251,851,851,852	Completed on October 3, 2025
2	Investment in purchasing capital contribution from capital contributors of Quang Phuc Housing Development Co., Ltd. - Capital contributor: Ha Thi Hong Minh (ii)	19,140,740,741	Completed on October 3, 2025
3	<b>Payment of other expenses (iii), including:</b> - <b>Payment of personal income tax for Ha Thi Hong Minh;</b> - <b>Payment of company vehicle purchase costs</b>	1,007,407,407	Not yet implemented
	<b>Total</b>	<b>272,000,000,000</b>	

The proceeds mobilized from the private offering/issuance will be used for the following purposes in order of priority from top to bottom:

- (i) Purchase the capital contribution of Quang Phuc Industrial Investment JSC in Quang Phuc Housing Development Co., Ltd., equivalent to 92.590% of the contributed capital.
- (ii) Purchase the capital contribution of Ms. Ha Thi Hong Minh in Quang Phuc Housing Development Co., Ltd., equivalent to 7.040% of the contributed capital.
- (iii) **Payment of other expenses, including: Payment of personal income tax for Ha Thi Hong Minh of 28,148,148 VND and payment of company vehicle purchase costs of 979,259,259 VND.**

**CONTENT OF CHANGE (related to the purpose of using the amount of 1,007,407,407 VND):**

<i>Old content</i>	<i>Changed content</i>
(iii) Supplementing working capital and paying taxes and fees when executing the transaction of acquiring capital contributions at Quang Phuc Housing Development Co., Ltd. In which, the estimated tax to be paid to the state budget is 400,000,000 VND and the working capital supplement is 607,407,407 VND.	(iii) Payment of other expenses, including: Payment of personal income tax for Ha Thi Hong Minh of 28,148,148 VND and payment of company vehicle purchase costs of 979,259,259 VND.

**2. Information on the project progress of the issuer (in case of using capital to implement a project): None**

- Project progress according to the announced plan: None
- Current project progress: None

**3. Progress of using capital/proceeds from the offering/issuance:**

- Progress of using capital/proceeds from the offering/issuance up to the present time:

<i>No.</i>	<i>Purpose of capital usage</i>	<i>Payment value (VND)</i>	<i>Implementation progress</i>
1	Investment in purchasing capital contribution from capital contributors of Quang Phuc Housing Development Co., Ltd. - Capital contributor: Quang Phuc Industrial Investment JSC (i)	251,851,851,852	- Payment completion date: September 10, 2025 - Date of completion of change of Business Registration Certificate of Quang Phuc Housing Development Co., Ltd.: October 3, 2025
2	Investment in purchasing capital contribution from capital contributors of Quang Phuc Housing Development Co., Ltd. - Capital contributor: Ha Thi Hong Minh (ii)	19,140,740,741	- Payment completion date: September 10, 2025 - Date of completion of change of Business Registration Certificate of Quang Phuc Housing Development Co., Ltd.: October 3, 2025
3	<b>Payment of other expenses (iii), including:</b>		
3.1	- Payment of personal income tax for Ha Thi Hong Minh;	28,148,148	Payment completed on September 25, 2025
3.2	- Payment of costs for purchasing 02 company vehicles	979,259,259	Payment completed on December 12, 2025
	<b>Total</b>	<b>272,000,000,000</b>	
	(*) In addition, the Company also received interest arising from maintaining the balance in the escrow account, with a value of 3,425,078 VND. The Company used this amount to pay for a portion of the company vehicle purchase costs.		

- Changes:

***CONTENT OF CHANGE (related to the purpose of using the amount of 1,007,407,407 VND):***

<b><i>Old content</i></b>	<b><i>Changed content</i></b>
(iii) Supplementing working capital and paying taxes and fees when executing the transaction of acquiring capital contributions at Quang Phuc Housing Development Co., Ltd. In which, the estimated tax to be paid to the state budget is 400,000,000 VND and the working capital supplement is 607,407,407 VND.	(iii) Payment of other expenses, including: Payment of personal income tax for Ha Thi Hong Minh of 28,148,148 VND and payment of company vehicle purchase costs of 979,259,259 VND.

- Reason for change: Adjusted according to Board of Directors Resolution No. 23/2025/NQ-HDQT dated October 9, 2025

**4. Report on the progress of using capital/proceeds from the offering/issuance is disclosed:**

At: the Company's website at the link <https://qpxanh.com.vn/thong-tin-cong-bo/>

From date: December 30, 2025

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely thank you!

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

**Pham Tu Trong**

No: 08/2026/TTr-HDQT

*Ho Chi Minh City, May 05, 2026*

## **PROPOSAL**

***Regarding: Approval of Change in name, headquarters, and amendment/supplementation of business lines of the Company***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;
- Pursuant to the actual situation and development orientation of QP Green Investment Joint Stock Company.

The Board of Directors ("**BOD**") of QP Green Investment Joint Stock Company ("**the Company**") respectfully submits to the General Meeting of Shareholders ("**GMS**") for approval the following contents:

### **1. Change of name of the Company**

To facilitate the process of connecting with partners and customers during transactions and business operations in line with the development orientation of QP Green Investment Joint Stock Company in the new phase, and to expand the market in accordance with the sustainable development orientation in the coming time, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the change of the name of the Company as follows:

Change the name of QP Green Investment Joint Stock Company to the new name as follows:

- Company name in Vietnamese after the change: **Công ty Cổ phần QP Holdings;**
- Company name in English after the change: **QP Holdings Joint Stock Company;**
- Abbreviated company name after the change: **QP Holdings;**
- Stock name after the change: **Shares of QP Holdings Joint Stock Company.**

### **2. Change of address in business registration**

To facilitate business operations and ensure consistency between the actual headquarters location of the Company and the business registration content, the Board of Directors respectfully

submits to the GMS for approval the change of the headquarters of the Company information as follows:

Change of current address in the Business Registration Certificate:

Current address	Address after change
No. 31 Dien Bien Phu, Tan Dinh Ward, Ho Chi Minh City, Vietnam	Floor L16, Vietcombank Tower, No. 5, Me Linh Square, Saigon Ward, Ho Chi Minh City, Vietnam

Change of information in the Charter of the Company:

	Current information	Information after change
<b>Address</b>	No. 31, Dien Bien Phu, Da Kao Ward, District 1, Ho Chi Minh City, Vietnam	Floor L16, Vietcombank Tower, No. 5, Me Linh Square, Saigon Ward, Ho Chi Minh City, Vietnam
<b>Phone</b>	(028) 36 20 26 26	(028) 36 20 26 26
<b>Website</b>	www.qpxanh.com.vn	<a href="http://www.qpholdings.vn">www.qpholdings.vn</a>
<b>E-mail</b>	info@qpxanh.com.vn	<a href="mailto:info@qpholdings.vn">info@qpholdings.vn</a>

### 3. Change and supplementation of business lines

Based on the amendments and updates to the Vietnam Standard Industrial Classification, the actual situation, and the development orientation of the Company, the Board of Directors respectfully submits to the GMS for consideration and approval the change and supplementation of business lines, while simultaneously amending and supplementing new business lines and removing certain business lines that are no longer suitable, specifically as follows:

*The list of the business lines of the Company after being changed and supplemented is as follows:*

#### 3.1 Supplement the following business lines:

No.	Name of supplemented business	Code
1	Wholesale of automobiles and other motor vehicles	4661
2	Wholesale of motorcycles, motorbikes, spare parts, and auxiliary parts for motorcycles and motorbikes <i>Details: Wholesale of motorcycles and motorbikes</i>	4663
3	Retail of motorcycles, motorbikes, spare parts, and auxiliary parts for motorcycles and motorbikes <i>Details: Retail of motorcycles and motorbikes</i>	4783
4	Wholesale of other construction materials and installation equipment <i>Details: Wholesale of various types of wood, semi-processed wood products, various types of paint, bamboo, rattan, cement, bricks, tiles, stone, sand, gravel (excluding inland waterway port activities) (not operating at the headquarters)</i>	4673
5	Other specialized wholesale not elsewhere classified <i>Details: Wholesale of scrap, metal and non-metal waste, liquidated goods: old used machinery and equipment, used electrical industry materials and equipment, used iron and steel products. (No storage of chemicals at the headquarters)</i>	4679
6	Road freight transport	4933
7	Holding company activities	6421

No.	Name of supplemented business	Code
	<i>Details: Capital investment in other enterprises; management of contributed capital; no banking, securities, insurance, or financial services activities</i>	
8	Intermediary services for real estate activities <i>Details: Real estate brokerage, Real estate trading floor.</i>	6821
9	Other real estate activities on a fee or contract basis	6829
10	Business management consulting activities and other management consulting activities <i>Details: Provision of management consulting and investment consulting services (excluding conditional legal and financial consulting); consulting on investment transaction structuring and execution; capital transfer consulting; support for connecting business partners; no brokerage, financial intermediation, securities, or banking activities; consulting, guidance, and support for enterprises regarding strategy, policy, processes, human resources, internal finance, and production planning</i>	7020
11	Advertising <i>(Excluding products, goods, and services prohibited from advertising)</i> <i>Details: Provision of marketing services</i>	7310
12	Market research and public opinion polling <i>(excluding public opinion polling services)</i> <i>Details: Market research</i>	7320
13	Administrative and office support activities <i>Details: Provision of office administrative services; support for document and file preparation; support for coordination and organization of transaction execution; provision of business operation support services; no legal, financial, securities, or banking consulting activities</i>	8210
14	Trade promotion and introduction organization <i>Details: Organization of conferences, seminars, and trade promotion events; organization of business connection activities; support for introducing business cooperation opportunities; support for organizing meeting and exchange programs between parties; no advertising, financial brokerage, securities, or banking activities</i>	8230
15	Intermediary service activities for business support service activities not elsewhere classified (excluding financial intermediation) <i>Details: Intermediary service activities for business support; support for connecting and introducing partners; support for searching and introducing business cooperation opportunities; no brokerage, financial intermediation, capital arrangement, securities, or banking activities</i>	8240
16	Other remaining business support service activities not elsewhere classified <i>Details: Business support service activities; support for searching and developing business opportunities; support for connecting partners; support for cooperation activities between parties; no brokerage,</i>	8299

No.	Name of supplemented business	Code
	<i>financial intermediation, capital arrangement, securities, or banking activities (excluding the following lines: Asset recovery services; Visa and work permit processing activities; Independent auctioneer activities; Crowdfunding based on contributions and business lines prohibited by the State)</i>	
17	Other educational support activities	8569

### 3.2 Remove the following business lines:

No.	Name of business line removed from the registered list	Code
1	Iron ore mining <i>(Not operating at the headquarters)</i>	0710
2	Mining of stone, sand, gravel, and clay	0810
3	Support activities for mining and other ore extraction	0990
4	Manufacture of corrugated paper, paperboard, and packaging from paper and paperboard <i>(not produced at the headquarters)</i>	1702
5	Manufacture of plywood, veneer, and laminated board Details: Manufacture of plywood from sawdust and wood shavings <i>(Not operating at the headquarters)</i>	1621
6	Manufacture of wooden packaging Details: Manufacture of wooden pallets <i>(not produced at the headquarters)</i>	1623
7	Manufacture of other products of wood; manufacture of products of straw, plaiting materials, and other vegetable materials Details: Manufacture of other products from sawdust and wood shavings <i>(Not operating at the headquarters)</i>	1629
8	Manufacture of primary plastic and synthetic rubber Details: <i>Manufacture of primary synthetic rubber</i> <i>(Not operating at the headquarters)</i>	2013
9	Manufacture of other rubber products <i>(Not operating at the headquarters)</i>	2219
10	Manufacture of plastic products Details: <i>Manufacture of other plastic products</i> <i>(Not operating at the headquarters)</i>	2220
11	Manufacture of cosmetics, soap, detergents, polishing preparations, and sanitary preparations Details: <i>Manufacture of cosmetics</i> <i>(Not operating at the headquarters)</i>	2023
12	Construction of electrical power projects	4221
13	Manufacture of concrete and products from concrete, cement, and plaster <i>(Not operating at the headquarters)</i>	2395
14	Casting of iron and steel <i>(not operating at the headquarters)</i>	2431

No.	Name of business line removed from the registered list	Code
15	Mechanical processing; metal treatment and coating <i>Details:</i> - Welding, turning, milling, planing, cutting, joining, and connecting of metals - Mechanical processing for construction and industry (Not operating at the headquarters)	2592
16	Manufacture of other fabricated metal products not elsewhere classified (not operating at the headquarters)	2599
17	Manufacture of beds, wardrobes, tables, and chairs <i>Details: Manufacture of beds, wardrobes, tables, chairs, household items, and handicrafts from wood, iron, aluminum, and stainless steel</i> (Not operating at the headquarters)	3100
18	Manufacture of medical, dental, orthopedic, and rehabilitation equipment and instruments (Not operating at the headquarters)	3250
19	Electricity transmission and distribution <i>Details: Selling electricity to users. (Executed in accordance with Decree 137/2013/ND-CP and Decree 94/2017/ND-CP) (Only permitted to operate after meeting all business conditions for conditional business lines)</i>	3512
20	Water collection, treatment, and supply (not operating at the headquarters)	3600
21	Sewerage and wastewater treatment <i>Details: Wastewater treatment services</i> (not operating at the headquarters)	3700
22	Treatment and disposal of non-hazardous waste <i>Details: Treatment of liquid waste, solid waste, and exhaust gases</i> (not operating at the headquarters).	3821
23	Treatment and disposal of hazardous waste (not operating at the headquarters)	3822
24	Recycling of waste <i>Details: Recycling of waste oil, heat transfer and insulating oil, grease, and vegetable oil</i> (not operating at the headquarters).	3830
25	Remediation activities and other waste management services <i>Details: Solid and liquid waste collection and transportation services</i> (not operating at the headquarters).	3900
26	Sale of motorcycles and motorbikes <i>Details: Wholesale, retail, and dealership of motorcycles and motorbikes.</i>	4541
27	Construction of railway projects <i>Details: Construction, installation, management, operation, and repair of small hydroelectric and thermal power plants, diesel power plants, and diesel generators. Construction and installation of electrical works, power grids, and transformer stations with voltage levels up to 110KV.</i> (The enterprise does not provide goods or services under State	4211

No.	Name of business line removed from the registered list	Code
	<i>monopoly, and does not engage in commercial activities under Decree 94/2017/ND-CP regarding State-monopolized goods and services)</i>	
28	Wholesale of automobiles and other motor vehicles	4511
29	Real estate consulting, brokerage, and auctioning, and land use rights auctioning <i>Details: Real estate brokerage. Real estate management services. Real estate consulting. Real estate trading floor. (excluding legal consulting)</i>	6820
30	Wholesale of other construction materials and installation equipment <i>Details: Wholesale of wood, various paints, bamboo, rattan, cement, bricks, tiles, stone, sand, and gravel (excluding inland waterway port activities) (not operating at the headquarters)</i>	4663
31	Other specialized wholesale not elsewhere classified <i>Details: Wholesale of scrap, metal and non-metal waste, and liquidated goods: used machinery and equipment, used electrical industry machinery and materials, and used iron and steel products. (No chemical storage at the headquarters)</i>	4669
33	Primary vocational training <i>(not operating at the headquarters)</i>	8531
32	Intermediate vocational training <i>Details: Vocational training; informatics and foreign language training; intermediate professional education (not operating at the headquarters)</i>	8532
34	University education <i>(not operating at the headquarters)</i>	8541
35	Master's degree training <i>(not operating at the headquarters)</i>	8542
36	Sports and recreational education <i>(excluding dance hall activities)</i>	8551
37	Manufacture of metal structures <i>(not operating at the headquarters)</i>	2511
38	Other education not elsewhere classified <i>(Religious instruction; schools of political parties and mass organizations.)</i>	8559
39	Educational support services	8560
40	Activities of amusement parks and theme parks <i>(excluding business of prize-winning electronic games for foreigners and business of prize-winning electronic games on the internet)</i>	9321
41	Forging, pressing, stamping, and roll-forming of metal; powder metallurgy <i>Details: Forging, pressing, stamping, and roll-forming of metal (not operating at the headquarters, only operating when approved by competent authorities regarding the location and meeting conditions as prescribed by law).</i>	2591
42	Wholesale of metals and metal ores <i>Details: Wholesale of iron and steel. (excluding gold bar business)</i>	4662
43	Activities of amusement parks and theme parks	9329

No.	Name of business line removed from the registered list	Code
	<i>(excluding business of prize-winning electronic games for foreigners and business of prize-winning electronic games on the internet)</i>	

### 3.3 Amend the details of the following business lines:

No.	Name of amended business line	Code
1	Demolition <i>Details: Demolition services</i>	4311
2	Agency, brokerage, and auctioning of goods <i>(excluding goods auctioning)</i>	4610
3	Financial service support activities not elsewhere classified <i>Details: Investment consulting (excluding legal consulting)</i>	6619

### 3.4 Business lines after updating changes and supplementations:

No.	Name of amended business line	Code
1	Sawing, planing, and wood preservation <i>(Not operating at the headquarters)</i>	1610
2	Installation of industrial machinery and equipment	3320
3	Construction of residential buildings	4101
4	Construction of non-residential buildings	4102
5	Construction of road projects	4212
6	Hydraulic engineering construction	4291
7	Construction of processing and manufacturing facilities	4293
8	Demolition <i>Details: Demolition services</i>	4311
9	Installation of water supply, drainage, heating, and air conditioning systems <i>(excluding mechanical processing, waste recycling, and electroplating at the headquarters, and excluding installation of refrigeration equipment (freezing equipment, cold storage, ice machines, air conditioning, water cooling) using R22 refrigerant in the seafood processing sector)</i>	4322
10	Building completion and finishing	4330
11	Other specialized construction activities	4390
12	Agency, brokerage, and auctioning of goods <i>(excluding goods auctioning)</i>	4610
13	Wholesale of food <i>Details: Wholesale of coffee, tea, sugar, milk and dairy products, confectionery, and products processed from cereals, flour, and starch. (not operating at the headquarters) (excluding cane sugar and beet sugar)</i>	4632
14	Wholesale of other household goods	4649
15	Wholesale of other machinery, equipment, and spare parts <i>Details: Wholesale of machinery, equipment, and spare parts for mining, construction, industry, and environmental sanitation. Wholesale of machinery, equipment, and materials for production and processing</i>	4659

No.	Name of amended business line	Code
16	Wholesale of automobiles and other motor vehicles	4661
17	Wholesale of motorcycles, motorbikes, and their spare parts and accessories <i>Details: Wholesale of motorcycles and motorbikes</i>	4663
18	Wholesale of other construction materials and installation equipment <i>Details: Wholesale of various types of wood, products from wood pre-processing, paints, bamboo, rattan, cement, bricks, tiles, stone, sand, and gravel (excluding inland waterway port activities) (not operating at the headquarters)</i>	4673
19	Other specialized wholesale not elsewhere classified <i>Details: Wholesale of scrap, metal and non-metal waste, and liquidated goods: used machinery and equipment, used electrical industry machinery and materials, and used iron and steel products. (No chemical storage at the headquarters)</i>	4679
20	Retail of motorcycles, motorbikes, and their spare parts and accessories <i>Details: Retail of motorcycles and motorbikes.</i>	4783
21	Freight transport by road	4933
22	Warehousing and storage of goods <i>(not operating at the headquarters)</i>	5210
23	Other service activities related to transportation <i>Details: Logistics services (excluding gas liquefaction for transport and activities related to air transport)</i>	5229
24	Restaurants and mobile food service activities	5610
25	Provision of food services under contract on an occasional basis with customers	5621
26	Holding company activities <i>(Performing capital investment in other enterprises; managing contributed capital; not performing banking, securities, insurance, and financial services activities)</i>	6421
27	Financial service support activities not elsewhere classified <i>Details: Investment consulting (excluding legal consulting)</i>	6619
28	Real estate business, land use rights of owners, users, or lessees. <i>(Details: Buying and selling housing and residential land use rights; Leasing, operating, and managing housing and residential land; Other real estate business. Real estate business, land use rights of owners, users, or lessees; Leasing of workshops (implemented in accordance with planning))</i>	<b>6810 (Main)</b>
29	Intermediary services for real estate activities <i>Details: Real estate brokerage, real estate trading floor</i>	6821
30	Other real estate activities on a fee or contract basis	6829
31	Business management consulting activities and other management consulting activities <i>(Provision of management consulting and investment consulting services (excluding legal and conditional financial consulting); consulting on</i>	7020

No.	Name of amended business line	Code
	<i>investment transaction structuring and execution; capital transfer consulting; support for connecting business partners; not performing brokerage, financial intermediation, securities, or banking activities; consulting, guidance, and support for enterprises regarding strategy, policy, processes, human resources, internal finance, and production planning)</i>	
33	Advertising <i>(Excluding products, goods, and services prohibited from advertising)</i> Details: Provision of marketing services	7310
32	Market research and public opinion polling <i>(excluding public opinion polling services)</i> Details: Market research	7320
34	Rental of motor vehicles <i>Details: Car rental; Rental of other motor vehicles</i>	7710
35	Office administrative and support activities <i>(Provision of office administrative services; support for preparing files and documents; support for coordinating and organizing transaction implementation; provision of business operation support services; not performing legal, financial, securities, or banking consulting activities)</i>	8210
36	Trade promotion and introduction organization <i>(Organization of conferences, seminars, and trade promotion events; organization of business connection activities; support for introducing business cooperation opportunities; support for organizing meetings and exchange programs between parties; not performing advertising, financial brokerage, securities, or banking activities)</i>	8230
37	Intermediary service activities for business support service activities not elsewhere classified (excluding financial intermediation) <i>(Intermediary service activities for business support; support for connecting and introducing partners; support for searching and introducing business cooperation opportunities; not performing brokerage, financial intermediation, capital arrangement, securities, or banking activities)</i>	8240
38	Other business support service activities not elsewhere classified <i>Business support service activities; support for searching and developing business opportunities; support for connecting partners; support for cooperation activities between parties; not performing brokerage, financial intermediation, capital arrangement, securities, or banking activities</i>	8299
39	Educational support services	8569

#### 4. Perform tasks and procedures arising from the change of the above-mentioned contents

Approve the amendment of the Charter of the Company in accordance with the provisions of the 2020 Law on Enterprises, the 2019 Law on Securities, and relevant guiding documents. This new Charter replaces the Charter amended, supplemented, and issued on September 08, 2025.

Assign the Chairman of the Board of Directors to sign and issue the amended Charter after the approval of the General Meeting of Shareholders.

Assign the Company's Legal Representative to perform tasks and procedures for amendment regarding the business registration arising from the change of contents approved by the General Meeting of Shareholders. In case the business line amendment content listed in this Proposal has been approved by the GMS but requires adjustments by State management agencies, the Legal Representative has the right to adjust the business registration content according to guidance, provided that it ensures compliance with the approved business line content.

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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

**Pham Tu Trong**

## **PROPOSAL**

***Regarding: Approval of Amendment and supplementation  
of the Charter of Organization and Operation***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on 17/06/2020 and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on 26/11/2019 and documents amending and supplementing the Law on Securities;
- Pursuant to Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities; Decree No. 245/2025/NĐ-CP dated 11/09/2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated 31/12/2020;
- Pursuant to Circular No. 116/2020/TT-BTC dated 31/12/2020 guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;

The Board of Directors of QP Green Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Charter of Organization and Operation of QP Green Investment Joint Stock Company, in order to align with current legal regulations (*Details of the amendments, supplementations, and the draft Charter are attached*).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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

**Pham Tu Trong**

**DETAILS OF AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER**

**QP HOLDINGS JOINT STOCK COMPANY**

*Documents for the General Meeting of Shareholders of QP Holdings Joint Stock Company at the General Meeting of Shareholders held on May 27, 2026*

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
1.	Point g Clause 1 Article 1	<p><b>Article 1. Definitions</b></p> <p>1. For the purpose of this Charter, the terms below are construed as follows:</p> <p>...</p> <p>g. Executive include the Director (General Director), Deputy Director(s) (Deputy General Director(s)), Chief Accountant, and other executives as prescribed in the Company's Charter.</p>	<p><b>Article 1. Definitions</b></p> <p>1. For the purpose of this Charter, the terms below are construed as follows:</p> <p>...</p> <p>g. Executives include the General Director, Deputy General Director, Chief Accountant and Chief Financial Officer;</p>	In accordance with the Company's management structure
2.	Point h Clause 1 Article 1	<p><b>Article 1. Definitions</b></p> <p>1. For the purpose of this Charter, the terms below are construed as follows:</p> <p>...</p> <p>h. Managers are those who manage the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director (General Director), and other individuals</p>	<p><b>Article 1. Definitions</b></p> <p>1. For the purpose of this Charter, the terms below are construed as follows:</p> <p>...</p> <p>h. Managers include the of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors and Chief Accountant;</p>	In accordance with the Company's management structure

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		holding managerial positions as prescribed in the Company's Charter.		
3.	Point i Clause 1 Article 1	<p>Article 1. Definitions</p> <p>1. For the purpose of this Charter, the terms below are construed as follows:</p> <p>...</p> <p>i. Related persons are the organizations and individuals defined in Clause 46 Article 4 of Law on Securities;</p>	<p>Article 1. Definitions</p> <p>1. For the purpose of this Charter, the terms below are construed as follows:</p> <p>...</p> <p>i. Related persons are the organizations and individuals defined in Clause 23 Article 24 of Law on Enterprises and Clause 46 Article 4 of Law on Securities;</p>	Add definitions in accordance with the Law on Enterprises 2020.
4.	Clause 1 Article 2	<p>Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company</p> <p>1. Name of the Company</p> <ul style="list-style-type: none"> <li>- Vietnamese name : CÔNG TY CỔ PHẦN ĐẦU TƯ QP XANH</li> <li>- Foreign language name : QP GREEN JOINT STOCK COMPANY</li> <li>- Abbreviated name : QP GREEN</li> </ul>	<p>Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company</p> <p>1. Name of the Company</p> <ul style="list-style-type: none"> <li>- Vietnamese name: CÔNG TY CỔ PHẦN QP HOLDINGS</li> <li>- Foreign language name: QP HOLDINGS JOINT STOCK COMPANY</li> <li>- Abbreviated name: QP Holdings</li> </ul>	Pursuant to Proposal No. 08/2026/TTr-HĐQT on the change of the Company's name, head office, and business lines, submitted to the 2026 Annual General Meeting of Shareholders on 27 May 2026.

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
5.	Clause 3 Article 2	<p>Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company</p> <p>...</p> <p>3. Headquarters:</p> <ul style="list-style-type: none"> <li>- Address : No. 31, Dien Bien Phu Street, Da Kao Ward, District 1, Ho Chi Minh City, Viet Nam.</li> <li>- Phone number: (028) 36 20 26 26</li> <li>- Website: www.qpxanh.com.vn</li> <li>- E-mail: info@qpxanh.com.vn</li> </ul>	<p>Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company</p> <p>...</p> <p>3. Headquarters:</p> <ul style="list-style-type: none"> <li>- Address: Floor L16, Vietcombank Tower, Me Linh Square, Sai Gon ward, Ho Chi Minh City, Vietnam</li> <li>- Phone number: (028) 36 20 26 26</li> <li>- Website: www.qpholdings.vn</li> <li>- E-mail: info@qpholdings.vn</li> </ul>	<p>Pursuant to Proposal No. 08/2026/TTr-HĐQT on the change of the Company's name, head office, and business lines, submitted to the 2026 Annual General Meeting of Shareholders on 27 May 2026.</p>
6.	Clause 2 Article 3	<p>Article 3. The Company's legal representatives</p> <p>...</p> <p>2. Rights and obligations of each legal representative shall be allocated as follows:</p> <p>The legal representative of the Company is the person who represents the Company in exercising the rights and</p>	<p>Article 3. The Company's legal representatives</p> <p>...</p> <p>2. The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, and represents the Company as petitioner in civil matters, plaintiff, defendant,</p>	<p>Detailed provisions on the rights and obligations of the two legal representatives.</p>

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		<p>performing the obligations arising from the Company's transactions; represents the Company as a petitioner in civil matters, plaintiff, defendant, or person with related rights and obligations before arbitration and courts, and performs other rights and obligations in accordance with applicable laws.</p> <p>The rights and obligations of each legal representative shall be allocated in accordance with the decision of the Board of Directors.</p>	<p>or a person with related rights and obligations before Arbitration or the Courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.</p> <p>The legal representative(s) of the Company must reside in Vietnam. In the event that one (01) legal representative is absent, the remaining legal representative shall be deemed to have full authority to represent the Company before third parties and before the law. Where only one legal representative residing in Vietnam remains, such person must authorize in writing another person to exercise the rights and perform the obligations of the Company's legal representative when leaving Vietnam. In such case, the legal representative shall remain responsible for the performance of the authorized rights and obligations.</p> <p>In the event that the authorization expires and the Company's legal representative has not yet returned to Vietnam and no further authorization is granted, the authorized person</p>	

<b>No.</b>	<b>Article</b>	<b>Current Regulation Content</b>	<b>Amended and Supplemented Charter Content</b>	<b>Legal and Practical Basis</b>
			<p>shall continue to exercise the rights and perform the obligations of the Company's legal representative within the scope of the granted authorization until the legal representative returns to work or until the Board of Directors appoints another person as the Company's legal representative.</p> <p>In the event that the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the obligations of the Company's legal representative, or dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving a sentence, is undergoing administrative handling measures at a compulsory detoxification or education facility, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, is banned by a Court from holding positions or practicing a profession, or is otherwise incapable of controlling his/her acts, the Board of Directors shall appoint another person to act as the Company's legal representative in replacement.</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
			<p>3. Rights and obligations of the legal representative: In addition to the responsibilities prescribed by law, the legal representative shall have the following rights and obligations:</p> <p>a. For the Chairperson of the Board of Directors: to perform in accordance with Article 29 of this Charter and to have the following rights and obligations:</p> <ul style="list-style-type: none"> <li>- To act as the legal representative in signing the Company's Charter and documents for changes to enterprise registration;</li> <li>- To sign documents relating to information disclosure and dossiers submitted to the State Securities Commission, the Stock Exchange, and the Vietnam Securities Depository and Clearing Corporation (VSDC) within the authority of the Chairman of the Board of Directors.</li> </ul> <p>b. For the General Director: to perform in accordance with Clause 4, Article 35 of this Charter and to have the following rights and obligations:</p> <ul style="list-style-type: none"> <li>- To sign documents relating to information disclosure and dossiers submitted to the State Securities Commission, the Stock Exchange,</li> </ul>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
			<p>and the Vietnam Securities Depository and Clearing Corporation (VSDC) within the authority of the General Director;</p> <ul style="list-style-type: none"> <li>- To act as the legal representative of the Company in registering representative information with the Vietnamese tax authorities;</li> <li>- To act as the Company's legal representative in registering the opening of accounts, updating account information, closing accounts, and conducting other transactions in relation to the Company's trading accounts at securities companies, banks, and credit institutions.</li> </ul> <p>2. The rights and obligations of each legal representative are defined as follows: A legal representative is the person who represents the Company in exercising rights and performing obligations arising from the Company's transactions; represents the Company as the petitioner for civil matters, plaintiff, defendant, or person with related rights and obligations before arbitration, courts, and exercises other rights and obligations in accordance with the law.</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
			-	
7.	Clause 1 Article 4	<p>Article 4. Objectives of the Company</p> <p>1. The Company's business lines:</p> <p>...</p>	<p>Article 4. Objectives of the Company</p> <p>1. The Company's business lines:</p> <p>...</p>	<p>The Company's business lines shall be amended and supplemented in detail in accordance with Proposal No. 08/2026/TTr-HĐQT on the change of the Company's name, head office, and business lines, submitted to the 2026 Annual General Meeting of Shareholders on 27 May 2026.</p>
8.	Clause 2 Article 4	<p>Article 4. Objectives of the Company</p> <p>..</p> <p>2. Objective of the Company:</p> <p>The Company is established to mobilize and utilize capital in the most efficient manner, and to continuously organize and develop its business operations across various sectors with the objective of maximizing profits, ensuring benefits for shareholders, creating stable employment, and improving the income and living standards of employees, while fulfilling its tax obligations to the State Budget and promoting the sustainable</p>	<p>Article 4. Objectives of the Company</p> <p>..</p> <p>2. Objective of the Company:</p> <p>The Company is established to mobilize and utilize capital in the most efficient manner, and to continuously organize and develop its business operations across various sectors with the objective of maximizing profits, ensuring benefits for shareholders, creating stable employment, and improving the income and living standards of employees, while fulfilling its tax obligations to the State Budget and promoting the sustainable development of the Company. Through its operations, the</p>	<p>Bổ sung làm rõ mục tiêu hoạt động</p>

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		development of the Company.	Company contributes to generating economic efficiency for society, improving working conditions, and enhancing the income and living standards of its employees..	
9.	Article 5	<p>Article 5. Scope of business and operation of the Company</p> <p>The Company is entitled to formulate plans and conduct all business activities in accordance with this Charter, in compliance with applicable laws, and to implement appropriate measures to achieve its objectives.</p>	<p>Article 5. Scope of business and operation of the Company</p> <p>The Company is authorized to plan and carry out all business activities in accordance with this Charter, register any changes to its business registration with the competent business registration authority, and disclose such changes on the National Business Registration Portal, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives.</p>	Supplement to clarify the scope of business and operations.
10.	Clause 4 Article 10	<p>Article 10. Forfeiture of Shares</p> <p>...</p> <p>4. The forfeited shares shall be deemed authorized shares for offering. The Board of Directors may directly sell or authorize the sale and reallocation of such shares on such terms and in such manner as it deems appropriate.</p>	<p>Article 10. Forfeiture of Shares</p> <p>...</p> <p>4. Forfeited shares shall be considered authorized shares offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, or authorize the sale and redistribution of such shares, under conditions and in a manner that</p>	Supplemented to clarify in accordance with the Law on Enterprises.

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
			the Board deems appropriate.	
11.	Point d Clause 2 Article 12	No provision	General Meeting of Shareholders	
12.	Clause 1 Article 14	<p>Article 14. General Meeting of Shareholders (GMS)</p> <p>1. The General Meeting of Shareholders is the highest decision-making body of the Company. The Annual General Meeting of Shareholders is held once (01) per year. The Annual General Meeting of Shareholders must be convened within four (04) months from the end of the fiscal year.</p> <p>...</p> <p>Where necessary, the Board of Directors may decide to hold the Annual or Extraordinary General Meeting of Shareholders via online meeting, electronic voting, or other forms in accordance with applicable laws.</p>	<p>Article 14. General Meeting of Shareholders (GMS)</p> <p>1. The General Meeting of Shareholders shall comprise all shareholders entitled to vote and shall constitute the supreme authority of the Company.. The GMS is conducted annually and within 04 months from the ending date of the fiscal year.</p> <p>...</p> <p>The Board of Directors shall decide to hold the Annual or Extraordinary General Meeting of Shareholders through online meetings, electronic voting, or other appropriate forms.</p>	Supplemented to clarify content
13.	Clause 2 Article 14	<p>Article 14. General Meeting of Shareholders (GMS)</p> <p>...</p> <p>The Annual General Meeting of Shareholders shall decide on</p>	<p>Article 14. General Meeting of Shareholders (GMS)</p> <p>...</p> <p>2. The Board of Directors shall convene the Annual General</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		<p>matters as prescribed by law and the Company's Charter, in particular approving the annual financial statements and the financial plan for the following fiscal year.</p> <p>Where the audit report on the Company's annual financial statements contains material qualifications, the Company may invite a representative of the auditing firm to attend the Annual General Meeting of Shareholders to explain relevant matters.</p>	<p>Meeting of Shareholders and select an appropriate venue. The venue of the General Meeting of Shareholders must be located within the territory of Vietnam. In the event that the General Meeting of Shareholders is held simultaneously at multiple locations, the venue of the meeting shall be determined as the location where the chairperson attends. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Charter, in particular approving the audited annual financial statements and the financial plan for the following fiscal year. In cases where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company may invite a representative of the approved audit firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting to explain relevant matters.</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
14.	Point e Clause 3 Article 14	<p>Article 14. General Meeting of Shareholders (GMS)</p> <p>...</p> <p>3. The Board of Directors shall convene an extraordinary GMS in the following cases:</p> <p>....</p> <p>e. The Audit Committee shall request the convening of a meeting if it has reasonable grounds to believe that members of the Board of Directors or other executives are seriously breaching their duties under Article 160 of the Law on Enterprises, or that the Board of Directors is acting or intends to act beyond its authority.</p>	<p>Article 14. General Meeting of Shareholders (GMS)</p> <p>...</p> <p>3. The Board of Directors shall convene an extraordinary GMS in the following cases:</p> <p>....</p> <p>e. The Audit Committee may recommend the convening of a meeting if it has reasonable grounds to believe that members of the Board of Directors or other executives have committed serious breaches of their obligations under Article 160 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;</p>	Adjusted to reflect the Company's actual circumstances.
15.	Point b, d Clause 4 Article 14	<p>Article 14. General Meeting of Shareholders (GMS)</p> <p>...</p> <p>4. Convening the extraordinary GMS</p> <p>...</p> <p>b. The number of remaining</p>	<p>Article 14. General Meeting of Shareholders (GMS)</p> <p>...</p> <p>4. Convening the extraordinary GMS</p> <p>...</p> <p>b. The number of remaining members of the Board of Directors or the Audit Committee is below the</p>	In accordance with the Company's operational structure

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		<p>members of the Board of Directors or the Audit Committee is lower than the minimum number required by law;</p> <p>....</p> <p>d. At the request of the Audit Committee.</p>	<p>minimum number prescribed by law;</p> <p>....</p> <p>d. At the recommendation of the Audit Committee;</p>	
16.	Point d, Point e, Point q and Point s Clause 2 Article 15	<p>Article 15. Rights and obligations of the GMS</p> <p>2. The General Meeting of Shareholders shall discuss and approve the following matters:</p> <p>...</p> <p>d. Reports of the Audit Committee on the Company's business results and the performance of the Board of Directors and the General Director;</p> <p>e. Self-assessment reports on the performance of the Audit Committee and its members;</p> <p>...</p> <p>r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on</p>	<p>Article 15. Rights and obligations of the GMS</p> <p>2. The General Meeting of Shareholders shall discuss and approve the following matters:</p> <p>...</p> <p>d. Reports on the performance of independent members of the Board of Directors and the individual assessments by each independent member of the Board of Directors on the performance of the Board of Directors;</p> <p>Remove Point e</p> <p>...</p> <p>q. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on</p>	Amended in accordance with Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025.

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		<p>Securities;</p> <p>t. Other matters as prescribed by applicable laws.</p>	<p>Securities;; as amended and supplemented by Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025, which amends and supplements a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities;</p> <p>s. Other matters as prescribed by law and this Charter.</p>	
17.	Clause 1 and Point b, c Clause 2 Article 16	<p>Article 16. Authorizing participation in GMS</p> <p>1. Shareholders entitled to attend the General Meeting of Shareholders in accordance with law may authorize their representatives to attend. Where more than one representative is appointed, the number of shares and voting rights authorized for each representative must be clearly specified.</p> <p>2. The authorization of a representative to attend the General Meeting of Shareholders must be made in writing in the Company’s prescribed form and</p>	<p>Article 16. Authorizing participation in GMS</p> <p>1. Shareholders and authorized representatives of institutional shareholders may directly attend the General Meeting of Shareholders or, in accordance with law, may authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises. In the event that more than one representative is appointed, the number of shares and voting rights authorized to each representative must be clearly specified..</p>	Supplemented to clarify the regulations on authorization for attending the General Meeting of Shareholders.

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		<p>must bear signatures as follows: ....</p> <p>b. In the case of an institutional shareholder as the authorizing party, the power of attorney must bear the signatures of the authorized representative, the legal representative of the institutional shareholder, and the individual/legal representative of the authorized attending organization;</p> <p>c. In other cases, the power of attorney must bear the signatures of the legal representative of the shareholder and the authorized attendee. The authorized attendee must submit the power of attorney prior to entering the meeting room.</p>	<p>2. Authorization must be made in writing in the form prescribed by the Company and must bear signatures as follows:...</p> <p>b. In the case where an institutional shareholder acts as the authorizing party, the power of attorney must bear the signatures of the authorized representative (if such representative is authorized by the legal representative), the legal representative of the institutional shareholder, and the individual or the legal representative of the organization authorized to attend the meeting;</p> <p>c. In other cases, the proxy must bear the signature of the legal representative of the shareholder and the authorized representative. The proxy holder must submit the authorization document before entering the meeting. In the case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The power of attorney must clearly</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
			specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.	
18.	Point a Clause 2 Article 18	<p>Article 18. Convening, agenda and invitations to the GMS</p> <p>...</p> <p>2. The convener shall:</p> <p>Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders</p>	<p>Article 18. Convening, agenda and invitations to the GMS</p> <p>...</p> <p>2. The convener shall:</p> <p>Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the list provided by the Vietnam Securities Depository and Clearing Corporation no more than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders</p>	In accordance with the provisions of the Law on Securities.
19.	Point b Clause 3 Article 18	<p>Article 18. Convening, agenda and invitations to the GMS</p> <p>...</p> <p>3. List and detailed information of candidates in case of election of</p>	<p>Article 18. Convening, agenda and invitations to the GMS</p> <p>...</p> <p>4. List and detailed information of candidates in case of election of</p>	In accordance with the Company's management structure

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		members of the Board of Directors and the Audit Committee;	members of the Board of Directors;	
20.	Point a Clause 1 Article 20	<p>Article 20. Meeting Procedures and Voting at the General Meeting of Shareholders</p> <p>1. Before the opening of the meeting, the Company must conduct shareholder registration and continue registration until all attending shareholders entitled to attend have been registered, as follows:</p> <p>a. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card, which shall indicate the registration number, the name of the shareholder, the name of the authorized representative (if any), and the number of voting rights of such shareholder.</p>	<p>Article 20. Meeting Procedures and Voting at the General Meeting of Shareholders</p> <p>1. Before the opening of the meeting, the Company must conduct shareholder registration and continue registration until all attending shareholders entitled to attend have been registered, as follows:</p> <p>a. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card/voting ballot, which shall indicate the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of such voting card/voting ballot</p>	
21.	Clause 8 Article 22	<p>Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders</p> <p>...</p> <p>8. Decision adopted by written opinion must be approved by</p>	<p>Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders</p> <p>...</p> <p>8. Resolutions adopted by written opinion must be approved by</p>	Revise terminology in accordance with the Law on Enterprises

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		shareholders representing more than 50% of the total voting shares and shall have the same validity as resolutions adopted at a meeting.	shareholders representing more than 50% of the total voting shares and shall have the same validity as resolutions adopted at a meeting.	
22.	Point h Clause 1 Article 23	<p>Article 23. Resolutions and Minutes of the General Meeting of Shareholders</p> <p>1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or electronically recorded. Minutes is prepared in Vietnamese and may also be prepared in English, containing:</p> <p>...</p> <p>h. no provision</p>	<p>Article 23. Resolutions and Minutes of the General Meeting of Shareholders</p> <p>1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or electronically recorded. Minutes is prepared in Vietnamese and may also be prepared in English, containing:</p> <p>...</p> <p>h. To tabulate the votes cast for each candidate (if any).</p>	Supplemented in accordance with the provisions of the Law on Enterprises
23.	Clause 3 Article 25	<p>Article 25. Nomination and self-nomination of members of the Board of Directors</p> <p>...</p> <p>3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the</p>	<p>Article 25. Nomination and self-nomination of members of the Board of Directors</p> <p>...</p> <p>3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's</p>	Supplement the Regulations on the Operation of the Board of Directors.

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		Company's Charter, Internal Regulations on Corporate Governance. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law..	Charter, Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.	
24.	Clause 3 Article 26	<p>Article 26. Term of office and composition of the Board of Directors</p> <p>...</p> <p>3. The structure of the Board of Directors shall be as follows: The composition of the Board of Directors must ensure that at least one-third (1/3) of the total members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors.</p> <p>Specifically, the Board of Directors must include at least one (01) independent member (in case the Board consists of three (03) to five (05) members).</p>	<p>Article 26. Term of office and composition of the Board of Directors</p> <p>...</p> <p>3. The composition of the Board of Directors shall be as follows:</p> <p>a. The number of non-executive members of the Board of Directors shall include at least one (01) non-executive member in the case where the Board of Directors has from three (03) to five (05) members. The Company shall limit to the maximum extent the number of members of the Board of Directors concurrently holding executive positions in order to ensure the independence of the Board of Directors.</p> <p>b. The number of independent members of the Board of Directors shall include at least one (01) independent member in the</p>	Amended in accordance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025.

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
			<p>case where the Board of Directors has from three (03) to five (05) members.</p>	
25.	Point j Clause 3 Article 32	<p>Article 32. Person in charge of company governance</p> <p>...</p> <p>3. The person in charge of corporate governance shall have the following rights and obligations:</p> <p>...</p> <p>(j) no provision</p>	<p>Article 32. Person in charge of company governance</p> <p>...</p> <p>3. The person in charge of corporate governance shall have the following rights and obligations::</p> <p>...</p> <p>j. Other rights and obligations in accordance with applicable laws and the Company's Charter</p>	<p>Supplemented to ensure completeness in accordance with applicable new regulations (if any).</p>
26.	Clause 1 Article 34	<p>Article 34. The Company's executives</p> <p>1. Executives include the General Director, Deputy General Director, Executive Director, Chief Accountant, and other managers as prescribed in the Company's Charter.</p>	<p>Article 34. The Company's executives</p> <p>1. Executives include the General Director, Deputy General Director, Chief Accountant and Chief Financial Officer.</p>	<p>Detailed provisions shall be specified in accordance with the Company's organizational and management structure.</p>
27.	Article 35	<p>Article 35. Appointment, Dismissal, Duties, and Rights of the General Director</p>	<p>Article 35. Appointment, Dismissal, Rights and Obligations of the General Director</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
28.	Article 36	No provision	<p><b>Article 36. Company Secretary</b></p> <p>The Board of Directors shall appoint one (01) or more persons to act as the Company Secretary for a term and under such terms and conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The rights and obligations of the Company Secretary include:</p> <ol style="list-style-type: none"> <li>1. Assisting in the organization of the convening of meetings of the General Meeting of Shareholders and the Board of Directors; taking minutes of meetings;</li> <li>2. Assisting members of the Board of Directors in the performance of their assigned rights and obligations;</li> <li>3. Assisting the Board of Directors in applying and implementing corporate governance principles;</li> <li>4. Assisting the Company in developing shareholder relations and</li> </ol>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
			<p>protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information provision, disclosure, and administrative procedures;</p> <p>5. Other rights and obligations in accordance with the Company's Charter.</p> <p>6. The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable laws and the Company's Charter.</p>	
29.		Article 36. Nomination and Candidacy for Members of the Audit Committee	Article 37. Nomination and Candidacy for Members of the Audit Committee	Rearrange the order due to the addition of Article 36.
30.		Article 37. Composition of the Audit Committee	Article 38. Composition of the Audit Committee	Rearrange the order due to the addition of Article 36.
31.		Article 38. Rights and Obligations of the Audit Committee	Article 39. Rights and Obligations of the Audit Committee	Rearrange the order due to the addition of Article 36.
32.	Clause 1 Article 40	<p>Article 39. Meetings of the Audit Committee</p> <p>1. The Audit Committee shall meet at least twice per year. Minutes of meetings must be prepared in detail and clearly, and must be duly retained. The minute-taker and</p>	<p>Article 40. Meetings of the Audit Committee</p> <p>1. The Audit Committee shall meet at least twice per year. Minutes of meetings must be prepared in detail and clearly, and must be duly retained. The minute-taker and attending</p>	Supplemented to clarify the Audit Committee's operation.

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		attending members of the Audit Committee must sign the minutes.	members of the Audit Committee must sign the minutes. Minutes of meetings of the Audit Committee must be retained to determine the responsibilities of each member of the Audit Committee.	
33.	Clause 2 Article 40	<p>Article 39. Meetings of the Audit Committee</p> <p>...</p> <p>2. The Audit Committee shall adopt resolutions by voting at meetings, by written opinion, or by other methods as provided in the Company's Charter or the Audit Committee's Internal Regulations. Each member of the Audit Committee shall have one (01) vote. Unless a higher approval threshold is stipulated in the Company's Charter or the Audit Committee's Internal Regulations, a resolution of the Audit Committee shall be passed if it is approved by a majority of the attending members; in the event of a tie vote, the final decision shall be determined in accordance with the opinion of the Chair of the Audit Committee.</p>	<p>Article 40. Meetings of the Audit Committee</p> <p>...</p> <p>2. The Audit Committee shall adopt decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the Company's Charter or the Charter of Operation of the Audit Committee. Each member shall have one vote. Unless otherwise provided by a higher threshold in the Company's Charter or the Charter of Operation of the Audit Committee, a decision is adopted if approved by a majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of the Audit Committee. The Audit Committee has the right to request the General Director and representatives of the approved audit organization to attend and provide explanations on matters requiring clarification</p>	Supplemented to clarify the Audit Committee's operation.

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
34.		Article 40. Report on Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders	Article 41. Report on Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders	Rearrange the order due to the addition of Article 36.
35.		Article 41. Duty of Honesty and Avoidance of Conflicts of Interest	Article 42. Duty of Honesty and Avoidance of Conflicts of Interest	Rearrange the order due to the addition of Article 36.
36.	Clause 1 Article 43	<p>Article 43. Liability for Damages and Indemnification</p> <p>...</p> <p>1. Members of the Board of Directors, the General Director, and other executives or managers who breach their duties of honesty and prudence, or fail to perform their duties with due diligence and professional competence, is liable for damages caused by their violations.</p>	<p>Article 43. Liability for Damages and Indemnification</p> <p>...</p> <p>1. Members of the Board of Directors, the General Director, and other executives or managers who breach their duties of honesty and prudence, or fail to perform their duties with due diligence and professional competence, is liable for damages caused by their violations.</p>	
37.		Article 43. Right to Access Books and Records	Article 44. Right to Access Books and Records	Rearrange the order due to the addition of Article 36.
38.		Article 44. Employees and Trade Union	Article 45. Employees and Trade Union	Rearrange the order due to the addition of Article 36.
39.		Article 45. Profit Distribution	Article 46. Profit Distribution	Adjusted in accordance with actual circumstances.
40.		Article 46. Bank Accounts	Article 47. Bank Accounts	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
41.		Article 47. Fiscal Year	Article 48. Fiscal Year	
42.		Article 48. Accounting Regime	Article 49. Accounting Regime	
43.		Article 49. Annual, Semi-Annual and Quarterly Financial Statements	Article 50. Annual, Semi-Annual and Quarterly Financial Statements	
44.		Article 50. Annual Report	Article 51. Annual Report	
45.		Article 51. Audit	Article 52. Audit	
46.		Article 52. Seal	Article 53. Seal	
47.		Article 53. Dissolution of the Company	Article 54. Dissolution of the Company	
48.		Article 54. Extension of Operation	Article 55. Extension of Operation	
49.		Article 55. Liquidation	Article 56. Liquidation	
50.	Clause 2 Article 57	<p>Article 56. Internal Dispute Resolution</p> <p>...</p> <p>2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediator's decision is not accepted by the parties, either party may submit the dispute to the Economic Arbitration or the Economic Court</p>	<p>Article 57. Internal Dispute Resolution</p> <p>...</p> <p>2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediation decision is not accepted by the parties, any party may submit the dispute to a commercial arbitration tribunal or a competent People's Court.</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Charter Content	Legal and Practical Basis
		for resolution.		
51.	Clause 1 Article 59	<p>Article 58. Amendment and Supplementation of the Charter</p> <p>...</p> <p>1.This Charter consists of 21 chapters and 58 articles, unanimously adopted by the General Meeting of Shareholders of QP Xanh Investment Company on 29 May 2025, and amended and supplemented on 08 September 2025, with the full text of this Charter approved to take effect accordingly.</p>	<p>Article 59. Amendment and Supplementation of the Charter</p> <p>...</p> <p>1. This Charter consists of 21 sections and 59 articles, unanimously adopted by the General Meeting of Shareholders of QP Holdings Joint Stock Company on 27 May 2026 in Ho Chi Minh City, and the full text of this Charter is approved under Resolution No. ..../2026/NQ-DHDCD dated 27 May 2026 of the Annual General Meeting of Shareholders, effective from the date of signing and replacing the Charter previously adopted by the General Meeting of Shareholders of QP Green Investment Joint Stock Company on 08 September 2025</p>	Update the information on the date of adoption of the amended Charter.
52.			Amend certain spelling and technical errors in the Charter.	

The above represents the full details of the proposed amendments and supplements to the Charter of QP Holdings Joint Stock Company. We respectfully submit these proposals to the General Meeting of Shareholders for its review and approval.

DRAFT

# **CHARTER**

## **QP HOLDINGS JOINT STOCK COMPANY**

Ho Chi Minh city,05 / 2026

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## **PREAMBLE**

This Charter is adopted pursuant to Resolution No. ..../2026/NQ-DHDCD of the Annual General Meeting of Shareholders dated May 27, 2026 and replaces the Charter previously issued under Resolution No. 20/2025/NQ-HDQT of the Board of Directors dated September 08, 2025.

## **I. DEFINITIONS OF TERMS IN THE CHARTER**

### **Article 1. Definitions**

1. For the purpose of this Charter, the terms below are construed as follows:
  - a. Charter capital means the total par value of shares that have been sold or subscribed upon establishment of the Company as prescribed in Article 6 of this Charter;
  - b. Voting capital means;
  - c. Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 ratified by National Assembly of Socialist Republic of Vietnam on June 17, 2020;
  - d. Law on Securities means the Law on Securities No. 54/2019/QH14 ratified by National Assembly of Socialist Republic of Vietnam on November 26, 2019;
  - e. Vietnam means Socialist Republic of Vietnam;
  - f. Establishment date means the day on which the Company's first Enterprise Registration Certificate (including Business Registration Certificate and other equivalent legal documents) is issued;
  - g. Executives include the General Director, Deputy General Director, Chief Accountant and Chief Financial Officer;
  - h. Managers include the of the Board of Directors, members of the Board of Directors, the General Director, Deputy General Directors and persons holding other managerial positions prescribed by the Company's Charter;
  - i. Related persons are the organizations and individuals defined in Clause 23 Article 24 of Law on Enterprises and Clause 46 Article 4 of Law on Securities;
  - j. Shareholder means an individual or organization that owns at least one share of ;
  - k. Founding shareholder means a shareholder that holds at least one ordinary share and is included in the Company's list of founding shareholder;
  - l. Major shareholder is defined in Clause 18 Article 4 of Law on Securities;
  - m. Operating period is the period specified in Article 2 of this Charter and may be extended if approved by the GMS;
  - n. Stock Exchanges include Vietnam Exchange (VNX) and its subsidiary companies.
2. The references in this Charter also include their amendments or replacements.
3. The titles Sections and Articles of this Charter are meant to facilitate readers and do not affect the contents of this Charter.

## **II. NAME, TYPE OF BUSINESS, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, OPERATING PERIOD AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, type of business, headquarters, branches, representative offices, business locations, operating period of the Company**

1. Name of the Company

- Vietnamese name: CÔNG TY CỔ PHẦN QP HOLDINGS
- Foreign language name: QP HOLDINGS JOINT STOCK COMPANY
- Abbreviated name: QP Holdings

2. The Company is a joint stock company, which is a juridical person and is conformable with applicable regulations of law of Vietnam.

3. Headquarters:

- Address: Floor L16, Vietcombank Tower, Me Linh Square, Sai Gon ward, Ho Chi Minh City, Vietnam
- Phone number: (028) 36 20 26 26
- Website: [www.qpholdings.vn](http://www.qpholdings.vn) E-mail: [info@qpholdings.vn](mailto:info@qpholdings.vn)

4. The Company may establish branches and representative offices achieve the objectives of the Company in accordance with decisions of the Board of Directors and the law.

5. Unless duration of operation is terminated in accordance with Article 54 of this Charter, the duration of operation of the Company shall commence from the date of establishment and is unlimited.

### **Article 3. The Company's legal representatives**

1. The Company has two (02) legal representatives: Chairman of the Board of Directors and General Director.

2. The legal representative of the Company is an individual who represents the Company in exercising the rights and performing the obligations arising from the Company's transactions, and represents the Company as petitioner in civil matters, plaintiff, defendant, or a person with related rights and obligations before Arbitration or the Courts. The responsibilities of the legal representative shall be implemented in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by applicable laws.

The legal representative(s) of the Company must reside in Vietnam. In the event that one (01) legal representative is absent, the remaining legal representative shall be deemed to have full authority to represent the Company before third parties and before the law. Where only one legal representative residing in Vietnam remains, such person must authorize in writing another person to exercise the rights and perform the obligations of the Company's legal representative when leaving Vietnam. In such case, the legal representative shall remain responsible for the performance of the authorized rights and obligations.

In the event that the authorization expires and the Company's legal representative has not yet returned to Vietnam and no further authorization is granted, the authorized person shall continue to exercise the rights and perform the obligations of the Company's legal representative within the scope of the granted authorization until the legal representative returns to work or until the Board of Directors appoints another person as the Company's legal representative.

In the event that the legal representative is absent from Vietnam for more than thirty (30) days without authorizing another person to exercise the rights and perform the obligations of the Company's legal representative, or dies, is missing, is subject to criminal prosecution, is held in temporary detention, is serving a sentence, is undergoing administrative handling measures at a compulsory detoxification or education facility, has limited or lost civil act capacity, has difficulties in cognition or behavioral control, is banned by a Court from holding positions or practicing a profession, or is otherwise incapable of controlling his/her acts, the Board of Directors shall appoint another person to act as the Company's legal representative in replacement.

3. Rights and obligations of the legal representative: In addition to the responsibilities prescribed by law, the legal representative shall have the following rights and obligations:

- a. For the Chairperson of the Board of Directors: to perform in accordance with Article 29 of this Charter and to have the following rights and obligations:
  - To act as the legal representative in signing the Company's Charter and documents for changes to enterprise registration;
  - To sign documents relating to information disclosure and dossiers submitted to the State Securities Commission, the Stock Exchange, and the Vietnam Securities Depository and Clearing Corporation (VSDC) within the authority of the Chairman of the Board of Directors.
- b. For the General Director: to perform in accordance with Clause 4, Article 35 of this Charter and to have the following rights and obligations:
  - To sign documents relating to information disclosure and dossiers submitted to the State Securities Commission, the Stock Exchange, and the Vietnam Securities Depository and Clearing Corporation (VSDC) within the authority of the General Director;
  - To act as the legal representative of the Company in registering representative information with the Vietnamese tax authorities;
  - To act as the Company's legal representative in registering the opening of accounts, updating account information, closing accounts, and conducting other transactions in

relation to the Company's trading accounts at securities companies, banks, and credit institutions.

### III. OBJECTIVE, SCOPE OF BUSINESS AND OPERATION OF THE COMPANY

#### Article 4. Objectives of the Company

1. The Company's business lines:

No.	Business Lines	Industry Code
1.	Sawmilling and Planing of Wood; Wood Preservation (Not conducted at the Company's head office)	1610
2.	Installation of Industrial Machinery and Equipment	3320
3.	Construction of Residential Buildings	4101
4.	Construction of Non-residential Buildings	4102
5.	Construction of Roads and Highways	4212
6.	Construction of Water Projects	4291
7.	Construction of Processing and Manufacturing Facilities	4293
8.	Demolition Details: Dismantling services	4311
9.	Plumbing, Heat and Air-conditioning Installation (Excluding mechanical processing, waste recycling, electroplating at the head office; and excluding installation of refrigeration equipment (freezers, cold storage, ice machines, air conditioners, water chillers) using R22 refrigerant in seafood processing)	4322
10.	Building Completion and Finishing	4330
11.	Other Specialized Construction Activities	4390
12.	Agents, Brokers and Auction Agents (Excluding auction services)	4610
13.	Wholesale of Food Products Details: Wholesale of coffee, tea, sugar, milk and dairy products, confectionery, and processed products from cereals, flour and starch (Not conducted at the head office; excluding cane sugar and beet sugar)	4632
14.	Wholesale of Other Household Goods	4649

No.	Business Lines	Industry Code
15.	Wholesale of Machinery, Equipment and Spare Parts Details: Wholesale of machinery, equipment and spare parts for mining, construction, industry and environmental sanitation; wholesale of machinery and materials used in production	4659
16.	Wholesale of Motor Vehicles	4661
17.	Wholesale of Motorcycles and Related Parts and Accessories Details: Wholesale of motorcycles	4663
18.	Wholesale of Construction Materials and Installation Supplies Details: Wholesale of timber, semi-processed wood products, paints, bamboo, cement, bricks, tiles, stones, sand and gravel (Excluding inland waterway terminals; not conducted at the head office)	4673
19.	Other Specialized Wholesale Not Elsewhere Classified Details: Wholesale of scrap materials (metal and non-metal), liquidation goods, used machinery and equipment, used electrical industry equipment, used steel products (No chemical storage at the head office)	4679
20.	Retail Sale of Motorcycles and Related Parts and Accessories Details: Retail of motorcycles	4783
21.	Freight Transport by Road	4933
22.	Warehousing and Storage (Not conducted at the head office)	5210
23.	Other Supporting Transport Activities Details: Logistics services (Excluding gas liquefaction for transportation and air transport-related activities)	5229
24.	Restaurants and Mobile Food Service Activities	5610
25.	Event Catering and Other Occasional Catering Services	5621
26.	Activities of Holding Companies (Capital investment in other enterprises; management of capital contributions; excluding banking, securities, insurance and financial services)	6421
27.	Other Activities Auxiliary to Financial Services Details: Investment consulting (excluding legal advisory)	6619
28.	Real Estate Activities with Own or Leased Property	<b>6810 (Chính)</b>

No.	Business Lines	Industry Code
	Details: Buying and selling residential houses and land use rights; leasing, operating and managing residential property; other real estate business; leasing of factories (in accordance with planning regulations)	
29.	Real Estate Agency Activities Details: Real estate brokerage; real estate trading floors	6821
30.	Other Real Estate Activities on a Fee or Contract Basis	6829
31.	Management Consultancy Activities  (Provision of management consulting and investment consulting services (excluding legal advisory and conditional financial advisory); advisory on investment structuring and execution; capital transfer advisory; business matching support; excluding brokerage, financial intermediation, securities and banking activities; advisory and support on corporate strategy, policies, processes, HR, internal finance, and production planning)	7020
32.	Advertising (Excluding prohibited goods and services) Details: Marketing services	7310
33.	Market Research and Public Opinion Polling (Excluding public opinion polling services) Details: Market research	7320
34.	Renting and Leasing of Motor Vehicles Details: Car rental; rental of other motor vehicles	7710
35.	Office Administrative and Support Activities (Provision of office administrative services; document preparation support; transaction coordination support; business operation support; excluding legal, financial, securities and banking advisory services)	8210
36.	Organization of Conventions and Trade Promotion Activities (Organization of conferences, seminars, trade promotion events; business networking; facilitating business cooperation opportunities; excluding advertising and financial intermediation activities)	8230
37.	Intermediation Services for Business Support Activities (Excluding Financial Intermediation)  (Business support intermediation; partner matching; facilitating business cooperation opportunities; excluding brokerage, financial intermediation, capital arrangement, securities and banking)	8240
38.	Other Business Support Service Activities Not Elsewhere Classified (Business support services; business development support; partner connection; cooperation facilitation; excluding brokerage, financial intermediation, capital arrangement, securities and banking)	8299
39.	Other Education Support Activities	8569

## 2. Objective of the Company:

The Company is established to mobilize and utilize capital in the most efficient manner, and to continuously organize and develop its business operations across various sectors with the objective of maximizing profits, ensuring benefits for shareholders, creating stable employment, and improving the income and living standards of employees, while fulfilling its tax obligations to the State Budget and promoting the sustainable development of the Company. Through its operations, the Company contributes to generating economic efficiency for society, improving working conditions, and enhancing the income and living standards of its employees.

### **Article 5. Scope of business and operation of the Company**

The Company is authorized to plan and carry out all business activities in accordance with this Charter, register any changes to its business registration with the competent business registration authority, and disclose such changes on the National Business Registration Portal, in compliance with applicable laws, and to implement appropriate measures to achieve the Company's objectives..

In cases the Company conducts business in conditional investment and business sectors, the Company shall only operate upon fully satisfying the business conditions as prescribed by Law on Investment and relevant specialized laws.

## **IV. Charter capital, shares, founding shareholders**

### **Article 6. Charter capital, shares, founding shareholders**

1. The Company's Charter capital is **333,350,290,000 VND** (Three hundred thirty-three billion, three hundred fifty million, two hundred ninety thousand VND).

The Company's Charter capital is divided into **33,335,029** shares (Thirty-three million, three hundred thirty-five thousand, twenty-nine with a par value of 10,000 VND/share (ten thousand VND one share).

2. The Company may increase its charter capital subject to approval by the General Meeting of Shareholders and in compliance with applicable laws and regulations.

3. The Company's shares on the ratification date of this Charter include ordinary shares. The rights and obligations of shareholders holding ordinary shares are specified in Article 12 of this Charter.

4. The Company may issue other preference shares after it is approved by the GMS and it is conformable with regulations of law.

5. Ordinary shares is offered for sale on a pre-emptive basis to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Any shares not subscribed for by existing shareholders is decided upon by the Board of Directors. The Board of Directors may allocate such shares to other investors on such terms and conditions as it deems appropriate, provided that such shares are not sold on terms more favorable than those offered to existing shareholders, except in cases where the shares are sold through a Stock Exchange by way of auction.

6. The Company may repurchase shares issued by itself in the manners provided for in this Charter and in accordance with applicable laws. Shares repurchased by the Company shall constitute treasury shares, and the Board of Directors may re-offer or dispose of such shares in a manner consistent with this Charter, the Law on Securities, and relevant implementing regulations.

7. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in compliance with laws.

#### **Article 7. Share certificates**

1. Shareholders of the Company is issued with share certificates which specify their holdings and types of shares being held.

2. The share certificate is a type of securities that certify the holder's lawful rights and interests to part of the share capital of the issuer. A share certificate shall contain all information specified in Clause 1 Article 121 of Law on Enterprises.

3. Within 10 days from the submission of the satisfactory application for transfer of ownership of shares as prescribed by the Company, or within 10 days from the day on which the shares are fully paid for under the Company's share issuance plan (or another time limit specified in the issuance clauses), the holder of the shares is issued with the share certificate and is not required to pay the cost of printing the share certificate to the Company.

4. In case the share certificate is lost or damaged, the shareholder is reissued with another share certificate by the Company on request. Such a request shall specify:

- a. Information about the lost or damaged share certificate;
- b. Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

#### **Article 8. Other securities certificates**

Bond certificates and other securities certificates issued by the Company shall bear the signature of the legal representative and seal of the Company.

#### **Article 9. Transfer of shares**

1. All shares may be transferred freely unless otherwise prescribed by this Charter and the law. Shares that are listed and registered on Stock Exchanges may be transferred in accordance with regulations of Law on Securities and the securities market.

2. Shares that are not fully paid for must not be transferred and shall not receive relevant rights such as right to dividends, right to receive shares additionally issued to increase share capital from equity, right to buy new shares and other benefits prescribed by law.

## **Article 10. Forfeiture of Shares**

1. In the event that a shareholder fails to make full and timely payment for the purchased shares, the Board of Directors shall provide notice and shall have the right to demand such shareholder to pay the remaining balance, together with interest on such amount and any expenses incurred by the Company arising from such failure of payment.
2. The aforementioned payment notice must specify a new payment deadline (which must be at least seven (07) days from the date of dispatch), the place of payment, and a clear statement that the unpaid shares will be subject to forfeiture if payment is not made as requested.
3. The Board of Directors shall have the authority to forfeit shares that have not been paid in full and on time if the requirements set forth in the notice are not fulfilled.
4. Forfeited shares shall be considered authorized shares offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly sell, or authorize the sale and redistribution of such shares, under conditions and in a manner that the Board deems appropriate.
5. A shareholder holding forfeited shares shall cease to be a shareholder in respect of those shares, but shall remain liable to pay all related amounts plus interest at a rate (not exceeding 12% per annum) determined by the Board of Directors from the date of forfeiture until the date of actual payment. The Board of Directors shall have full discretion to enforce the payment of the total value of the shares at the time of forfeiture.
6. A Notice of Forfeiture shall be dispatched to the holder of the forfeited shares prior to the time of forfeiture. The forfeiture shall remain valid notwithstanding any error or negligence in the dispatch of such notice.

## **V. Organizational structure, administration and control**

### **Article 11. Organizational structure, administration and control**

Organizational structure, administration and control of the Company include:

1. The GMS.
2. The Board of Directors, The Audit Committee under The Board of Directors.
3. General Director.

## **VI. Shareholders and GMS**

### **Article 12. Rights of shareholders**

1. Ordinary shareholders have the right to:

- a. Participate, comment in the GMS; exercise the right to vote directly or through authorized representatives or another method prescribed by the Company's Charter and the law. Each ordinary share has one vote;
- b. Receive dividends at the rate decided by the GMS;
- c. Priority when buying new shares in proportion to each shareholder's holding of ordinary shares;
- d. Freely transfer shares to other persons, except in the cases specified in Clause 3 Article 120, Clause 1 Article 127 of Law on Enterprises and relevant laws;
- e. Access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
- f. Access, examine and extract or copy the Company's Charter, minutes of meeting and resolutions of the GMS;
- g. When the Company is dissolved or goes bankrupt, receive part of the remaining assets in proportion to their holdings in the Company;
- h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
- i. Equal treatment. Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligations associated with these preference shares must be approved by the GMS and informed to the shareholders;
- j. Access to periodic and extraordinary information disclosed by the Company as prescribed by law;
- k. Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the GMS and the Board of Directors in accordance with the Law on Enterprises;
- l. Other rights prescribed by law and the Company's Charter. (Rights associated with other types of shares)

2. The shareholder or group of shareholders that holds at least 05% of total ordinary shares has the rights to:

- a. Request the Board of Directors to convene the GMS in accordance with Clause 3 Article 115 and Article 140 of Law on Enterprises;
- b. Examine, extract the minutes, resolutions and decisions of the Board of Directors, biannual and annual financial statements, reports of the Audit Committee, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relevant to the Company's trade secrets;
- c. Request the Audit Committee to inspect specific issues relevant to the management and operation of the Company where necessary. The request must be made in writing and contain: full names, mailing addresses, nationalities, ID numbers of shareholders that are individuals; names, enterprise/organization ID numbers and headquarters addresses of shareholders that are organizations; quantity of shares and share subscription time of each shareholder, total shares of the group of shareholders and their holdings; the issues that need inspecting and purposes of inspection;

- d. Propose inclusion of the issues in the agenda of the GMS. The proposal must be made in writing and sent to the Company at least 03 working days before the opening date of the General Meeting of Shareholders. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues;
  - e. Other rights prescribed by law and the Company's Charter.
3. The shareholder or group of shareholders that holds at least 10% of total ordinary shares is entitled to nominate candidates to the Board of Directors. Candidates is nominated as follows:
- a. The group of shareholders that nominate candidates to the Board of Directors must inform the participating shareholders before the opening of the GMS;
  - b. Depending on the quantity of members of the Board of Directors and the shareholders or groups of shareholders prescribed I this Clause may nominate one or some candidates according to the decision of the GMS to the Board of Directors. In case the number of nominated candidates is smaller than the maximum permissible number of candidates specified in the decision of the GMS, the remaining candidates is nominated by Board of Directors and other shareholders.

### **Article 13. Obligations of shareholders**

Ordinary shareholders have the obligations to:

1. Fully and punctually pay for the subscribed shares.
2. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the shareholder and persons with related interests in the Company is jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused.
3. Comply with the Company's Charter and internal regulations on company administration.
4. Comply with resolutions and decisions of the GMS and the Board of Directors.
5. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals.
6. Participate in the GMS and exercise the right to vote in the following manners:
  - a. Participate and vote in person at the meeting;
  - b. Authorize other organizations and individuals to participate and vote at the meeting;
  - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
  - d. Send votes by mail, fax or email;
  - e. Send votes using (other means) prescribed by the Company's Charter.

7. Take personal responsibility when committing any of the following acts in the name of the Company in any shape or form:

- a. Violations of law;
- b. Business operations and other transactions for personal gain or serving the interests of other organizations and individuals;
- c. Paying undue debts while the Company is facing financial risks.

8. Fulfill other obligations prescribed by applicable regulations of law. (Obligations associated with other types of shares)

#### **Article 14. General Meeting of Shareholders (GMS)**

1. The General Meeting of Shareholders shall comprise all shareholders entitled to vote and shall constitute the supreme authority of the Company.. The GMS is conducted annually and within 04 months from the ending date of the fiscal year. The Board of Directors may delay the date of conducting the annual GMS but still within 06 months from the ending date of the fiscal year. Extraordinary GMS may be conducted in additional to annual GMS. The location of GMS is where the chair participates in and must be within Vietnam's territory. The Board of Directors shall decide to hold the Annual or Extraordinary General Meeting of Shareholders through online meetings, electronic voting, or other appropriate forms.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The venue of the General Meeting of Shareholders must be located within the territory of Vietnam. In the event that the General Meeting of Shareholders is held simultaneously at multiple locations, the venue of the meeting shall be determined as the location where the chairperson attends. The Annual General Meeting of Shareholders shall decide on matters in accordance with the law and the Company's Charter, in particular approving the audited annual financial statements and the financial plan for the following fiscal year. In cases where the audit report on the Company's annual financial statements contains material qualifications, an adverse opinion, or a disclaimer of opinion, the Company may invite a representative of the approved audit firm that audited the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representative shall be responsible for attending the meeting to explain relevant matters.

3. The Board of Directors shall convene an extraordinary GMS in the following cases:

- a. It is considered necessary for the Company's interests by the Board of Directors;
- b. Quarterly, semi-annual, or audited annual financial statements indicating that the Company's equity has been reduced by half compared to the beginning of the period.
- c. The number of members of the Board of Directors, including independent members, is fewer than the number prescribed by law, or the number of Board members has decreased by more than one-third (1/3) of the number of members specified in this Charter;
- d. Shareholders or a group of shareholders specified in Clause 3, Article 12 of this Charter request the convening of a General Meeting of Shareholders. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and objectives

of the meeting, and must bear the signatures of the relevant shareholders, or be prepared in multiple copies with all signatures of the relevant shareholders collected;

- e. The Audit Committee may recommend the convening of a meeting if it has reasonable grounds to believe that members of the Board of Directors or other executives have committed serious breaches of their obligations under Article 160 of the Law on Enterprises, or that the Board of Directors has acted or intends to act beyond its authority;
- f. Other cases prescribed by law and this Charter.

#### 4. Convening the extraordinary GMS

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors or the Audit Committee is below the minimum number prescribed by law;
- c. At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises. The request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and objectives of the meeting, and must bear the signatures of the relevant shareholders, or be prepared in multiple copies with all signatures of the relevant shareholders collected;
- d. At the recommendation of the Audit Committee;
- e. Other cases as provided for by law.

#### 5. Convening an Extraordinary General Meeting of Shareholders

- a. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors, Independent Directors, or members of the Audit Committee falls to the level specified in Point b, Clause 4 of this Article, or from the date of receipt of a request as prescribed in Points a and b, Clause 4 of this Article;
- b. In the event that the Board of Directors fails to convene the General Meeting of Shareholders in accordance with Point a, Clause 5 of this Article, within the following thirty (30) days, the Audit Committee shall replace the Board of Directors in convening the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;
- c. In the event that the Audit Committee fails to convene the General Meeting of Shareholders in accordance with Point b, Clause 5 of this Article, the shareholder(s) or group of shareholders as specified in Point c, Clause 4 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises; (In such case, the shareholder(s) or group of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the order and procedures for convening, conducting the meeting, and adopting resolutions of the General Meeting of Shareholders. All expenses incurred for convening and conducting the General Meeting of Shareholders is reimbursed by the Company. Such expenses shall not include costs incurred by shareholders when attending the meeting, including accommodation and travel expenses).
- d. Procedures for organizing the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

## **Article 15. Rights and obligations of the GMS**

1. The General Meeting of Shareholders shall have the following rights and obligations:

- a. To approve the Company's development orientation;
- b. To decide on classes of shares and the total number of shares of each class authorized to be offered; to decide the annual dividend rate for each class of shares;
- c. To elect, remove, and dismiss members of the Board of Directors;
- d. To decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total assets recorded in the Company's most recent financial statements;
- e. To decide on amendments and supplements to the Company's Charter;
- f. To approve annual financial statements;
- g. To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
- h. To review and handle violations by members of the Board of Directors causing damage to the Company and its shareholders;
- i. To decide on reorganization or dissolution of the Company;
- j. To decide the budget or total remuneration, bonuses and other benefits for the Board of Directors;
- k. To approve the internal corporate governance regulations and the operating regulations of the Board of Directors;
- l. To approve the list of accepted auditing firms; to decide on the accepted auditing firm to audit the Company and to dismiss such accepted auditor when deemed necessary;
- m. Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a. The Company's annual business plan;
- b. Audited annual financial statements;
- c. Reports of the Board of Directors on corporate governance and operational results of the Board of Directors and each of its members;
- d. Reports on the performance of independent members of the Board of Directors and the individual assessments by each independent member of the Board of Directors on the performance of the Board of Directors;
- e. Dividend rate for each share of each class;
- f. Number of members of the Board of Directors and the Audit Committee;
- g. Election, removal, and dismissal of members of the Board of Directors and the Audit Committee;
- h. Budget or total remuneration, bonuses and other benefits for the Board of Directors and the Audit Committee;

- i. Approval of the list of accepted auditing firms; decision on the accepted auditing firm to audit the Company when deemed necessary;
- j. Amendments and supplements to the Company's Charter;
- k. Classes of shares and number of new shares to be issued for each class and transfer of shares of founding shareholders within the first three (03) years from the establishment date;
- l. Division, separation, consolidation, merger or conversion of the Company;
- m. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
- n. Investment or sale of assets with a value equal to or exceeding thirty-five percent (35%) of total assets recorded in the most recent financial statements;
- o. Repurchase of more than ten percent (10%) of the total issued shares of each class;
- p. Approval of contracts and transactions between the Company and persons specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding thirty-five percent (35%) of the total assets of the Company recorded in the most recent financial statements;
- q. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities;; as amended and supplemented by Clause 84, Article 1 of Decree No. 245/2025/ND-CP dated 11 September 2025, which amends and supplements a number of articles of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities;
- r. Approval of internal corporate governance regulations and operating regulations of the Board of Directors;
- s. Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.

#### **Article 16. Authorizing participation in GMS**

1. Shareholders and authorized representatives of institutional shareholders may directly attend the General Meeting of Shareholders or, in accordance with law, may authorize one or more individuals or organizations to attend the meeting on their behalf, or attend the meeting through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises. In the event that more than one representative is appointed, the number of shares and voting rights authorized to each representative must be clearly specified.

2. Authorization must be made in writing in the form prescribed by the Company and must bear signatures as follows:

- a. For individual shareholders, the proxy must bear the signature of the shareholder and the individual or legal representative of the authorized organization;
- b. In the case where an institutional shareholder acts as the authorizing party, the power of attorney must bear the signatures of the authorized representative (if such representative is authorized by the legal representative), the legal representative of the institutional shareholder,

- and the individual or the legal representative of the organization authorized to attend the meeting;
- c. In other cases, the proxy must bear the signature of the legal representative of the shareholder and the authorized representative. The proxy holder must submit the authorization document before entering the meeting. In the case of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company). The power of attorney must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.
3. Where a lawyer signs the designation of representative on behalf of the authorizing party, such designation is valid only if accompanied by the power of attorney granted to the lawyer or a valid copy thereof (if not previously registered with the Company).
  4. Except as provided in Clause 3 of this Article, votes cast by an authorized representative shall remain valid within the scope of authorization even in the following cases:
    - a. The authorizing person has died or lost or has restricted civil act capacity;
    - b. The authorization has been revoked;
    - c. The authority of the authorized person has been terminated.

This provision shall not apply if the Company receives notice of such events prior to the opening of the meeting or prior to reconvening the meeting.

#### **Article 17. Changes of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of shareholders that represent at least 65% of the votes. The GMS's resolution that contains adverse changes to the rights and obligations of preference shareholders may only be ratified if it is voted for by a number of participating preference shareholders that hold at least 75% of preference shares of the same type, or approved by a number of preference shareholders that hold at least 75% of preference shares of the same type in case of questionnaire survey.
2. A meeting of shareholders holding a type of preference shares for approving the aforementioned change of right shall only be carried out when it is participated in by at least 02 shareholders (or their authorized representatives) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating shareholders is not adequate, another meeting is carried out within 30 days regardless of the number of participating shareholders of that type of shares (or their authorized representatives) and the quantity of their shares. During the meeting, shareholders of that type of shares may, directly or through their representatives, request a ballot. Each share of that type has the same number of votes in such a meeting.
3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.

4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening, agenda and invitations to the GMS**

1. The Board of Directors shall convene the General Meeting of Shareholders, or it is convened in accordance with Article 14 of this Charter.

2. The convener shall:

- a. Prepare the list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the list provided by the Vietnam Securities Depository and Clearing Corporation no more than ten (10) days prior to the date of dispatch of the notice of invitation to the General Meeting of Shareholders. The Company must disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;
- b. Prepare the agenda and contents;
- c. Prepare meeting documents;
- d. Draft resolutions;
- e. Determine time and venue;
- f. Send notices to all eligible shareholders;
- g. Perform other necessary tasks.

3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by post to ensure delivery to their contact addresses, and shall simultaneously be disclosed on the Company's website, the State Securities Commission, and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice to all shareholders in the list of shareholders entitled to attend the meeting at least twenty-one (21) days prior to the opening date (calculated from the date the notice is validly sent or dispatched). The meeting agenda and relevant documents for matters to be voted on is sent to shareholders and/or published on the Company's website. Where such documents are not enclosed with the notice, the notice must clearly indicate the link to access all meeting materials, including:

- a. The meeting agenda and documents used at the meeting;
- b. List and detailed information of candidates in case of election of members of the Board of Directors;
- c. Voting ballots;
- d. Draft resolutions for each matter on the agenda

4. A shareholder or group of shareholders as prescribed in Clause 3, Article 12 of this Charter has the right to propose additional matters to be included in the agenda. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must include the full name of the shareholder, permanent address,

nationality, number of citizen identification card, identity card, passport or other lawful personal identification (for individual shareholders); name, enterprise code or establishment decision number, and head office address (for organizational shareholders); number and class of shares held, and the contents proposed to be included in the agenda.

5. The person who convenes the GMS is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases:

- a. The proposal is sent against the regulations of Clause 4 of this Article;
- b. The proposing shareholder or group of shareholders is holding less than [5%] of total ordinary shares when the proposal is made as prescribed in Clause 2 Article 12 of this Charter;
- c. The proposed issue is outside the jurisdiction of the GMS;
- d. Other cases prescribed by law and this Charter.

6. The convener must accept and include valid proposals in the proposed agenda and contents of the meeting, except for cases specified in Clause 5; such proposals is officially included if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for Conducting the General Meeting of Shareholders**

1. A meeting of the General Meeting of Shareholders is conducted when shareholders attending represent more than fifty percent (50%) of the total voting shares.

2. Where the quorum is not met within thirty (30) minutes from the scheduled opening time, the convener shall cancel the meeting. The meeting must be reconvened within thirty (30) days from the originally scheduled date. The second meeting is conducted when shareholders attending represent at least thirty-three percent (33%) of the total voting shares

3 Where the second meeting cannot be conducted due to lack of quorum within thirty (30) minutes from the scheduled opening time, a third meeting may be convened within twenty (20) days from the intended date of the second meeting. In this case, the meeting is conducted regardless of the number of voting shares represented by attending shareholders and is deemed valid and competent to decide on all matters originally submitted for approval at the first meeting.

#### **Article 20. Meeting Procedures and Voting at the General Meeting of Shareholders**

1. Before the opening of the meeting, the Company must conduct shareholder registration and continue registration until all attending shareholders entitled to attend have been registered, as follows:

- a. Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card/voting ballot, which shall indicate the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of such voting card/voting ballot.. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting is conducted by approval, disapproval, or abstention. At the meeting, approval votes is collected first, followed by disapproval votes, and finally the total votes is counted to determine the result. The vote-counting results is

- announced by the chairperson before the closing of the meeting unless otherwise provided in this Charter. The meeting shall elect persons responsible for vote counting or supervising vote counting as proposed by the chairperson; the number of members of the vote-counting committee is decided by the General Meeting of Shareholders based on such proposal;
- b. Shareholders, authorized representatives of organizational shareholders, or authorized persons attending after the meeting has commenced may register immediately and thereafter have the right to participate and vote. The chairperson is not required to suspend the meeting for late registration, and the validity of previously adopted matters shall remain unchanged.
2. The election of the chair, secretary and vote-counting committee is conducted as follows:
    - a. The Chairman of the Board of Directors shall act as the chair or may authorize another member of the Board of Directors to act as chairperson for meetings convened by the Board of Directors. In case the Chairman is absent or temporarily unable to perform his/her duties, the remaining members shall elect one among them to act as chairperson on the basis of majority;
    - b. Except for the case specified in point a of this Clause, the person who signs the decision to convene the meeting shall preside over the election of the chairperson, and the person receiving the highest number of votes shall act as chairperson;;
    - c. The chairperson shall appoint one or more persons as secretary of the meeting;
    - d. The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the chair.
  3. The agenda and contents of the meeting must be approved at the opening session. The agenda must clearly and in detail specify the time allocation for each matter.
  4. The chairperson has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and reflecting the wishes of the majority of attendees, including:
    - a. Arranging seating at the venue;
    - b. Ensuring safety of attendees;
    - c. Facilitating shareholders' attendance at (or continued attendance at) the General Meeting of Shareholders. The convener of the General Meeting of Shareholders shall have full authority to vary the aforementioned measures and to implement all necessary measures. Such measures may include the issuance of admission passes or the application of other appropriate selection or control methods..
  5. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting is conducted by approval, disapproval, or abstention. The vote-counting results is announced by the chairperson before the closing of the meeting.
  6. Shareholders or authorized representatives arriving after the opening may still register and vote; previously adopted resolutions remain valid.
  7. The convener or the chair has the right to:

- a. Require attendees to comply with inspection or reasonable security measures;
  - b. Request competent authorities to maintain order; remove persons who violate the chairperson's authority, cause disorder, obstruct the meeting, or fail to comply with security requirements.
8. The chair is entitled to delay the meeting after an adequate number of participants have registered for up to 03 days from the initial meeting date. The GMS may only be delayed or relocated in the following cases:
- a. The venue does not have adequate seating capacity;
  - b. Technical facilities are insufficient to ensure participation, discussion, and voting;
  - c. Attendees cause obstruction or disorder affecting fairness and legality of the meeting.
9. If the chairperson adjourns or suspends the meeting contrary to Clause 8, the General Meeting of Shareholders shall elect another person among the attendees to act as chairperson until the end of the meeting; all resolutions adopted at such meeting remain valid.
10. In the event that the Company applies modern technology to convene the General Meeting of Shareholders via online meetings, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of provisions of the Law on Securities.

#### **Article 21. Adoption of Resolutions of the General Meeting of Shareholders**

1. Resolutions on the following matters is adopted if approved by shareholders representing at least 65% of the total voting votes of all attending and voting shareholders, except as provided in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:
  - a. Classes of shares and the total number of shares of each class;
  - b. Change of business lines and sectors;
  - c. Change of the Company's management organizational structure;
  - d. Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless otherwise stipulated in the Company's Charter;
  - e. Reorganization or dissolution of the Company;
  - f. Other matters as prescribed in the Company's Charter.
2. Other resolutions is adopted if approved by shareholders representing more than 50% of the total voting votes of all attending and voting shareholders, except as provided in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.
3. Resolutions of the General Meeting of Shareholders approved by 100% of the total voting shares is valid and effective even if the procedures and formalities for adoption are not fully complied with.

## **Article 22. Authority and Procedures for Collecting Written Opinions of Shareholders**

The authority and procedures for collecting written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders is as follows:

1. Where deemed necessary for the interests of the Company, the Board of Directors shall have the right to collect written opinions of shareholders to adopt all matters within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall prepare opinion collection forms, draft resolutions, and explanatory documents, and send them to all shareholders entitled to vote at least 10 days prior to the deadline for returning the completed forms. The requirements and method of dispatch shall comply with Clause 3 of Article 18 of this Charter.
3. An opinion collection form must contain the following principal contents:
  - a. Name, head office address, enterprise registration number, date of issuance, and place of registration;
  - b. Purpose of the opinion collection;
  - c. Full name, permanent address, nationality, and identification details of individual shareholders; name, address, nationality, establishment decision or enterprise registration number of organizational shareholders or their authorized representatives; number of shares of each class and corresponding voting votes;
  - d. Matters to be voted on;
  - e. Voting options including approval, disapproval, and abstention;
  - f. Deadline for submission of completed forms;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Completed opinion forms must bear the signature of individual shareholders, or authorized representatives or legal representatives of organizational shareholders. Shareholders may submit forms by:
  - a. Mail: forms must be sealed and unopened prior to vote counting;
  - b. Fax or email: forms must be kept confidential until vote counting. Forms received after the deadline, opened (in case of mail), or disclosed (in case of fax/email) is invalid. Forms not returned is deemed as non-participation.
5. The Board of Directors shall conduct vote counting and prepare a vote counting report in the presence of a shareholder who does not hold a managerial position. The report must include:
  - a. Name, head office address, enterprise code;
  - b. Purpose and matters voted on;
  - c. Number of participating shareholders and total voting votes, specifying valid and invalid votes, with an attached list of shareholders;

- d. Total votes for, against, and abstentions for each matter;
- e. Resolutions adopted;
- f. Names and signatures of the Chairman, vote counters, and supervisors.

Members of the Board of Directors, vote counters, and supervisors is jointly liable for the accuracy and truthfulness of the report and for any damages arising from inaccurate or dishonest vote counting.

6. The vote counting report must be sent to shareholders within fifteen (15) days from the completion of vote counting. If the Company has a website, it may be published within twenty-four (24) hours instead.

7. All documents including completed opinion forms, vote counting reports, adopted resolutions, and related materials must be retained at the Company's head office.

8. Resolutions adopted by written opinion must be approved by shareholders representing more than 50% of the total voting shares and shall have the same validity as resolutions adopted at a meeting.

### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or electronically recorded. Minutes is prepared in Vietnamese and may also be prepared in English, containing:

- a. Name, head office address, enterprise code;
- b. Time and venue;
- c. Agenda and contents;
- d. Names of the chairperson and secretary;
- e. Summary of discussions and opinions;
- f. Number of attending shareholders and total voting votes, with an attached list;
- g. Voting results for each matter, including valid, invalid, approval, disapproval, and abstention votes and corresponding percentages;
- h. To tabulate the votes cast for each candidate (if any).
- i. Adopted matters and corresponding approval ratios;
- j. Names and signatures of the chairperson and secretary. If they refuse to sign, the minutes remain valid if signed by all other attending members of the Board of Directors and clearly state such refusal.

2. Minutes must be completed and approved before the meeting closes. Signatories is jointly liable for their accuracy.

3. Minutes in Vietnamese and a foreign language shall have equal legal validity; in case of discrepancies, the Vietnamese version shall prevail.

4. Resolutions, minutes, shareholder attendance lists, proxies, and related documents must be disclosed in accordance with securities disclosure regulations and retained at the Company's head office.

#### **Article 24. Request for Annulment of Resolutions of the General Meeting of Shareholders**

Within 90 days from the receipt of a resolution, meeting minutes, or vote counting report, shareholders or groups of shareholders as prescribed in Clause 2 Article 115 of the Law on Enterprises may request a court or arbitration to review and annul a resolution or part thereof in the following cases:

1. The procedures for convening the meeting and adopting resolutions seriously violate the Law on Enterprises and the Company's Charter, except as provided in Clause 3 Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter. Top of Form

### **VII. The BOARD OF DIRECTORS**

#### **Article 25. Nomination and self-nomination of members of the Board of Directors**

1. After candidates for members of the Board of Directors have been nominated, the Company shall publish information about these candidates at least 10 days before the opening date of the GMS on the Company's website for the shareholders to study their profiles before voting. Each candidate shall prepare a written declaration that information about him/her is correct and to perform his/her duties in an honest and prudent manner for the best interests of the Company if he/she is given the position of member of the Board of Directors. Information about candidates includes:

- a. Full name, date of birth;
- b. Qualifications;
- c. Work experience;
- d. Other managerial positions (including positions in the Board of Directors of other companies);
- e. Interests relevant to the Company and the Company's related parties;
- f. The public company shall publish information about the companies in which the candidates are holding the position of members of the Board of Directors and other managerial positions and their interests in these companies (if any).

2. The shareholder or group of shareholders that holds at least 10% of total ordinary shares or a smaller amount specified in the Company's Charter is entitled to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

3. In case the number of candidates is smaller than the minimum number specified in Clause 5 Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate more candidates or organize the nomination in accordance with the Company's Charter, Internal Regulations on Corporate Governance and the Regulations on the Operation of the Board of Directors. This must be announced before the GMS starts to vote for members of the Board of Directors as prescribed by law.

4. Members of the Board of Directors shall satisfy the standards and conditions specified in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 26. Term of office and composition of the Board of Directors**

1. The Board of Directors has 03 - 05 members;
2. The term of office of members of the Board of Directors shall not exceed 05 years and has no term limit. An individual may only be elected as an independent member of Board of Directors of a company for up to 02 consecutive terms. In case the term of office of all members of the Board of Directors end at the same time, they shall remain members of the Board of Directors until new members are elected and take over the works.
3. The composition of the Board of Directors shall be as follows:
  - a. The number of non-executive members of the Board of Directors shall include at least one (01) non-executive member in the case where the Board of Directors has from three (03) to five (05) members. The Company shall limit to the maximum extent the number of members of the Board of Directors concurrently holding executive positions in order to ensure the independence of the Board of Directors.
  - b. The number of independent members of the Board of Directors shall include at least one (01) independent member in the case where the Board of Directors has from three (03) to five (05) members.
4. A member of the Board of Directors loses the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the GMS as prescribed in Article 160 of the Law on Enterprises.
5. Information about designation of members of the Board of Directors is disclosed in accordance with regulations of law on information disclosure on the securities market.
6. Members of the Board of Directors are not necessarily shareholders of the Company.

#### **Article 27. Rights and obligations of the Board of Directors**

1. The Board of Directors is a managerial body of the Company and has the full authority to make decisions, exercise rights and obligations of the Company in the name of the Company, except for the rights and obligations of the GMS.
2. Rights and obligations of the Board of Directors is prescribed by law, the Company's Charter and the GMS. To be specific:
  - a. Decide the strategy, medium-term development and annual business plans of the Company;
  - b. Propose types of authorized shares and quantity of each type;
  - c. Decide the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
  - d. Decide selling prices for shares and bonds of the Company;

- e. Decide repurchase of shares in accordance with Clause 1 and Clause 2 Article 133 of the Law on Enterprises;
- f. Decide investment plans and investment projects within its jurisdictions and limits prescribed by law;
- g. Decide solutions for market development, marketing and technology;
- h. Approve contracts for purchase, sale, lending and other contracts and transactions that are worth at least 35% of the total assets written the Company's latest financial statement, contracts and transactions within the jurisdiction of the GMS as prescribed in Point d Clause 2 Article 138, Clause 1 and Clause 3 Article 167 of the Law on Enterprises;
- i. Elect, dismiss, discharge the Chairman of the Board of Directors; designate, discharge, conclude and terminate contracts with the Director (General Director) and other key managers prescribed by the Company's Charter; decide salaries, remunerations, bonuses and other benefits of these managers; authorize representatives to participate in the Board of Members or GMS of other companies; decide their remunerations and other benefits;
- j. Supervise the Director (General Director) and other managers operating everyday business of the Company;
- k. Decide the organizational structure, rules and regulations of the Company, establishment of subsidiary companies, branches, representative offices, capital contribution and purchase of shares of other enterprises;
- l. Approve the agenda and documents serving the GMS; convene the GMS or collect comments for the GMS to ratify its resolutions;
- m. Submit audited annual financial statements to the GMS;
- n. Propose dividends; decide the deadlines and procedures for paying dividends or settling losses incurred during business operation;
- o. Propose re-organization, dissolution of the Company; request bankruptcy of the Company;
- p. Decide promulgation of operation regulations of the Board of Directors, internal regulations on company administration after they are ratified by the GMS; decide promulgation of operating regulations of the Audit Committee affiliated to the Board of Directors, regulations on information disclosure;
- q. Other rights and obligations prescribed by the Law on Enterprises, the Law on Securities, other regulations of law and the Company's Charter.

3. The Board of Directors shall submit reports on its performance Pursuant to Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some Articles of the Law on Securities.

**Article 28. Remunerations, bonuses and other benefits of members of the Board of Directors**

- 1. The company is entitled to pay remunerations and bonuses to members of the Board of Directors according to business performance.
- 2. Members of the Board of Directors are entitled to remunerations and bonuses. Remunerations are calculated according to the number of working days necessary for completion of their tasks and

the daily rate. The Board of Directors shall estimate the remuneration of each member under unanimity rule. The total remunerations and bonuses for the Board of Directors is decided by the annual GMS.

3. Remunerations of each member of the Board of Directors is recorded as the Company's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of the Company's annual financial statement and reported at the annual GMS.

4. Members of the Board of Directors who are holding the executive positions or working in committees of the Board of Directors or performing tasks other than normal tasks of members of the Board of Directors may be paid an additional remuneration in the form of a lump sum, salary, commission, profit percentage or another form decided by the Board of Directors.

5. Members of the Board of Directors are entitled to reimbursement for the costs of travel, lodging and other reasonable costs incurred during the performance of their tasks, including the costs of participation in meetings of the GMS, the Board of Directors or its committees.

6. Members of the Board of Directors may have responsibility insurance purchased by the Company if this is approved by the GMS. This insurance does not cover responsibility of members of the Board of Directors relevant to violations against the law and the Company's Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected among the members of the Board of Directors by the Board of Directors, and dismissed by the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

3. Rights and obligations of the Chairman of the Board of Directors:

- a. Formulate operating plans and programs of the Board of Directors;
- b. Prepare the agenda and documents of meetings; convene and chair meetings of the Board of Directors; Organize the ratification of resolutions and decisions of the Board of Directors;
- c. Supervise the process of implementation of resolutions and decisions of the Board of Directors;
- d. Chair the GMS;
- e. Other rights and obligations prescribed by the Law on Enterprises and the Company's Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors shall elect a new Chairman within 10 days from the resignation or dismissal date.

5. In case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of Directors is dead, missing, held in police custody,

imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has limited capacity or is incapacitated, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors is elected during the first meeting of the Board of Directors within 07 working days after the same Board of Directors is elected. This meeting is convened and chaired by the member that receives the most votes. In case of a tie, the members shall vote under the majority rule to choose 01 person to convene the Board of Directors.

2. The Board of Directors shall have at least 01 meeting per quarter and may have ad hoc meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a. The meeting is requested by the Audit Committee or independent members of the Board of Directors;
- b. The meeting is requested by the General Director or at least 05 other managers;
- c. The meeting is requested by at least 02 members of the Board of Directors;

4. The request for meeting mentioned in Clause 3 must be made in writing, specify the purposes, issues that need discussing and deciding by the Board of Directors.

5. The Chairman of the Board of Directors shall convene the Board of Directors within 07 working days from the receipt of the request mentioned in Clause 3 of this Article. Otherwise, the Chairman of the Board of Directors is responsible for the damage incurred by the Company; the requester is entitled to convene the meeting instead of the Chairman of the Board of Directors.

6. The Chairman of the Board of Directors or the person who convenes the meeting of the Board of Directors shall send invitations at least 03 working days before the meeting. The invitation shall specify the meeting time, location, agenda, issues that need discussing and deciding. The invitation is enclosed with documents to be used at the meeting and votes.

The invitations to the meeting of the Board of Directors may be a physical invitation, by phone, fax, email or other forms prescribed by the Company's Charter as long as they are delivered to the mailing address of each member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the person who convenes the meeting shall send the same invitations and enclosed documents to members of the Audit Committee.

8. The meeting of the Board of Directors is opened when it is participated in by three fourths (3/4) of the members. In case the number of participating members is not adequate, the second meeting is convened within 07 days from the intended date of the first meeting. The second meeting is opened when it is participated in by more than half of the members of the Board of Directors.

9. It is considered that a member of the Board of Directors has participated in and voted at a meeting when he/she:

- a. Participate and vote in person at the meeting;
- b. Authorizes another person to participate in the meeting and vote in accordance with Clause 11 of this Article;
- c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;
- d. Send votes by mail, fax or email;

10. In case the votes are sent to the meeting by mail, they must be put in sealed envelopes and delivered to the Chairman of the Board of Directors at least 01 hour before the opening hour. The votes shall only be opened in the presence of the meeting participants.

11. The members shall participate in all meetings of the Board of Directors. A member may authorize another person to participate in the meeting and vote if it is approved by the majority of the members of the Board of Directors.

12. A resolution or decision of the Board of Directors will be ratified if it is approved by the majority of the participating members. In case of a tie, the Chairman of the Board of Directors shall have the casting vote.

13. Minutes of meetings of the Board of Directors is prepared in accordance with Article 158 of the Law on Enterprises.

### **Article 31. Committees of the Board of Directors**

1. The Board of Directors may establish committees that will take charge of development policies, personnel, salaries and bonuses, internal audit, risk management. The quantity of members of each committee is decided by the Board of Directors with at least 03 persons that are members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors shall make up a majority of the committee and one of these member is designated as the chief of the committee under a decision of the Board of Directors. The committees shall operate in accordance with regulations of the Board of Directors. A committee's resolution is only effective when it is voted for by the majority of its members during its meetings.

2. The implementation of decisions of the Board of Directors or its committees is conformable with applicable regulations of law, the Company's Charter and company administration regulations.

### **Article 32. Person in charge of company governance**

1. The Board of Directors shall appoint at least one (01) person in charge of corporate governance to assist in corporate governance activities of the Company. The person in charge of corporate governance may concurrently act as the Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and obligations:
  - a. To advise the Board of Directors on the organization of General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
  - b. To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders as requested by the Board of Directors or the Audit Committee;
  - c. To advise on meeting procedures;
  - d. To attend meetings;
  - e. To advise on procedures for preparing resolutions of the Board of Directors in compliance with the law;
  - f. To provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Audit Committee;
  - g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
  - h. To act as the focal contact for stakeholders;
  - i. To maintain confidentiality of information in accordance with the law and the Company's Charter.
  - j. Other rights and obligations in accordance with applicable laws and the Company's Charter

## **VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Organization of the management apparatus**

The Company's management apparatus is responsible to the Board of Directors, supervised and controlled by the Board of Directors in the Company's everyday business operation. The Company has a General Director, Deputy General Directors, a Chief Accountant and persons designated by the Board of Directors to hold other managerial positions. The designation and dismissal of these persons are subject to ratification by resolutions or decisions of the Board of Directors.

### **Article 34. The Company's executives**

1. Executives include the General Director, Deputy General Director, Chief Accountant and Chief Financial Officer.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit additional executives in such number and with such qualifications as appropriate to the organizational structure and management regulations of the Company as determined by the Board of Directors. Executives is responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall receive salaries and bonuses, which are decided by the Board of Directors.

4. Salaries of executives is accounted for as business expenses of the Company in accordance with the laws on corporate income tax, separately disclosed in the annual financial statements of the Company, and reported to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Appointment, Dismissal, Rights and Obligations of the General Director**

1. The Board of Directors shall appoint one (01) member of the Board of Directors or hire another person to act as the General Director.

2. The General Director shall manage the day-to-day business operations of the Company; be subject to the supervision of the Board of Directors; and be responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions as prescribed by law and the Company's Charter.

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

- a. To decide on matters relating to the day-to-day business operations of the Company that are not within the authority of the Board of Directors;
- b. To organize the implementation of resolutions and decisions of the Board of Directors;
- c. To organize the implementation of the Company's business plans and investment plans;
- d. To propose plans on the organizational structure and internal management regulations of the Company;
- e. To appoint, dismiss, and remove managers of the Company, except for positions under the authority of the Board of Directors;
- f. To decide on salaries and other benefits for employees of the Company, including managers under the appointment authority of the General Director;
- g. To recruit employees;
- h. To propose plans on dividend payment or handling of business losses;
- i. To exercise other rights and perform other obligations as prescribed by law, the Company's Charter, and resolutions or decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director upon approval by a majority of voting members attending the meeting and appoint a new General Director as replacement.

## **IV. AUDIT COMMITTEE UNDER THE BOARD OF DIRECTORS**

### **Article 36. Company Secretary**

The Board of Directors shall appoint one (01) or more persons to act as the Company Secretary for a term and under such terms and conditions as determined by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that such dismissal is not contrary to applicable labor laws. The Board of Directors may also appoint one or more Assistant Company Secretaries from time to time. The rights and obligations of the Company Secretary include:

1. Assisting in the organization of the convening of meetings of the General Meeting of Shareholders and the Board of Directors; taking minutes of meetings;
2. Assisting members of the Board of Directors in the performance of their assigned rights and obligations;
3. Assisting the Board of Directors in applying and implementing corporate governance principles;
4. Assisting the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with obligations on information provision, disclosure, and administrative procedures;
5. Other rights and obligations in accordance with the Company's Charter.
6. The Company Secretary shall be responsible for maintaining confidentiality of information in accordance with applicable laws and the Company's Charter.

### **Article 37. Nomination and Candidacy for Members of the Audit Committee**

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

### **Article 38. Composition of the Audit Committee**

1. The Audit Committee shall have at least two (02) members. The Chairman of the Audit Committee must be an Independent Director. Other members of the Audit Committee must be non-executive members of the Board of Directors.
2. Members of the Audit Committee must have knowledge of accounting and auditing, general understanding of law and the Company's operations, and must not fall into the following cases:
  - a. Working in the accounting or finance department of the Company;

- b. Being a member or employee of an independent auditing firm that has audited the Company's financial statements within the preceding three (03) consecutive years.
3. The Chairman of the Audit Committee must hold a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, or business administration, unless a higher standard is stipulated in the Company's Charter

### **Article 39. Rights and Obligations of the Audit Committee**

The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the following rights and obligations:

1. To access documents relating to the Company's operations; to communicate with other members of the Board of Directors, the General Director, the Chief Accountant, and other managers to obtain information for the performance of its duties;
2. To request representatives of the approved auditing organization to attend and respond to issues relating to audited financial statements at meetings of the Audit Committee;
3. To engage external legal, accounting, or other advisory services when necessary;
4. To develop and submit to the Board of Directors policies on risk identification and management; to propose solutions for handling risks arising in the Company's operations;
5. To prepare written reports to the Board of Directors upon discovering that members of the Board of Directors, the General Director, or other managers fail to fully perform their duties as prescribed by the Law on Enterprises and the Company's Charter;
6. To develop the Charter of Operation of the Audit Committee and submit it to the Board of Directors for approval.

### **Article 40. Meetings of the Audit Committee**

1. The Audit Committee shall meet at least twice per year. Minutes of meetings must be prepared in detail and clearly, and must be duly retained. The minute-taker and attending members of the Audit Committee must sign the minutes. Minutes of meetings of the Audit Committee must be retained to determine the responsibilities of each member of the Audit Committee.
2. The Audit Committee shall adopt decisions by voting at meetings, by collecting written opinions, or by other methods as prescribed in the Company's Charter or the Charter of Operation of the Audit Committee. Each member shall have one vote. Unless otherwise provided by a higher threshold in the Company's Charter or the Charter of Operation of the Audit Committee, a decision is adopted if approved by a majority of attending members; in case of a tie, the final decision shall follow the opinion of the Chairman of the Audit Committee. The Audit Committee has the right to request the General Director and representatives of the approved audit organization to attend and provide explanations on matters requiring clarification

## **Article 41. Report on Activities of Independent Members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders**

1. Independent members of the Board of Directors in the Audit Committee is responsible for reporting their activities at the Annual General Meeting of Shareholders.
2. The report on activities must include the following contents:
  - a. Remuneration, operating expenses, and other benefits of the Audit Committee and each of its members in accordance with the Law on Enterprises and the Company's Charter;
  - b. Summary of meetings of the Audit Committee and its conclusions and recommendations;
  - c. Results of supervision over financial statements, business performance, and financial position of the Company;
  - d. Assessment of transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of charter capital, with members of the Board of Directors, the General Director, other executives, and their related persons; and transactions between the Company and companies where such persons were founding members or managers within the three (03) years preceding the transaction;
  - e. Results of evaluation of the Company's internal control and risk management systems;
  - f. Results of supervision over the Board of Directors, the General Director, and other executives;
  - g. Results of evaluation of coordination between the Audit Committee, the Board of Directors, the General Director, and shareholders;
  - h. Other contents (if any).

## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND OTHER MANAGERS**

Members of the Board of Directors, the General Director and other executives shall perform their duties, including duties as members of committees of the Board of Directors, in an honest and prudent manner in the best interests of the Company.

### **Article 42. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, the General Director and other managers must disclose related interests in accordance with the Law on Enterprises and relevant laws.
2. Members of the Board of Directors, the General Director, other managers and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.
3. Members of the Board of Directors, the General Director and other managers are obliged to notify the Board of Directors in writing of transactions between the Company, its subsidiaries, and other companies in which the public company holds more than 50% of charter capital, with themselves or their related persons in accordance with law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the laws on securities information disclosure.

4. Members of the Board of Directors must not vote on transactions that bring benefits to themselves or their related persons in accordance with the Law on Enterprises and the Company's Charter.
5. Members of the Board of Directors, the General Director, other managers and their related persons must not use or disclose to others internal information to conduct relevant transactions.
6. Transactions between the Company and one or more members of the Board of Directors, the General Director, other executives and their related persons shall not be invalid in the following cases:
  - a. For transactions with a value equal to or less than 20% of the total assets recorded in the most recent financial statements, where the material contents of the contract or transaction and the relationships and interests of the related persons have been reported to the Board of Directors and approved by a majority of disinterested members of the Board of Directors;
  - b. For transactions with a value exceeding 20% or transactions resulting in an aggregate transaction value within 12 months from the date of the first transaction of 25% or more of the total assets recorded in the most recent financial statements, where the material contents of such transactions and the relationships and interests of the related persons have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of disinterested shareholders.

#### **Article 43. Liability for Damages and Indemnification**

1. Members of the Board of Directors, the General Director, and other executives or managers who breach their duties of honesty and prudence, or fail to perform their duties with due diligence and professional competence, is liable for damages caused by their violations.
2. The Company shall indemnify persons who have been, are, or may become parties to claims, lawsuits or proceedings (including civil and administrative cases, excluding cases initiated by the Company) if such persons are or were members of the Board of Directors, the General Director, other executives, employees or authorized representatives of the Company acting in good faith and in the best interests of the Company in compliance with the law, and there is no evidence that they have breached their responsibilities.
3. Indemnification expenses shall include incurred costs (including legal fees), judgment costs, fines, and amounts actually paid or reasonably considered when settling such matters within the limits permitted by law. The Company may purchase insurance for such persons against the aforementioned indemnification liabilities.

### **XI. RIGHT TO ACCESS COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to Access Books and Records**

1. Ordinary shareholders shall have the right to access books and records, specifically as follows:
  - a. Ordinary shareholders have the right to review, inspect and extract information relating to names and contact addresses in the list of voting shareholders; request correction of inaccurate

- information relating to themselves; review, inspect, extract or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- b. Shareholders or groups of shareholders holding 5% or more of the total ordinary shares shall have the right to review, inspect and extract minutes books and resolutions or decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Audit Committee, contracts and transactions subject to approval by the Board of Directors, and other documents, except for documents relating to the Company's trade secrets or business secrets.
2. Where an authorized representative of a shareholder or a group of shareholders requests access to books and records, such request must be accompanied by a power of attorney from such shareholder or group of shareholders, or a notarized copy thereof.
  3. Members of the Board of Directors, the General Director, and other managers shall have the right to inspect the Company's shareholder register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.
  4. The Company must retain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Audit Committee, annual financial statements, accounting books, and any other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of such storage location.
  5. The Company's Charter must be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary actions applicable to employees and managers.
2. The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to the Company's relationship with trade union organizations in accordance with best standards, practices, and governance policies, as well as the provisions set out in this Charter, the Company's internal regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The General Meeting of Shareholders shall decide on the annual dividend rate and form of dividend payment from the Company's retained earnings.

2. The Company shall not pay interest on any dividend or any other amounts payable in respect of any class of shares.
3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of dividends in whole or in part in shares, and the Board of Directors shall implement such decision.
4. Where dividends or other amounts relating to a class of shares are paid in cash, such payments must be made in Vietnam Dong. Payments may be made directly or through banks based on the banking details provided by shareholders. Where the Company has transferred funds in accordance with the banking details provided by a shareholder but such shareholder fails to receive the funds, the Company shall not be liable for such amount. Dividend payments in respect of shares listed on a stock exchange may be made through a securities company or the Vietnam Securities Depository.
5. In accordance with the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution determining a specific record date. Based on such date, persons registered as shareholders or holders of other securities is entitled to receive dividends, interest, profit distributions, shares, notices, or other documents.
6. Other matters relating to profit distribution is implemented in accordance with applicable laws.

#### **XIV. BANK ACCOUNTS, RESERVE FUNDS, FISCAL YEAR AND ACCOUNTING SYSTEM**

##### **Article 47. Bank Accounts**

1. The Company may open accounts at banks in Vietnam or at foreign banks permitted to operate in Vietnam.
2. Subject to prior approval of the competent authorities, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.
3. The Company shall conduct all payments and accounting transactions through its Vietnam Dong or foreign currency accounts opened at banks.

##### **Article 48. Fiscal Year**

The fiscal year of the Company shall commence on the first day of January each year and ends on the 31st day of December of the same year. The first fiscal year shall commence from the date of issuance of the Enterprise Registration Certificate and ends on the 31st day of December immediately following such date of issuance.

##### **Article 49. Accounting Regime**

1. The accounting regime applied by the Company is the Vietnamese Accounting Standards (VAS), the enterprise accounting regime, or any other specialized accounting regime issued by competent authorities and approved by the Ministry of Finance.

2. The Company shall prepare accounting books in Vietnamese and shall retain accounting records in accordance with the laws on accounting and other relevant laws. Such records is accurate, updated, systematic, and sufficient to evidence and explain the Company's transactions.

3. The accounting currency of the Company is Vietnam Dong. Where the Company has economic transactions mainly conducted in a foreign currency, it may select such foreign currency as its accounting currency, and is responsible for such selection before the law and notify its directly managing tax authority.

## **XV. FINANCIAL STATEMENTS, ANNUAL REPORT, INFORMATION DISCLOSURE OBLIGATIONS AND PUBLIC ANNOUNCEMENTS**

### **Article 50. Annual, Semi-Annual and Quarterly Financial Statements**

1. The Company shall prepare annual financial statements, which is audited in accordance with the law. The Company shall disclose its audited annual financial statements in accordance with the laws on information disclosure in the securities market and shall submit them to competent state authorities.

2. The annual financial statements shall include all reports, appendices, and explanatory notes as required by the laws on enterprise accounting. Such financial statements shall present a true and fair view of the Company's performance and financial position.

3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the laws on information disclosure in the securities market and shall submit them to competent state authorities.

### **Article 51. Annual Report**

The Company shall prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

## **XVI. AUDIT**

### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of them to audit the Company's financial statements for the following fiscal year based on terms and conditions agreed with the Board of Directors.

2. The audit report is attached to the Company's annual financial statements.

The independent auditor auditing the Company's financial statements may attend meetings of the General Meeting of Shareholders, receive notices and other information relating to such meetings, and express opinions at the meetings on matters relating to the audit of the Company's financial statements.

## **XVII. SEAL**

### **Article 53. Seal**

1. The seal includes a seal made by a seal-engraving establishment or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seals of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the General Director shall manage and use the seal in accordance with applicable laws.

## **XVIII. TERMINATION OF OPERATION AND LIQUIDATION**

### **Article 54. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b. The Enterprise Registration Certificate is revoked, except where otherwise provided by the Law on Tax Administration;
  - c. Other cases as prescribed by law.
2. The dissolution of the Company is decided by the General Meeting of Shareholders and implemented by the Board of Directors. Such decision is notified to or approved by competent authorities in accordance with applicable regulations.

### **Article 55. Extension of Operation**

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least seven (07) months prior to the expiry of the Company's operation term so that shareholders may vote on the extension of the Company's operation as proposed by the Board of Directors.
2. The operation term is extended upon approval by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders.

### **Article 56. Liquidation**

1. Upon issuance of a decision on dissolution of the Company, the Board of Directors shall establish a Liquidation Committee comprising three (03) members, including two (02) members appointed by the General Meeting of Shareholders and one (01) member appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall adopt its own operating regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation is given priority for payment over other liabilities of the Company.
2. The annual financial statements shall have adequate

contents, appendices and descriptions prescribed by corporate accounting laws. Annual financial statements shall truthfully and objectively reflect the Company's operation.

2. The Liquidation Committee shall report to the business registration authority on its establishment date and commencement date. From such time, the Liquidation Committee shall represent the Company in all matters relating to liquidation before courts and administrative authorities

3. Proceeds from liquidation is distributed in the following order:

- a. Liquidation expenses;
- b. Outstanding salaries, severance allowances, social insurance, and other benefits of employees under collective labor agreements and signed labor contracts;
- c. Tax liabilities;
- d. Other debts of the Company;
- e. The remaining amount after payment of all liabilities from Points (a) to (d) above is distributed to shareholders, with preference shares being paid prior to ordinary shares.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal Dispute Resolution**

1. In the event of any dispute or complaint arising in connection with the operation of the Company or the rights and obligations of shareholders under the Charter, the Law on Enterprises, other applicable laws, or administrative regulations, including disputes between:

- a. Shareholders and the Company;
- b. Shareholders and the Board of Directors, the Audit Committee, the General Director, or senior managers; The relevant parties endeavor to resolve such disputes through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the resolution process and request each party to present relevant facts and circumstances within sixty (60) working days from the date the dispute arises. In the case of disputes involving the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as an arbitrator for the dispute resolution process.

2. If no mediation decision is reached within six (06) weeks from the commencement of the mediation process, or if the mediation decision is not accepted by the parties, any party may submit the dispute to a commercial arbitration tribunal or a competent People's Court.

3. Each party isar its own costs incurred in connection with negotiation and mediation procedures. The payment of court fees and related costs is implemented in accordance with the judgment or decision of the Court.

## **XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

### **Article 58. Amendment and Supplementation of the Charter**

1. Any amendment or supplementation to this Charter is subject to consideration and approval by the General Meeting of Shareholders.
2. In cases where relevant laws governing the Company's operations are not provided for in this Charter, or where new legal provisions differ from those set out in this Charter, such legal provisions shall prevail and apply to the Company's operations.

## **XXI. EFFECTIVENESS**

### **Article 59. Effectiveness**

1. This Charter consists of 21 sections and 59 articles, unanimously adopted by the General Meeting of Shareholders of QP Holdings Joint Stock Company on May 27, 2026 in Ho Chi Minh City, and the full text of this Charter is approved under Resolution No. ..../2026/NQ-DHDCD dated May 27, 2026 of the Annual General Meeting of Shareholders, effective from the date of signing and replacing the Charter previously adopted by the General Meeting of Shareholders of QP Green Investment Joint Stock Company on September 08, 2025
2. This Charter is made in five (05) originals of equal legal validity and is kept at the Company's head office.
3. This Charter is the sole and official charter of the Company.
4. Copies or extracts of this Charter is valid when signed by the Chairman of the Board of Directors or by at least one-half (1/2) of the total number of members of the Board of Directors.

Ho Chi Minh city, 27/5/2026  
**LEGAL REPRESENTATIVE**  
**QP HOLDINGS JOINT STOCK COMPANY**  
**CHAIRMAN OF BOARD OF DIRECTORS**

**PHAM TU TRONG**

## **PROPOSAL**

***Regarding: Approval of Amendment of Internal Regulations on Corporate Governance;  
Regulations on Operation of the Board of Directors***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; Decree No. 245/2025/ND-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;

The Board of Directors of QP Green Investment Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Internal Regulations on Corporate Governance; and the Regulations on Operation of the Board of Directors of QP Green Investment Joint Stock Company, in order to comply with current legal regulations (*Draft Internal Regulations on Corporate Governance; Regulations on Operation of the Board of Directors attached*).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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

**Pham Tu Trong**

**DETAILED CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE QP HOLDINGS JOINT STOCK COMPANY**

*Documents for the General Meeting of Shareholders of QP Holdings Joint Stock Company at the General Meeting of Shareholders held on May 27, 2026*

<b>No.</b>	<b>Article</b>	<b>Current Regulation Content</b>	<b>Amended and Supplemented Regulation Content</b>	<b>Legal and Practical Basis</b>
1	Company Name throughout the entire Regulation	QP Green Investment Joint Stock Company	QP Holdings Joint Stock Company	Proposal No. 08/2026/TTr-HĐQT regarding the change of the Company's name, head office, and business lines as approved by the General Meeting of Shareholders
2	Legal Basis		Pursuant to Decree No. 245/2025/NĐ-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of certain provisions of the Law on Securities.	Update and supplement relevant legal documents in accordance with the amended legal framework.
3	Article 1. Scope of Regulation and Subjects of Application 1. Scope of	No provision	b. Application of the Regulation: The order of precedence in application shall be as follows:  In the event that this Regulation does	Supplement to clearly specify the order of priority in the event of

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
	regulation		<p>not provide for, or contains provisions inconsistent with, the relevant provisions of law and the Charter's Company, the provisions of law and the Charter's Company shall prevail.</p> <p>In the event of any amendment to the Charter's Company or changes in applicable laws resulting in any inconsistency with this Regulation, the new provisions of the applicable laws and the Charter's Company shall prevail.</p>	conflicts.
4	Point 1 Clause 1 Article 2	<p>Article 2. General Meeting of Shareholders</p> <p>1. Roles, rights and obligations of the General Meeting of Shareholders.</p> <p>...</p>	<p>Article 2. General Meeting of Shareholders</p> <p>1. Rights and obligations of the General Meeting of Shareholders.</p> <p>...</p>	Update in accordance with legal terminology.
		No provision	<p>The General Meeting of Shareholders shall convene an annual meeting once per year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for convening the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of</p>	Supplement to ensure consistency with the Company's Charter.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			the financial year.	
5	Point a Clause 2 Article 2	<p><b>2.</b> Order and procedures for convening the General Meeting of Shareholders and adopting Resolutions by voting at the meeting of the General Meeting of Shareholders shall include the following principal contents:</p> <p>a) Authority to convene the General Meeting of Shareholders: The Board of Directors, or shareholders or a group of shareholders holding five percent (5%) or more of the total ordinary shares, in accordance with Clause 2, Article 12 of the Company's Charter, .....</p>	<p>2. Order and procedures for convening the General Meeting of Shareholders and adopting Resolutions by voting at the meeting of the General Meeting of Shareholders shall include the following principal contents:</p> <p>a) Authority to convene the General Meeting of Shareholders: The Board of Directors, or shareholders or a group of shareholders holding five percent (5%) or more of the total number of ordinary shares as prescribed in Clause 2, Article 12 of the Charter's Company, shall have the right to request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises and</p>	Supplemented to ensure consistency with the Company's Charter and compliance with the Law on Enterprises

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
6	Point b Clause 2 Article 2	b) .....The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than ten (10) days in advance.	the Charter's Company;  The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the list provided by the Vietnam Securities Depository and Clearing Corporation	Supplemented in accordance with the Law on Securities and its guiding implementing regulations
7	Point d Clause 2 Article 2	No provision	d) Notice of invitation to the General Meeting of Shareholders:  The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by registered mail to ensure delivery to the shareholders' contact addresses	Detailed provisions on methods of sending correspondence.
		- List and detailed information of candidates in the case of election of Members of the Board of Directors; members of the Audit Committee	- List and detailed information of candidates in the case of election of Members of the Board of Directors;	Remove " Audit Committee"
		No provision	- Draft Resolutions of the General Meeting of Shareholders corresponding to the expected contents of the meeting; list and detailed information of candidates in the case of election of Members of the Board of Directors.	Supplemented to ensure consistency with the Company's Charter.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
8	Point e Clause 2 Article 2	Shareholders or a group of shareholders as prescribed in Clause 2, Article 12 of the Charter's Company shall have the right to propose matters...	Shareholders or a group of shareholders as prescribed in Clause 2, Article 12 of the Charter's Company and Clause 2, Article 115 of the Law on Enterprises shall have the right to ....	Add additional legal provisions.
9	Point f Clause 2 Article 2	...The authorized representative must submit the authorization document upon registration for attendance. In the case of re-authorization, the attendee must present the original authorization document (if not previously registered with the Company)	.....The authorized representative must submit the authorization document upon registration for attendance. In the case of re-authorization, the attendee must present the original authorization document (if not previously registered with the Company) and the document permitting re-authorization	Add provisions on re-authorization to ensure legal validity.
		The voting ballot of an authorized representative attending the meeting shall remain valid within the scope of the granted authorization.	The voting ballot of an authorized representative attending the General Meeting of Shareholders shall remain valid within the scope of the granted authorization.	Supplemented to clarify the authorization content
10	Point i Clause 2 Article 2	i) Forms of adopting Resolutions of the General Meeting of Shareholders:  Resolutions shall be adopted either by voting at the meeting or by collecting written opinions.	i) Forms of adopting Resolutions of the General Meeting of Shareholders:  Resolutions shall be adopted either by voting at the meeting or by collecting written opinions, depending on specific circumstances.	Supplemented to ensure consistency with the Company's Charter.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		No provision	In case of adoption by written opinion collection, such adoption shall be conducted in accordance with Article 22 of the Charter's Company and shall have the same validity as Resolutions adopted at a meeting.	Supplemented to ensure consistency with the Company's Charter.
11	Point k Clause 2 Article 2	<p>k) Voting and vote counting procedures:</p> <p>Upon registration, each shareholder or authorized representative shall be issued a voting card or ballot indicating registration number, name of the shareholder, name of the authorized representative and the number of voting rights</p>	<p>k) Voting and vote counting procedures:</p> <p>Upon registration, each shareholder or authorized representative shall be issued a voting card or ballot indicating registration number, name of the shareholder, name of the authorized representative and the number of voting rights,</p> <p>... Shareholders but shall not exceed the limit prescribed by law</p>	Supplemented to ensure consistency with the Company's Charter.
12	Point l Clause 2 Article 2	No provision	<p>l) Conditions for adoption of Resolutions:</p> <p>.....</p> <p>In case resolutions are adopted by way of collecting written opinions, a General Meeting of Shareholders resolution shall be adopted if shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote approve it.</p> <p>Resolutions of the General Meeting of</p>	Supplemented to ensure consistency with the Company's Charter.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			<p>Shareholders adopted by 100% of the total voting shares shall be lawful and effective even where the procedures and formalities for adopting such resolutions are not properly complied with in accordance with the regulations.</p> <p>Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered for attendance together with shareholders' signatures, written authorization for attendance at the meeting, all documents attached to the Minutes (if any), and related documents enclosed with the meeting invitation notice must be subject to Information disclosure in accordance with the provisions of the law on information disclosure in the securities market and must be retained at the Company's head office</p>	
13	Point n Clause 2 Article 2	<p>n) Procedures for objecting to resolutions of the General Meeting of Shareholders</p> <p>Within ninety (90) days from the date of receipt of the Resolution or the Minutes of</p>	<p>n) Request for annulment of Resolutions adopted by written opinion:</p> <p>Within ninety (90) days from the date of receipt of the Resolution or the Minutes of</p>	<p>Amend the wording to enhance legal enforceability.</p>

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		the General Meeting of Shareholders (GMS) or the Minutes of vote counting from shareholders	the General Meeting of Shareholders (GMS) or the Minutes of vote counting results of written opinion collection from shareholders	
		<p>- The contents of the Resolution violate the law or the Charter's Company.</p> <p><i>No provision</i></p>	<p>The contents of the Resolution violate the law or the Charter's Company.</p> <p>In the event that a Resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the convener of the annulled General Meeting of Shareholders (GMS) may consider re-convening the General Meeting of Shareholders within sixty (60) days in accordance with the order and procedures prescribed by the Law on Enterprises and the Charter's Company</p>	Supplemented to ensure consistency with the Company's Charter.
14	Point o Clause 2 Article 2	<p>o) Preparation of Minutes of the General Meeting of Shareholders</p> <p>...</p> <p>The minutes are information subject to disclosure within (24) hours</p>	<p>o) Preparation of Minutes of the General Meeting of Shareholders</p> <p>...</p> <p>The minutes are information subject to disclosure within twenty-four (24) hours</p> <p>.....</p>	Supplemented to clarify the content
15	3. Order and Procedures for the General Meeting of	3. Order and Procedures for the General Meeting of Shareholders (GMS) to adopt	3. Order and Procedures for the General Meeting of Shareholders (GMS) to adopt	Supplemented to ensure consistency

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
	Shareholders (GMS) to adopt Resolutions by Way of Written Opinion Collection include the following principal contents	Resolutions by Way of Written Opinion Collection include the following principal contents	Resolutions by Way of Written Opinion Collection shall be as prescribed in Article 22 of the Charter's Company and include the following principal contents:	with the Company's Charter.
16	Point b Clause 3 Article 2	Name, head office address, and enterprise number;	Name, head office address, and enterprise registration number;	Supplemented to ensure consistency with the Company's Charter.
		Voting options including approval, disapproval, and abstention	Voting options including approval, disapproval, and abstention for each consulted issue;	
17	Article 3	Article 3. Board of Directors 1. Roles, rights and obligations of the Board of Directors, and responsibilities of Members of the Board of Directors.	Article 3. Board of Directors 1. Rights and obligations of the Board of Directors, and responsibilities of Members of the Board of Directors.	Amended in accordance with legal terminology
18	Point b Clause 2 Article 3	Article 3. Board of Directors ... 2. Nomination, self-nomination, election, removal, and dismissal of members of the Board of Directors, including the following	Article 3. Board of Directors ... 2. Nomination, self-nomination, election, removal, and dismissal of members of the Board of Directors, including the following	Amended in accordance with Clause 79, Article 1 of Decree No. 245/2025/ND-CP dated 11 September

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		<p>key contents:</p> <p>...</p> <p>b) Structure, standards, and conditions of members of the Board of Directors</p> <p>The structure of the Board of Directors of the Company shall ensure that at least one-third (1/3) of the total number of members are non-executive members. The Company shall minimize the number of Board members concurrently holding executive positions within the Company in order to ensure the independence of the Board of Directors. Specifically, the Board of Directors must have at least one (01) independent member (in cases where the Board comprises from three (03) to five (05) members).</p>	<p>key contents:</p> <p>...</p> <p>b) Structure, standards, and conditions of members of the Board of Directors</p> <p>The structure of the Board of Directors shall comply with Clause 3, Article 26 of the Company's Charter. The Board of Directors must include at least one (01) non-executive member and at least one (01) independent member. The Company shall minimize the number of Board members concurrently holding executive positions to ensure the independence of the Board of Directors.</p>	2025.
19	Point c (ii) Clause 2 Article 3	A shareholder or group of shareholders holding from 10% to under 30% of total voting shares may nominate one (01) candidate; from 30% to under 50% may nominate up to two (03) candidates; ...	A shareholder or group of shareholders holding from 10% to under 30% of total voting shares may nominate one (01) candidate; from 30% to under 50% may nominate up to two (02) candidates; ...	In accordance with the shareholding structure
20	Clause 3 Article 3	3. The remuneration, bonuses, and other benefits of members of the Board of Directors are specified in detail in Article 28	3. The remuneration, bonuses, and other benefits of members of the Board of Directors are specified in detail in Article	Supplemented to ensure consistency

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		of the Company's Charter	28 of the Company's Charter and Article 18 of the Board of Directors' Internal Regulations.	with the Company's Charter.
21	Clause 6 Article 3	6. Person in charge of corporate governance No provision	<i>Pursuant to Clause 2, Article 281 of Decree No. 155/2020/ND-CP and Article 32 of the Company's Charter.</i>	Supplemented with legal basis
22	Clause 1 Article 4	1. Roles, powers and obligations of the Audit Committee; responsibilities of its members  The Audit Committee shall have the rights and obligations following rights and duties:	1. Roles, powers and obligations of the Audit Committee; responsibilities of its members  The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the following rights and duties:	Supplemented to clarify the provisions
23	Article 5. General Director	1. Role, responsibilities, powers and obligations of the Director (General Director)	1. Role, responsibilities, powers and obligations of the General Director	Harmonize the structure
24	Article 7	No provision	Article 7. Amendments and Supplements to the Corporate Governance Regulations  1. Any amendment or supplementation to these Regulations shall be reviewed and decided by the General Meeting of Shareholders of the Company.  2. In the event that any provisions of	Update the information on the date of adoption of the amended Regulations.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			law relevant to the Company's operations have not been addressed in these Regulations, or where new legal provisions differ from the provisions herein, such legal provisions shall automatically prevail and govern the Company's operations accordingly.	
25	Article 8.	No provision	<p>Article 8. Effectiveness</p> <p>1. The Internal Regulations on Corporate Governance of QP Holdings Joint Stock Company comprise 08 Articles, approved by the Annual General Meeting of Shareholders in 2026 and shall take effect from the date of signing. These Regulations replace any previously approved Corporate Governance Regulations by the General Meeting of Shareholders (if any).</p> <p>2. These Regulations constitute the sole and official Corporate Governance Regulations of QP Holdings Joint Stock</p>	Supplement the effective provisions

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			<p>Company.</p> <p>3. Any copies or extracts of the Corporate Governance Regulations must bear the signature of the Chairman of the Board of Directors.</p>	

The above constitutes the entire contents relating to the amendments and supplements to the Internal Regulations on Corporate Governance of QP Holdings Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval.

*Ho Chi Minh City, May 27, 2026*

## **INTERNAL REGULATION ON CORPORATE GOVERNANCE**

*Pursuant to the Law on Securities dated November 26, 2019 and its implementing documents;*

*Pursuant to the Law on Enterprises dated June 17, 2020 and its implementing documents;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

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

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

*Pursuant to the Charter's Company of QP Holdings Joint Stock Company as duly adopted;*

*Pursuant to the Resolution of the Annual General Meeting of Shareholders in 2026 No.: ...../2026/NQ-DHD CD dated May 27, 2026.*

*The Board of Directors hereby promulgates the Internal Regulation on Corporate Governance of QP Holdings Joint Stock Company.*

*The Internal Regulation on Corporate Governance of QP Holdings Joint Stock Company includes the following contents:*

### **Article 1. Scope of Regulation and Subjects of Application**

#### **1. Scope of regulation:**

a. The Internal Regulation on Corporate Governance provides for the roles, rights and obligations of the General Meeting of Shareholders, the Board of Directors, the Audit Committee and the General Director; the order and procedures for convening and conducting meetings of the General Meeting of Shareholders; the nomination, candidacy, election, dismissal and removal of Members of the Board of Directors, members of the Audit Committee, the General Director, and other activities in accordance with the Charter's Company and other applicable laws and regulations.

b. Application of the Regulation: The order of precedence in application shall be as follows:

In the event that this Regulation does not provide for, or contains provisions inconsistent with, the relevant provisions of law and the Charter's Company, the provisions of law and the Charter's Company shall prevail.

In the event of any amendment to the Charter's Company or changes in applicable laws resulting in any inconsistency with this Regulation, the new provisions of the applicable laws and the Charter's Company shall prevail.

**2. Subjects of application:** This Regulation shall apply to Members of the Board of Directors, the Audit Committee, the General Director and Related persons.

## **Article 2. General Meeting of Shareholders**

### **1. Rights and obligations of the General Meeting of Shareholders.**

The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once per year within four (04) months from the end of the financial year. The Board of Directors may decide to extend the time for convening the Annual General Meeting of Shareholders where necessary, but not exceeding six (06) months from the end of the financial year.

The General Meeting of Shareholders shall have the following rights and obligations:

- a. To approve the development orientation of the Company;
- b. To decide on the types of shares and the total number of shares of each type authorized to be offered; to decide on the annual dividend rate of each type of shares;
- c. To elect, dismiss and remove Members of the Board of Directors;
- d. To decide on investments or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the most recent financial statements of the Company;
- e. To decide on amendments to and supplements of the Charter's Company;
- f. To approve the annual financial statements;
- g. To decide on the repurchase of more than ten percent (10%) of the total number of issued shares of each type;
- h. To review and handle violations committed by Members of the Board of Directors and members of the Audit Committee that cause damage to the Company and its shareholders;
- i. To decide on the reorganization or dissolution of the Company;
- j. To decide on the budget or the total remuneration, bonuses and other benefits for the Board of Directors and the Audit Committee;
- k. To approve the Internal Regulation on Corporate Governance and the Regulation on the Operation of the Board of Directors;
- l. To approve the list of approved auditing firms; to decide on the approved auditing firm to audit the Company's operations; to dismiss an approved auditor when deemed necessary;
- m. To exercise other rights and perform other obligations in accordance with applicable laws.

**2. Order and procedures for convening the General Meeting of Shareholders and adopting Resolutions by voting at the meeting of the General Meeting of Shareholders shall include the following principal contents:**

- a) Authority to convene the General Meeting of Shareholders: The Board of

Directors, or shareholders or a group of shareholders holding five percent (5%) or more of the total number of ordinary shares as prescribed in Clause 2, Article 12 of the Charter's Company, shall have the right to request the Board of Directors to convene the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises and the Charter's Company;

b) Preparation of the list of shareholders entitled to attend the meeting: The person convening the General Meeting of Shareholders shall prepare the list of shareholders eligible to attend and vote at the meeting. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the list provided by the Vietnam Securities Depository and Clearing Corporation no more than ten (10) days prior to the date of sending the notice of invitation to the meeting. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the record date;

c) Notice of record date for determining shareholders entitled to attend the General Meeting of Shareholders;

d) Notice of invitation to the General Meeting of Shareholders:

The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by registered mail to ensure delivery to the shareholders' contact addresses, and simultaneously disclosed on the Company's website, the website of the State Securities Commission of Vietnam, and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the meeting shall send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (calculated from the date the notice is duly sent or dispatched). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. In the event that documents are not enclosed with the notice of invitation, the notice must clearly state the link to all meeting documents for shareholders' access, including:

- Agenda and documents used at the meeting;
- List and detailed information of candidates in the case of election of Members of the Board of Directors;
- Voting ballots;
- Draft Resolutions of the General Meeting of Shareholders corresponding to the expected contents of the meeting; list and detailed information of candidates in the case of election of Members of the Board of Directors.

e) Agenda and contents of the General Meeting of Shareholders:

The person convening the General Meeting of Shareholders shall prepare the agenda and contents of the meeting.

Shareholders or a group of shareholders as prescribed in Clause 2, Article 12 of the Charter's Company and Clause 2, Article 115 of the Law on Enterprises shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date, unless otherwise provided in the Charter's Company. The proposal must specify the name of the shareholder, the number of each class of shares held, and the proposed matters to be included in the agenda.

In the event that the person convening the meeting refuses such proposal, a written

response stating the reasons must be provided no later than two (02) working days prior to the opening date of the meeting. The proposal may only be refused in the following cases:

- The proposal is not submitted within the prescribed time limit;
- The proposed matter is not within the authority of the General Meeting of Shareholders;
- Other cases as prescribed in the Charter's Company.

The person convening the meeting shall accept and include such proposals in the proposed agenda and contents of the meeting, except for the cases of refusal mentioned above; the proposal shall be officially included if approved by the General Meeting of Shareholders.

f) Authorization to attend the General Meeting of Shareholders:

A shareholder or an authorized representative of an institutional shareholder may attend the meeting in person or authorize one or more individuals or organizations to attend the meeting or participate through one of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.

The authorization must be made in writing in accordance with civil law and must clearly specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope, content and duration of the authorization, and the signatures of the authorizing and authorized parties.

The authorized representative must submit the authorization document upon registration for attendance. In the case of re-authorization, the attendee must present the original authorization document (if not previously registered with the Company) and the document permitting re-authorization.

The voting ballots of the authorized representative shall remain valid within the scope of authorization even in the following cases, except where:

- The authorizing person has died, has lost or has limited civil act capacity;
- The authorization has been revoked;
- The authority of the authorized representative has been terminated.

The above provision shall not apply if the Company receives notice of such events prior to the opening of the meeting or prior to the reconvened meeting.

g) Registration for attendance: In accordance with the instructions provided in the notice of invitation issued by the Company;

h) Conditions for holding the meeting:

The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the total voting rights.

If the first meeting does not meet the quorum, a second meeting notice shall be sent within thirty (30) days from the intended date of the first meeting. The second meeting shall be conducted when attending shareholders represent at least thirty-three percent (33%) of the total voting rights.

If the second meeting does not meet the quorum, a third meeting notice shall be sent within twenty (20) days from the intended date of the second meeting. The third meeting shall be conducted regardless of the total voting rights of attending shareholders.

i) Forms of adopting Resolutions of the General Meeting of Shareholders:

Resolutions shall be adopted either by voting at the meeting or by collecting written opinions, depending on specific circumstances.

Unless otherwise provided in the Charter's Company, the following matters must be adopted by voting at the meeting:

- Amendments and supplements to the Charter's Company;
- Development orientation of the Company;
- Types of shares and total number of shares of each type;
- Election, dismissal and removal of Members of the Board of Directors;
- Investment or sale of assets with a value equal to or exceeding thirty-five percent (35%) of total assets as recorded in the most recent financial statements, unless otherwise provided in the Charter's Company;

Approval of annual financial statements;

Reorganization or dissolution of the Company.

In case of adoption by written opinion collection, such adoption shall be conducted in accordance with Article 22 of the Charter's Company and shall have the same validity as Resolutions adopted at a meeting.

k) Voting and vote counting procedures:

Upon registration, each shareholder or authorized representative shall be issued a voting card or ballot indicating registration number, name of the shareholder, name of the authorized representative and the number of voting rights. At the time of voting, votes in favor shall be collected first, followed by votes against, and the total votes shall then be counted. The total number of votes in favor, against, abstentions or invalid votes for each matter shall be announced immediately by the Chairman. The General Meeting of Shareholders shall appoint vote counters or supervisors of vote counting upon the proposal of the Chairman. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders but shall not exceed the limit prescribed by law.

Shareholders or authorized representatives arriving after the opening of the meeting shall be entitled to register and participate in voting without affecting the validity of previously adopted matters.

l) Conditions for adoption of Resolutions:

Resolutions on the following five (05) matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of attending shareholders, except as provided in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises:

- (i) Types of shares and total number of shares of each type;
- (ii) Changes in business lines and sectors;
- (iii) Changes in the organizational structure of management;
- (iv) Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of total assets;
- (v) Reorganization or dissolution of the Company.

Resolutions shall be adopted when shareholders holding more than 50% of the total voting rights of all shareholders attending and voting at the meeting approve them, except for

the five matters from (i) to (v) mentioned above and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even where the procedures and formalities for convening the meeting and adopting such resolutions are in violation of the provisions of the Law on Enterprises and the Charter's Company.

In case resolutions are adopted by way of collecting written opinions, a General Meeting of Shareholders resolution shall be adopted if shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote approve it.

Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and effective even where the procedures and formalities for adopting such resolutions are not properly complied with in accordance with the regulations.

Resolutions, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered for attendance together with shareholders' signatures, written authorization for attendance at the meeting, all documents attached to the Minutes (if any), and related documents enclosed with the meeting invitation notice must be subject to Information disclosure in accordance with the provisions of the law on information disclosure in the securities market and must be retained at the Company's head office.

m) Announcement of vote counting results:

Upon completion of vote counting, the vote counting committee shall announce the results directly at the meeting, specifying the number of votes in favor, against and abstentions for each matter.

n) Request for annulment of Resolutions adopted by written opinion:

Within ninety (90) days from the date of receipt of the Resolution or the Minutes of the General Meeting of Shareholders (GMS) or the Minutes of vote counting results of written opinion collection from shareholders, shareholders or groups of shareholders specified in Clause 2 Article 12 of the Charter's Company shall have the right to request a Court or Arbitration to review and annul the Resolution or part of the content of a Resolution of the General Meeting of Shareholders in the following cases:

- The procedures and formalities for convening the meeting and adopting decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Charter's Company, except for the case specified in Clause 2 Article 152 of the Law on Enterprises;
- The contents of the Resolution violate the law or the Charter's Company.

In the event that a Resolution of the General Meeting of Shareholders is annulled by a decision of the Court or Arbitration, the convener of the annulled General Meeting of Shareholders (GMS) may consider re-convening the General Meeting of Shareholders within sixty (60) days in accordance with the order and procedures prescribed by the Law on Enterprises and the Charter's Company.

o) Preparation of Minutes of the General Meeting of Shareholders

The meeting of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall include the following principal contents:

- Name, head office address, and enterprise registration number;

- Time and venue of the General Meeting of Shareholders;
- Agenda and contents of the meeting;
- Full name of the Chairman and the secretary;
- Summary of the meeting proceedings and shareholders' opinions expressed at the General Meeting of Shareholders on each matter included in the meeting agenda;
- Number of shareholders and total voting rights of attending shareholders; appendix of the list of registered attending shareholders and shareholder representatives, specifying the corresponding number of shares and voting rights;
- Total number of votes for each voting matter, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; corresponding percentages over the total voting rights of attending shareholders;
- Matters approved and the corresponding approval voting ratios;
- Full names and signatures of the Chairman and the secretary..

In case the Chairman and/or the secretary refuse to sign the minutes, such minutes shall remain valid if it is signed by all other Members of the Board of Directors attending the meeting and contains all contents as required under this Clause. The minutes shall clearly state the refusal of the Chairman and/or the secretary to sign the minutes.

The Minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting.

The Chairman and secretary of the meeting, or other persons signing the minutes, shall be jointly liable for the truthfulness and accuracy of the contents of the minutes.

Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any inconsistency between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

The minutes are information subject to disclosure within twenty-four (24) hours on the Company's website, in accordance with the Charter's Company and Circular No. 96/2020/TT-BTC.

The Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered for attendance, the adopted resolutions, and related documents attached to the meeting invitation notice must be retained at the Company's head office..

p) Disclosure of Resolutions of the General Meeting of Shareholders

Resolutions of the General Meeting of Shareholders (GMS) must be disclosed in accordance with the provisions of the Charter's Company and Circular No. 96/2020/TT-BTC.

**3. Order and Procedures for the General Meeting of Shareholders (GMS) to adopt Resolutions by Way of Written Opinion Collection shall be as prescribed in Article 22 of the Charter's Company and include the following principal contents:**

a) When deemed necessary in the interest of the Company, the Board of Directors shall have the right to collect written opinions from shareholders in order to adopt all Resolutions within the competence of the General Meeting of Shareholders.

b) Order and Procedures for the General Meeting of Shareholders to adopt

## Resolutions by Way of Written Opinion Collection

The Board of Directors shall prepare the opinion ballot, the draft Resolution of the General Meeting of Shareholders, and explanatory documents for the draft Resolution, and shall send them to all shareholders entitled to vote no later than 10 days prior to the deadline for returning the opinion ballot. The preparation of the list of shareholders to whom the opinion ballot is sent shall comply with Clause 1 and Clause 2 Article 141 of the Law on Enterprises. The requirements and methods for sending the opinion ballot and accompanying documents shall comply with Article 143 of the Law on Enterprises;

The opinion ballot must include the following principal contents::

- Name, head office address, and enterprise registration number;
- Purpose of the opinion collection;
- Full name, contact address, nationality, and legal document number of an individual shareholder in case the shareholder is an individual; name, enterprise registration number or legal document number of the organization, and head office address in case the shareholder is an organization; or full name, contact address, nationality, and legal document number of the individual representing the organizational shareholder; number of shares of each class and number of voting rights of the shareholder;
- Issues to be consulted for adoption;
- Voting options including approval, disapproval, and abstention for each consulted issue;
- Deadline for returning the completed opinion ballot to the Company;
- Full name and signature of the Chairman of the Board of Directors.

Shareholders may submit completed written opinion ballots to the Company by post, fax, or email in accordance with the following provisions:

- In case of postal submission, the completed opinion ballot must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. The opinion ballot returned to the Company must be placed in a sealed envelope and shall not be opened by any person prior to vote counting;
- In case of submission by fax or email, the opinion ballot returned to the Company must be kept confidential until the time of vote counting;
- Opinion ballots returned to the Company after the deadline specified in the opinion ballot or those that have been opened in the case of postal submission or disclosed in the case of fax or email submission shall be invalid. Opinion ballots not returned to the Company shall be deemed as non-participation in voting.

The Board of Directors shall organize the vote counting and prepare the vote counting minutes under the supervision and witnessing of a shareholder who does not hold a management position in the Company. The vote counting minutes must include the following principal contents:

- Name, head office address, and enterprise registration number;
- Purpose and issues to be consulted for adoption of the Resolution;
- Number of shareholders with total voting rights participating in the voting,

clearly distinguishing valid and invalid votes and methods of submission of voting ballots, together with an appendix of the list of participating shareholders;

- Total number of votes in favor, against, and abstaining for each issue;
- Issues adopted and corresponding approval voting ratios;
- Full names and signatures of the Chairman of the Board of Directors, vote counting supervisor, and vote counter.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and shall be jointly liable for any damages arising from decisions adopted based on inaccurate or untruthful vote counting results.

The vote counting minutes and the Resolution of the General Meeting of Shareholders are information subject to disclosure within twenty-four (24) hours on the Company's website, in accordance with the Charter's Company and Circular No. 96/2020/TT-BTC.

Completed opinion ballots, vote counting minutes, adopted Resolutions, and related documents enclosed with the opinion ballot shall be retained at the Company's head office;

In case a Resolution is adopted by way of written opinion collection, the Resolution of the General Meeting of Shareholders shall be adopted if shareholders holding more than 50% of the total voting rights of all voting shareholders approve it.

A Resolution adopted by way of written opinion collection shall have the same legal validity as a Resolution adopted at a meeting of the General Meeting of Shareholders.

#### **4. Order and Procedures for the General Meeting of Shareholders to adopt Resolutions by Way of Online Meeting or Hybrid Meeting (In-person Combined with Online Participation)**

In addition to the form of in-person meeting, the Annual General Meeting of Shareholders and extraordinary General Meeting of Shareholders of the Company may be conducted in the form of an online meeting or a hybrid meeting (in-person combined with online participation) in the following cases:

a) Force majeure events, including but not limited to natural disasters, war, epidemics, etc.; and/or

b) Other objective events where the Board of Directors considers that it is not convenient and/or not appropriate to organize the General Meeting of Shareholders in the form of an in-person meeting.

In case the Board of Directors decides to organize the General Meeting of Shareholders in the form of an online meeting or a hybrid meeting (in-person combined with online participation), the Board of Directors shall be responsible for issuing and disclosing the "Regulations on the Organization of Online General Meeting of Shareholders / Hybrid General Meeting of Shareholders (In-person Combined with Online Participation)" in accordance with the timeline prescribed by law.

c) Authorization of representatives to attend the online General Meeting of Shareholders;

d) Conditions for conducting the meeting;

e) Form of adoption of Resolutions of the online General Meeting of Shareholders;

f) Method of online voting;

- g) Method of online vote counting;
- h) Announcement of vote counting results;
- i) Preparation of Minutes of the General Meeting of Shareholders;
- k) Disclosure of Resolutions of the General Meeting of Shareholders

**5. Order and Procedures for the General Meeting of Shareholders to adopt Resolutions by Way of Hybrid Meeting (In-person Combined with Online Participation) (including procedures for organizing the meeting and voting), in which the following contents shall be specified:**

- a) Notice of convening the General Meeting of Shareholders;
- b) Method of registration for attendance at the General Meeting of Shareholders;
- c) Authorization of representatives to attend the General Meeting of Shareholders;
- d) Conditions for conducting the meeting;
- e) Form of adoption of Resolutions of the General Meeting of Shareholders;
- f) Method of voting;
- g) Method of vote counting;
- h) Announcement of vote counting results;
- i) Preparation of Minutes of the General Meeting of Shareholders;
- k) Disclosure of Resolutions of the General Meeting of Shareholders.

**Article 3. Board of Directors**

**1. Rights and obligations of the Board of Directors, and responsibilities of Members of the Board of Directors.**

The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide upon and exercise the rights and obligations of the Company, except for those rights and obligations falling within the competence of the General Meeting of Shareholders.

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

- a) To decide on the Company's medium-term development strategy, plans, and annual business plans;
- b) To propose the types of shares and the total number of shares of each type that are permitted to be offered for sale;
- c) To decide on the sale of unsold shares within the total number of shares of each type permitted to be offered for sale; to decide on additional capital mobilization in other forms;
- d) To decide on the offering price of the Company's shares and bonds;
- e) To decide on the repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;
- f) To decide on investment plans and investment projects within its authority and limits as prescribed by law;
- g) To decide on market development, marketing, and technology solutions;
- h) To approve contracts for purchase, sale, borrowing, lending, and other contracts or

transactions with a value equal to or greater than 35% of the total assets recorded in the Company's most recent financial statements, except where the Charter's Company provides for a different threshold or value, and except for contracts and transactions under the competence of the General Meeting of Shareholders in accordance with Point d Clause 2 Article 138, Clauses 1 and 3 Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, sign and terminate contracts with the General Director and other managers as specified in the Charter's Company; to decide on salaries, remuneration, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in Members' Councils or General Meetings of Shareholders in other companies, and to decide on remuneration and other benefits of such persons;

k) To supervise and direct the General Director and other managers in the day-to-day business operations of the Company;

l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contribution to or acquisition of shares in other enterprises;

m) To approve the program, contents, and documents for meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or collect written opinions for the General Meeting of Shareholders to adopt Resolutions;

n) To submit annual financial statements to the General Meeting of Shareholders;

o) To propose the dividend level to be paid; to decide on the timing and procedures for dividend payment or the handling of losses arising in business operations;

p) To propose the reorganization or dissolution of the Company; to request bankruptcy of the Company;

q) Right to be provided with information:

Members of the Board of Directors shall have the right to request the General Director, Deputy General Director, and other managers of the Company to provide information and documents regarding the financial status and business operations of the Company and its units.

Requested managers shall be responsible for promptly, fully, and accurately providing information and documents as requested by Members of the Board of Directors. The order and procedures for requesting and providing information shall be stipulated in the Charter's Company;

r) Other rights and obligations as provided by the Law on Enterprises and the Charter's Company.

## **2. Nomination, self-nomination, election, removal, and dismissal of members of the Board of Directors, including the following key contents:**

a) Term of office and number of members of the Board of Directors

The Board of Directors of the Company shall consist of three (03) to five (05) members.

The term of office of a member of the Board of Directors shall not exceed five (05) years and such member may be re-elected for an unlimited number of terms. An individual may be elected as an independent member of the Board of Directors for no more than two (02) consecutive terms. In the event that all members of the Board of Directors simultaneously complete their term, such members shall continue to serve as members of the

Board of Directors until new members are elected to replace them and assume their duties.

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

The structure of the Board of Directors shall comply with Clause 3, Article 26 of the Company's Charter. The Board of Directors must include at least one (01) non-executive member and at least one (01) independent member. The Company shall minimize the number of Board members concurrently holding executive positions to ensure the independence of the Board of Directors.

Standards and conditions of members of the Board of Directors:

Members of the Board of Directors must satisfy the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

c) Nomination and self-nomination of members of the Board of Directors

(i) Where candidates for the Board of Directors have been identified, the Company must disclose information regarding such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website for shareholders' reference before voting. Each candidate must provide a written commitment regarding the truthfulness and accuracy of their disclosed personal information and must undertake to perform their duties in an honest, prudent manner and in the best interests of the Company if elected. Information disclosed regarding candidates shall include:

Full name, date, month, and year of birth;

Professional qualifications;

Work experience;

Other management positions held (including board positions in other companies);

Interests related to the Company and its related parties;

Other information (if any) as required by the Company's Charter;

The Company shall disclose information on companies where the candidate currently holds board or other managerial positions and any related interests (if any).

(ii) Shareholders or groups of shareholders holding from 10% of total ordinary shares or more are entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to under 30% of total voting shares may nominate one (01) candidate; from 30% to under 50% may nominate up to two (02) candidates; and from 50% or more may nominate up to five (05) candidates.

(iii) In case the number of candidates nominated and self-nominated is still insufficient under Clause 5, Article 115 of the Law on Enterprises, the current Board of Directors shall propose additional candidates or organize nominations in accordance with the Company's Charter, Internal Governance Regulations, and Board of Directors' Regulations. Any additional nomination by the incumbent Board must be clearly disclosed prior to the General Meeting's voting.

(iv) Members of the Board of Directors must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

d) Election method for members of the Board of Directors

The election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder shall have total voting rights equivalent to the number of shares owned multiplied by the number of Board members to be elected. Shareholders may accumulate all or part of their votes for one or several candidates. Elected members shall be determined in descending order of votes received, starting from the candidate with the highest number of votes until the required number of members is reached as stipulated in the Company's Charter. In case two (02) or more candidates receive equal votes for the final seat(s), a re-election among such candidates shall be conducted or selection shall be made in accordance with criteria specified in the election rules or the Company's Charter.

e) Cases of resignation, removal, dismissal, and supplementation of member of the Board of Directors

The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:

Failure to meet the standards and conditions under Article 155 of the Law on Enterprises;

Submission of a resignation letter and its acceptance;

Other cases as provided in the Company's Charter.

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

Failure to participate in Board activities for six (06) consecutive months, except in force majeure cases;

Other cases as provided in the Company's Charter.

When deemed necessary, the General Meeting of Shareholders may decide to replace Board members; remove or dismiss members of the Board of Directors in addition to the cases specified in this clause.

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

The number of Board members is reduced by more than one-third (1/3) of the number prescribed in the Company's Charter. In such case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the reduction exceeds one-third;

The number of independent Board members falls below the required ratio under Point b, Clause 1, Article 137 of the Law on Enterprises;

Except for the cases specified above, the General Meeting of Shareholders shall elect replacement members at the nearest meeting.

f) Notification of election, removal, and dismissal of Board members

Where candidates for the Board of Directors have been identified, the Company must disclose relevant information at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website for shareholders' reference before voting. Candidates must provide written commitments on the truthfulness and accuracy of disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected.

Detailed information regarding candidates is provided in Article 25 of the Company's Charter.

Disclosure of removal or dismissal of Board members shall comply with legal requirements on information disclosure applicable to listed companies. The proposal on removal or dismissal must be submitted to and approved by the General Meeting of Shareholders.

g) Procedures for nomination of Board candidates

Shareholders or groups of shareholders holding from 10% of total ordinary shares or more, as specified in Point c, Clause 2 of this Article, are entitled to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Where the number of nominated and self-nominated candidates remains insufficient under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may propose additional candidates or organize nominations in accordance with the Company's Charter, Internal Governance Regulations, and Board of Directors' Regulations. Any such nomination must be clearly disclosed prior to voting at the General Meeting of Shareholders.

h) Election, removal, and dismissal of the Chairman of the Board of Directors

The Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members. The Chairman shall be elected at the first meeting of the Board of Directors within seven (07) working days from the completion of the election of the Board of Directors.

In case the Chairman submits a resignation or is removed or dismissed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or removal/dismissal decision.

**3. Remuneration and other benefits of members of the Board of Directors**

The remuneration, bonuses, and other benefits of members of the Board of Directors are specified in detail in Article 28 of the Company's Charter and Article 18 of the Board of Directors' Internal Regulations.

**4. Order and procedures for convening and conducting meetings of the Board of Directors, including the following key contents:**

a) Minimum number of meetings:

The Board of Directors shall meet at least once per quarter and may hold extraordinary meetings as necessary.

b) Cases requiring an extraordinary Board meeting:

The Chairman of the Board of Directors shall convene a Board meeting in the following cases:

Upon request of the Audit Committee or an independent member of the Board of Directors;

Upon request of the General Director or at least five (05) other managers;

Upon request of at least two (02) members of the Board of Directors.

The Chairman of the Board of Directors must convene the meeting within seven (07) working days from the date of receipt of such requests.

c) Notice of Board meetings:

The Chairman of the Board of Directors or the person convening the meeting must send a meeting invitation at least three (03) working days prior to the meeting date. The

notice must specify the time, venue, agenda, discussion matters, and decisions to be made. The notice must be accompanied by meeting documents and voting ballots for members.

d) Conditions for conducting Board meetings:

A Board meeting shall be conducted when at least three-fourths (3/4) of the total members attend. If the first meeting does not meet the quorum requirement, a second meeting shall be convened within seven (07) days from the originally scheduled date. In such case, the meeting may proceed if more than half of the Board members attend.

e) Voting method:

A Board member is deemed to participate and vote in the meeting in the following cases:

Direct participation and voting at the meeting;

Authorizing another person to attend and vote in accordance with Clause 11, Article 30 of the Company's Charter;

Participation and voting via online meetings, electronic voting, or other electronic means;

Submission of voting ballots via post, fax, or email.

Where voting ballots are submitted by post, they must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour before the meeting opening. The ballots shall only be opened in the presence of all attending members.

g) Adoption of resolutions of the Board of Directors:

Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of attending members. In case of a tie vote, the final decision shall follow the opinion of the Chairman of the Board of Directors.

h) Authorization for attendance:

Board members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if approved by a majority of the Board of Directors.

i) Minutes of Board meetings:

Board meetings must be recorded in minutes and may also be audio-recorded or stored in other electronic formats. Minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following key contents:

Name, head office address, and enterprise registration number;

Time and venue of the meeting;

Purpose, agenda, and content of the meeting;

Names of attending members or authorized representatives and their form of participation; names of absent members and reasons;

Issues discussed and voted upon at the meeting;

Summary of opinions of each attending member in the order of discussion;

Voting results, clearly indicating members who voted in favor, against, or abstained;

Resolutions adopted and corresponding approval ratios;

Names and signatures of the Chairman and the minutes recorder, except where the Chairman and/or secretary refuses to sign as provided in Point k of this Clause.

k) Cases where the Chairman and/or secretary refuses to sign the minutes:

Where the Chairman and/or the minutes recorder refuses to sign the minutes, but all other attending Board members agree to sign and the minutes fully comply with Points a, b, c, d, dd, e, g, and h of this Clause, the minutes shall remain valid. The minutes must clearly state the refusal to sign. The signatories of the minutes shall be jointly responsible for the accuracy and truthfulness of its contents. The Chairman and/or minutes recorder shall bear personal liability for any damages caused to the Company due to refusal to sign, in accordance with the Law on Enterprises, the Company's Charter, and applicable laws.

l) Notification of resolutions and decisions of the Board of Directors:

Minutes of Board meetings and related documents must be retained at the Company's head office.

Depending on the nature and content of the meeting, disclosure or announcement of Board resolutions and decisions shall comply with information disclosure regulations in the securities market under Circular No. 96/2020/TT-BTC.

#### **5. Committees under the Board of Directors (if any)**

The Board of Directors may establish subordinate committees to be in charge of development strategy, personnel, remuneration, internal audit, and risk management. The number of members of each committee shall be decided by the Board of Directors, with a minimum of three (03) members, including members of the Board of Directors and external members. Independent members and/or non-executive members of the Board of Directors shall constitute a majority of the committee, and one of such members shall be appointed as the Head of the committee by the Board of Directors.

The operation of committees must comply with regulations issued by the Board of Directors. Resolutions of a committee shall be valid only when approved by a majority of members attending and voting at the committee meeting.

The implementation of decisions of the Board of Directors or its committees must comply with applicable laws, the Company's Charter, and the Internal Corporate Governance Regulations.

#### **6. Person in charge of corporate governance**

Pursuant to Clause 2, Article 281 of Decree No. 155/2020/ND-CP and Article 32 of the Company's Charter.

The appointment, dismissal, and removal of the Person in charge of corporate governance shall fall under the authority of the Board of Directors.

The Person in charge of corporate governance must satisfy the following criteria:

Having knowledge of law;

Not concurrently working for an independent auditing firm that is auditing the Company's financial statements;

Meeting other standards as prescribed by law and the Company's Charter.

The disclosure of appointment, dismissal, and removal of the Person in charge of corporate governance shall comply with regulations on information disclosure in the securities market under Circular No. 96/2020/TT-BTC.

The Board of Directors must appoint at least one (01) Person in charge of corporate governance to support corporate governance activities. Such person may concurrently act as Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

The Person in charge of corporate governance must not concurrently work for an approved audit firm auditing the Company's financial statements.

The Person in charge of corporate governance has the following rights and obligations:

a) To advise the Board of Directors on organizing General Meeting of Shareholders in accordance with regulations and on matters between the Company and its shareholders;

b) To prepare meetings of the Board of Directors, the Audit Committee, and the General Meeting of Shareholders at the request of the Board of Directors or the Audit Committee;

c) To advise on meeting procedures;

d) To attend meetings;

e) To advise on procedures for preparing resolutions of the Board of Directors in compliance with law;

f) To provide financial information, copies of minutes of Board meetings, and other information to members of the Board of Directors and the Audit Committee;

g) To monitor and report to the Board of Directors on the Company's information disclosure activities;

h) To act as a liaison with stakeholders;

i) To maintain confidentiality of information in accordance with the law and the Company's Charter;

k) Other rights and obligations as prescribed by law and the Company's Charter.

#### **Article 4. Audit Committee**

##### **1. Roles, powers and obligations of the Audit Committee; responsibilities of its members**

The Audit Committee shall have the rights and obligations as prescribed in Article 161 of the Law on Enterprises and the following rights and duties:

To supervise the integrity of the Company's financial statements and official disclosures relating to the Company's financial results;

To review the internal control system and risk management system;

To review related-party transactions subject to approval by the Board of Directors or the General Meeting of Shareholders, and to provide recommendations on transactions requiring such approval;

To direct the Company's internal audit function;

To recommend the list of independent auditing firms, audit fees, and related contractual terms for the Board of Directors' approval prior to submission to the Annual General Meeting of Shareholders;

To monitor and assess the independence, objectivity of the external auditor and the effectiveness of the audit process, particularly where the Company engages non-audit services from the auditor;

To supervise compliance with applicable laws, regulatory requirements, and the Company's internal regulations;

To have access to relevant documents on the Company's operations and to discuss with other members of the Board of Directors, the General Director, and the Chief Executive Officer to obtain information for the Audit Committee's activities;

To request representatives of the approved auditing firm to attend and respond to issues relating to audited financial statements at Audit Committee meetings;

To engage external legal, accounting, or other advisory services where necessary;

To develop and submit risk identification and management policies to the Board of Directors, and propose measures for handling risks arising from the Company's operations;

To prepare written reports to the Board of Directors upon detection that members of the Board of Directors, the General Director, or other managers fail to properly perform their duties under the Law on Enterprises and the Company's Charter;

To develop the Internal Regulations of the Audit Committee and submit them to the Board of Directors for approval;

To develop and approve the regulations/charter of the Internal Audit Department;

Other rights and obligations as detailed in the Audit Committee's Internal Regulations.

## **2. Term, number, standards, nomination and candidacy of Audit Committee members**

### **a) Term of the Audit Committee**

The term of the Audit Committee shall be the same as that of the Board of Directors. Accordingly, the term of an Audit Committee member shall not exceed five (05) years.

### **b) Number and structure of the Audit Committee**

The Audit Committee shall consist of at least two (02) members. The specific number of members shall be decided by the Board of Directors. In particular:

The Chairman of the Audit Committee must be an independent member of the Board of Directors appointed by the Board of Directors; and

Members of the Audit Committee must be non-executive members of the Board of Directors.

Audit Committee members may be assigned to be in charge of one or several specific areas and shall be responsible for their assigned duties. The Chairman of the Audit Committee shall assign tasks to members based on their competence, professional experience, and the Committee's work plan.

### **c) Standards of Audit Committee members**

Members of the Audit Committee must satisfy the following requirements:

Having knowledge of accounting and auditing, general understanding of law and the Company's operations, and not falling under the following cases:

Working in the accounting or finance department of the Company;

Being a member or employee of the auditing firm that has audited the Company's financial statements within the preceding five (05) years.

The Chairman of the Audit Committee must hold a university degree or higher in

economics, finance, accounting, auditing, law, or business administration.

d) Nomination and candidacy for Audit Committee members

The Board of Directors of the previous term is responsible for preparing a list of candidates for election of independent members of the Board of Directors for the next term.

After the General Meeting of Shareholders elects the Board of Directors for the new term, at the first meeting of the new term, the Board members shall elect the Chairman of the Board of Directors. The Chairman of the Board of Directors shall, based on the profiles of Board candidates, propose a list of Audit Committee members and nominate one (01) Board member to serve as Chairman of the Audit Committee.

Other members of the Board of Directors may self-nominate to become members of the Audit Committee if they meet the required standards.

The entire Board of Directors shall vote to elect the Chairman of the Audit Committee and other members based on the candidate list prepared as stated above.

## **Article 5. General Director**

### **1. Role, responsibilities, powers and obligations of the General Director**

The General Director is the person responsible for the day-to-day business operations of the Company; is subject to supervision by the Board of Directors; and is responsible to the Board of Directors and to the law for the performance of assigned rights and obligations.

The General Director has the following rights and obligations:

a) To decide on matters relating to the Company's day-to-day business activities that do not fall within the authority of the Board of Directors;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plan and investment plan;

d) To propose the organizational structure and internal governance regulations of the Company;

dd) To appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;

e) To decide on salaries and other benefits for employees of the Company, including managers under the General Director's appointment authority;

g) To recruit employees;

h) To propose dividend distribution plans or measures for handling business losses;

i) Other rights and obligations in accordance with applicable law, the Company's Charter, and resolutions/decisions of the Board of Directors.

### **2. Appointment, removal, contract execution, and termination of the General Director**

a) Appointment and execution of labor contract with the General Director:

The Board of Directors shall appoint one (01) member of the Board of Directors (excluding the Chairman of the Board of Directors) or hire another person to act as the General Director.

b) Term, standards and conditions of the General Director:

The term of the General Director shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions as prescribed by law and the Company's Charter.

The standards and conditions of the General Director are specified in detail under Clause 5, Article 162 of the Law on Enterprises.

c) Removal and termination of the labor contract with the General Director:

The Board of Directors may dismiss the General Director when a majority of voting members attending the meeting of the Board of Directors approve, and shall appoint a replacement General Director.

d) Disclosure of appointment, removal, execution, and termination of the General Director:

To be implemented in accordance with the law on information disclosure in the securities market under Circular No. 96/2020/TT-BTC.

dd) Salary and other benefits of the General Director:

The General Director is entitled to salary and bonus. The salary and bonus of the General Director shall be determined by the Board of Directors.

**Article 6. Other Activities**

**1. Coordination between the Board of Directors and the General Director**

In relation to the organization of the Annual General Meeting of Shareholders, the Board of Directors shall notify the General Director regarding coordination and use of resources within a reasonable timeframe in accordance with the Company's Charter.

In urgent cases, the Board of Directors has the right to request the General Director and other executive officers of the Company to provide information on the Company's operations. The Board of Directors shall not use any undisclosed information of the Company or disclose it to any third party for purposes related to transactions.

Matters within the approval authority of the Board of Directors under applicable law and the Company's Charter, which are proposed by the General Director, must be responded to by the Board of Directors within the timeframe prescribed in the Company's Charter.

**2. Coordination between the General Director and the Board of Directors, and the Audit Committee**

The General Director is the person responsible for the overall management and operation of the Company, ensuring its continuous and efficient functioning.

The General Director is responsible to the General Meeting of Shareholders and the Board of Directors for the performance of his/her duties and powers, and shall report to these bodies upon request.

Where proposing measures to improve the Company's operations and management, the General Director shall submit such proposals to the Board of Directors and the Audit Committee as soon as practicable, but no later than seven (07) days prior to the date on which the relevant matters are required to be decided.

The General Director shall prepare plans for submission to the Board of Directors for approval on matters relating to recruitment, termination of employment, salary, social insurance, benefits, rewards, and disciplinary actions applicable to employees and managerial personnel.

Other matters requiring the opinion of the General Director from the Board of Directors and the Audit Committee must be submitted at least seven (07) working days in advance, and the Board of Directors and the Audit Committee shall provide their feedback within seven (07) working days.

#### **Article 7. Amendments and Supplements to the Corporate Governance Regulations**

1. Any amendment or supplementation to these Regulations shall be reviewed and decided by the General Meeting of Shareholders of the Company.

2. In the event that any provisions of law relevant to the Company's operations have not been addressed in these Regulations, or where new legal provisions differ from the provisions herein, such legal provisions shall automatically prevail and govern the Company's operations accordingly.

#### **Article 8. Effectiveness**

1. The Internal Regulations on Corporate Governance of QP Holdings Joint Stock Company comprise 08 Articles, approved by the Annual General Meeting of Shareholders in 2026 and shall take effect from the date of signing. These Regulations replace any previously approved Corporate Governance Regulations by the General Meeting of Shareholders (if any).

2. These Regulations constitute the sole and official Corporate Governance Regulations of QP Holdings Joint Stock Company.

3. Any copies or extracts of the Corporate Governance Regulations must bear the signature of the Chairman of the Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS  
QP HOLDINGS JOINT STOCK COMPANY  
CHAIRMAN**

**PHAM TU TRONG**

**DETAILED CONTENTS OF AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON THE OPERATION OF THE  
BOARD OF DIRECTORS QP HOLDINGS JOINT STOCK COMPANY**

*Documents for the General Meeting of Shareholders QP Holdings Joint Stock Company at the General Meeting of Shareholder  
held on May 27, 2026*

<b>No.</b>	<b>Article</b>	<b>Current Regulation Content</b>	<b>Amended and Supplemented Regulation Content</b>	<b>Legal and Practical Basis</b>
1	Company Name throughout the entire Regulation	QP Green Investment Joint Stock Company	QP Holdings Joint Stock Company	Proposal No. 08 /2026/TTr-HĐQT regarding the change of the Company's name, registered office, and business lines as approved by the General Meeting of Shareholders
2	Article 1. Scope of Regulation and Subjects of Application	No provision	<p>Add Clause 3, Article 1</p> <p>" 3. Application of the Regulation: The order of precedence for application shall be as follows:</p> <p>a. In the event that this Regulation do not provide for, or contain provisions inconsistent with, the applicable laws or the Company's Charter, the provisions of the applicable laws and the Company's Charter shall prevail.</p> <p>b. In the event of any amendment to the Company's Charter or changes in applicable laws that render this Regulation inconsistent with such laws or the Charter, the amended</p>	Supplement to clarify the order of priority in case of any conflict or inconsistency.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			provisions of the applicable laws and the Company's Charter shall apply.”.	
3	Article 3. Rights and Obligations of Members of the Board of Directors	No provision	<p>Add Points f, g, and h to Clause 2, Article 3</p> <p>f. Together with his/her related persons, shall not use information obtained by virtue of his/her position for personal gain or for the benefit of any organization or individual, nor use or disclose any non-public information of the Company to any other person to carry out related transactions;</p> <p>g. Shall not vote on any transaction that confers benefits upon himself/herself or his/her related persons in accordance with the Law on Enterprises and the Company's Charter;</p> <p>h. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.</p>	Supplemented to ensure consistency with the Company's Charter.
4	Clause 1 Article 5	<p>Article 5. Term and Number of Members of the Board of Directors</p> <p>1. The number of members of the Board of Directors of the Company shall range from three (03) to five (05) persons. The Board of Directors shall consist of at least three (03)</p>	<p>Article 5. Term and Number of Members of the Board of Directors</p> <p>1. The Board of Directors shall consist of from three (03) to five (05) members.</p>	The content is aligned with the Company's Charter and the Internal Regulations on Corporate Governance

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		members and at most eleven (11) members.		
5	Point c, Clause 1, Article 6	<p>Article 6. Standards and Qualifications of Members of the Board of Directors</p> <p>1. A member of the Board of Directors shall satisfy the following standards and qualifications:</p> <p>...</p> <p>c. A member of the Board of Directors of the Company may concurrently serve as a member of the board of directors or the members' council of no more than five (05) other companies;;</p>	<p>Article 6. Standards and Qualifications of Members of the Board of Directors</p> <p>1. A member of the Board of Directors shall satisfy the following standards and qualifications:</p> <p>...</p> <p>c. A member of the Board of Directors of the Company shall only concurrently serve as a member of the board of directors or the members' council of no more than five (05) other companies;</p>	The content is aligned with the Company's Charter and the Internal Regulations on Corporate Governance
6	Clause 2, Article 6	<p>Article 6. Standards and Qualifications of Members of the Board of Directors</p> <p>...</p> <p>2. Independent members of the Board of Directors must satisfy the following criteria and conditions:</p>	<p>Article 6. Standards and Qualifications of Members of the Board of Directors</p> <p>...</p> <p>2. Independent members of the Board of Directors, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must satisfy the following criteria and conditions::</p>	The content is aligned with the Company's Charter and the Internal Regulations on Corporate Governance
7	Point f, Clause 2, Article 6	<p>Article 6. Standards and Qualifications of Members of the Board of Directors</p> <p>...</p> <p>2. Independent members of the Board of</p>	<p>Article 6. Standards and Qualifications of Members of the Board of Directors</p> <p>...</p> <p>2. Independent members of the Board of</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		<p>Directors must satisfy the following criteria and conditions:</p> <p>...</p> <p>f. Meeting other standards and qualifications as prescribed in the Company's Charter.</p>	<p>Directors must satisfy the following criteria and conditions:</p> <p>...</p> <p>f. Meeting other standards and qualifications as prescribed in the Company's Charter and applicable laws.</p>	
8	Article 6. Standards and Qualifications of Members of the Board of Directors	No provision	<p>Add Clause 3, Article 6</p> <p>3. The Company Secretary must satisfy the following criteria:</p> <p>a. Must not concurrently work for the independent auditing firm that is auditing the Company's financial statements;</p> <p>b. Other criteria as prescribed by applicable laws, this Charter, and decisions of the Board of Directors.</p> <p>c. The Board of Directors shall appoint one (01) or more persons as the Company Secretary to support the Company's corporate governance in an efficient manner. The term of office of the Company Secretary shall be determined by the Board of Directors and shall not exceed five (05) years.</p> <p>d. The Board of Directors may remove or dismiss the Company Secretary when necessary, provided that such removal or</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			<p>dismissal complies with applicable labor laws.</p> <p>e. The rights and obligations of the Company Secretary shall include:</p> <ul style="list-style-type: none"> <li>• Assisting in the organization of the General Meeting of Shareholders and meetings of the Board of Directors; and recording minutes of such meetings;</li> <li>• Assisting members of the Board of Directors in the performance of their assigned rights and obligations;</li> <li>• Assisting the Board of Directors in applying and implementing corporate governance principles;</li> <li>• Assisting the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with information disclosure obligations, transparency requirements, and administrative procedures;</li> <li>• Other rights and obligations as prescribed in the Company’s Charter</li> </ul>	
9	Article 7		<p>Remove Clause 5, Article 7</p> <p>“Article 7. Chairman and Deputy Chairman of</p>	<p>Duplicated with the content in Article 6</p>

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			<p>the Board of Directors</p> <p>5. When deemed necessary, the Board of Directors shall decide to appoint a Company Secretary. The Company Secretary shall have the following rights and obligations...”</p>	
10	Clause 1 Article 9	<p>Article 9. Method for Election, Removal, and Dismissal of Members of the Board of Directors</p> <p>1. Shareholders or groups of shareholders holding from 10% of total ordinary shares or more shall have the right to nominate candidates for the Board of Directors in accordance with this Article. A shareholder or group of shareholders holding from 10% to under 20% of total voting shares may nominate up to one (01) candidate; from 20% to under 30% may nominate up to two (02) candidates; from 30% to under 40% may nominate up to three (03) candidates; from 40% to under 50% may nominate up to four (04) candidates; from 50% to under 60% may nominate up to six (06) candidates; from 60% to under 70% may nominate up to eight (08) candidates; from 70% to under 80% may nominate up to nine (09) candidates; and from 80% or more may nominate up to ten (10) candidates.</p>	<p>Article 9. Method for Election, Removal, and Dismissal of Members of the Board of Directors</p> <p>1. Shareholders or groups of shareholders holding from ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company’s Charter.</p> <p>Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total voting shares may nominate up to one (01) candidate; from thirty percent (30%) to less than fifty percent (50%) may nominate up to two (02) candidates; and from fifty percent (50%) or more may nominate up to five (05) candidates</p>	The content is aligned with the Company’s Charter and the Internal Regulations on Corporate Governance

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
11	Point b Clause 1 Article 13	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p> <p>1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>....</p> <p>b. The number of remaining members of the Board of Directors or Supervisory Board is less than the minimum number of members required by law.</p>	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p> <p>1.The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>....</p> <p>b. When the number of remaining members of the Board of Directors or the Audit Committee is less than the minimum required by law;</p>	<p>Aligned with the Company's Charter and organizational and operational structure of the Company</p>
12	Point d Clause 1 Article 13	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p> <p>1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>....</p> <p>d. At the request of the Audit Committee.</p>	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p> <p>1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:</p> <p>....</p> <p>d. Upon recommend of the Audit Committee;.</p>	<p>Aligned with the Company's Charter and organizational and operational structure of the Company</p>
13	Clause 2 Article 13	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p> <p>...</p> <p>2. The Board of Directors must convene an</p>	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p> <p>...</p> <p>2. The Board of Directors must convene an</p>	<p>Aligned with the Company's Charter and organizational and operational structure of the Company</p>

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		<p>extraordinary General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors or Supervisory Board falls below the level prescribed in Point b, Clause 1 of this Article, or from the date of receipt of a request as stipulated in Points c and d, Clause 1 of this Article.</p>	<p>extraordinary General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors or the Audit Committee falls below the minimum as prescribed in Point b, Clause 1 of this Article, or from the date of receipt of a request as specified in Points c and d, Clause 1 of this Article.</p>	
14	Point e Clause 3 Article 13	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p> <p>...</p> <p>3. The person convening the General Meeting of Shareholders shall perform the following tasks:</p> <p>...</p> <p>e. To draft the Resolution of the General Meeting of Shareholders in accordance with the expected agenda of the meeting; the list and detailed information of candidates in the case of election of members of the Board of Directors and Supervisory Board members.</p>	<p>Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders</p> <p>...</p> <p>3. The person convening the General Meeting of Shareholders shall perform the following tasks:</p> <p>...</p> <p>e. To draft resolutions of the General Meeting of Shareholders and provide candidate lists and details (if applicable);.</p>	<p>Aligned with the Company's Charter and organizational and operational structure of the Company</p>
15	Clause 7 Article 15	<p>Article 15. Meetings of the Board of Directors</p>	<p>Article 15. Meetings of the Board of Directors</p> <p>...</p>	<p>Aligned with the Company's Charter and organizational and</p>

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		<p>...</p> <p>7. The Chairman of the Board of Directors or the meeting convener shall send the meeting invitation and accompanying documents to the members of the Audit Committee in the same manner as for members of the Board of Directors. Members of the Audit Committee are entitled to attend meetings of the Board of Directors and have the right to participate in discussions but shall not have voting rights.</p>	<p>7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to members of the Audit Committee in the same manner as for members of the Board of Directors</p>	<p>operational structure of the Company</p>
16	Clause 3 Article 17	<p>Article 17. Submission of Annual Reports</p> <p>...</p> <p>3. The reports specified in Clauses 1 and 2 of this Article, the Audit Committee's appraisal report, and the audit report shall be kept at the Company's head office no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter provides for a longer period. Shareholders holding shares of the Company continuously for at least one (01) year shall have the right, either themselves or together with lawyers, accountants, or auditors holding practicing</p>	<p>Article 17. Submission of Annual Reports</p> <p>...</p> <p>3. The reports specified in Clauses 1 of this Article, together with the appraisal report of the Audit Committee and the audit report, shall be kept at the Company's head office at least ten (10) days prior to the opening date of the Annual General Meeting of Shareholders, unless a longer period is stipulated in the Charter. Shareholders who have held shares continuously for at least one (01) year shall have the right to personally, or together with a licensed lawyer, accountant or auditor, directly examine such reports.</p>	<p>Clause 1 Article 17 already includes all of these reports, no repetition is required</p>

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		certificates, to directly review the reports specified in this Article.		
17	Article 18	Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors	Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors and Other Amounts	Supplemented in detail in accordance with the Company's internal regulations.
18	Clause 3 Article 18	<p>Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors</p> <p>...</p> <p>3. Remuneration of each member of the Board of Directors shall be recorded as an business expense of the Company in accordance with corporate income tax regulations, separately disclosed in the annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.</p>	<p>Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors</p> <p>...</p> <p>3. Remuneration of each member of the Board of Directors shall be recorded as an operating expense of the Company in accordance with corporate income tax regulations, separately disclosed in the annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.</p>	Supplemented to clarify the content.
19	Clause 7 Article 18	<p>Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors</p> <p>...</p> <p>7. Other Benefits</p>	<p>Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors</p> <p>...</p> <p>7. Other Benefits for Employees:</p>	Supplemented to clarify the content.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
20	Article 19	No provision	<p>Add Clause 1 Article 19</p> <p>“ Article 19. Disclosure of Related Interests</p> <p>1. Disclosure of interests means that where a member of the Board of Directors directly or indirectly derives benefits from a contract or transaction that has been executed or is proposed to be executed with the Company, and is aware of such interest, he/she must disclose the nature and details of such interest at the meeting at which the Board of Directors first considers the execution of such contract or transaction. In the event that a member of the Board of Directors is unaware that he/she or his/her related persons have an interest at the time the contract or transaction is entered into with the Company, such member must disclose the relevant interests at the first meeting of the Board of Directors held after he/she becomes aware that he/she has or will have an interest in such contract or transaction”.</p>	Supplemented to clarify the content.
21	Clause 1 Article 19	<p>Article 19. Disclosure of Related Interests</p> <p>1. Members of the Board of Directors of the Company shall disclose to the Company their related interests, including:</p> <p>a. The name, enterprise registration number,</p>	<p>Article 19. Disclosure of Related Interests</p> <p>2. Unless otherwise provided in the Company’s Charter, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following</p>	Supplemented to clarify the content.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		<p>head office address, and business lines of enterprises in which they own capital contributions or shares; the percentage and timing of such ownership;</p> <p>b. The name, enterprise registration number, head office address, and business lines of enterprises in which their related persons jointly own or separately own capital contributions or shares representing more than 10% of the charter capital.</p>	<p>provisions:</p> <p>Members of the Board of Directors shall declare to the Company their related interests, including:</p> <p>a. Name, enterprise registration number, head office address, and business lines of the enterprise in which they hold contributed capital or shares; and the percentage and time of holding such contributed capital or shares;</p> <p>b. Name, enterprise registration number, head office address, and business lines of the enterprise in which their related persons jointly or separately hold contributed capital or shares representing more than 10% of the charter capital.</p>	
22	Article 21	No provision	<p>Add Clause 2 Article 21</p> <p>2. The Board of Directors shall report on its activities at the Annual General Meeting of Shareholders. In addition to the contents required by applicable laws and the Company's Charter, such report must include, at a minimum, the following:</p> <p>a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the Law on Enterprises and</p>	Supplemented to clarify the content.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			<p>the Company's Charter;</p> <p>b. Summary of meetings of the Board of Directors and resolutions/decisions adopted by the Board of Directors;</p> <p>c. Report on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or has served as a manager within the three (03) most recent years prior to the transaction;</p> <p>d. Activities of independent members of the Board of Directors and their assessment of the performance of the Board of Directors;</p> <p>e. Activities of other committees under the Board of Directors, as applicable;</p> <p>f. Results of supervision over the General Director and other executives;</p> <p>g. The Company's strategic objectives, medium-term plans, and annual business plans;</p> <p>h. Other contents as required by applicable laws and the Company's Charter;</p>	

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			<p>i. The Board of Directors and its members shall maintain regular relations with shareholders; disclose information and periodic financial statements in accordance with regulations; and provide shareholders with adequate and timely information;</p> <p>j. The Board of Directors shall ensure transparency in the management and operation of the Company and fully perform its obligations to shareholders in accordance with regulations;</p> <p>k. The Board of Directors and its members shall promptly and transparently address shareholders' recommendations; provide clear and consistent responses to shareholders' inquiries; and participate in resolving shareholders' complaints (if any), thereby maintaining a good relationship between the Board of Directors and shareholders.</p>	
23	Article 23	No provision	<p>Article 23. Relationship with Shareholders and the General Meeting of Shareholders</p> <p>1. The Board of Directors shall be responsible for reporting on its activities at the Annual General Meeting of Shareholders. In addition to the contents required by applicable laws and the Company's Charter,</p>	Supplemented to clarify the content.

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			<p>such report must include, at a minimum, the following:</p> <ol style="list-style-type: none"> <li>2. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.</li> <li>3. Summary of meetings of the Board of Directors and the resolutions/decisions adopted by the Board of Directors.</li> <li>4. Report on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or has served as a manager within the three (03) most recent years prior to the transaction.</li> <li>5. Activities of independent members of the Board of Directors and their assessment of the performance of the Board of Directors.</li> <li>6. Activities of other committees under the Board of Directors, as applicable.</li> <li>7. Results of supervision over the General</li> </ol>	

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
			<p>Director and other executives.</p> <p>8. The Company's strategic objectives, medium-term plans, and annual business plans.</p> <p>9. Other contents in accordance with applicable laws and the Company's Charter.</p> <p>10. The Board of Directors and its members shall maintain regular relations with shareholders; disclose information and periodic financial statements in accordance with regulations; and provide shareholders with adequate and timely information.</p> <p>11. The Board of Directors shall ensure transparency in the management and operation of the Company and fully perform its obligations to shareholders in accordance with regulations.</p> <p>12. The Board of Directors and its members shall promptly and transparently address shareholders' recommendations; provide clear and consistent responses to shareholders' inquiries; and participate in resolving shareholders' complaints (if any), thereby maintaining a good relationship between the Board of Directors and shareholders.</p>	
24	Article 24	Article 24. Authority to Amend and	Article 25. Authority to Amend and	Supplemented to clarify

No.	Article	Current Regulation Content	Amended and Supplemented Regulation Content	Legal and Practical Basis
		<p>Supplement the Regulation</p> <p>The amendment and supplementation of this Regulation shall be carried out by the Board of Directors and must be approved by the General Meeting of Shareholders.</p>	<p>Supplement the Regulation</p> <p>Any amendment or supplementation to these Regulations shall fall within the authority of the General Meeting of Shareholders, upon proposal by the Board of Directors, and must be approved by the General Meeting of Shareholders. The Board of Directors shall decide on the promulgation thereof after such approval has been obtained from the General Meeting of Shareholders.</p>	<p>the content.</p>
25	Article 25	<p>Article 25. Effectiveness</p> <p>This Regulation supersede the Regulations on the Operation of the Board of Directors of QP Green Investment Joint Stock Company issued on June 22, 2022.</p> <p>The Regulations on the Operation of the Board of Directors of QP Holdings Joint Stock Company comprise 07 Chapters and 25 Articles, and were approved by the Annual General Meeting of Shareholders in 2025, taking effect from May 30 2025.</p>	<p>Article 26. Effectiveness</p> <p>This Regulation supersede the Regulations on the Operation of the Board of Directors of QP Green Investment Joint Stock Company issued on May 30, 2025.</p> <p>The Regulations on the Operation of the Board of Directors of QP Holdings Joint Stock Company comprise 07 Chapters and 26 Articles, and were approved by the Annual General Meeting of Shareholders in 2026, taking effect from May 27, 2026.</p>	<p>Update information on the timing of approval of the amended Regulations</p>

The above constitutes the entire contents relating to the amendments and supplements to the Internal Regulations on Corporate Governance of QP Holdings Joint Stock Company, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

DRAFT

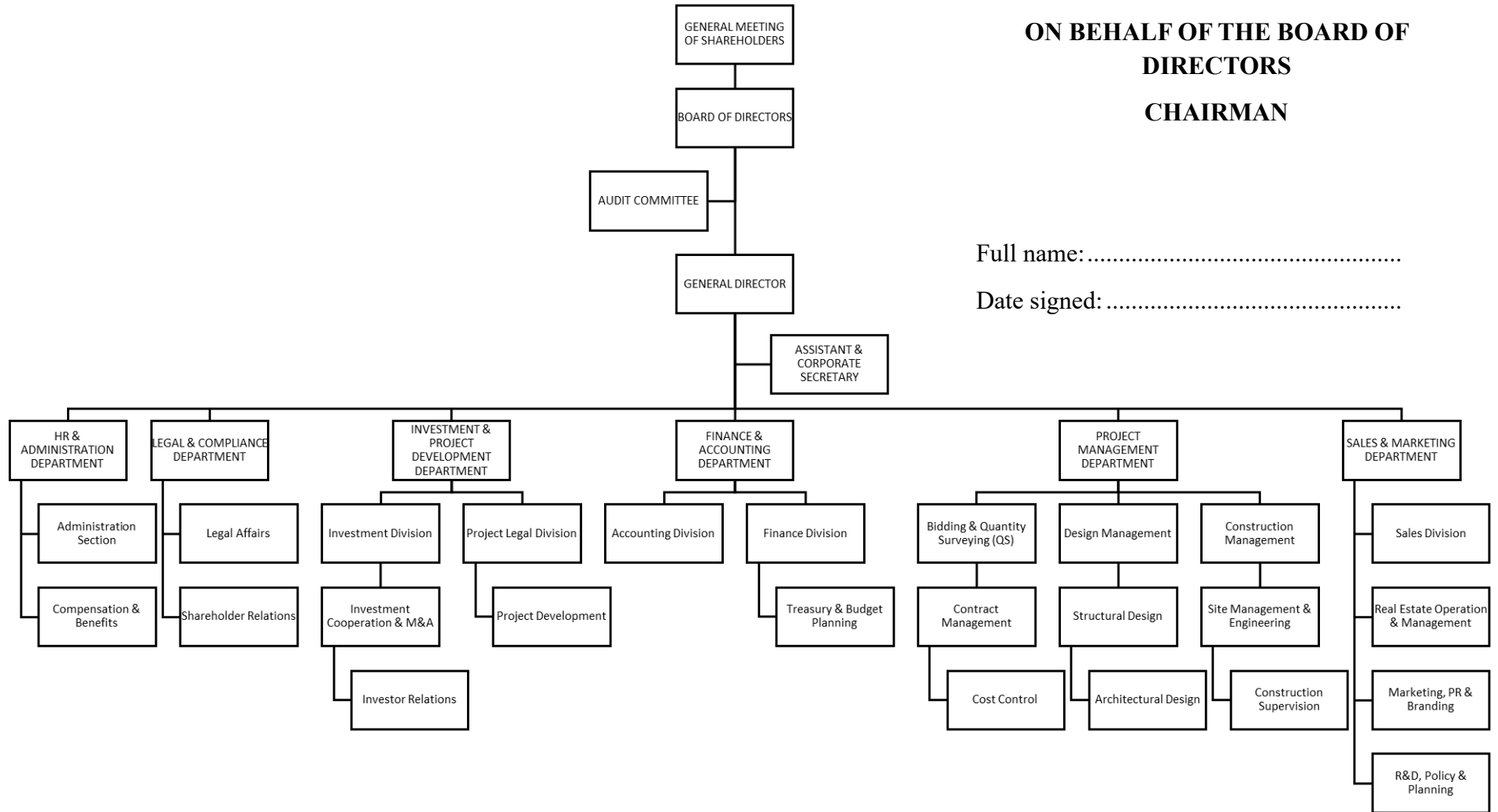
# ORGANIZATION CHART OF QP HOLDINGS JOINT STOCK COMPANY

Issued under Decision No.: ...../2026/QD-HDQT

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

Full name: .....

Date signed: .....



**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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**REGULATION ON THE OPERATION OF THE  
BOARD OF DIRECTORS**

**QP HOLDINGS JOINT STOCK COMPANY**

*(Issued under Decision No. ....../2026/QĐ-HĐQT dated ..... 2026 of the Board  
of Directors of QP Holdings Joint Stock Company)*

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*Ho Chi Minh City, May 27, 2026*

**REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS**

**QP HOLDINGS JOINT STOCK COMPANY**

*Pursuant to the Law on Securities dated November 26, 2019 and its implementing regulations;*

*Pursuant to the Law on Enterprises dated June 17, 2020 and its implementing regulations;*

*Pursuant to the Law amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment in the Form of Public-Private Partnership, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Excise Tax, and the Law on Civil Judgment Enforcement No. 03/2022/QH15 dated January 11, 2022;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*

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

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government;*

*Pursuant to the Charter on Organization and Operation of QP Holdings Joint Stock Company as adopted under the Resolution of the Annual General Meeting of Shareholders No. ..../2026/NQ-DHDCD dated May 27, 2026;*

*Internal Regulations on Corporate Governance of QP Holdings Joint Stock Company;*

*Resolution No. ..../2026/NQ-DHDCD dated May 27, 2026 of the General Meeting of Shareholders;*

Therefore, the Board of Directors hereby promulgates the Regulations on the Operation of the Board of Directors of QP Holdings Joint Stock Company, comprising the following contents:

## **CHAPTER I - GENERAL PROVISIONS**

### **Article 1. Scope of Regulation and Subjects of Application**

1. Scope of regulation: These Regulations on the Operation of the Board of Directors shall prescribe the organizational structure, principles of operation, rights and obligations of the Board of Directors and its members in compliance with the Law on Enterprises, the Company's Charter and other relevant applicable laws.
2. Subjects of application: These Regulations shall be applicable to the Board of Directors and the members thereof.
3. Application of the Regulations: The order of precedence for application shall be as follows:
  - a. In the event that these Regulations do not provide for, or contain provisions inconsistent with, the applicable laws or the Company's Charter, the provisions of the applicable laws and the Company's Charter shall prevail.
  - b. In the event of any amendment to the Company's Charter or changes in applicable laws that render these Regulations inconsistent with such laws or the Charter, the amended provisions of the applicable laws and the Company's Charter shall apply.

### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors shall act on a collective basis. Members of the Board of Directors shall bear individual responsibility for their respective duties and joint responsibility to the General Meeting of Shareholders and in accordance with applicable laws for the resolutions and decisions of the Board of Directors in relation to the Company's operations and development.
2. The Board of Directors shall assign the General Director to organize and implement its resolutions and decisions.

## **CHAPTER II – MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors shall be entitled to all rights as prescribed by the Law on Securities, applicable laws and the Company's Charter, including the right to be provided with documents and information on the Company's financial status and business operations and those of its subsidiaries and affiliated companies.
2. Members of the Board of Directors shall perform the obligations set out in the Company's Charter and the following obligations:
  - a. To perform their duties honestly and prudently in the best interests of the shareholders and the Company;

- b. To promptly and fully disclose and report to the Board of Directors any remuneration received from subsidiaries, affiliated companies and other organizations;
  - c. To attend all meetings of the Board of Directors and express opinions on matters under discussion;
  - d. To report to the Board of Directors at its nearest meeting any transactions between the Company, its subsidiaries, or other companies in which the Company holds over 50% of the charter capital, and such member or his/her related persons; and any transactions between the Company and any enterprise in which such member is a founding shareholder or has served as a manager within the preceding three (03) years prior to the transaction;
  - e. To disclose information upon conducting transactions in the Company's shares in accordance with applicable laws.
  - f. Together with his/her related persons, shall not use information obtained by virtue of his/her position for personal gain or for the benefit of any organization or individual, nor use or disclose any non-public information of the Company to any other person to carry out related transactions;
  - g. Shall not vote on any transaction that confers benefits upon himself/herself or his/her related persons in accordance with the Law on Enterprises and the Company's Charter;
  - h. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws, and the Company's Charter.
3. Independent members of the Board of Directors of a listed company shall prepare an annual report assessing the performance of the Board of Directors.

#### **Article 4. Right to Access Information of Members of the Board of Directors**

1. Members of the Board of Directors shall have the right to request that the General Director, Deputy General Directors, other managers, and the Person in charge of corporate governance provide documents and information on the Company's financial status and business operations and those of its subsidiaries and affiliated companies.
2. The requested persons shall provide such documents and information in a timely, complete and accurate manner upon request of the members of the Board of Directors. The procedures for requesting and providing information shall comply with the Company's Charter.

#### **Article 5. Term and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of from three (03) to five (05) members.
2. The term of office of a member of the Board of Directors shall not be more than five (05) years and may be renewed for an unlimited number of consecutive terms. An individual shall serve as an independent member of the Board of Directors of a listed company for no more than two (02) consecutive terms.

3. Where all members of the Board of Directors reach the end of their terms of office simultaneously, they shall continue to serve until new members are elected and assume their duties, unless otherwise provided in the Company's Charter.
4. The number of independent members of the Board of Directors shall comply with and be specified in the Company's Charter.

#### **Article 6. Standards and Qualifications of Members of the Board of Directors**

1. A member of the Board of Directors shall satisfy the following standards and qualifications:
  - a. Not falling under the cases specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possessing professional qualifications and experience in business administration or in the Company's business lines; it is not mandatory to be a shareholder of the Company unless otherwise provided in the Charter;
  - c. A member of the Board of Directors of the Company may concurrently serve as a member of the board of directors or the members' council of no more than five (05) other companies;
  - d. Meeting other standards and qualifications as prescribed in the Company's Charter.
2. Independent members of the Board of Directors, as defined in Point b, Clause 1, Article 137 of the Law on Enterprises, must satisfy the following criteria and conditions:
  - a. Not being a person currently working for the Company, its parent company, or its subsidiaries; and not having worked for the Company, its parent company, or its subsidiaries for at least three (03) consecutive years immediately preceding the appointment;
  - b. Not receiving salary or remuneration from the Company, except for allowances to which members of the Board of Directors are entitled;
  - c. Not having a spouse, biological or adoptive parent, biological or adoptive child, or sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries;
  - d. Not directly or indirectly owning one percent (1%) or more of the total voting shares of the Company;
  - e. Not having served as a member of the Board of Directors or the Audit Committee of the Company for at least five (05) consecutive years immediately preceding the appointment, unless re-appointed for two (02) consecutive terms;
  - f. Meeting other standards and qualifications as prescribed in the Company's Charter and applicable laws.
3. The Company Secretary must satisfy the following criteria:
  - a. Must not concurrently work for the independent auditing firm that is auditing the Company's financial statements;

- b. Other criteria as prescribed by applicable laws, this Charter, and decisions of the Board of Directors.
  - c. The Board of Directors shall appoint one (01) or more persons as the Company Secretary to support the Company's corporate governance in an efficient manner. The term of office of the Company Secretary shall be determined by the Board of Directors and shall not exceed five (05) years.
  - d. The Board of Directors may remove or dismiss the Company Secretary when necessary, provided that such removal or dismissal complies with applicable labor laws.
  - e. The rights and obligations of the Company Secretary shall include:
    - Assisting in the organization of the General Meeting of Shareholders and meetings of the Board of Directors; and recording minutes of such meetings;
    - Assisting members of the Board of Directors in the performance of their assigned rights and obligations;
    - Assisting the Board of Directors in applying and implementing corporate governance principles;
    - Assisting the Company in developing shareholder relations and protecting the lawful rights and interests of shareholders; ensuring compliance with information disclosure obligations, transparency requirements, and administrative procedures;
    - Other rights and obligations as prescribed in the Company's Charter.
4. An independent member of the Board of Directors shall promptly notify the Board of Directors upon no longer satisfying the required standards and qualifications and shall automatically cease to be an independent member from the date such standards and qualifications are no longer met. The Board of Directors shall report such case at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a replacement within six (06) months from the date of receipt of such notification.

#### **Article 7. Chairman and Vice Chairman of the Board of Directors**

1. The Chairman and Vice Chairman of the Board of Directors shall be elected, removed, or dismissed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a. To formulate programs and plans for the activities of the Board of Directors;
  - b. To prepare agendas, contents, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. To organize the adoption of resolutions and decisions of the Board of Directors;
  - d. To supervise the implementation of resolutions and decisions of the Board of Directors;
  - e. To chair meetings of the General Meeting of Shareholders;

- f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. In the event the Chairman or Vice Chairman resigns or is removed or dismissed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation or removal decision. Where the Chairman is absent or unable to perform his/her duties, he/she shall authorize in writing the Vice Chairman or another member to perform such rights and obligations. In the absence of such authorization or in cases where the Chairman is deceased, missing, detained, serving a prison sentence, subject to administrative measures, has fled the place of residence, has limited or lost legal capacity, or is prohibited by a court from holding such position, the remaining members shall elect one member as Chairman by majority vote until a new decision is made.

#### **Article 8. Removal, Dismissal, Replacement, and Addition of Members of the Board of Directors**

1. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. No longer meeting the standards and qualifications prescribed in Article 155 of the Law on Enterprises;
  - b. Submitting a resignation which is accepted;
  - c. Other cases as prescribed in the Company's Charter.
2. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Failing to participate in Board activities for six (06) consecutive months, except in cases of force majeure;
  - b. Other cases as prescribed in the Company's Charter.
3. Where deemed necessary, the General Meeting of Shareholders may decide on the replacement, removal, or dismissal of members of the Board of Directors in addition to the cases specified above.
4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members in accordance with the Company's Charter and applicable laws.

#### **Article 9. Method for Election, Removal, and Dismissal of Members of the Board of Directors**

1. Shareholders or groups of shareholders holding from ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.

Shareholders holding ordinary shares may aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from ten percent (10%) to less than thirty percent (30%) of the total voting shares may nominate up to one (01)

- candidate; from thirty percent (30%) to less than fifty percent (50%) may nominate up to two (02) candidates; and from fifty percent (50%) or more may nominate up to five (05) candidates.
2. Where the number of nominated and self-nominated candidates is insufficient, the incumbent Board of Directors may introduce additional candidates or organize nominations in accordance with the Company's Charter and internal governance regulations. Such introduction must be clearly disclosed prior to voting.
  3. Unless otherwise provided in the Company's Charter, the election of members of the Board of Directors shall be conducted using cumulative voting, whereby each shareholder has a total number of votes corresponding to the number of shares owned multiplied by the number of members to be elected, and may allocate all or part of such votes to one or more candidates. Candidates shall be ranked by votes from highest to lowest until all positions are filled. In case of a tie for the last position, a re-election shall be conducted among the tied candidates or selection shall be made in accordance with the election rules or the Company's Charter.
  4. The election, removal, and dismissal of members of the Board of Directors shall be decided by the General Meeting of Shareholders by voting.

**Article 10. Announcement of Election, Removal, and Dismissal of Members of the Board of Directors**

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website to enable shareholders to review such candidates before voting. Candidates for the Board of Directors shall provide a written commitment on the truthfulness and accuracy of their disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected. The disclosed information on candidates shall include:
  - a. Full name and date of birth;
  - b. Professional qualifications;
  - c. Employment history;
  - d. Other managerial positions (including positions in boards of directors of other companies);
  - e. Related interests in relation to the Company and its related parties;
  - f. Other information (if any) as prescribed in the Company's Charter.
2. A public company shall disclose information regarding companies in which the candidates currently hold positions as members of the Board of Directors or other managerial positions, and their related interests in such companies (if any).
3. The announcement of results of the election, removal, and dismissal of members of the Board of Directors shall comply with regulations on information disclosure.

## Chapter III - THE BOARD OF DIRECTORS

### Article 11. Rights and Obligations of the Board of Directors

1. The Board of Directors shall be the management body of the Company and shall have full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those falling within the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Charter, and the General Meeting of Shareholders. In particular, the Board of Directors shall have the following rights and obligations:
  - a. To decide on strategies, medium-term development plans, and annual business plans of the Company;
  - b. To propose the types and total number of shares authorized for offering;
  - c. To decide on the sale of unsold shares within the authorized number of shares of each type and to decide on other forms of capital mobilization;
  - d. To decide on the selling price of shares and bonds of the Company;
  - e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises, unless otherwise provided by the Law on Securities;
  - f. To decide on investment strategies and investment projects within its authority and in accordance with law;
  - g. To decide on solutions for market development, marketing, and technology;
  - h. To approve contracts, transactions for purchase, sale, borrowing, lending, and other transactions with a value of thirty-five percent (35%) or more of the total assets recorded in the latest financial statements of the Company, except for those falling under the authority of the General Meeting of Shareholders as prescribed by law;
  - i. To approve transactions involving loans or guarantees granted to related organizations of members of the Board of Directors, Supervisors, the General Director, or other managers, where the Company and such organizations are within the same corporate group;
  - j. To elect, remove, or dismiss the Chairman of the Board of Directors; to appoint, remove, enter into, and terminate contracts with the General Director and other key managers as prescribed in the Charter; to decide on remuneration, salaries, bonuses, and other benefits of such persons; to appoint authorized representatives to participate in other companies and decide on their remuneration and benefits;
  - k. To supervise and direct the General Director and other managers in the daily operations of the Company;
  - l. To decide on the organizational structure, internal management regulations; to establish subsidiaries, branches, representative offices; and to decide on capital contributions or share acquisitions in other enterprises;
  - m. To approve agendas and documents for meetings of the General Meeting of Shareholders; to convene meetings or organize written resolutions;
  - n. To submit audited annual financial statements to the General Meeting of Shareholders;

- o. To propose dividend levels and decide on the timing and procedures for dividend payment or handling of losses;
  - p. To propose reorganization, dissolution, or bankruptcy of the Company;
  - q. To issue regulations on the operation of the Board of Directors and internal corporate governance regulations after approval by the General Meeting of Shareholders; to issue internal audit and information disclosure regulations;
  - r. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and the Company's Charter.
3. The Board of Directors shall adopt resolutions and decisions by voting at meetings, by written opinions, or by other methods as provided in the Company's Charter. Each member shall have one (01) vote.
4. Where a resolution or decision of the Board of Directors is contrary to law, resolutions of the General Meeting of Shareholders, or the Company's Charter and causes damage to the Company, members voting in favor shall be jointly and severally liable for such damage and shall compensate the Company. Members voting against shall be exempt from such liability. In such cases, shareholders shall have the right to request a competent court to suspend or annul such resolution or decision.

#### **Article 12. Authority of the Board of Directors in Approval and Execution of Contracts and Transactions**

1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%) of the total assets recorded in the latest financial statements, or transactions resulting in an aggregate value of less than thirty-five percent (35%) within twelve (12) months from the first transaction, or a lower threshold as provided in the Company's Charter, entered into between the Company and the following parties:
  - Members of the Board of Directors, Supervisors, the General Director, other managers, and their related persons;
  - Shareholders or authorized representatives holding more than ten percent (10%) of the Company's ordinary shares and their related persons;
  - Enterprises related to the persons specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representative signing such contracts or transactions shall notify members of the Board of Directors and Supervisors of the related parties and provide a draft contract or key terms of the transaction. The Board of Directors shall decide on approval within fifteen (15) days from the date of receipt of such notification, unless otherwise provided in the Company's Charter. Members having related interests in such contracts or transactions shall not have voting rights.

### **Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. When deemed necessary for the interests of the Company;
  - b. When the number of remaining members of the Board of Directors or the Audit Committee is less than the minimum required by law;
  - c. Upon request of shareholders or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; such request must be made in writing, stating reasons and purposes, and signed by relevant shareholders;
  - d. Upon recommend of the Audit Committee;
  - e. Other cases as prescribed by law and the Company's Charter.
2. The Board of Directors must convene an extraordinary General Meeting of Shareholders within sixty (60) days from the date on which the number of remaining members of the Board of Directors or the Audit Committee falls below the minimum as prescribed in Point b, Clause 1 of this Article, or from the date of receipt of a request as specified in Points c and d, Clause 1 of this Article.
3. The person convening the General Meeting of Shareholders shall perform the following tasks:
  - a. To prepare the list of shareholders entitled to attend the meeting;
  - b. To provide information and resolve complaints relating to the shareholder list;
  - c. To prepare the agenda and contents of the meeting;
  - d. To prepare documents for the meeting;
  - e. To draft resolutions of the General Meeting of Shareholders and provide candidate lists and details (if applicable);
  - f. To determine the time and venue of the meeting;
  - g. To send meeting notices to shareholders entitled to attend in accordance with the Law on Enterprises;
  - h. To perform other tasks necessary for the meeting.

### **Article 14. Committees of the Board of Directors**

1. The Board of Directors may establish committees responsible for strategy, personnel, remuneration, internal audit and risk management. Each committee shall have at least two (02) members, including Board members and external members (if necessary). Independent and/or non-executive members shall constitute the majority. One such member shall be appointed as Chair of the committee. Committee resolutions shall be valid when approved by a majority of attending members.
2. Implementation of decisions of the Board of Directors or its committees shall comply with applicable laws, the Charter and internal governance regulations.

## CHAPTER IV – MEETINGS OF THE BOARD OF DIRECTORS

### Article 15. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within seven (07) working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member who has received the highest number of votes or the highest voting ratio. In the event that more than one member receives the same highest number of votes or voting ratio, the members shall elect, by majority vote, one among them to convene and chair the meeting of the Board of Directors.
2. The Board shall meet at least once per quarter and may hold extraordinary meetings.
3. The Chairman shall convene meetings upon request of:
  - a. The Audit Committee or an independent member;
  - b. The General Director or at least five (05) managers;
  - c. At least two (02) Board members;
  - d. Other cases under the Charter.
4. Requests as specified in Clause 3 of this Article must be made in writing and clearly state the purpose, matters to be discussed, and decisions falling within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receipt of a request as specified in Clause 3 of this Article. In the event that the Chairman fails to convene such meeting as requested, the Chairman shall be liable for any damage incurred by the Company; the requesting party shall have the right to convene the meeting of the Board of Directors in replacement of the Chairman.
6. The Chairman of the Board of Directors or the person convening the meeting must send the notice of meeting no later than three (03) working days prior to the meeting date, unless otherwise provided in the Company's Charter. The notice must clearly specify the time and venue of the meeting, the agenda, and matters to be discussed and decided. The notice must be accompanied by the documents to be used at the meeting and the members' voting forms.

The notice of meeting of the Board of Directors may be delivered by invitation letter, telephone, fax, electronic means, or other methods as prescribed in the Company's Charter, provided that it is delivered to the registered contact address of each member of the Board of Directors.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of meeting and accompanying documents to members of the Audit Committee in the same manner as for members of the Board of Directors
8. A meeting of the Board of Directors shall be validly convened when at least three-fourths (3/4) of the total number of members are in attendance. If a meeting convened in accordance with this Clause does not meet the required quorum, a second meeting may be convened within seven (07) days from the date of the first scheduled meeting, unless a shorter period is provided in the Company's Charter. In such case, the meeting shall be validly convened if more than one-half of the total number of members are in attendance.
9. A member of the Board of Directors shall be deemed to attend and vote at a meeting in any of the following cases:
  - a. Attending and voting in person at the meeting;
  - b. Authorizing another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
  - c. Attending and voting via online conference, electronic voting, or other electronic means;
  - d. Sending his/her voting form to the meeting by post, fax, or email;
  - e. Sending his/her voting form by other means as prescribed in the Company's Charter.
10. Where a voting form is sent to the meeting by post, it must be placed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than one (01) hour prior to the opening of the meeting. Such voting form shall only be opened in the presence of all attendees at the meeting.
11. Members must attend meetings of the Board of Directors in full. A member may authorize another person to attend and vote on his/her behalf if such authorization is approved by a majority of the members of the Board of Directors.
12. Unless a higher voting threshold is provided in the Company's Charter, resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members attending the meeting. In the event of a tie, the final decision shall be made in accordance with the opinion of the Chairman of the Board of Directors.

#### **Article 16. Minutes of Meetings of the Board of Directors**

1. Meetings of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded, and stored in other electronic forms. The minutes must be prepared in Vietnamese and may also be prepared in a foreign language, and shall include the following principal contents:
  - a. Name, head office address, and enterprise registration number of the Company;
  - b. Time and venue of the meeting;

- c. Purpose, agenda, and contents of the meeting;
  - d. Full names of each member attending the meeting or their authorized representatives, and the method of attendance; full names of members not attending the meeting and the reasons therefor;
  - e. Matters discussed and voted on at the meeting;
  - f. Summary of opinions expressed by each attending member in chronological order of the meeting;
  - g. Voting results, clearly stating members voting in favor, against, and abstaining;
  - h. Resolutions adopted and the corresponding voting ratios;
  - i. Full names and signatures of the Chairman and the minute-taker, except as provided in Clause 2 of this Article.
2. Where the Chairman or the minute-taker refuses to sign the minutes, such minutes shall remain valid if they are signed and approved by all other attending members of the Board of Directors and contain all contents specified in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article. The minutes must clearly state the refusal of the Chairman and/or the minute-taker to sign. The signatories to the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the minutes. The Chairman and the minute-taker shall bear personal liability for any damage caused to the Company as a result of their refusal to sign the minutes, in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.
  3. The Chairman, the minute-taker, and other signatories to the minutes shall be responsible for the accuracy and truthfulness of the contents of the minutes of the Board of Directors' meeting.
  4. Minutes of meetings of the Board of Directors and documents used at such meetings must be kept at the Company's head office.
  5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

## **CHAPTER V – REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 17. Submission of Annual Reports**

1. At the end of each financial year, the Board of Directors shall submit to the General Meeting of Shareholders the following reports:
  - a. The report on the Company's business performance;
  - b. The audited financial statements;
  - c. The report on management and operation of the Company;
  - d. The appraisal report of the Audit Committee.
2. The reports specified in Points (a), (b) and (c) of Clause 1 of this Article shall be submitted to the Audit Committee for appraisal no later than thirty (30) days prior to the opening date of the Annual General Meeting of Shareholders, unless otherwise provided in the Charter of the Company.

3. The reports specified in Clauses 1 of this Article, together with the appraisal report of the Audit Committee and the audit report, shall be kept at the Company's head office at least ten (10) days prior to the opening date of the Annual General Meeting of Shareholders, unless a longer period is stipulated in the Charter. Shareholders who have held shares continuously for at least one (01) year shall have the right to personally, or together with a licensed lawyer, accountant or auditor, directly examine such reports.

**Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

1. The Company may pay remuneration and bonuses to members of the Board of Directors based on business performance and results.
2. Members of the Board of Directors shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform their duties and the applicable daily rate. The Board of Directors shall determine the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at its annual meeting.
3. Remuneration of each member of the Board of Directors shall be recorded as an operating expense of the Company in accordance with corporate income tax regulations, separately disclosed in the annual financial statements, and reported to the General Meeting of Shareholders at its annual meeting.
4. Members of the Board of Directors who hold executive positions, serve on committees of the Board, or perform duties beyond their ordinary responsibilities may receive additional remuneration in the form of lump-sum payments, salary, commission, profit-sharing or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be reimbursed for all reasonable expenses incurred in the performance of their duties, including travel, accommodation and other related expenses, including those incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or its committees.
6. Members of the Board of Directors may be covered by directors' and officers' liability insurance upon approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities arising from violations of law or the Charter of the Company.
7. Other Benefits for Employees:

No.	Contents	Level				Note
		Chairman of the BOD	Member of the BOD	Functional Director/ Deputy Director	Employee	
1.	Birthday allowances	3.000.000 VND/person	2.000.000 VND/person	1.500.000 VND/person	1.000.000 VND/person	
2.	Marriage allowances	10.000.000 VND/person	5.000.000 VND/person	3.000.000 VND/person	2.000.000 VND/person	Marriage Certificate (regardless of the number of marriages)
3.	Childbirth allowances	2.000.000 VND/person				Child's Birth Certificate
7	Benefits for International Children's Day (1 June)	500.000 VND/person/occasion (under 15 years of age)				Child's Birth Certificate
4.	Benefits for International Women's Day (8 March)	500.000 VND/person/occasion, with a celebration event organized (if any).				
5.	Benefits for Vietnamese Women's Day (20 October)	500.000 VND/person/occasion, with a celebration event organized (if any).				

No.	Contents	Level				Note
		Chairman of the BOD	Member of the BOD	Functional Director/ Deputy Director	Employee	
6.	Allowances for public holidays, including New Year's Day (1 January), Reunification Day (30 April) and National Day (2 September)	5.000.000 VND/person	3.000.000 VND/person	2.000.000 VND/person	1.500.000 VND/person	
7.	Mid-Autumn Festival	01 box of mooncakes/employee (subject to the Company's business performance)				
8.	Lunar New Year (Tet) allowances	1.000.000 VND/person/occasion, with a celebration event organized (if any).				
9.	Funeral allowances applicable to employees and their immediate family members, and related funeral expenses	5.000.000 VND/person (Applicable to: spouse, parents (biological and adoptive), and children) 10.000.000 VND/person (Applicable to: the Employee himself). 01 funeral wreath with a maximum value of 1,500,000 VND (inclusive of VAT)				
10.	Sick leave visits	1.000.000 VND/person (Applicable to: Employees taking sick leave of five (05) days or more ( $\geq$ 05 days))				

No.	Contents	Level				Note
		Chairman of the BOD	Member of the BOD	Functional Director/ Deputy Director	Employee	
11.	Annual company trips	Depending on the Company's business performance from time to time, the HR & Administration Department shall submit to the General Director for consideration and approval.				
12.	Annual health check-ups (*)	VND 3,500,000 – VND 7,000,000 per person (subject to the Company's business performance)				
13.	Annual health insurance (*)	<p>Different levels of health insurance coverage shall apply to different categories of beneficiaries in accordance with the General Director's annual proposal.</p> <p>Depending on the Company's business performance from time to time, the HR &amp; Administration Department shall submit to the General Director for consideration and approval.</p> <p>Eligible beneficiaries: Employees who have worked at the Company for twelve (12) months or more (including training and probation periods).</p>				
14.	Occupational accident allowances	In accordance with the Labor Code and applicable social insurance laws.				

## **Article 19. Disclosure of Related Interests**

1. Disclosure of interests means that where a member of the Board of Directors directly or indirectly derives benefits from a contract or transaction that has been executed or is proposed to be executed with the Company, and is aware of such interest, he/she must disclose the nature and details of such interest at the meeting at which the Board of Directors first considers the execution of such contract or transaction. In the event that a member of the Board of Directors is unaware that he/she or his/her related persons have an interest at the time the contract or transaction is entered into with the Company, such member must disclose the relevant interests at the first meeting of the Board of Directors held after he/she becomes aware that he/she has or will have an interest in such contract or transaction.
2. Unless otherwise provided in the Company's Charter, the disclosure of interests and related persons of the Company shall be carried out in accordance with the following provisions:  
Members of the Board of Directors shall declare to the Company their related interests, including:
  - a. Name, enterprise registration number, head office address, and business lines of the enterprise in which they hold contributed capital or shares; and the percentage and time of holding such contributed capital or shares;
  - b. Name, enterprise registration number, head office address, and business lines of the enterprise in which their related persons jointly or separately hold contributed capital or shares representing more than 10% of the charter capital.
3. Such declaration shall be made within seven (07) working days from the date the relevant interest arises. Any amendment or supplementation shall also be notified within seven (07) working days.
4. A member of the Board of Directors who conducts business within the Company's business scope, whether in his/her own name or on behalf of another person, shall fully disclose the nature and content of such activity to the Board of Directors and may only proceed upon approval by the majority of the remaining members. Any income derived without disclosure or approval shall belong to the Company.

## **CHAPTER VI – RELATIONSHIPS OF THE BOARD OF DIRECTORS**

### **Article 20. Relationship among Members of the Board of Directors**

1. Members of the Board of Directors shall maintain a cooperative relationship and shall keep each other informed of matters relevant to their assigned responsibilities.
2. In the course of handling assigned tasks, the member of the Board of Directors who has primary responsibility must proactively coordinate with other members where the matter involves areas under the responsibility of such other members. In case there are differing opinions among members of the Board of Directors, the member with primary responsibility

shall report to the Chairperson of the Board of Directors for consideration and decision within his/her authority, or for convening a meeting or obtaining opinions of the Board members in accordance with applicable laws, the Company's Charter, and this Regulation.

3. In case of reassignment of responsibilities, members shall properly hand over all relevant work, records and documents. Such handover shall be documented and reported to the Chairman.

#### **Article 21. Relationship with the Executive Management**

1. The Board of Directors shall issue resolutions for implementation by the General Director and the executive management. The Board of Directors shall supervise and monitor the implementation of such resolutions.
2. The Board of Directors shall report on its activities at the Annual General Meeting of Shareholders. In addition to the contents required by applicable laws and the Company's Charter, such report must include, at a minimum, the following:
  - a. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the Law on Enterprises and the Company's Charter;
  - b. Summary of meetings of the Board of Directors and resolutions/decisions adopted by the Board of Directors;
  - c. Report on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or has served as a manager within the three (03) most recent years prior to the transaction;
  - d. Activities of independent members of the Board of Directors and their assessment of the performance of the Board of Directors;
  - e. Activities of other committees under the Board of Directors, as applicable;
  - f. Results of supervision over the General Director and other executives;
  - g. The Company's strategic objectives, medium-term plans, and annual business plans;
  - h. Other contents as required by applicable laws and the Company's Charter;
  - i. The Board of Directors and its members shall maintain regular relations with shareholders; disclose information and periodic financial statements in accordance with regulations; and provide shareholders with adequate and timely information;
  - j. The Board of Directors shall ensure transparency in the management and operation of the Company and fully perform its obligations to shareholders in accordance with regulations;
  - k. The Board of Directors and its members shall promptly and transparently address shareholders' recommendations; provide clear and consistent responses to shareholders' inquiries; and participate in resolving shareholders' complaints (if any), thereby maintaining a good relationship between the Board of Directors and shareholders.

## **Article 22. Relationship with the Audit Committee**

1. The relationship between the Board of Directors and the Audit Committee shall be one of coordination, independence and mutual support in the performance of their respective duties.
2. Upon receipt of inspection reports or summary reports from the Audit Committee, the Board of Directors shall review such reports and direct relevant departments to implement corrective actions in a timely manner.

## **Article 23. Relationship with Shareholders and the General Meeting of Shareholders**

1. The Board of Directors shall be responsible for reporting on its activities at the Annual General Meeting of Shareholders. In addition to the contents required by applicable laws and the Company's Charter, such report must include, at a minimum, the following:
2. Remuneration, operating expenses, and other benefits of the Board of Directors and each member of the Board of Directors in accordance with the Law on Enterprises and the Company's Charter.
3. Summary of meetings of the Board of Directors and the resolutions/decisions adopted by the Board of Directors.
4. Report on transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which a member of the Board of Directors is a founding member or has served as a manager within the three (03) most recent years prior to the transaction.
5. Activities of independent members of the Board of Directors and their assessment of the performance of the Board of Directors.
6. Activities of other committees under the Board of Directors, as applicable.
7. Results of supervision over the General Director and other executives.
8. The Company's strategic objectives, medium-term plans, and annual business plans.
9. Other contents in accordance with applicable laws and the Company's Charter.
10. The Board of Directors and its members shall maintain regular relations with shareholders; disclose information and periodic financial statements in accordance with regulations; and provide shareholders with adequate and timely information.
11. The Board of Directors shall ensure transparency in the management and operation of the Company and fully perform its obligations to shareholders in accordance with regulations.
12. The Board of Directors and its members shall promptly and transparently address shareholders' recommendations; provide clear and consistent responses to shareholders' inquiries; and participate in resolving shareholders' complaints (if any), thereby maintaining a good relationship between the Board of Directors and shareholders.

## **CHAPTER VII – IMPLEMENTATION PROVISIONS**

### **Article 24. Violations and Handling of Violations**

The Board of Directors, its members, the General Director, and all relevant units and individuals of the Company shall strictly comply with this Regulation.

Any violation of this Regulation shall, depending on its nature and severity, be subject to disciplinary actions in accordance with applicable laws and the Charter of the Company.

### **Article 25. Authority to Amend and Supplement the Regulation**

Any amendment or supplementation to these Regulations shall fall within the authority of the General Meeting of Shareholders, upon proposal by the Board of Directors, and must be approved by the General Meeting of Shareholders. The Board of Directors shall decide on the promulgation thereof after such approval has been obtained from the General Meeting of Shareholders.

### **Article 26. Effectiveness**

This Regulation supersedes the Regulations on the Operation of the Board of Directors of QP Green Investment Joint Stock Company issued on May 30, 2025.

The Regulations on the Operation of the Board of Directors of QP Holdings Joint Stock Company comprise 07 Chapters and 26 Articles, and were approved by the Annual General Meeting of Shareholders in 2026, taking effect from May ....., 2026.

**ON BEHALF OF THE BOARD OF DIRECTORS  
QP HOLDINGS JOINT STOCK COMPANY  
CHAIRMAN**

**PHAM TU TRONG**

No: 11/2026/TTr-HDQT

*Ho Chi Minh City, April 24, 2026*

## **PROPOSAL**

***Regarding: Approval of the Signing of a construction contract between Quang Phuc Housing Development Co., Ltd. - a subsidiary of QP Green Investment Joint Stock Company - and QP Construction Investment Joint Stock Company***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; and the Government's Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;

The Board of Directors of QP Green Investment Joint Stock Company hereby submits to the General Meeting of Shareholders for consideration and approval the entry of Quang Phuc Housing Development Co., Ltd. - a subsidiary of QP Green Investment Joint Stock Company - into a construction contract with QP Construction Investment Joint Stock Company, with details as follows:

***Detailed information regarding QP Construction Investment Joint Stock Company, Quang Phuc Housing Development Co., Ltd., and the Quang Phuc 3 Housing Project***

### **I. Introduction to QP Construction Investment Joint Stock Company**

1. Company Name: : QP Construction Investment Joint Stock Company
2. Tax Identification Number: : 3702853815
3. Company Address: : F1 Townhouse, Huynh Phuc Khang Street, Binh Duong Ward, Ho Chi Minh City, Vietnam
4. Financial status as of December 31, 2025 :
  - Equity : 103,118,591,200 VND
  - Total assets : 274,283,549,974
  - Revenue : 24,746,921,001
  - Profit after tax : 988,953,754

## II. Introduction to Quang Phuc Housing Development Co., Ltd.

1. Company Name: : Quang Phuc Housing Development Co., Ltd.
2. Tax Identification Number: : 3702847233
3. Company Address: : F1 Townhouse, Huynh Phuc Khang Street, Binh Duong Ward, HCMC, Vietnam
4. Financial status as of December 31, :  
2025  
*Equity* : 269,428,245,230 VND  
*Total assets* : 390,629,527,325 VND  
*Revenue* : 0 VND  
*Profit after tax* : (365,971,510) VND
5. Currently a subsidiary of QP Green Investment Joint Stock Company, with a 99.63% ownership stake held by QP Green Investment Joint Stock Company
6. Quang Phuc Housing Development Co., Ltd. is currently the owner of the Quang Phuc 3 Housing Project

## III. Introduction to the Quang Phuc 3 Housing Project

<i>Land area:</i>	: 137,821 m <sup>2</sup>
<i>Construction area</i>	: 137,821 m <sup>2</sup>
<i>GFA</i>	: 53,370 m <sup>2</sup>
<i>Total project investment, of which</i>	: 1,137,645,966,260 VND
- <i>Land cost</i>	: 256,394,910,120 VND
- <i>Construction cost</i>	: 881,251,056,140 VND

### ***Content submitted to the General Meeting of Shareholders:***

Approve for Quang Phuc Housing Development Co., Ltd. - a subsidiary of QP Green Investment Joint Stock Company - to enter into a construction contract with QP Construction Investment Joint Stock Company with specific information as follows:

- **Total contract value:** Not exceeding 881,251,056,140 VND
- **Purpose:** Construction of all construction items for the Quang Phuc 3 Housing Project
- **Implementation time:** 2026 - 2027

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

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

**Pham Tu Trong**

No: 12/2026/TTr-HDQT

Ho Chi Minh City, April 24, 2026

## **PROPOSAL**

***Regarding: Approval of the Policy on M&A projects and borrowing plans***

**To: 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to the Decree No. 155/2020/NĐ-CP of Government dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; and the Government's Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;

To implement the investment plan for expanding real estate projects in line with the development orientation of the Company in the upcoming period and to timely supplement capital for this investment plan, the Board of Directors (“**BOD**”) hereby submits to the General Meeting of Shareholders (“**GMS**”) for approval the Policy on M&A projects and borrowing plans as follows:

### **I. Policy on M&A projects and borrowing plans:**

1. Investment objective: To expand the Company's existing land bank to ensure development plans for the 2026–2030 period.
2. Project type: Residential real estate project.
3. Expected product type: Apartment units.
4. Project location: Thu Dau Mot Ward, Ho Chi Minh City (Formerly: Thu Dau Mot City, Binh Duong Province).
5. Project land area: Over 6,000 m<sup>2</sup>.
6. Project M&A investment value: Maximum 500 billion VND.
7. Funding source: Own capital of the Company (*including current equity and equity from stock issuance*), loans, and capital mobilized from other legal sources.
8. Implementation period: Expected from Q2/2026 to 2027.
9. Authorization to the Board of Directors:

- Implement the M&A project investment as above contents after approval of the GMS;
- Decide on appropriate forms for the M&A project, including but not limited to the following forms:
  - (1) Investment in establishing a new company/contributing capital/increasing capital in the target company to perform the M&A of the project company;*
  - (2) Direct investment in the project company through the acquisition of shares/capital contributions in the project company, or investment by contributing capital/increasing capital in the project company;*
  - (3) Other forms as deemed appropriate by the Board of Directors.*
- Decide on the M&A project investment value, payment method, payment term, payment funding structure (equity, loans, etc.), and other contents related to the M&A project investment;
- Negotiate, reach an agreement, and sign contracts and/or other relevant documents with the Seller to execute the M&A project;
- Decide on all other matters related to the implementation of the M&A project based on current legal regulations and the Company's Charter;
- During the implementation of the above, the GMS agrees to authorize the Board of Directors to delegate the Chairman of the Board of Directors and/or the General Director to carry out the necessary tasks and procedures to complete the M&A project investment.

## **II. Loan plan for M&A project investment:**

1. Lender: Bank / Credit institution / Economic organization / Individual eligible to provide loans in accordance with the law.
2. Loan limit: Maximum 400 billion VND.
3. Interest rate: As agreed with the Lender.
4. Loan term: The GMS authorizes the Board of Directors to decide on the loan term suitable to the capital demand and the Company's cash flow balancing capacity at the time of implementation.
5. Collateral for the loan:
  - Assets legally owned by the Company;
  - Assets legally owned by third parties, including: major shareholders, members of the Board of Directors, and the Company's Executive Board who agree to pledge/mortgage for the Company's loan;
  - Property rights arising from the Project;
  - Shares/capital contributions in the project company; or
  - Other assets as decided by the Board of Directors and in accordance with legal regulations.
6. Purpose of loan usage:
  - M&A project investment in the form of:
    - (1) Investment in establishing a new company/contributing capital/increasing capital in the target company to perform the M&A of the project company;*
    - (2) Direct investment in the project company through the acquisition of shares/capital contributions in the project company, or investment by contributing capital/increasing capital in the project company;*

*(3) Other forms as deemed appropriate by the Board of Directors.*

- Supplementing capital to fulfill financial obligations related to the Project (such as: payment of land use fees, construction costs, project development costs, consulting fees, legal fees, and other reasonable and valid expenses serving directly for project implementation, etc.)
7. Authorization to the Board of Directors:
- Search for and decide on the selection of a suitable Lender to implement the loan for M&A project investment;
  - Decide on the details of the loan amount, interest rate, loan term, and collateral for the loan corresponding to each Lender;
  - Decide on the details of the loan usage plan, disbursement schedule, and contents related to the M&A project investment;
  - Negotiate and reach an agreement with the Lender on the conditions, terms, commitments, and obligations of the Company to the Lender;
  - Sign, amend, and supplement loan agreements, security agreements, debt acknowledgment letters, and other necessary documents/papers between the Company and the Lender to perform loan procedures;
  - Perform other necessary tasks and procedures to implement the loan in accordance with the law.
  - During the implementation of the above, the GMS agrees to authorize the Board of Directors to delegate the Chairman of the Board of Directors and/or the General Director to carry out the necessary tasks and procedures to obtain the loan for M&A project investment.

The Board of Directors respectfully submits to the GMS for consideration and approval.

Respectfully submitted./.

***Recipients:***

- *As above;*
- *Archived: Office, BOD.*

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

**Pham Tu Trong**

## **PROPOSAL**

***Regarding: Approval of the Policy on signing the Exclusive Marketing, Distribution,  
and Project Development Services Agreement***

**To: 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to the Decree No. 155/2020/NĐ-CP of Government dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; and the Government's Decree No. 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;

To implement the 2026 investment – business – financial plan in accordance with the development orientation of the Company in the upcoming period, the Board of Directors (“**BOD**”) hereby submits to the General Meeting of Shareholders (“**GMS**”) for approval the policy on signing the Exclusive Marketing, Distribution, and Project Development Services Contract, as well as the loan capital plan for this activity of the Company, with the following contents:

### **I. Information on the signed project and contract value**

1. Project name: Apartment complex at Lot D17
2. Location: Binh Duong Ward, Ho Chi Minh City
3. Planning information
  - + Construction floor area: 71,725.3 m<sup>2</sup>
  - + Total commercial area: 45,677 m<sup>2</sup>
  - + Total number of products: 737 apartments

#### **4. Legal status of the project**

+ Decision No. 779/QĐ-UBND dated March 18, 2025, of the People's Committee of Binh Duong Province on permitting the partial transfer of the New Urban Area project within the Binh Duong Industrial – Service – Urban Complex (Lot D17), Hoa Phu and Phu Tan Wards, Thu Dau Mot City, Binh Duong Province, from the Investment and Industrial Development Corporation - JSC.

+ Document No. 12/UBND-VP dated January 8, 2026, regarding opinions on the proposal of Phu Thinh City Joint Stock Company for approval of the master plan for Lot D17 of the New Urban Area (Zone 1: 709.608 ha) within the Binh Duong Industrial – Service – Urban Complex, and the appraisal opinion of the Division of Economy, Infrastructure, and Urban Development.

+ Land Use Rights Certificate signed on June 4, 2025, regarding the transfer to Phu Thinh City Joint Stock Company.

+ The project has currently submitted the dossier for preparing the feasibility study report, and the appraisal results are expected to be announced in the third quarter of 2026. Construction may commence in 2026.

5. Name of the project developer: Phu Thinh City Joint Stock Company
6. Total value of signed contract: maximum 2,500 billion VND
7. Funding source: Own capital of the Company (*including current equity and equity from stock issuance*), loans, and capital mobilized from other legal sources.
8. Implementation period: Expected in 2026.
9. Authorization for the Board of Directors:
  - To carry out the appraisal and signing of the “Exclusive Marketing, Distribution, and Project Development Services” contract in accordance with the plan approved by the GMS;
  - To decide on the payment method, payment schedule, payment capital structure (own capital, loan capital, etc.), and other contents related to the signing of the “Exclusive Marketing, Distribution, and Project Development Services” contract;
  - To negotiate, reach an agreement, and sign the Contract and/or other relevant documents with the Project Developer;
  - To decide on all other matters related to the implementation of the Project based on current legal regulations, the Company's Charter, and to ensure financial efficiency for the Company;
  - During the implementation of the above contents, the GMS agrees to authorize the Board of Directors to empower the Chairman of the Board of Directors and/or the General Director to carry out the necessary tasks and procedures to complete the signing of the contract and implement business activities for the Apartment complex project at Lot D17.

## **II. Loan plan for the implementation of the “Exclusive Marketing, Distribution, and Project Development Services” contract:**

1. Lender: Bank / Credit Institution / Economic Organization / Individual eligible to provide loans in accordance with the law.
2. **Loan limit: Maximum 800 billion VND.**
3. Loan interest rate: According to the market and agreement with the Lender.
4. Loan term: The GMS authorizes the Board of Directors to decide on the loan term suitable to the capital usage needs and the Company's cash flow balancing capacity at the time of implementation.

5. Maximum collateral for the loan:
  - Assets legally owned by the Company or a related third party;
  - Property rights arising from the Project;
  - Shares/capital contributions in the project company; or
  - Other assets as decided by the Board of Directors and in accordance with legal regulations.
6. Purpose of loan capital: payment to the developer of the Apartment complex project at Lot D17 according to the value of the signed “Exclusive Marketing, Distribution, and Project Development Services” contract.
7. Authorization for the Board of Directors:
  - To search for and decide on the selection of a suitable Lender to implement the loan;
  - To decide on the details of the loan amount, interest rate, loan term, collateral, and financial efficiency for the loan;
  - To decide on the details of the loan usage plan, disbursement schedule, and other contents related to the Project;
  - To negotiate and reach an agreement with the Lender on the conditions, terms, commitments, and obligations of the Company to the Lender;
  - To sign, amend, and supplement loan agreements, security agreements, debt acknowledgment notes, and other necessary documents/papers between the Company and the Lender to carry out loan procedures;
  - To perform other necessary tasks and procedures to implement the loan in accordance with the law.
  - During the implementation of the above contents, the GMS agrees to authorize the Board of Directors to empower the Chairman of the Board of Directors and/or the General Director to carry out the necessary tasks and procedures for the loan.

The Board of Directors respectfully submits this to the GMS for consideration and approval.

Respectfully submitted./.

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

***Recipients:***

- *As above;*
- *Archived: Office, BOD.*

**Pham Tu Trong**

No: 14/2026/TTr-HĐQT

*Ho Chi Minh City, May 05, 2026*

## **PROPOSAL**

***Regarding: Approval of the Dismissal of the Board of Directors for the 2021 – 2025 term  
& Election of the Board of Directors for the 2026 – 2030 term***

**To: General Meeting of Shareholders of QP Green Investment Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Law on Securities; Decree No. 245/2025/NĐ-CP dated September 11, 2025, of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020;
- Charter of Organization and Operation of QP Green Investment Joint Stock Company.

The Board of Directors respectfully submits the following matter to the General Meeting of Shareholders for approval:

**1. Dismissal of the Board of Directors for the 2021 – 2025 term as follows:**

- Mr. Pham Tu Trong Chairman of the Board of Directors;
- Mr. Nguyen Hong Anh Kha Member of the Board of Directors;
- Mr. Tran Hoang Khang Member of the Board of Directors;
- Ms. Nguyen Thi Thuy Ngan Member of the Board of Directors;

**2. Election of the Board of Directors for the 2026 – 2030 term as follows:**

- Number of Members of the Board of Directors : 04 persons
- Term : 2026 - 2030
- Maximum number of Board candidates : Unlimited
- Criteria for candidates for the Board of Directors (Pursuant to Clause 1, Article 155 of the Law on Enterprises 59/2020/QH14 and Article 275 of Decree 155/2020/NĐ-CP)

**3. Approval of the list of candidates for the Board of Directors for the 2026 – 2030 term:**

- Mr. Pham Tu Trong (Curriculum vitae attached);
- Mr. Nguyen Hong Anh Kha (Curriculum vitae attached);
- Mr. Pham Duy (Curriculum vitae attached);
- Ms. Nguyen Thi Thuy Ngan (Curriculum vitae attached);

Other contents related to the election of the Board of Directors for the 2026 – 2030 term shall be applied in accordance with the regulations on the election of the Board of Directors at the 2026 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely!

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN OF BOARD OF DIRECTOR**

**Pham Tu Trong**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CIRRICULUM VITAE**

1/ Full name:	<b>PHAM TU TRONG</b>
2/ Gender:	Male
3/ Date of birth:	28/03/1984
4/ Place of birth:	Binh Duong
5/ ID/Citizen ID/Passport:	074084009341, date of issue: 29/07/2022, place of issue: Police Department for Administrative Management of Social Order
6/ Nationality:	Vietnam
7/ Ethnicity:	Economic
8/ Permanent residence address:	15/7 Au Co, Quarter 1, Thu Dau Mot Ward, Ho Chi Minh City
9/ Company phone number:	0937284862
10/ Email address:	
11/ Professional qualifications:	Bachelor of Laws
12/ Work experience: <ul style="list-style-type: none"><li>• 30/10/2023 - present</li><li>• 24/10/2024 - present</li></ul>	Director at PT & Partners Law Firm LLC Chairman of the Board of Directors, QP Xanh Investment Joint Stock Company
13/ Current positions held:	Director at PT & Partners Law Firm LLC Chairman of the Board of Directors, QP Xanh Investment Joint Stock Company
14/ Total shares held (as of 05/03/2026): 0 shares, accounting for 0% of charter capital, of which:	
+ Representing the capital of (name of organization as State shareholder/strategic shareholder/other):	0 shares, accounting for 0% of charter capital
+ Personally owned:	0 shares, accounting for 0% of charter capital
15/ Holding commitments (if any)	
16/ Related parties holding shares of the Company:	0 shares, accounting for 0% of charter capital
17/ Related interests in the Company:	None
18/ Conflicts of interest with the Company:	None

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

*HCMC, May 05, 2026*

**Declarant**

*(signed)*

**PHAM TU TRONG**

**SOCIALIST REPUBLIC OF VIETNAM**

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**CIRRICULUM VITAE**

1/ Full name:	<b>NGUYEN HONG ANH KHA</b>
2/ Gender:	Male
3/ Date of birth:	23/12/1988
4/ Place of birth:	City. Ho Chi Minh
5/ ID Card/Citizen ID/Passport:	079088025937, date of issue: 25/08/2022, place of issue: Police Department for Administrative Management of Social Order
6/ Nationality:	Vietnam
7/ Ethnicity:	Kinh
8/ Permanent residence address:	110/3D Tam Dong Hamlet, Dong Thanh Commune, City. Ho Chi Minh
9/ Company phone number:	0907653534
10/ Email address:	khanguyen@qpgroup.vn
11/ Professional qualifications:	Bachelor
12/ Work experience:	<ul style="list-style-type: none"><li>• 01/12/2022 – 2025 HR Director at QP Land Joint Stock Company</li><li>• 06/2017 - 12/2021 HR Director at Gotec Vietnam Co., Ltd.</li><li>• 10/2014 - 05/2017 HR Manager, Representative of HCMC Branch Office at Tien Phong Marketing &amp; Communications Co., Ltd. Member of the Board of Directors, QP Construction Investment Joint Stock Company</li><li>• 01/03/2023 – present Member of the Board of Directors, QP Green Investment Joint Stock Company</li><li>• 24/10/2024 - present</li></ul>
13/ Current positions held:	Member of the Board of Directors, QP Construction Investment Joint Stock Company Member of the Board of Directors, QP Green Investment Joint Stock Company
14/ Total shares held (as of 05/03/2026):	<i>0 shares, accounting for 0% of charter capital, of which:</i>
+ Representing capital of (name of organization as State shareholder/strategic shareholder/other):	<i>0 shares, accounting for 0% of charter capital</i>

+ Personally owned:	<i>0 shares, accounting for 0% of charter capital</i>
15/ Holding commitments (if any):	
16/ Related parties holding shares of the Company:	<i>0 shares, accounting for 0% of charter capital</i>
17/ Related interests with the Company:	None
18/ Conflicting interests with the Company:	None

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

*HCMC, May 05, 2026*

**Declarant**

*(signed)*

NGUYEN HONG ANH KHA

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CIRRICULUM VITAE**

1/ Full name:	<b>PHAM DUY</b>
2/ Gender:	Male
3/ Date of birth:	28/11/1990
4/ Place of birth:	Ho Chi Minh City
5/ ID Card/Citizen ID/Passport:	074090009094
6/ Nationality:	Vietnam
7/ Ethnicity:	Business
8/ Permanent residence address:	No. A4-14, N1 Street, Rubyland, Quarter 3, Ben Cat Ward, Ho Chi Minh City
9/ Company phone number:	0906.00.24.24
10/ Email address:	duyphamvnn@gmail.com
11/ Professional qualifications:	Master of Economics
12/ Work experience:	
<ul style="list-style-type: none"><li>• 01/01/2024 – now:</li></ul>	Deputy Manager of Corporate Legal and Investment Legal – QP Land Joint Stock Company
<ul style="list-style-type: none"><li>• 2020 – 2024:</li></ul>	Project Legal - Urban Trade and Service Development Board - Investment and Industrial Development Corporation
<ul style="list-style-type: none"><li>• 2017 – 2020:</li></ul>	Head of Project Legal Department - SetiaBecamex Joint Stock Company
<ul style="list-style-type: none"><li>• 2014 – 2017:</li></ul>	Project Legal Specialist - Legal Department - Binh Duong Trade and Development Joint Stock Company
<ul style="list-style-type: none"><li>• 2013 – 2014:</li></ul>	Import-Export Staff - Sales Department - Dat Hoa Plastic Co., Ltd.
<ul style="list-style-type: none"><li>• 2012 – 2013:</li></ul>	Head of Planning Section - Planning & Supply Department - Hoa Sen Phu My Steel Sheet Factory

13/ Current positions held:	Deputy Manager of Corporate Legal and Investment Legal – QP Land Joint Stock Company
14/ Total shares held (as of 05/03/2026): <i>0 shares, accounting for 0% of charter capital</i> , of which:	
+ Representing capital of (name of organization as State shareholder/strategic shareholder/other):	<i>0 shares, accounting for 0% of charter capital</i>
+ Personally owned:	<i>0 shares, accounting for 0% of charter capital</i>
15/ Holding commitments (if any)	
16/ Related parties holding share of the Company	<i>0 shares, accounting for 0% of charter capital</i>
17/ Related interests with the Company:	None
18/ Conflicts of interest with the Company:	None

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

*HCMC, May 05, 2026*

**Declarant**

*(Signed)*

**PHAM DUY**

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CURRICULUM VITAE**

1/ Full name:	NGUYEN THI THUY NGAN
2/ Gender:	Female
3/ Date of birth:	21/01/1997
4/ Place of birth:	Thua Thien Hue
5/ ID Card/Citizen ID/Passport:	046197010044, date of issue: 05/05/2023, place of issue: Police Department for Administrative Management of Social Order
6/ Nationality:	Vietnam
7/ Ethnicity:	Kinh
8/ Permanent residence address:	27 Quang Te, Thuan Hoa Ward, Hue City
9/ Company phone number:	0971937139
10/ Email address:	
11/ Professional qualifications:	Bachelor
12/ Work history:	<ul style="list-style-type: none"><li>• 2019 - 2020 Accountant at Quang Phuc One-Member Limited Liability Company</li><li>• 2020 - 2022 Accountant at QP Construction Investment Joint Stock Company</li><li>• 2022 - present Accountant at QP Land Joint Stock Company</li><li>• 20/08/2024 - present Member of the Board of Directors of Thai Binh Binh Duong Joint Stock Company</li><li>• 24/10/2024 - present Member of the Board of Directors of QP Green Investment Joint Stock Company</li></ul>
13/ Current positions:	<p>Accountant at Quang Phuc One-Member Limited Liability Company</p> <p>Accountant at QP Construction Investment Joint Stock Company</p> <p>Accountant at QP Land Joint Stock Company</p> <p>Member of the Board of Directors of Thai Binh Binh Duong Joint Stock Company</p> <p>Member of the Board of Directors of QP Green Investment Joint Stock Company</p>
14/ Total shares held (as of 05/03/2026):	<i>1.400.636 shares, accounting for 4,2% of charter capital, in which:</i>

+ Representing capital of (name of organization as State shareholder/strategic shareholder/other):	<i>0 shares, accounting for 0% of charter capital</i>
+ Personally owned:	<i>1.400.636 shares, accounting for 4,2% of charter capital</i>
15/ Commitments on shareholding (if any)	
16/ Related parties holding shares of the Company:	<i>0 shares, accounting for 0% of charter capital</i>
17/ Related interests with the Company:	None
18/ Conflicts of interest with the Company:	None

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

*HCMC, May 05, 2026*

**Declarant**

*(signed)*

**NGUYEN THI THUY NGAN**



**QP GREEN INVESTMENT JOINT STOCK COMPANY**

**Head office:** No. 31 Dien Bien Phu Street, Tan Dinh Ward

Ho Chi Minh City

**Tel:** 028 36 20 26 26 **Website:** www.qpxanh.com.vn

**NOMINATION FORM**

**MEMBER OF THE BOARD OF DIRECTORS FOR THE 2026 – 2030 TERM**

*(Applicable to shareholders)*

***To: QP Green Investment Joint Stock Company***

- Full name of shareholder: .....
- ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....  
Date of issue: ..... Place of issue: .....
- Legal representative (if any): .....
- Number of shares owned: ..... shares
- Corresponding total value according to par value: ..... (VND)

**I hereby request QP Green Investment Joint Stock Company to allow me to nominate:**

**1. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**2. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**3. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**4. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**5. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**As a candidate for the Board of Directors of QP Green Investment Joint Stock Company for the 2026 – 2030 term.**

Sincerely!

Attached documents:

- Copy of ID Card/Citizen ID/Passport.
- Curriculum vitae of the candidate.
- Certificates of educational and professional qualifications (if any).

....., .....

Nominator

*(Signature, seal, and full name)*



**QP GREEN INVESTMENT JOINT STOCK COMPANY**

**Head office:** No. 31 Dien Bien Phu Street, Tan Dinh Ward,  
Ho Chi Minh City

**Tel:** 028 36 20 26 26 **Website:** www.qpxanh.com.vn

**NOMINATION FORM**

**MEMBER OF THE BOARD OF DIRECTORS FOR THE 2026 – 2030 TERM**

*(Applicable to a group of shareholders)*

***To: QP Green Investment Joint Stock Company***

- Representative of the group of shareholders: .....
- ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....  
Date of issue: ..... Place of issue: .....  
(list of shareholders attached)
- Number of shares owned by the group of shareholders: ..... shares
- Corresponding total value according to par value: ..... (VND)

**We hereby request QP Green Investment Joint Stock Company to allow us to nominate:**

**1. Mr./Ms.:**

.....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**2. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**3. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**4. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**5. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**As a candidate for the Board of Directors of QP Green Investment Joint Stock Company for the 2026 – 2030 term**

**Sincerely thank you!**

**Attached documents:**

- Copy of ID Card/Citizen ID/Passport.
- Curriculum vitae of the candidate.
- Certificates of educational and professional qualifications (if any).

....., dated ..... month ..... year .....

Representative of the nominating group of shareholders

*(Signature, seal, and full name)*

**LIST OF GROUP OF SHAREHOLDERS  
 ATTACHED TO THE NOMINATION FORM OF  
 THE GROUP OF SHAREHOLDERS  
 (as per template)**

<b>No.</b>	<b>Full name</b>	<b>ID Card/Citizen ID/ERC</b>	<b>Permanent address</b>	<b>Number of shares owned</b>	<b>Signature of shareholder /signature and seal if an organization</b>
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
....					
....					
.....					
.....					
<b>Total</b>					

**MINUTES OF GROUP MEETINGS**

**FOR NOMINATION AND CANDIDACY FOR THE BOARD OF DIRECTORS OF  
QP GREEN INVESTMENT JOINT STOCK COMPANY FOR THE 2026 – 2030 TERM**

- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company.
- Pursuant to the Regulations on the nomination of members to the Board of Directors of QP Green Investment Joint Stock Company for the 2026 – 2030 term.

Today, on ...../...../2026, at ....., we, the shareholders of QP Green Investment Joint Stock Company, collectively holding ... shares (in words: ..... shares), accounting for .....% of the voting shares of the Company, and listed in the table below:

No.	Name of Shareholder	ID/Citizen ID/Passport/Business Registration Certificate	Address	Number of shares held	Signature of shareholder /signature and seal if an organization
1					
2					
3					
4					
5					
	<b>Total</b>				

***We unanimously agree to appoint:***

**Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

**As the representative of the group to perform nomination procedures in accordance with the Regulations on nominations for the Board of Directors of QP Green Investment Joint Stock Company for the 2026 – 2030 term**

**And unanimously agree to nominate the following candidates for the Board of Directors:**

**1. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**2. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**3. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**4. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

**5. Mr./Ms.:** .....

ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....

Date of issue: ..... Place of issue: .....

Permanent address: .....

Educational level: ..... Major: .....

Currently owning: ..... (shares)

Corresponding total value according to par value: ..... (VND)

This minute was made at .... hours, on ...../...../.....  
at .....

....., .....

Representative of the nominating group  
*(Signature, seal, and full name)*



**QP GREEN INVESTMENT JOINT STOCK COMPANY**

**Head office:** No. 31 Dien Bien Phu Street, Tan Dinh Ward

Ho Chi Minh City

**Tel:** 028 36 20 26 26 **Website:** www.qpxanh.com.vn

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**CANDIDACY FORM**

**MEMBER OF THE BOARD OF DIRECTORS FOR THE 2026 – 2030 TERM**

***To: QP Green Investment Joint Stock Company***

- My name is: .....
- ID Card/Citizen ID/Passport/Business Registration Certificate No.: .....  
Date of issue: ..... Place of issue: .....
- Number of shares owned: ..... shares
- Corresponding to a total par value of: ..... (VND)

I hereby request that QP Green Investment Joint Stock Company allow me to self-nominate for the Board of Directors of QP Green Investment Joint Stock Company for the 2026 – 2030 term.

If elected by the shareholders as a member of the Board of Directors, I commit to dedicating all my capabilities and enthusiasm to contribute to the development of QP Green Investment Joint Stock Company.

Sincerely!

**Attached documents:**

- Copy of ID Card/Citizen ID/Passport.
- Curriculum vitae of candidate.
- - Certificates of educational and professional qualifications.

.....  
Candidate  
*(Signature, seal, and full name)*

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CURRICULUM VITAE**

1/ Full name:	
2/ Gender:	
3/ Date of birth:	
4/ Place of birth:	
5/ ID Card/Citizen ID/Passport:	date of issue:
6/ Nationality:	
7/ Ethnicity:	
8/ Permanent residence address:	
9/ Company phone number:	<i>Mobile phone number:</i>
10/ Email address:	
11/ Professional qualifications:	
12/ Work experience: + <i>From ... to ... :</i> + <i>From ... to ... :</i>	
13/ Current positions held:	
14/ Total shares held (as of .../.../...) .... shares, accounting for ....% of charter capital, in which:	
+ Representing capital of (name of organization being State shareholder/strategic shareholder/other):	<i>.... shares, accounting for .....% of charter capital</i>
+ Personally owned:	<i>.... shares, accounting for .....% of charter capital</i>
15/ Holding commitments (if any)	
16/ Related parties holding shares of the Company:	<i>..... – Relationship: .....; holding: ..... shares, accounting for ..... of charter capital</i>
	<i>..... – Relationship:.....; holding: ..... shares, accounting for .....% of charter capital</i>
17/ Related interests regarding the Company:	
18/ Conflicting interests with the Company:	

I hereby certify that the above information is completely true and accurate; I take full responsibility before the law for any inaccuracies.

....., ..... 2026

**Declarant**

*(Sign, write full name)*

**DRAFT**

**RESOLUTION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
QP GREEN INVESTMENT JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on June 17, 2020, and documents amending and supplementing the Law on Enterprises;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and documents amending and supplementing the Law on Securities;
- Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities; and the Government's Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Organization and Operation of QP Green Investment Joint Stock Company;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders No. ... /2026/BBH-ĐHĐCĐ dated .../.../2026

**RESOLVED:**

On May 27, 2026, at Phu Quoc Room - 2nd Floor - JW Marriott Hotel & Suites Saigon – located at the corner of Hai Ba Trung Street & Le Duan Boulevard, Saigon Ward, Ho Chi Minh City, Vietnam, the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company was held with the participation of .... shareholders owning ..... shares, accounting for ..... of the total voting shares of the Company.

After hearing the contents of the Reports and Proposals, the General Meeting discussed and voted to unanimously approve the resolution with the following contents:

**Article 1: Approval of the Report of the Board of Directors on Operating results in 2025 and Operational plan for 2026**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 2: Approval of the Report of the Independent Member of the Board of Directors in the Audit Committee on Operating results in 2025**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 3: Approval of Report of the Board of Executives on Business results in 2025 and Business plan in 2026**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 4: Approval of the Proposal regarding the Audited Separate and Consolidated Financial Statements of 2025**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 5: Approval of the Proposal regarding the Business plan for 2026**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 6: Approval of the Proposal regarding the Profit distribution in 2025 and Profit distribution plan for 2026**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 7: Approval of the Proposal regarding the Share issuance plan for dividends**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 8: Approval of the Proposal regarding the Selection of an audit firm for the Financial Statements of 2026**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 9: Approval of the Proposal regarding the Remuneration settlement for the Board of Directors in 2025 and the Remuneration plan for the Board of Directors for 2026**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 10: Approval of the Proposal regarding the Report on the implementation results of the Resolutions of 2025 Annual General Meeting of Shareholders regarding the use of capital and proceeds from the private share issuance**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 11: Approval of the Proposal regarding the Change in name, headquarters, and amendment/supplementation of business lines of the Company**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 12: Approval of the Proposal regarding the Amendment and supplementation of the Charter of Organization and Operation**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 13: Approval of the Proposal regarding the Amendment of Internal Regulations on Corporate Governance; Regulations on Operation of the Board of Directors**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 14: Approval of the Proposal regarding the Signing of a construction contract between Quang Phuc Housing Development Co., Ltd. - a subsidiary of QP Green Investment Joint Stock Company - and QP Construction Investment Joint Stock Company**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 15: Approval of the Proposal regarding the Policy on M&A projects and borrowing plans**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 16: Approval of the Proposal regarding the Policy on signing the Exclusive Marketing, Distribution, and Project Development Services Agreement**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 17: Approval of the Proposal regarding the Dismissal of the Board of Directors for the 2021–2025 term & Election of the Board of Directors for the 2026–2030 term**

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending and voting at the General Meeting.

**Article 18: Election of the Board of Directors for the 2026 – 2030 term:**

▪ **Approval of the list of candidates for the Board of Directors including:**

- Mr. Pham Tu Trong (Curriculum vitae attached);
- Mr. Nguyen Hong Anh Kha (Curriculum vitae attached);
- Mr. Pham Duy (Curriculum vitae attached);
- Ms. Nguyen Thi Thuy Ngan (Curriculum vitae attached);

The General Meeting voted to approve with ... shares in favor, accounting for ...% of the shares attending

**ELECTION RESULTS:**

<b>Full name</b>	<b>Title</b>	<b>Number of votes</b>	<b>Election ratio</b>
<b>BOARD OF DIRECTORS</b>			
	Member of the Board of Directors		
	Member of the Board of Directors		
	Member of the Board of Directors		
	Member of the Board of Directors		

This Resolution was approved in its entirety by the 2026 Annual General Meeting of Shareholders of QP Green Investment Joint Stock Company at the meeting. The Board of Directors, the Board of General Directors, and related individuals are responsible for implementing this resolution. This resolution takes effect from the date of signing.

**Recipients:**

- *Board of Directors.*
- *Board of Executives.*
- *Archived: Office of the Board of Directors.*

**On behalf of General Meeting of Shareholders  
Chairman**

**Pham Tu Trong**