

# **VAN PHAT HUNG CORPORATION**

**2nd Floor, Tulip Tower, 15 Hoang Quoc Viet Street, Phu Thuan Ward,  
Ho Chi Minh City**



## **DOCUMENTS**

# **2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Ho Chi Minh City, April 2026**

**AGENDA FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VAN PHAT HUNG CORPORATION**

**Time:** 07:30 AM – 10:30 AM, April 22, 2026

**Venue:** Crystal Palace - 13 Nguyen Luong Bang Street, Tan My Ward, HCMC

<b>TIME</b>	<b>CONTENT</b>
<b>07h30 - 08h00</b>	<b>Guest Reception and Shareholder Registration</b> <i>Shareholders register with the Shareholder Eligibility Verification Committee and receive materials.</i>
<b>08h00 - 08h15</b>	<b>I. Opening Ceremony</b>
	1. Opening remarks, report on shareholder eligibility verification, and introduction of attendees.
	2. Submission for approval of the “Meeting Agenda” and “Draft Internal Regulations on Meeting Operations”.
	3. Submission for approval of the “Presidium, Secretariat, and Vote Counting Committee”.
<b>08h15 - 09h00</b>	<b>II. Main Content</b>
	1. CEO’s report on 2025 business results and the 2026 business plan..
	2. Board of Directors’ (BOD) report on 2025 operations and the 2026 operational plan.
	3. Report on activities of Independent BOD members and the Audit Committee in 2025; operational plan for 2026.
	4. 2025 Audited Financial Statements.
	5. Approval of the 2025 profit distribution plan and the 2026 profit distribution plan.
	6. Approval of the dismissal of a member of the Board of Directors.
	7. Approval of the Regulations on Nomination, Candidacy, and Election of the BOD for the 2026-2031 term.
	8. Election of the Board of Directors for the 2026-2031 term.
<b>09h00 - 09h30</b>	<b>30-minute Break</b>
<b>09h30 - 10h00</b>	<b>Meeting Resumes</b> Announcement of results for the additional election of Independent BOD members for the 2021-2026 term.
	9. Approval of authorization for the BOD to select the Auditing Company for 2026
	10. Approval of the 2025 BOD remuneration and the 2026 BOD remuneration plan
	11. Approval of contracts and transactions with related parties and transactions within the authority of the General Meeting of Shareholders.
<b>10h00 - 10h30</b>	<b>III. Closing Ceremony</b>
	1. Approval of the Meeting Minutes.
	2. Approval of the Draft Resolution of the Meeting .
	3. Closing speech .
	4. Adjournment



## PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*Subject: Regarding the approval of the Working Regulations for the 2026 Annual General Meeting of Shareholders*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Van Phát Hưng Corporation, as amended for the 19th time on September 15, 2022.

The Organizing Committee respectfully submits to the General Meeting of Shareholders (GMS) for approval the Working Regulations for the 2026 GMS as follows:

### **I. VOTING TO APPROVE MATTERS AT THE GENERAL MEETING OF SHAREHOLDERS**

#### 1. Principles

- All matters required to be approved by the GMS must be passed through shareholder voting.
- Each shareholder or authorized representative will be issued a voting card containing their name, shareholder code, and the number of voting shares.

#### 2. Voting Procedures Shareholders or authorized representatives shall perform voting as follows:

- **Agree:** Raise the voting card.
- **Disagree:** Raise the voting card.
- **No opinion:** Raise the voting card.
- **Note:** When voting, the front side of the card (showing the voting code) must be raised toward the Presidium. Shareholders who do not raise their cards will be considered as having "no opinion" on the matter.
- The Vote Counting Committee is responsible for recording all voting results.

#### 3. Approval Principles Decisions of the GMS shall be approved based on the following ratios:

- **65% approval ratio** (of the total voting shares of attendees) is required for:
  - Classes of shares and total shares of each class;
  - Changes in business lines and sectors;
  - Changes in the company's management organizational structure;

- Investment projects or the sale of assets valued at 35% or more of the total asset value recorded in the most recent financial statement;
- Company reorganization or dissolution.
- **51% approval ratio** is required for all remaining matters.

## II. GIVING OPINIONS AT THE MEETING

Shareholders wishing to speak must:

1. Obtain approval from the Presidium.
2. Provide concise comments relevant to the Meeting Agenda.
3. Limit each speech to no more than 5 minutes.

## III. THE PRESIDIUM

- The list of Presidium members is approved by the GMS via voting.
- **Responsibilities:** Conduct the meeting according to the approved agenda and regulations; work on the principle of collective decision-making by majority. Guide discussions and resolve any issues arising during the meeting.

## IV. THE SECRETARIAT

- The list of Secretariat members is approved by the GMS via voting.
- **Responsibilities:** Record all opinions and discussions; draft GMS Resolutions; and prepare the Meeting Minutes.

## V. THE VOTE COUNTING COMMITTEE

- The list of the committee is approved by the GMS via voting.
- **Responsibilities:** Determine and verify the voting results on all matters passed at the meeting.

The Organizing Committee respectfully submits these Regulations to the General Meeting for consideration and approval.

Sincerely,

**ON BEHALF OF THE ORGANIZING COMMITTEE**

**HEAD OF THE COMMITTEE**

(Signed)

**NGUYEN THI THUY DUNG**



No: 02/2026/TT-VPH

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*Ho Chi Minh City, April 01, 2026*

## **PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Regarding the approval of the Presidium, the Secretariat, and the Vote Counting Committee*

### **To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

To commence the Meeting, the Organizing Committee of the Annual General Meeting of Shareholders of Van Phat Hung Corporation respectfully submits the following candidates for the Presidium, the Secretariat, and the Vote Counting Committee for approval:

#### **I. THE PRESIDIUM**

- |                             |                         |                  |
|-----------------------------|-------------------------|------------------|
| 1. Mr. Vo Nguyen Nhu Nguyen | Chairman of the BOD     | Chairman         |
| 2. Mr. Le Minh Trieu        | General Director        | Presidium member |
| 3. Mr. Huynh Minh Long      | Deputy General Director | Presidium member |

#### **II. THE SECRETARIAT**

- |                              |                   |
|------------------------------|-------------------|
| 1. Ms. Tran Vu Thao Ly       | Head of Committee |
| 2. Ms. Nguyen Thi Thuy Dung  | Member            |
| 3. Mr. Pham Nguyen Tuan Minh | Member            |

#### **III. THE VOTE COUNTING COMMITTEE:**

- |                          |                   |
|--------------------------|-------------------|
| 1. Ms. Le Thị Kim Luyen  | Head of Committee |
| 2. Ms. Nguyen Thi My Hoa | Member            |
| 3. Mr. Nguyen Hoang Nhan | Member            |

We respectfully request the Shareholders to consider and cast their votes for approval.

**ON BEHALF OF THE ORGANIZING COMMITTEE**

**HEAD OF THE COMMITTEE**

(Signed)

**NGUYEN THI THUY DUNG**



No: 03/2026/TT-VPH

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*Ho Chi Minh City, April 01, 2026*

## **PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Regarding the General Director's summary report on 2025 operations and the plan for targets and tasks in 2026*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

### **A. 2025 BUSINESS PERFORMANCE RESULTS**

#### **1. Business Results of 2025:**

- Total revenue on the 2025 consolidated financial statements decreased by 62% compared to 2024, reaching 101% of the 2025 plan.
- Net profit after corporate income tax (CIT) saw a sharp decline (loss) compared to 2024 because the Company did not engage in subsidiary divestment activities during the year.
- Although revenue targets were met, 2025 revenue mainly consisted of construction activities, with only a small portion from real estate business.
- Construction activities did not generate profit as they were conducted through an intermediary mechanism.

#### **Summary of 2025 Financial Performance:**

*(Unit: Million VND)*

<b>No</b>	<b>TARGET</b>	<b>AMOUNT</b>
1	Revenue from sales and service provision	134.648
2	Deductions	
3	Net revenue (3=1-2)	134.648
4	Cost of goods sold	115.370
5	Gross profit (5=3-4)	19.278
6	Financial income	25.462
7	Financial expenses	29.315
8	Share of profit/loss in associates and joint ventures	(515)

9	Selling expenses	320
10	General and administrative expenses	39.973
11	Net operating profit [11=(5+6+8)-(7+9+10)]	(25.383)
12	Other income	5.466
13	Other expenses	76
14	Other profit (14=12-13)	5.390
15	Total accounting profit before tax (15=11+14)	(19.993)
16	Current CIT expense	297
17	Deferred CIT expense	320
18	Net profit after tax (18=15-16-17)	(20.610)
19	Profit after tax of non-controlling interests	(31)
20	Net profit after tax of the Parent Company (20=18-19)	(20.579)
21	Basic earnings per share (VND)	(216)

*(Excerpt from the 2025 Audited Report by VACO Auditing Co., Ltd.)*

## 2. Operational Achievements of 2025:

- Implemented the sale of retail land plots to streamline and optimize investment capital.
- Pursued construction permit approval for the An Hung Residential Project.
- Applied for investment permits for schools in Phu Xuan and Nhon Duc communes, Nha Be District.
- Completed procedures for Investment Policy Approval for the Senior Living Project in Nhon Duc Commune, Nha Be District.

## B. 2026 BUSINESS PLAN OF THE BOARD OF MANAGEMENT

The Board of Management submits the following 2026 business and operational plan for approval:

- Continue selling retail land plots for capital optimization.
- Continue seeking construction permit approval for the An Hung Residential Project.
- Continue the investment permit process for schools in Phu Xuan and Nhon Duc.
- Apply for 1/500 planning approval for the Senior Living Project in Nhon Duc (now Hiep Phuoc).

### 2026 Financial Targets:

*(Unit: Million VND)*

No	TARGET	AMOUNT
1	Revenue from sales and service provision	119.195
2	Deductions	-
3	Net revenue (3=1-2)	119.195

4	Cost of goods sold	77.873
5	Gross profit (5=3-4)	41.322
6	Financial income	17.995
7	Financial expenses	27.000
8	Profit/loss in associates and joint ventures	(500)
9	Selling expenses	649
10	General and administrative expenses	36.433
11	Net operating profit [11=(5+6-7+8-9-10)]	(5,265)
12	Other income	41.600
13	Other expenses	100
14	Other profit	41.500
15	Total accounting profit before tax (15=11+14)	36.235
16	Current CIT expense	10.220
17	Deferred CIT expense	
18	Net profit after tax (18=15-16-17)	26.015

*The above is the report on 2025 performance and the 2026 business plan. Respectfully submitted to the General Meeting of Shareholders for approval.*

**ON BEHALF OF THE BOARD OF MANAGEMENT**

**GENERAL DIRECTOR**

*(Signed)*

**LE MINH TRIEU**



No: 04/2026/TT-VPH

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*Ho Chi Minh City, April 01, 2026*

## **PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Regarding the summary report on the Board of Directors' operations in 2025  
and the operational plan for 2026*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

### **A. RESULTS OF THE BOARD OF DIRECTORS' OPERATIONS IN 2025**

#### 1. 2025 Operational Achievements:

- Implemented the sale of retail land plots to streamline and optimize investment capital.
- Pursued construction permit approval for the An Hung Residential Project.
- Applied for investment permits for schools in Phu Xuan and Nhon Duc communes, Nha Be District.
- Completed procedures for Investment Policy Approval for the Senior Living Project in Nhon Duc Commune, Nha Be District.

#### 2. Meetings and Resolutions of the Board of Directors (BOD) in 2025:

- Detailed information regarding the meetings and Resolutions of the Board of Directors of Van Phat Hung Corporation has been included in the 2025 Annual Report.
- Shareholders are invited to review the specific details in the 2025 Annual Report, which has been officially disclosed and published on the Company's website.

### **B. OPERATIONAL PLAN OF THE BOARD OF DIRECTORS FOR 2026**

In 2026, the Board of Directors will focus resources on implementing the following tasks:

- Continue selling retail land plots to streamline and optimize investment capital.
- Continue seeking construction permit approval for the An Hung Residential Project.
- Continue the investment permit process for schools in Phu Xuan and Nhon Duc communes, Nha Be District.

- Apply for 1/500 planning approval for the Senior Living Project in Nhon Duc (now Hiep Phước Commune).

The above is the report on the Board of Directors' operations in 2025 and the plan for 2026. Respectfully submitted to the General Meeting of Shareholders for approval.

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

(Signed)

**VO NGUYEN NHU NGUYEN**



No: 05/2026/TT-VPH

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*Ho Chi Minh City, April 01, 2026*

## **PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Regarding the report on activities of the Independent Member of the Board of Directors and the Audit Committee in 2025, and the operational plan for 2026*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several articles of the Law on Securities.

### **I. REPORT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS (BOD)**

#### **1. Supervision of the BOD and the Board of Management's activities**

- Activities of the BOD and the Board of Management comply with the Business Registration Certificate, the Company's Charter, and current legal regulations.
- BOD meetings were reported, discussed, and evaluated fully with transparency and prudence to provide the best strategic directions.
- The BOD and the Board of Management effectively implemented Resolutions of the General Meeting of Shareholders (GMS) and BOD Resolutions/Decisions.
- Business management ensures compliance with legal regulations and the Company's Charter.

#### **2. Supervision results of financial statements, operations, and financial status**

- 2.1. Financial Statements: The 2025 financial statements were prepared and presented fairly; no material misstatements were detected.
- **2.2. Business Performance:**
  - **Total Revenue:** 160.110 billion VND, reaching 101% of the plan. Of which:
    - Net Revenue: 134.648 billion VND.
    - Financial Income: 25.462 billion VND.
  - **Net Profit After Tax:** -20.579 billion VND (loss), decreasing compared to 2024 and failing to meet the 2025 plan.

- **Reason for loss:** No subsidiary share transfers occurred during the year; revenue mainly came from non-profit construction activities, with only a small portion from real estate.
- **2.3. Operational Achievements in 2025:**
  - Sold retail land plots to streamline and optimize investment capital.
  - Implemented construction permit approval for the An Hung Residential Project.
  - Applied for investment permits for schools in Phu Xuan and Nhon Duc, Nha Be District.
  - Completed investment policy approval procedures for the Senior Living Project in Nhon Duc, Nha Be District.

### **3. Evaluation of transactions with related parties**

- Transactions were disclosed in the 2025 Corporate Governance Report dated January 29, 2026. No abnormalities were recorded regarding related-party transactions.

## **II. REPORT ON AUDIT COMMITTEE ACTIVITIES**

### **1. Meetings, conclusions, and recommendations**

- The Committee held 4 meetings during the year.
- Key recommendations included: Strategy and long-term planning advisory; risk management for projects and legal procedures; personnel standards and employee benefits; and monitoring project progress.

### **2. Evaluation of internal control and risk management systems**

- The Committee supervised systems through reports and contact with independent auditors, ensuring independence and professional ethics.
- Conducted internal assessments of internal audit activities to ensure quality and compliance with approved procedures.

### **3. Coordination with the BOD, Board of Management, and Shareholders**

- The Committee participated in BOD meetings to review Resolutions and Minutes, ensuring legal compliance and shareholder interests.
- Maintained good coordination with the BOD, Board of Management, and Shareholders.

### **4. Remuneration and benefits**

- Remuneration was paid according to Article 10 of the 2025 AGM Resolution for members concurrently serving as BOD members.

### **III. 2026 OPERATIONAL PLAN**

- Contribute to internal audit planning and budgeting; monitor internal audit independence and quality.
- Supervise financial statements, business results, and the implementation of GMS and BOD Resolutions.

The above is the report on the activities of the Independent BOD Member and the Audit Committee for 2025 and the plan for 2026. Respectfully submitted for approval.

**INDEPENDENT MEMBER OF THE BOARD**

**CHAIRMAN OF THE AUDIT COMMITTEE**

*(Signed)*

**TRAN HAI PHUONG**



No: 06/2026/TT-VPH

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*Ho Chi Minh City, April 01, 2026*

**PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

*Subject: Regarding the approval of the 2025 Audited Financial Statements*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Van Phat Hung Corporation, 19th amendment dated September 15, 2022.

The Board of Directors hereby submits to the Annual General Meeting of Shareholders for the review and approval of the 2025 Separate Financial Statements and Consolidated Financial Statements of Van Phat Hung Corporation, which have been audited by VACO Auditing Company Limited – Ho Chi Minh City Branch.

The aforementioned financial reports are attached hereto.

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

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**VO NGUYEN NHU NGUYEN**



No: 07/2026/TT-VPH

Ho Chi Minh City, April 01, 2026

## PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*Subject: Approval of the 2025 Profit Distribution Plan and the 2026 Profit Distribution Plan*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

- Pursuant to the Charter of Van Phat Hung Corporation, 19th amendment dated September 15, 2022;
- Pursuant to the 2025 Audited Financial Statements of Van Phat Hung Corporation, audited by VACO Auditing Company Limited – Ho Chi Minh City Branch;
- Pursuant to the current business operations of the Company and the 2026 financial targets proposed by the Board of Management.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) the 2025 profit distribution plan and the 2026 profit distribution and dividend payment plan as follows:

### 2025 PROFIT DISTRIBUTION PLAN

*Unit: Million VND*

No	Description	Amount
A	Undistributed profit carried forward to the 2025 fiscal year	89.290
B	Corporate Income Tax (CIT) profit after tax in 2025	(20.579)
C	Remaining undistributed profit (C=A+B)	68.711
D	<b>2025 Dividend payment plan</b>	<b>Not implemented</b>
E	<b>2025 Remuneration for the BOD</b>	<b>Not implemented</b>
F	Undistributed profit at the end of 2025 carried forward to 2026 (G=C+D-F)	68.711

The Board of Directors submits to the General Meeting of Shareholders for the implementation of the 2025 profit distribution as follows:

1. **No dividend payment for 2025** due to the Company not achieving its profit targets.
2. **No remuneration for the Board of Directors and no appropriation to the Bonus and Welfare Fund** for 2025 due to the Company not achieving its profit targets.

### **2026 PROFIT DISTRIBUTION PLAN**

*Unit: Million VND*

<b>No</b>	<b>Description</b>	<b>Amount</b>
<b>A</b>	<b>Projected 2026 Corporate Income Tax (CIT) profit after tax</b>	<b>26.015</b>
B	Undistributed profit carried forward to the 2026 fiscal year	68.711
<b>C</b>	<b>Remaining undistributed profit (C=A+B)</b>	<b>94.726</b>
D	Projected 2026 Remuneration for the BOD (2% of Profit After Tax)	520
<b>E</b>	<b>2026 Cash dividend payment plan (5% / par value of common shares)</b>	<b>47.679</b>
F	Undistributed profit at the end of 2026 carried forward to 2027 (F=C-D-E)	46.527

Based on the business performance in 2026, the BOD respectfully requests the GMS to authorize the Board of Directors to fully decide on the timing and procedures related to the 2026 dividend payment to shareholders.

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

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**VO NGUYEN NHU NGUYEN**



No: 08/2026/TT-VPH

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*Ho Chi Minh City, April 01, 2026*

## **PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Regarding the dismissal of a Member of the Board of Directors*

### **To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Van Phat Hung Corporation, 19th amendment dated September 15, 2022;
- Pursuant to the Resignation Letter from the position of Member of the Board of Directors (BOD) submitted by Ms. Tran Thanh Phuong Trang;
- Pursuant to the Resolution of the Board of Directors of Van Phat Hung Corporation No. 12/2025/NQ-VPH dated July 23, 2025.

**Dear Shareholders,**

Based on the resignation letter for the position of BOD Member submitted by Ms. Tran Thanh Phuong Trang, the Board of Directors held a meeting on July 22, 2025, and approved the dismissal of her position as a Member of the Board of Directors of Van Phat Hung Corporation, effective from July 23, 2025.

The Board of Directors hereby reports to the General Meeting of Shareholders for the approval of the dismissal of Ms. Tran Thanh Phuong Trang from her position as a Member of the Board of Directors.

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

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**VO NGUYEN NHU NGUYEN**



No: 09/2026/TT-VPH

Ho Chi Minh City, April 01, 2026

## **REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION**

*Subject: Regarding the election of Board of Directors Members for the 2026 – 2031 term at the 2026 Annual General Meeting of Shareholders of Van Phat Hung Corporation*

### **To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to Decree 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Van Phat Hung Corporation, 19th amendment dated September 15, 2022.

The 2026 Annual General Meeting of Shareholders (AGM) of Van Phat Hung Corporation (the “Company”) hereby issues the Regulations on Nomination, Candidacy, and Election of Members of the Board of Directors (BOD) for the 2026-2031 term as follows:

#### **ARTICLE 1: Eligibility to Vote at the Meeting**

All shareholders owning shares of Van Phat Hung Corporation with voting rights, or authorized representatives of shareholders with voting rights present at the Meeting (according to the Shareholder List finalized on March 18, 2026), must vote based on their shareholding percentage for the Meeting's consideration and approval.

#### **ARTICLE 2: Number of BOD Members to be Elected for the 2026 – 2031 Term**

- **Number of members:** 06 (six) members.
- **Minimum number of Independent BOD members:** 02 (two) members.
- **Term of office:** 2026-2031.
- **Number of candidates:** Unlimited.

#### **ARTICLE 3: Principles of Nomination and Candidacy**

Shareholders holding 5% or more of the total voting shares have the right to aggregate their voting rights to nominate candidates for the BOD in accordance with Article 24 and Clause 3, Article 25 of the Company's Charter and Article 3 of these Regulations.

## **ARTICLE 4: Criteria for Board of Directors Members**

### **1. Criteria for BOD Members:**

- Must not fall under the categories prohibited from establishing and managing enterprises in Vietnam under Clause 2, Article 17 of the Law on Enterprises 2020.
- Must possess professional qualifications and experience in business management; being a shareholder of the Company is not a mandatory requirement.
- A BOD member of the Company must not concurrently serve as a BOD member in more than 05 other companies.

### **2. Criteria for Independent BOD Members:**

In addition to the above criteria, an independent BOD member must satisfy the following conditions:

- Not currently working for the Company or its subsidiaries.
- Not having worked for the Company or its subsidiaries for at least the three (03) consecutive preceding years.
- Not currently receiving salary or remuneration from the Company, except for allowances that BOD members are entitled to under regulations.
- Not having a spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, or sibling who is a major shareholder of the Company or a manager of the Company or its subsidiaries.
- Not directly or indirectly owning 1% or more of the total voting shares of the Company.
- Not having served as a member of the Board of Directors or the Supervisory Board of the Company for at least the five (05) consecutive preceding years.

## **ARTICLE 5: Principles and Election Procedures**

### **• Voting Method:**

- The election of BOD members shall be conducted by secret ballot.
- Ballots shall be placed in a sealed ballot box before the vote counting begins.

### **• Voting Rights and Calculation:**

- The list of candidates shall be arranged in alphabetical order by name, with full names printed on the ballot.
- Voting rights are calculated based on the number of shares owned or represented.
- Election results are calculated based on the voting shares of the shareholders attending the meeting.

### **• Cumulative Voting:**

- The election must be conducted via the cumulative voting method.

- Each shareholder has a total number of votes corresponding to the total shares owned multiplied by the number of members to be elected.
- Shareholders have the right to cast all their votes for one or several candidates.
- **Voting Process:**
  - Each shareholder/representative uses only one ballot per election.
  - The Vote Counting Committee, approved by the AGM, shall not include any BOD nominees or candidates.
  - Shareholders fill in the number of "confidence shares" (votes) for their chosen candidates such that the total votes cast do not exceed their total voting rights.
  - In case of an error, shareholders may contact the Election Committee to return the old ballot and request a new one.
- **Validity of Ballots:**
  - **Valid Ballots:** Ballots issued by the Election Committee, without erasure, modification, or additional content.
  - **Invalid Ballots:** Ballots with additional content; candidates' names crossed out; non-official forms; erased/modified forms; total votes cast exceeding voting rights; or blank ballots.
- **Vote Counting:**
  - Counting takes place in a separate area under the supervision of shareholder representatives.
  - The Vote Counting Committee records the results, announces them, and resolves any shareholder complaints alongside the Presiding Board.

#### **ARTICLE 6: Principles for Winning the Election**

- Candidates are elected based on the number of votes from highest to lowest until the required number of members is reached.
- If two or more candidates receive equal votes for the final seat, the AGM will conduct a re-election among those candidates to select the one with the highest votes.

These Regulations take effect immediately upon approval by the General Meeting of Shareholders.

**ON BEHALF OF THE ORGANIZING COMMITTEE**

**HEAD OF THE COMMITTEE**

*(Signed)*

**NGUYEN THI THUY DUNG**



No: 10/2026/TT-VPH

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*Ho Chi Minh City, April 01, 2026*

## **PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*Subject: Regarding the selection of the Auditing Company for the 2026 Financial Statements*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF**

**VAN PHAT HUNG CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Van Phat Hung Corporation, 19th amendment dated September 15, 2022.

1. Criteria for selecting the Auditing Company for the 2026 fiscal year:

- The auditing company must operate legally in Vietnam and be approved by the State Securities Commission to audit listed companies;
- The auditing company must have a high reputation for audit quality and experience in auditing public companies, listed companies, and major banking/financial institutions in Vietnam;
- The audit team must possess high professional qualifications, integrity, and uphold professional ethics to enhance the reliability and trust of the readers of the Company's financial statements;
- The auditing company must offer reasonable audit fees commensurate with the quality of the audit.

2. Specific proposal of Auditing Companies for the 2026 fiscal year: Based on the above criteria, the Board of Directors respectfully submits to the General Meeting of Shareholders to approve the authorization for the Board of Directors to select one of the following auditing companies to perform the audit of the financial statements for the 2026 fiscal year:

1. KPMG Limited
2. VACO Auditing Company Limited
3. PwC Vietnam Limited

In the event that the Board of Directors cannot negotiate or sign a contract with the aforementioned auditing units, the Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to select another auditing unit from the list approved by the State Securities Commission.

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

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**VO NGUYEN NHU NGUYEN**



No: 11/2026/TT-VPH

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Ho Chi Minh City, April 01, 2026

## PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*Subject: Regarding the payment of salaries and remuneration for the Board of Directors in 2025 & the Remuneration Plan for the Board of Directors in 2026*

### **To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Van Phat Hung Corporation, 19th amendment dated September 15, 2022;
- Pursuant to the 2025 business results and the actual operational status of the Company.

The Board of Directors (BOD) of Van Phat Hung Corporation respectfully submits to the General Meeting of Shareholders (GMS) the report on remuneration for the Board of Directors and the Audit Committee for 2025, and the plan for remuneration and bonuses for the BOD and its sub-committees for 2026 as follows:

#### **FOR THE YEAR 2025:**

- **Board of Directors:** There were no members directly involved in the executive management of the Company.
- Members who did not directly participate in the daily executive management of the Company did not receive salaries.
- **Remuneration for the BOD:** As the Company's 2025 profit results did not meet the targets set by the 2025 Annual General Meeting of Shareholders, the Board of Directors shall not receive remuneration for the year 2025.
- **Audit Committee:** Members of the Audit Committee receive remuneration and allowances in accordance with the decisions of the Board of Directors.

#### **FOR THE YEAR 2026:**

- In 2026, BOD members who directly participate in the management or daily operations of the Company shall continue to receive salaries for their respective positions as per the labor contracts signed with the Company.
- Furthermore, based on the 2026 business plan, the Board of Directors requests the GMS to approve the 2026 BOD remuneration level as follows:

- Entitled to **2% in cash** of the total profit after tax, provided that the Company achieves its 2026 profit plan.
- The detailed remuneration for each member will be fully decided by the Board of Directors based on the level of contribution of each individual member.
- **Regarding the Audit Committee under the BOD:** Members of the Audit Committee under the Board of Directors shall receive remuneration, salaries, and allowances according to the decisions of the Board of Directors.

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

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**VO NGUYEN NHU NGUYEN**



No: 12/2026/TT-VPH

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Ho Chi Minh City, April 01, 2026

## PROPOSAL TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*Subject: Approval of contracts and transactions with related parties of the Company and contracts and transactions within the authority of the General Meeting of Shareholders*

### To: THE GENERAL MEETING OF SHAREHOLDERS OF VAN PHAT HUNG CORPORATION

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to Decree 155/2020/ND-CP dated December 31, 2020;
- Pursuant to the Charter of Van Phat Hung Corporation.

The Board of Directors (BOD) of Van Phat Hung Corporation respectfully submits to the General Meeting of Shareholders (GMS) for approval of the following matters:

1. Approval for the execution of contracts and transactions with a value equal to or greater than 35% of the Company's total assets:

- This includes transactions or a series of transactions occurring within 12 months from the date of the first transaction with a cumulative value of 35% or more of the total asset value recorded in the most recent financial statements.
- **Contracting parties:** Transactions between Van Phat Hung Corporation and enterprises listed in Appendix 01 attached to this Proposal.
- **Primary contents of contracts and transactions include:**
  - Loans, lending, loan guarantees, and other forms of loan security (excluding prohibited transactions, loans, or guarantees for Shareholders as prescribed by law).
  - Share transfers.
  - Capital contributions to increase charter capital in the aforementioned organizations.
  - Other types of civil and commercial contracts.
- **Specific value:** Based on values at the time of each specific contract/transaction, ensuring the best interests of Van Phat Hung Corporation.

2. Approval of transactions between the Company and BOD members, the General Director, other managers, and their related individuals or organizations:

- This excludes the provision of loans or guarantees to Shareholders and their related parties that are prohibited by law.
- **Specific value:** Based on values at each specific time and contract, ensuring the best interests of the Company.

3. Authorization for the Board of Directors:

- To facilitate the completion of business plans and development orientations approved by the GMS, the BOD requests the GMS to authorize the Board of Directors with full power to:
  - Decide on policies, conduct negotiations, seek partners, and sign contracts.
  - Perform related procedures to finalize transactions involving loans, transfers, or acquisition of assets valued at 35% or more of total assets (including cumulative transactions within 12 months).
- The BOD shall perform information disclosure and report to Shareholders at the next Annual General Meeting in accordance with regulations.

4. Implementation period: From the effective date of the GMS Resolution until the next Annual General Meeting. Any previous GMS Resolutions containing content contrary to this Proposal shall cease to be effective upon this Proposal's implementation.

5. Implementation: The GMS authorizes the Board of Directors to decide on each specific case and implement them in accordance with the Company's actual situation, the Company's Charter, and internal regulations.

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

Respectfully,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**VO NGUYEN NHU NGUYEN**

## APPENDIX 1

*Attached to Proposal No. 12/2026/TT-VPH dated April 01, 2026, submitted to the 2026 Annual General Meeting of Shareholders (Regarding the approval of transactions with Related Parties of the Company)*

<b>No</b>	<b>NAME OF COMPANY</b>	<b>BUSINESS REGISTRATION NUMBER</b>
1.	AN HUNG INVESTMENT TRADING SERVICES JOINT STOCK COMPANY	0315246462
2.	DINH AN INVESTMENT JOINT STOCK COMPANY	0316770686
3.	HOA BINH URBAN ENVIRONMENTAL SERVICES JOINT STOCK COMPANY	0304607942
4.	THUAN HUNG CONSTRUCTION JOINT STOCK COMPANY	0305686009
5.	SAI GON MOI REAL ESTATE JOINT STOCK COMPANY	0308996104
6.	C.T.C TRADING AND TOURISM SERVICES JOINT STOCK COMPANY	0302522468