



DRAFT

AGENDA

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Time of organizing the General Meeting: starting at 8:00 a.m. on April 24, 2025.
- Venue: 14th Floor Hall, HUDLAND-TOWER, Lot A-CC7, Linh Dam General Service Area, Hoang Liet Ward, Hoang Mai District, Hanoi City, Vietnam
- Participants: Members of the Board of Directors, all shareholders, Board of Supervisors, invited guests and all employees of the Company.

Time	Agenda Content	Implementation
I	RECEPTION OF DELEGATES	
7:30-8:00	Reception, registration of delegates, distribution of documents	Organizing Board
II	OPENING OF THE GENERAL MEETING	
8:00-8:15	Verification of shareholders' eligibility	Shareholder Eligibility
8:15-8:20	Announcement of shareholder eligibility verification results	Verification Board
8:20-8:30	Flag salute, statement of reasons, introduction of the delegates and opening of the General Meeting.	Organizing Board
8:30-8:40	Approval of the Agenda and Regulations of the General Meeting	Organizing Board
8:40-8:45	Approval of the list of nominees for the Presidium, Secretariat and Vote Counting Committee	Organizing Board
III	REPORTS TO THE GENERAL MEETING AND DISCUSSION ON ISSUES TO BE APPROVED	
8:45-8:50	Audited Financial Statements 2024	Chief Accountant
8:50-9:05	Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors in 2024	Chairman of Board of Directors





**HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

HUDLAND TOWER-LINH DAM-HOANG MAI-HANOI

TEL.: 024.3.6523862

FAX: 024.3.6523864

Website: hudland.com.vn

Email: hudland@hudland.com.vn

Time	Agenda Content	Implementation
9:05-9:10	Report of the independent member of the Board of Directors on the activities of the Board of Directors in 2024	Independent Board member
9:10-9:20	+ Appraisal report of the Board of Supervisors on the Income Statement, financial statements, assessment report on the management and operation of the Company + Report on self-assessment of operation results of the Board of Supervisors;	Head of Board of Supervisors
9:20-9:40	Presentation of the Reports on the General Meeting's issues to be voted on	Chairman
9:40-10:00	General Meeting's discussion: Shareholders give opinions, discussions and explanations of the Board of Directors, Board of Supervisors; statements of other shareholders	Shareholders, Board of Directors, Board of Supervisors
10:00-10:20	Statement of HUD Corporation Leaders	Corporation Leaders
IV	VOTING ON ISSUES FOR APPROVAL AT THE GENERAL MEETING OF SHAREHOLDERS.	
10:20 – 10:40	<ol style="list-style-type: none"> 1) Board of Directors' report on governance activities in 2024 (including the report of the independent member of Board of Directors); 2) Appraisal report of the Board of Supervisors on the Income Statement, financial statements, assessment report on the management and operation of the Company; Report on self-assessment of operation results of the Board of Supervisors; 3) Production and business results in 2024 and the production and business plan in 2025; 4) Audited financial statements of the company in 2024; 5) Distribution of profit in 2024; 6) The General Meeting of Shareholders authorizes the Board of Directors of the company to decide on a number of issues arising in the process of implementing production and business activities 	Presidium, the entire General Meeting



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Time	Agenda Content	Implementation
	<p>between the two Annual General Meetings of Shareholders in 2025 and 2026;</p> <p>7) Proposal for selection of Auditing Unit for 2025 Financial Statements;</p> <p>8) Adjustment of dividend payment plan for 2022;</p> <p>9) Salary fund work implemented in 2024 and plan for 2025;</p> <p>10) Adjustment of the company's organizational structure, governance and control model;</p> <p>11) Amendment of company charter</p> <p>12) Amendment of the operating regulations of the Board of Directors;</p> <p>13) Amendment of the Company's governance regulations;</p> <p>14) Other issues under the authority of the General Meeting;</p>	
V	DISMISSAL AND ELECTION OF NEW MEMBERS OF THE BOARD OF DIRECTORS, DISMISSAL OF THE BOARD OF SUPERVISORS	
10:40-10:50	<p>Approval of election regulations;</p> <p>Approval of the dismissal of members of the Board of Directors;</p> <p>Approval of the dismissal of the Board of Supervisors and abolishing the Board of Supervisors' Operating Regulations;</p> <p>Approval of the proposal and personnel files for nomination and candidacy for additional Board members for the 2023 - 2028 term.</p>	Vote Counting Committee; Presiding Committee
10:50-10:55	Voting to elect members of the Board of Directors	Vote Counting Committee; General Meeting
10:55-11:05	Vote Counting, break time	Vote Counting Committee; General Meeting



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Time	Agenda Content	Implementation
11:05-11:10	Announcement of election results for Board of Directors members	Vote counting committee
VI	END OF THE GENERAL MEETING	
11:10-11:30	Approval of the Resolution and Minutes of the General Meeting	Secretariat
	Announcement of the closing of the General meeting	Presiding Committee

FOR ORGANIZING BOARD OF THE GENERAL MEETING



DRAFT

Hanoi, April 24, 2025

REGULATIONS
ON ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING
OF SHAREHOLDERS
HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY

CHAPTER I
GENERAL PROVISIONS

Article 1. Scope and object of application:

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

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

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

CHAPTER II

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

Article 2. Condition of shareholders attending the General meeting

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

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



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

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

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

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

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

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

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

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

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

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



right to propose issues to be included in the agenda of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to the company no later than 03 (three) working days prior to the date of opening of the General Meeting. The recommendation must specify the name of shareholder(s), the number of shares of each class of shareholder, the number and date of registration of the shareholder(s) with the company, and the items recommended to be included in the agenda.

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

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

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

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

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

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

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

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

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

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



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

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

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

Article 6. Rights and duties of Vote Counting Committee

1. The Vote Counting Committee consists of 03 (three) people approved by the General Meeting upon the proposal of the General Meeting Organizing Board.

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

3. The Vote Counting Committee has the following tasks:

For voting on contents at the General Meeting:

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

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

Article 7. Rights and obligations of the Presidium.

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

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

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



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

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

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

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

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

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

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

CHAPTER III

PROCEDURE OF HOLDING THE GENERAL MEETING

Article 9. Conditions for holding the General Meeting

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

2. If the first meeting is not eligible to be conducted under the provisions of Clause 1 of this Article, it shall be convened for the second time within a period of thirty days from the date planned for the first meeting. The General Meeting of Shareholders shall be conducted for the second time if the number of shareholders represents at least 33% of the total number of shares with voting rights.

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



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

Article 10. Methods for holding the General Meeting

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

Article 11. Principles of speaking at the General Meeting

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

- Only allowed to participate in giving opinions on one content for the General Meeting's opinion after each General Meeting Report presents corresponding content;
- Must raise hand to ask for the Chairman's opinion and may only speak after being approved by the Chairman. Only one shareholder or authorized representative is allowed to speak at a time;

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

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

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

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

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

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

- Not restate previously mentioned issues;

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



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

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

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

Article 12. Approval of the Decisions of the General Meeting

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

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

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

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



CHAPTER IV OTHER PROVISIONS

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

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

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

CHAPTER V

Effect

Article 15. Effect

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

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

**FOR GENERAL MEETING OF
SHAREHOLDERS
Chairman of the General Meeting/Chairman
of the Board of Directors**

Pham Cao Son



Hanoi, April , 2025

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

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

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

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

1. **Remuneration:** Total remuneration of the Board of Directors in 2024 is 1,033 million dong, the average salary of each member is 17.2 million dong/person/month.
2. **Operating costs and other benefits:** None

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

1. Meetings of the Board of Directors

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

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



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

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

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



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



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



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



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



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28	1989/NQ-HĐQT	December 04, 2024	On the approval of the adjustment and supplement of the Medium and Long-term Loan Plan to invest in the construction of the Residential Area Project in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District.	100%
29	1936/NQ-HĐQT	November 26, 2024	On the approval of the last registration date to exercise the right to receive shares issued due to increasing share capital from equity capital.	According to the authorization
30	1995/NQ-HĐQT	December 04, 2024	On the approval of adjusting the enterprise digital transformation project	100%
31	2001/NQ-HĐQT	December 05, 2024	On the approval of the policy to adjust the basic design of the project: The kindergarten under the construction investment project on a new urban area in Dong Tam ward, Yen Bai city, Yen Bai province.	100%
32	2034/NQ-HĐQT	December 10, 2024	On the approval of the Contractor Selection Regulations (pilot application for Dong Tam-Yen Bai Project, Binh Giang-Hai Duong Project).	100%
33	2079/NQ-HĐQT	December 17, 2024	On the implementation of public offering of additional shares to increase charter capital.	100%



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34	2137/NQ-HĐQT	December 24, 2024	Carrying out procedures to increase the Company's charter capital.	According to the authorization
35	2181/NQ-HĐQT	December 30, 2024	Appointing person in charge of corporate governance;	100%

III. Transactions between the company, subsidiaries, companies in which Hudland Company controls more than 50% of charter capital with members of the Board of Directors and related persons of such members: None

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

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

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

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



majority principle, the meeting minutes are fully prepared and signed by the members of the Board of Directors attending the meeting.

VI. Activities of the Audit Committee under the Board of Directors: The Company does not operate under the model prescribed at Point b, Clause 1, Article 137 of the Law on Enterprises, therefore there is no Audit Committee under the Board of Directors.

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

VIII. Supervision results for Director

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

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

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

IX. Future plan (plan in 2025)

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



No.	Main indicators	Unit	Plan in 2025	% Implementation in 2024
1	Business value	Billion dong	337.5	1294%
2	Development investment value	Billion dong	1,290.9	250%
3	Revenue value	Billion dong	126.94	363%
4	Profit after tax	Billion dong	8.304	228%
5	Payment to the State budget	Billion dong	813.74	172%

2. Direction and Mission:

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

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



**HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

HUDLAND TOWER-LINH DAM-HOANG MAI-HANOI

Tel: 024.3.6523862

FAX: 024.3.6523864

Website: hudland.com.vn

Email: hudland@hudland.com.vn

- Focus on cash flow control to ensure meeting the financial needs of developing the company's projects.

X. Recommendations

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

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

Sincerely thanks.

Recipients:

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

FOR THE BOARD OF DIRECTORS

Chairman

Pham Cao Son



Hanoi, April 24, 2025

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

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

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

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

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

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

1. Organizational structure

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



2. Operating mechanism:

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

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

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

3. Results of management and supervision:

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

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

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

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

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

4. Conclusions:



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

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

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

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

Sincerely thanks.

Recipients:

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

**Independent member of the Board
of Directors**

Dong Thi Cuc



THE DRAFT

Hanoi, dated....., 2025

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

Part I

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

I/ Contents of appraisal of income statement

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

Mobilization Situation

1.1. Results of business and production in 2024

Unit: million dong

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

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

- Binh Giang Project:

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





be paid is 1,411 billion dong, more than 1,000 billion dong higher than the initial calculation when the company participated in selecting investors. To be able to mobilize cash flow to meet the implementation of this project is extremely difficult, especially in the condition that the company has a dominant capital factor of a State-owned enterprise, and must comply with all legal regulations. On the other hand, with the current capacity, HUDLAND Company will not be able to continue investing in the project in the near future if it cannot find a source of capital to implement the project.

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

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

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

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

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

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

1.2. Capital mobilization situation:

The Board of Directors and Management Board of HUDLAND Company have directed the implementation of many capital plans. Including project loan contract No. 01/2024/HDTD dated December 4, 2024, the total outstanding loan balance and maximum guarantee is VND 1,419,721,000,000 to pay for the costs



of implementing the Binh Giang project, the loan term is 48 months from the first disbursement date with the security measure being the mortgage of all assets formed after the project investment, the mortgage of the ownership of the 15-storey office building at Lot ACC7 Linh Dam General Service Area, Hoang Mai, Hanoi of the Company and the additional mortgage of collateral is the receivable right arising from the Deposit/Sales/Lease Contract at 08 penthouses of the CT17 Viet Hung project, Long Bien, Hanoi; 97 low-income housing units at the Low-income Housing Construction Investment Project at lot N28, New Urban Area, Le Thai To Street, Bac Ninh City. In addition, capital is also mobilized from 24-month personal loan contracts to supplement working capital for production and business activities and pay land use fees to the State Budget. At the same time, the Company is completing documents for the first capital increase plan (increasing to 550 billion dong) and agreeing with the Corporation on the Resolution to buy 30% of the project.

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

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

II/ Content of appraisal of financial statements:

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

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

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

- The figures in the Company's Financial Statements have honestly and reasonably reflected in all material aspects the Company's financial situation as of December 31, 2024, the results of production and business activities, and cash flows for the fiscal year ending on the same day, and are in accordance with



current Vietnamese accounting standards and regimes and relevant legal regulations. Up to this point, the Board of Supervisors has not detected any abnormalities in the production and business activities as well as the financial situation of HUDLAND Company.

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

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

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

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

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



proposed and the Company's Board of Directors made the decision to convert software, temporarily stop using Oracle Netsuite to switch to using Base software.

The Board of Directors has held regular quarterly meetings and extraordinary meetings to give directions on production and business activities to implement the contents of the Resolution of the General Meeting of Shareholders. In 2024, the Board of Directors held 27 meetings, issued 35 Resolutions and decisions to implement the contents of the Resolution of the General Meeting of Shareholders and implement production and business activities, including adjusting the Binh Giang project; medium and long-term loan plan to invest in the construction of the Binh Giang project; plan to increase the Company's charter capital to VND 550 billion; issue the 13th amended and supplemented Company Charter; Plan to select contractors to implement the Binh Giang Project; Appoint a person in charge of corporate governance...

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

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

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

Part II

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

I/ Evaluation of the operating situation in 2024

1. Context of mission implementation in 2024

- On July 26, 2024, HUDLAND Real Estate Investment and Development Joint Stock Company held its annual General Meeting of Shareholders.



Accordingly, the General Meeting issued a Resolution agreeing on 12 contents on HUDLAND Company's activities in 2023 and the production and business plan for 2024. In 2024, the Board of Directors and BOARD OF SUPERVISORS personnel will remain unchanged compared to the 2023 Shareholders' Meeting, which elected personnel for the 2023-2028 term.

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

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

become active again, in addition, there are major changes in the organization of staff at state management agencies that greatly affect business operations.

2. Personnel organization of the Board of Supervisors:

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

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

In 2024, HUDLAND company was significantly affected in the implementation process of production and business plans, the final products of implemented projects were basically sold out, cash flow was low, new projects were in the initial investment preparation stage, projects in the research and project proposal stages were affected by changes in policies and laws, typically the Binh Giang project. On February 29, 2024, the People's Committee of Hai Duong province issued a decision on land use fees for the Binh Giang Project, 3 times higher than the calculation of the approved project. To be able to mobilize cash flow to meet the implementation of this project is extremely difficult.

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

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

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

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

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



quality progress and efficiency.

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

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

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

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

The meeting of the Board of Supervisors is held every 6 months and when there are unusual contents, the rest is to ask for opinions to unanimously pass.

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

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

+ The Board of Supervisors' remuneration is paid quarterly during the year.

+ Payment levels include:

- Head of Board of Supervisors: VND 4,000,000/person/month.

- Member of the Board of Supervisors: VND 2,000,000/person/month.

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

In general, in 2024, the Board of Directors and the Executive Board regularly provided information on the Company's production and business activities and Reports on the implementation of production and business tasks in



2024; the Company's financial reports in 2024; and other documents to the Board of Supervisors in accordance with regulations.

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

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

1. For the General Meeting of Shareholders:

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

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

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

2. For the Board of Directors:

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

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

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

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



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

IV. Operation plan in 2025

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

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

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

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

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

Monitor the implementation of the Board of Supervisors' recommendations.

Monitor the Company's capital investment activities in projects.

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

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

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



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HUDLAND TOWER-LINH DAM-HOANG MAI-HANOI

Tel: 024.3.6523862

FAX: 024.3.6523864

Website: hudland.com.vn

Email: hudland@hudland.com.vn

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

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

Sincerely thanks.

Recipients:

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

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

Dang Thanh Binh

EN5

TRANSLATION
BẢN DỊCH

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

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/TTr-HĐQT

Hanoi, April, 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

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

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

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

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

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

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

- | | |
|---------------------------|---|
| - Business | 26.08 billion dong/13.21 billion dong under the
plan (reaching 197% of plan); |
| - Development investment: | 516.93 billion dong/506.8 billion dong under the
plan (reaching 102% of plan); |
| - Revenue: | 28.96 billion dong/22.46 billion dong under the
plan (reaching 129% of plan); |
| - Profit before tax: | 4.520 billion dong/4.04 billion dong under the plan
(reaching 112% of plan); |

- Profit after tax: 3.820 billion dong/2,508 billion dong under the plan (reaching 152% of plan);
- Payment to the State budget: 472.5 billion dong/344.54 billion dong under the plan (reaching 137% of plan);

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

- Business 337.5 billion dong
- Development investment: 1,290.9 billion dong
- Revenue: 126.94 billion dong
- Profit before tax: 12.166 billion dong
- Profit after tax: 9.732 billion dong
- Payment to the State budget: 811.2 billion dong
- No dividend payment expected No payment of dividends.

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

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

Sincerely thanks.

Recipients:

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

**FOR BOARD OF DIRECTORS
Chairman**

Pham Cao Son

DRAFT

No.: /TTr-HĐQT

Hanoi, April , 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re: Proposal to approve the 2024 audited financial statements

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

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

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

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

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the 2024 audited financial statements dated February...., 2025 with some main items as follows:

Items	Balance at December 2024 ,
Current assets	1,921,529
Non-current assets	101,783
Total assets	2,023,312
Liabilities	1,596,055
Owner's Equity	427,256
+ Owner's equity	315,999
+ Development investment fund	80,832
+ Undistributed profit after tax	30,424
- Accumulated undistributed profit after tax until the ending previous period	26,605
- Undistributed profit after tax of current period	3,819

HUDLAND.JSC – APPROVAL OF THE 2024 FINANCIAL STATEMENTS



Items	Balance at December 2024
Total funds	2,023,312
Production and business results	
Revenue from sales of goods and provision of services	28,958
Accounting profit before tax:	4,520
Profit after tax	3,819
Payment to the State budget	472.5

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

Sincerely thanks.

Recipients:

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

**FOR BOARD OF DIRECTORS
Chairman**

Pham Cao Son

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DRAFT

No.: /TTr-HĐQT

Hanoi, April, 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

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

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

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

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

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

1. Profit distribution plan for 2024

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

The distribution plan is as follows:

+ Appropriation of bonus fund for managers:	VND 400 million
+ Appropriation of employee reward fund:	VND 500 million
+ Appropriation of Welfare fund:	VND 500 million

+ Proposal not to pay cash dividends, because in 2025 the Company is focusing on investing capital in technical infrastructure of new projects, there is no revenue yet, so the Company has not been able to balance its cash flow.

+ Undistributed profit after tax: VND 29,025 million

(Including 15 billion dong of 2022 dividends approved by the 2023 General Meeting of Shareholders but the company has not yet balanced the source to pay)

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

a) Implementation in 2024

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

+ Average number of part-time managers: 5.5 people

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

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

+ Average number of full-time managers: 5.5 people

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

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

b) Salary plan in 2025:

- Salary fund, manager's remuneration: VND 5,832 million.

- Employee salary fund: VND 16,248 million.

- Total remuneration of part-time Board of Directors: VND 336 million.

+ Number of part-time managers: 02 people.

+ Average remuneration: VND 14 million/person/month.

+ Number of full-time managers: 07 people

+ Average salary: VND 69.4 million/person/month.

In which: Salary of full-time Board of Directors: 03 people; salary fund: VND 2,652 million; average salary of VND 73.67 million/person/month.

- Remuneration and operating expenses of the Audit Committee: VND 584 million

+ Number of Audit Committee members: 02 people

+ Average remuneration: VND 3.5 million/person/month

+ Operating costs of the Audit Committee: VND 500 million

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

Sincerely thanks.

Recipients:

- As request;

- Save: Archives, Board of Directors.

FOR BOARD OF DIRECTORS

Chairman

Pham Cao Son

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

TRANSLATION
BẢN DỊCH
SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: /TTr-HĐQT

Hanoi, April, 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(4) For the Project on investment in construction of a new residential area in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district, Hai Duong province: assign the Board of Directors to decide on the adjusted investment project under the authority of the General Meeting of Shareholders on the principle of ensuring that the efficiency is not lower than the approved project efficiency.

(5) For component projects on land belonging to the Project on investment in construction of a new residential area in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district, Hai Duong province; Project on investment in construction of land lot CC3, New urban area

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

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

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

Sincerely thanks.

Recipients:

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

**FOR BOARD OF DIRECTORS
CHAIRMAN**

Pham Cao Son

10

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

TRANSLATION
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: /TTr-HĐQT

Hanoi, on / / 2025

DRAFT

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
Re: Adjustment of 2022 dividend distribution rate

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

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

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

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

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

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

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

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

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

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

However, up to now, the Company has not paid dividends for 2022. The Company's Board of Directors would like to report and propose the following implementation plan:

I. Causes:

1. Actual cash flow at the time of payment:

At the end of 2023, current equity is about 425 billion dong. In which, the equity is in the remaining value of CC7 building of 93.4 billion dong; The guarantee for performance

HUDLAND.JSC – APPROVAL OF ADJUSTMENT OF 2022 DIVIDEND DISTRIBUTION RATE



of Dong Tam project implemented since October 2021 is 9.6 billion dong. Thus, the remaining usable equity is 322 billion dong.

However, the Company's financial situation began to show signs of difficulty:

- The company is implementing the Binh Giang - Hai Duong project and the Dong Tam - Yen Bai project. Accordingly, the total initial approved investment capital of the Binh Giang project is 1,224 billion. To mobilize capital to implement the project from credit institutions, the Company needs 324 billion of equity capital as counterpart, equivalent to 26.49% of total capital. Dong Tam project has a total expected investment capital of 365 billion, in which, the required equity capital is 20%, equivalent to 73 billion dong. The total equity capital required to implement the two projects is 397 billion dong.

With only 322 billion dong in the remaining usable capital, the Company expects to lack 75 billion dong to implement the above two projects by early 2024.

- On the other hand, at this time, it is said that the adjustment of land use prices by the state in all localities, accordingly, it is expected that the land use fees shall increase much higher than previously expected.

Therefore, in order to prioritize serving the Company's production and business activities, as of the reporting date, the Company has not yet finalized rights and paid dividends for 2022 to shareholders.

2. Number of shares changed due to increase in the Company's charter capital:

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

Up to now, the Company has completed the first capital increase by issuing additional bonus shares from equity capital, increasing the number of shares from 20,000,000 shares to 31,599,961 shares according to Resolution 1936/NQ-HĐQT dated November 26, 2024. December 9, 2024 is the last registration date to exercise the right to receive shares issued from equity at an issuance rate of 58%.

Thus, although the **number of shares changed, the ownership rate of shareholders remains the same, the value of dividends received remains, only the dividend rate of existing shareholders changes.** In details:

Items	Reference	Before dividend distribution	After dividend distribution
Number of outstanding shares	(1)	20,000,000	31,599,961
Dividends received	(2)	15,000,000,000	14,999,869,487
Dividend distribution rate	(3)=(2)/(1)/10,000	7.50%	4.7468%

Due to handling of fractional shares after the bonus share distribution process (rounded down), the total dividend value decreased by VND 130,513, this amount will be retained in undistributed profits.

II. Recommendations:

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

+ Pay 2022 cash dividend at a rate of 4.7468%, equivalent to VND 14,999,869,487 (*Fourteen billion, nine hundred and ninety-nine million, eight hundred and sixty-nine thousand, four hundred and eighty-seven dong*).

The amount of VND 130,513 from handling fractional shares shall be included in undistributed profits.

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

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

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

Sincerely thanks.

Recipients:

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

**FOR BOARD OF DIRECTORS
Chairman**

Pham Cao Son

DRAFT

No.: /TTr-HĐQT

Hanoi, dated

, 2025

REPORT

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

Sincerely thanks.

Recipients:

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

**FOR BOARD OF DIRECTORS
CHAIRMAN**

Pham Cao Son

13

TRANSLATION
BẢN DỊCH

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

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

No.: /TTr-HĐQT Hanoi, dated , 2025

REPORT

Re: Approval of the Company Charter (amended and supplemented for the 14th time)

To: The 2025 Annual General Meeting of Shareholders

HUDLAND Real Estate Investment and Development Joint Stock Company

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

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

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

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

Pursuant to the Charter of Organization and Operation of HUDLAND Real Estate Investment and Development Joint Stock Company (the 13th amendment and supplement);

Pursuant to Resolution No. /NQ-HĐQT dated , 2025 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock



Company on approving the program and contents of documents of the 2025 Annual General Meeting of Shareholders;

Pursuant to Resolution No. 2137/NQ-HĐQT dated December 24, 2024 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company on implementing procedures to increase the Company's Charter capital;

Pursuant to the change in the company's management structure and increase in charter capital, the Board of Directors has reviewed the entire content of the current Charter and found that a number of provisions need to be considered for amendment and supplement. To ensure that the Charter is consistent with legal regulations and the actual operating situation of the Company, the Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval of the amended contents and the Company Charter (amended and supplemented for the 14th time).

(The amended contents and the Draft of the Company Charter, amended and supplemented for the 14th time, are attached to this Report)

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

Sincerely thanks,

Recipients:

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

**FOR BOARD OF DIRECTORS
CHAIRMAN**

Pham Cao Son

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

SUMMARY OF CHARTER AMENDMENTS

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
1	Preamble	Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders, dated July 26, 2024. This Charter is issued under Resolution No. 1585/NQ-HĐQT dated October 2, 2024 of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company.	This Charter is approved by Resolution dated April 24, 2025 of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company.	Update time of approval of the Charter
2	Use of terms	Independent Board of Directors's member	Independent members of the Board of Directors	Use a consistent term according to securities law
3	Article 1. Interpretation of terms	h) Manager means the company's manager, including the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Director, Chief Accountant of the Company, Directors/Heads of branches and representative offices of the Company;	h) Manager means the company's manager, including the Chairman of the Board of Directors, members of the Board of Directors, Director, Deputy Director, Chief Accountant of the Company, Directors/Heads of branches and representative offices of the Company;	Remove the " " due to spelling error
4	Article 6. Charter capital, shares, founding shareholders	The charter capital of the Company is VND 200,000,000,000 (In words: Two hundred billion dong); The total charter capital of the Company is divided into 20,000,000 shares with par value of VND 10,000/share. 2. The Company's charter capital can be changed upon the approval of General meeting of shareholders and in accordance with the provisions of the law. 3. The Company's shares on the date of adoption of this Charter include: - Ordinary shares: 20,000,000 shares; - Preferred shares: None; The rights and obligations of shareholders holding each type of shares are specified in Article 12 and Article 13 of this Charter.	1. The Company's charter capital is VND 315,999,610,000 (In words: Three hundred and fifteen billion, nine hundred and ninety-nine million, six hundred and ten thousand dong); The total charter capital of the Company is divided into 31,599,961 shares with par value of VND 10,000/share. 2. The Company's charter capital can be changed upon the approval of General meeting of shareholders and in accordance with the provisions of the law. 3. The Company's shares on the date of adoption of this Charter include: - Ordinary shares: 31,599,961 shares; - Preferred shares: None; The rights and obligations of shareholders holding each type of shares are specified in Article 12 and Article 13 of this Charter.	Update the company's charter capital according to the 8th business registration certificate



No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
5	<p>5. Name, address, number of shares and other information on the founding shareholders are as follows:</p> <ul style="list-style-type: none"> • Housing and Urban Development Corporation (HUD): - Business Registration Certificate No. 0100106144 issued by the Business Registration Office - Hanoi Department of Planning and Investment on June 2, 2017. - Address of Head Office: Floor 28-32, HUDTOWER Building, No. 37, Le Van Luong, Nhan Chinh, Thanh Xuan, Hanoi, Vietnam. - Number of shares owned: 10,200,000 shares, representing 51% of charter capital. • COTANA,JSC: - Business Registration Certificate No. 0101482984 issued by the Business Registration Office - Hanoi Department of Planning and Investment for the first time on February 4, 2004, changed for the 17th time on September 19, 2017. - Head Office address: CC5 Linh Dam Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City. - Number of shares owned: 629,400 shares, representing 3.15% of charter capital. <p>Article 6.</p> <p>Charter capital, founding shares, founding shareholders</p>	<p>5. Name, address, number of shares and other information on the founding shareholders are as follows:</p> <ul style="list-style-type: none"> • Housing and Urban Development Corporation (HUD): - Business Registration Certificate No. 0100106144 changed several times and changed for the eighth (08th) time issued by the Business Registration Office - Hanoi Department of Planning and Investment on November 4, 2022. - Address of Head Office: Floor 28, 29, 30, 31, 32, HUDTOWER Commercial Office Building, No. 37 Le Van Luong Street, Nhan Chinh Ward, Thanh Xuan District, Hanoi City, Vietnam - Number of shares owned: 16,116,000 shares, representing 51% of charter capital. • COTANA,JSC (Now, Cotana Group Joint Stock Company): - Business Registration Certificate No. 0103003621 issued by the Business Registration Office - Hanoi Department of Planning and Investment for the first time on February 4, 2004. On August 31, 2017, the Company changed its name to Cotana Group Joint Stock Company. - Head Office address: CC5 Linh Dam Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City. - Number of shares owned: 0 shares, representing 0% of charter capital. 	<p>Update information on founding shareholders</p>	
6	<p>Article 11.</p> <p>Company Structure, Governance and Supervision</p>	<p>Company Structure, Governance and Supervision of the Company include:</p> <ol style="list-style-type: none"> 1. General Meeting of Shareholders. 2. Board of Directors, Board of Supervisors. 3. Director 	<p>Company Structure, Governance and Supervision of the Company include:</p> <ol style="list-style-type: none"> 1. General Meeting of Shareholders. 2. Board of Management 3. Director 	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
7	<p>Article 12.</p> <p>Rights of Shareholders</p>	<p>2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:</p> <p>...</p> <p>b) Review, look up and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions to be approved by Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company.</p> <p>...</p>	<p>2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:</p> <p>...</p> <p>b) Review, look up and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, contracts and transactions to be approved by Board of Directors and other documents, except documents related to trade secrets, business secrets of the Company.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
8	Article 12. Rights of Shareholders	<p>2. Shareholders or groups of shareholders owning 05% or more of the total number of ordinary shares have the following rights:</p> <p>...</p> <p>c) Request the Board of Supervisors to check specific issue in relation to the management and operation of the Company if necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, number of legal papers of individual shareholder; name, number of enterprise or number of legal papers of the organization, address of the head office if the shareholder is an organization; number of shares and time of registration of shares of each shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of the Company; issues to be checked and purposes;</p>	annul point c clause 2	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
9	Article 12. Rights of Shareholders	<p>3. A shareholder or a group of shareholders owning 10% or more of the total number of common shares or has the right to nominate people to the Board of Directors or the Board of Supervisors. In case of nomination of candidates to the Board of Directors and the Board of Supervisors is as follows:</p> <p>a) The ordinary shareholders who gather in a group to nominate the members of Board of Directors and Board of Supervisors shall inform group formation to the shareholders attending the meeting before the opening time of the General meeting of shareholders;</p> <p>b) Based on the number of member of Board of Directors and Board of Supervisors, the shareholder or group of shareholders as stipulated in this clause shall be entitled to nominate one or several persons as decided by the General meeting of shareholders as a candidate in the Board of Directors and Board of Supervisors. If the number of candidates nominated by any shareholder or a group of shareholders is lower than the number entitled to nominate under decisions of the General meeting of shareholders, the remaining number of candidates shall be nominated by the Board of Directors, Board of Supervisors and other shareholders.</p>	<p>3. A shareholder or a group of shareholders owning 10% or more of the total number of ordinary shares has the right to nominate persons to the Board of Directors. In case the nomination of candidates to the Board of Directors shall be carried out as follows:</p> <p>a) The ordinary shareholders who gather in a group to nominate the members of Board of Directors shall inform group formation to the shareholders attending the meeting before the opening time of the General meeting of shareholders;</p> <p>b) Based on the number of member of Board of Directors, the shareholder or group of shareholders as stipulated in this clause shall be entitled to nominate one or several persons as decided by the General meeting of shareholders as a candidate in the Board of Directors. If the number of candidates nominated by any shareholder or a group of shareholders is lower than the number entitled to nominate under decisions of the General meeting of shareholders, the remaining number of candidates shall be nominated by the Board of Directors and other shareholders.</p>	<p>- Remove the word "or" due to spelling error</p> <p>- Remove the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
10	<p>Article 14. General Meeting of Shareholders</p>	<p>3. The Board of Directors should convene an extraordinary General meeting of shareholders in the following cases: a) The Board of Directors considers it necessary to do so in the interests of the Company; b) The number of remaining members of the Board of Directors, the Board of Supervisors is less than the minimum number of members as prescribed by law; c) At the request of a shareholder or a group of shareholders as provided for in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the shareholders concerned or the written request is made in many documents and gather enough signatures of related shareholders; d) Upon request of the Board of Supervisors; dd. Other cases as prescribed by law and regulations on corporate governance.</p>	<p>3. The Board of Directors should convene an extraordinary General meeting of shareholders in the following cases: a) The Board of Directors considers it necessary to do so in the interests of the Company; b) The number of remaining members of the Board of Directors is less than the minimum number of members as prescribed by law; c) At the request of a shareholder or a group of shareholders as provided for in Clause 2, Article 115 of the Law on Enterprises; the request to convene a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with enough signatures of the shareholders concerned or the written request is made in many documents and gather enough signatures of related shareholders; d) Other cases as prescribed by law and internal regulations on corporate governance.</p>	<p>Remove the Board of Supervisors due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the Enterprise Law 2020 Change the name of the internal regulations to internal regulations on corporate governance</p>
11	<p>Article 14. General Meeting of Shareholders</p>	<p>4. Convene Extraordinary General Meeting of Shareholders a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors or members of the Board of Supervisors under Clause 3 of this Article or receive the requests prescribed at Point c and Point d, Clause 3 of this Article; b) In case the Board of Directors does not convene General Meeting of Shareholders as defined in point a Clause 4 of this Article, within thirty (30) days, the Board of Supervisors must replace the Board of Directors to convene General meeting of shareholders in accordance with Clause 3 of Article 140 of the Law on Enterprises; c) If the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, a shareholder or a group of shareholders defined at Point c, Clause 3 of this Article may request a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;</p>	<p>4. Convene Extraordinary General Meeting of Shareholders a) The Board of Directors must convene the General Meeting of Shareholders within thirty (30) days from the date on which the remaining number of members of the Board of Directors, independent members of the Board of Directors under Clause 3 of this Article or receive the requests prescribed at Point c, Clause 3 of this Article; b) In case the Board of Directors does not convene General Meeting of Shareholders as defined in point a Clause 4 of this Article, a shareholder or a representative of the Company to convene the General Meeting of Shareholders in accordance with the Law on Enterprises;</p>	<p>Current regulations are quoted from Clause 3, Article 140 of the 2020 Enterprise Law. When an enterprise changes its organizational and management structure and no longer has a Board of Supervisors, the provisions in points b and c are no longer appropriate, however, the law does not provide specific guidance. Therefore, HUDLAND company has consulted the Charter of other models (Licogi16 - listed company since 2008).</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
12	<p>Article 15. Rights and duties of the General Meeting of Shareholders</p>	<p>1. The General Meeting of Shareholders has the following rights and obligations: ... c) Elect, remove or discharge members of the Board of Directors, members of the Board of Supervisors; ... h) Consider and deal with violations of members of the Board of Directors, members of the Board of Supervisors causing damage to the Company and the Company's shareholders; ... k) Decide the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors; l) Approve internal governance regulations; operating regulations of the Board of Directors, Board of Supervisors;</p>	<p>1. The General Meeting of Shareholders has the following rights and obligations: ... c) Elect, remove or discharge members of the Board of Directors; ... h) Consider and deal with violations of members of the Board of Directors causing damage to the Company and the Company's shareholders; ... k) Decide the budget or the total remuneration, bonus and other benefits for the Board of Directors; l) Approve internal governance regulations; operating regulations of the Board of Directors;</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
13	<p>Article 15. Rights and duties of the General Meeting of Shareholders</p>	<p>2. The General Meeting of Shareholders discussed and approved the following issues: ... c) Report of the Board of Directors on the governance and operation results of the Board of Directors and each member of the Board of Directors;</p>	<p>2. The General Meeting of Shareholders discussed and approved the following issues: ... c) Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors; independent member of the Board of Directors shall be responsible for reporting at the annual General Meeting of Shareholders as prescribed in Article 284 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;</p>	<p>Add Audit Committee due to change in organizational and management structure according to point b, clause 1, article 137 of Enterprise Law 2020</p>
14	<p>Article 15. Rights and duties of the General Meeting of Shareholders</p>	<p>2. The General Meeting of Shareholders discussed and approved the following issues: ... d) Report of the Board of Supervisors on the Company's business results, performance results of the Board of Directors and the Director; dd) Report on self-assessment of performance of the Board of Supervisors and members of the Board of Supervisors;</p>	<p>annul point d and point d</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
15	<p>Article 15. Rights and duties of the General Meeting of Shareholders</p>	<p>2. The General Meeting of Shareholders discussed and approved the following issues:</p> <ul style="list-style-type: none"> g) Number of members of the Board of Directors, Board of Supervisors; h) Elect, remove or discharge members of the Board of Directors, members of the Board of Supervisors; i) Decide the budget or the total remuneration, bonus and other benefits for the Board of Directors, Board of Supervisors; ... t) Approve the internal regulations on corporate governance, the Operation Regulations of the Board of Directors, the Operation Regulation of the Board of Supervisors; u) Other issues as prescribed by law. 	<p>2. The General Meeting of Shareholders discussed and approved the following issues:</p> <ul style="list-style-type: none"> g) Number of members of the Board of Directors; h) Elect, remove or discharge members of the Board of Directors; i) Decide the budget or the total remuneration, bonus and other benefits for the Board of Directors; ... t) Approve the internal regulations on corporate governance, the Operation Regulations of the Board of Directors; u) Other issues as prescribed by law. 	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
16	<p>Article 18. Convene the meeting, the meeting agenda and the notice of General meeting of shareholders</p>	<p>3. Notice of invitation to the General Meeting of Shareholders...</p> <ul style="list-style-type: none"> b) List and details of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors 	<p>3. Notice of invitation to the General Meeting of Shareholders...</p> <ul style="list-style-type: none"> b) List and details of candidates in case of election of members of the Board of Directors 	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
17	<p>Article 20. Procedures for conducting meeting and voting at General meeting of shareholders</p>	<p>2. The election of chairperson, secretary and vote counting committee is stipulated as follows:</p> <ul style="list-style-type: none"> a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to preside over the meeting on the principle of majority. If the chairperson can not be elected, the head of the Board of Supervisors shall control the General Meeting of Shareholders to elect the chairman of the meeting among the participants and the person having the highest vote to preside over the meeting; 	<p>2. The election of chairperson, secretary and vote counting committee is stipulated as follows:</p> <ul style="list-style-type: none"> a) The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. If the chairman is absent or temporarily incapable of working, the remaining members of the Board of Directors shall elect one of them to preside over the meeting on the principle of majority. In case no one can be elected as the chairperson, the Vice Chairman of the Board of Directors or the Board of Directors in order of highest position (in case the company does not have a Vice Chairman of the Board of Directors) shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting from among the attendees and the person with the highest number of votes shall chair the meeting; 	<p>Current regulations are quoted from point a, clause 2, article 146 of the 2020 Enterprise Law. When an enterprise changes its organizational and management structure and no longer has Head of Board of Supervisors, this provision is no longer appropriate, however, the law does not provide specific guidance. Therefore, HUDLAND company has consulted the Charter of other units with similar management models (Novaland - listed company since 2016).</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
18	Article 21. Conditions for passing resolution of the General Meeting of Shareholders	1. A resolution on the following content is approved if it is approved by the number of shareholders representing 65% or more of the total number of votes of all attending shareholders, except for the case specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises: ... e) Other issues due to legal regulations	1. A resolution on the following content is approved if it is approved by the number of shareholders representing 65% or more of the total number of votes of all attending shareholders, except for the case specified in Clauses 3, 4 and 6 Article 148 of the Law on Enterprises: ... e) Other issues according to legal regulations.	Correct the expression error
19	Article 22. Authority and procedures for collecting written opinions of shareholders to pass decisions of General meeting of shareholders	5. The Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the Board of Supervisors or of a shareholder who does not hold a management position in the Company. Minutes of the counting of votes shall have the following major contents...	5. The Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of the shareholder who does not hold a management position in the Company. Minutes of the counting of votes shall have the following major contents...	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, article 137 of the Law on Enterprises 2020
20	Article 27. Rights and obligations of the Board of Directors	2. The Board of Directors shall have the following rights and obligations: ... q) Decision to promulgate the Regulation on operation of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; the Regulation on information disclosure of the Company;	2. The Board of Directors shall have the following rights and obligations: ... q) Decision to promulgate regulations on operation of the Board of Directors, internal regulations on corporate governance after being approved by the General Meeting of Shareholders; decision to promulgate the Regulation on operation of the Auditing Committee under the Board of Directors, the Regulation on information disclosure of the Company;	Add Audit Committee due to change in organizational and management structure according to point b, clause 1, article 137 of Enterprise Law 2020
21	Article 30. Meeting of the Board of Directors	3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases: a) At the request of the Board of Supervisors or an independent member of the Board of Directors;	3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases: a) At the request of an independent member of the Board of Directors;	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
22	Article 30. Meeting of the Board of Directors	7. The Chairman of the Board of Directors or the convener also send the notice of invitation to attend the meeting together with the attached documents to all the members of the Board of Supervisors, Director in the same manner as to the members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.	annul clause 7	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
23	Article 32. Administrator, Secretary of the Company	3. The Administrator shall have the following rights and obligations: ... b) Prepare meetings of the Board of Directors, Board of Supervisors and the General Meeting of Shareholders upon request of the Board of Directors or the Board of Supervisors; ... e) Provide financial information, copies of minutes of Board of Directors meetings and other information to members of the Board of Directors and members of Board of Supervisors;	3. The Administrator shall have the following rights and obligations: ... b) Prepare meetings of the Board of Directors and General Meeting of Shareholders as requested by the Board of Directors; ... e) Provide financial information, copies of minutes of Board of Directors meetings and other information to members of the Board of Directors;	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
24	Article 35. Appointment, dismissal, duties and powers of the Director	4. The Director shall have the following rights and obligations: ... dd) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors and as prescribed in the regulations on corporate governance	4. The Director shall have the following rights and obligations: ... dd) Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors and as prescribed in the internal regulations on corporate governance	Change the name of the internal regulations to internal regulations on corporate governance.
25	Chapter IX	Chapter IX. Board of Supervisors	Chapter IX. Audit Committee	Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.
26	Chapter IX	Article 36. Nomination, appointment of members of the Board of Supervisors (Supervisors). 1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to those specified in Clauses 1 and 2, Article 25 of this Charter. 2. In case the number of candidates for the Board of Supervisors by nomination and selection is insufficient, the current Board of Supervisors may nominate more candidates or organize the nomination according to the provisions of the Company Charter, Internal Regulations on Corporate Governance and Operating Regulations of the Board of Supervisors. The introduction of more candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.	Article 36. Nomination and appointment of members of the Audit Committee 1. The Chairman of the Audit Committee and other members of the Audit Committee are nominated by the Board of Directors and are not executives of the Company. 2. The appointment of the Chairman of the Audit Committee and other members of the Audit Committee must be approved by the Board of Directors at a meeting of the Board of Directors.	Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
27	Chapter IX	<p>Article 37. Members of the Board of Supervisors.</p> <p>1. The number of members of the Company's Board of Supervisors shall not exceed five (5) years and may be re-elected for an unlimited number of tenures.</p> <p>2. Members of the Board of Supervisors must satisfy the criteria and conditions specified in Article 169 of the Law on Enterprises and not fall into the following cases:</p> <p>a) Work in the accounting and finance department of the Company;</p> <p>b) Be a member or an employee of an independent auditing company that audits the financial statements of the company for 03 consecutive years.</p> <p>3. A member of the Board of Supervisors shall be dismissed in the following cases:</p> <p>a) No longer meeting the criteria and conditions to be a member of the Board of Supervisors as stipulated in this Article;</p> <p>b) Have resigned and accepted;</p> <p>c) Other cases as prescribed by law (if any).</p> <p>4. A member of the Board of Supervisors shall be removed in the following cases:</p> <p>a) Fail to fulfill the assigned tasks or works;</p> <p>b) Fail to exercise their rights and obligations for six consecutive months, except for force majeure events;</p> <p>c) Repeatedly or seriously violate the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;</p> <p>d) Other cases according to the resolution of the General Meeting of Shareholders.</p>	<p>Article 37. Members of the Audit Committee</p> <p>1. The Audit Committee has 02 or more members. The Chairman of the Audit Committee must be an independent member of the Board of Directors. The other members of the Audit Committee must be non-executive members of the Board of Directors.</p> <p>2. The Audit Committee members must have knowledge of accounting and auditing, have general understanding of the law and operations of the Company and must not fall into the following cases:</p> <p>a) Work in the accounting and finance department of the Company;</p> <p>b) Be a member or employee of an auditing organization approved to audit the Company's financial statements in the previous 3 consecutive years.</p> <p>3. The Chairman of the Audit Committee must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, or business administration</p>	<p>Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.</p>
28	Chapter IX	<p>Article 38. Head of Board of Supervisors.</p> <p>1. Head of the Board of Supervisors is elected by the Board of Supervisors from among the members of the Board of Supervisors; election, dismissal, and removal from office according to the majority rule. The Board of Supervisors must have more than half of the permanent members in Vietnam. The head of the Board of Supervisors must have a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration or majors related to the business activities of the Company.</p> <p>2. Rights and duties of Head of Board of Supervisors:</p> <p>a) Convene the meeting of the Board of Supervisors;</p> <p>b) Request the Board of Directors, the Director, Deputy Directors and Chief Accountant to provide relevant information to report to the Board of Supervisors;</p> <p>c) Prepare and sign the report of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.</p>	<p>Annul</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
29	<p>Chapter IX</p>	<p>Article 39. Rights and duties of Board of Supervisors.</p> <p>The Board of Supervisors has the rights and obligations stipulated in Article 170 of the Enterprise Law and the following rights and obligations:</p> <ol style="list-style-type: none"> 1. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit the Company's Financial Statements; decide on the approved auditing organization to inspect the Company's operations, and dismiss the approved auditor when deemed necessary. 2. Be responsible to shareholders for their supervisory activities. 3. Supervise the financial situation of the Company, compliance with the law in the activities of members of the Board of Directors, Directors, and managers of the Company according to Point h, Clause 1, Article 1 of this Charter. 4. Ensure coordination with the Board of Directors, Director and shareholders. 5. In case of detecting violation of law or violation of the company charter of member of the Board of Directors, Director and Deputy Director and Chief Accountant of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, request violators to stop violations and take remedial measures. 6. Develop and decide to issue the Operating Regulations of the Board of Supervisors after being approved by the General Meeting of Shareholders. 7. Report to the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020 / ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities. 8. Have the right to access files and documents of the Company kept at the head office, branches and other locations; have the right to go to the working place of managers and employees of the Company during working hours. 9. Have the right to request the Board of Directors, members of the Board of Directors, the Director and managers in Section h, Article 1 of this Charter to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company. 10. Other rights and obligations as prescribed by law. 	<p>Article 38. Rights and obligations of the Audit Committee</p> <p>The Audit Committee has the rights and obligations as prescribed in Article 161 of the Law on Enterprises, the Company Charter and the following rights and obligations:</p> <ol style="list-style-type: none"> 1. Have the right to access documents related to the Company's operations, discuss with other members of the Board of Directors, the Director (General Director), Chief Accountant and other managers to collect information for the Audit Committee's operations. 2. Have the right to request representatives of approved auditing organizations to attend and answer questions related to audited financial statements at meetings of the Audit Committee. 3. Use legal, accounting or other outside consulting services when necessary. 4. Develop and submit to the Board of Directors policies on risk detection and management; propose to the Board of Directors solutions to handle risks arising in the Company's operations. 5. Prepare a written report to the Board of Directors when discovering that a member of the Board of Directors, the Director (General Director) and other managers do not fully perform their responsibilities as prescribed in the Law on Enterprises and the Company Charter. 6. Develop the Audit Committee's operating regulations and submit them to the Board of Directors for approval. 	<p>Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.</p>
30	<p>Chapter IX</p>	<p>Article 40. Meeting of the Board of Supervisors</p> <ol style="list-style-type: none"> 1. The Board of Supervisors must meet at least two (02) times a year, the number of members attending the meeting must be at least two-thirds (2/3) of the members of the Board of Supervisors. The minutes of meeting of the Board of Supervisors must be clearly and in detail. The minute recorder and the Board of Supervisors members attending the meeting must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors. 2. The Board of Supervisors has the right to request members of the Board of Directors, the Director and representatives of approved auditing organizations to attend and answer questions to be clarified. 	<p>Article 39. Meeting of the Audit Committee</p> <ol style="list-style-type: none"> 1. The Audit Committee must meet at least twice a year. Minutes of meetings must be detailed, clear and fully retained. The minute recorder and the Audit Committee members attending the meeting must sign the meeting minutes. 2. The Audit Committee shall pass decisions by voting at meetings, obtaining written opinions or other forms as prescribed by the Audit Committee's Operating Regulations. Each member of the Audit Committee has one vote. Unless the Audit Committee's Operating Regulations provide for a higher percentage, the Audit Committee's decision shall be adopted if approved by a majority of the members attending the meeting; in case of equal votes, the final decision shall be made in favor of the vote of the Chairman of the Audit Committee. 	<p>Abolish the Board of Supervisors and add an Audit Committee due to changes in organizational and management structure according to Point b, Clause 1, Article 137 of the 2020 Enterprise Law.</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
31	Chapter IX	no specified	<p>Article 40. Report on the activities of the independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders</p> <p>1. The independent member of the Board of Directors in the Audit Committee is responsible for reporting on its activities at the Annual General Meeting of Shareholders.</p> <p>2. Report on the activities of independent members of the Board of Directors in the Audit Committee at the Annual General Meeting of Shareholders must ensure the following contents:</p> <p>a) Remuneration, operating expenses and other benefits of the Audit Committee and each member of the Audit Committee as prescribed in the Law on Enterprises and the Company Charter;</p> <p>b) Summary of meetings of the Audit Committee and conclusions and recommendations of the Audit Committee;</p> <p>c) Results of supervision of the financial statements, operating situation and financial situation of the Company;</p> <p>d) Assessment report on transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with members of the Board of Directors, Directors, other executives of the enterprise and related persons of that entity; transactions between the Company and companies in which members of the Board of Directors, Directors, other executives of the enterprise are founding members or business managers within the last 3 years prior to the time of the transaction;</p> <p>dd) Results of assessment on the Company's internal control and risk management system;</p> <p>e) Results of supervision of the Board of Directors, Director and other executives of the enterprise;</p> <p>g) Results of assessment of coordination of activities between the Audit Committee and the Board of Directors, Director and shareholders;</p>	Add Audit Committee due to change in organizational and management structure according to point b, clause 1, article 137 of Enterprise Law 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
32	Chapter IX	<p>Article 41. Salary, remuneration, bonuses and other benefits of members of the Board of Supervisors.</p> <p>Salary, remuneration, bonus and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following provisions:</p> <p>1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses and other benefits according to the decision of the General Meeting of Shareholders. The General Meeting of Shareholders decides the total salary, remuneration, bonus and other benefits and the annual operating budget of the Board of Supervisors.</p> <p>2. Members of the Board of Supervisors shall be reimbursed for expenses for meals, accommodation, travel and for use of independent consultancy services at reasonable rates. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General meeting of shareholders, except where otherwise decided by the General meeting of shareholders.</p> <p>3. Salary and operating costs of the Board of Supervisors shall be included in business expenses in accordance with provisions of the law on corporate income tax and other relevant legislation, and must be presented in a separate item in the annual financial statements of the Company.</p>	Annul Article 41.	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
33	Chapter X	<p>Chapter X. Responsibilities of members of Board of Directors, members of the Board of Supervisors, Directors and other Executives</p> <p>Member of the Board of Directors, members of the Board of Supervisors, Director and Deputy Director and Chief Accountant are responsible for performing their duties, including duties as members of the subcommittees of the Board of Directors, in an honest and cautious manner for the benefit of the Company.</p>	Chapter X. Responsibilities of members of Board of Directors, Directors and other Executives Member of the Board of Directors, Director and Deputy Director and Chief Accountant are responsible for performing their duties, including duties as members of the subcommittees of the Board of Directors, in an honest and cautious manner for the benefit of the Company.	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
34	Article 42. Honesty responsibility and avoidance of conflicts of interest	<p>1. Members of the Board of Directors, members of the Board of Supervisors, Directors and managers according to Point h, Clause 1 of this Charter must publicly disclose related interests according to the provisions of the Law on Enterprises and related legal documents.</p>	<p>1. Members of the Board of Directors, Directors and managers according to Point h, Clause 1, Article 1 of this Charter must publicly disclose related interests according to the provisions of the Law on Enterprises and related legal documents.</p>	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
35	Article 42. Honesty responsibility and avoidance of conflicts of interest	<p>2. Members of the Board of Directors, members of the Board of Supervisors, Directors, managers according to Point h Clause 1 of this Charter and their related persons may only use information obtained through their positions to serve the interests of the Company.</p>	<p>2. Members of the Board of Directors, Directors, managers according to Point h Clause 1 Article 1 of this Charter and their related persons may only use information obtained through their positions to serve the interests of the Company.</p>	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
36	Article 42. Honesty responsibility and avoidance of conflicts of interest	3. Members of the Board of Directors, members of the Board of Supervisors, Directors and managers according to Point h Clause 1 Article 1 of this Charter are obliged to notify in writing to the Board of Directors, the Board of Supervisors of transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with that entity itself or with related persons of that entity as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the provisions of the securities law on information disclosure.	3. Members of the Board of Directors, Directors and managers according to Point h Clause 1 Article 1 of this Charter are obliged to notify in writing to the Board of Directors of transactions between the Company, subsidiaries, other companies in which the Company controls 50% or more of the charter capital with that entity itself or with related persons of that entity as prescribed by law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on these resolutions in accordance with the provisions of the securities law on information disclosure.	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
37	Article 42. Honesty responsibility and avoidance of conflicts of interest	5. Members of the Board of Directors, members of the Board of Supervisors, Directors, managers according to Point h Clause 1 Article 1 of this Charter and related persons of these subjects are not allowed to use or disclose to others internal information to carry out related transactions.	5. Members of the Board of Directors, Directors, managers according to Point h Clause 1 Article 1 of this Charter and related persons of these subjects are not allowed to use or disclose to others internal information to carry out related transactions.	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
38	Article 42. Honesty responsibility and avoidance of conflicts of interest	6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, Director, Deputy Director and Chief Accountant and individuals and organizations related to these subjects are not invalid in the following cases: a) For transactions with a value of less than or equal to 20% (twenty percent) of the total asset value recorded in the most recent financial statement, important contents of the contract or transaction as well as relationships and interests of the Board of Directors, members of the Board of Supervisors, the Director, Deputy Director and Chief Accountant have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors without related interests; b) For transactions worth more than 20% (twenty percent) or transaction resulting in transaction value arising within 12 months from the date of making the first transaction with value of 20% or more of the total value of assets recorded in the most recent financial report, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, members of the Board of Supervisors, Director, Deputy Director and Chief Accountant announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.	6. Transactions between the Company and one or more members of the Board of Directors, Director, Deputy Director and Chief Accountant and individuals and organizations related to these subjects are not invalid in the following cases: a) For transactions with a value of less than or equal to 20% (twenty percent) of the total asset value recorded in the most recent financial statement, important contents of the contract or transaction as well as relationships and interests of the members of the Board of Directors, the Director, Deputy Director and Chief Accountant have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors without related interests; b) For transactions worth more than 20% (twenty percent) or transaction resulting in transaction value arising within 12 months from the date of making the first transaction with value of 20% or more of the total value of assets recorded in the most recent financial report, the important contents of this transaction as well as the relationship and interests of members of the Board of Directors, Director, Deputy Director and Chief Accountant announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
39	Article 43. Responsibility for damages and compensation	1. Members of the Board of Directors, members of the Board of Supervisors, Directors, Deputy Directors and Chief Accountant who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.	1. Members of the Board of Directors, Directors, Deputy Directors and Chief Accountant who violate their obligations and responsibilities of honesty and prudence and fail to fulfill their obligations shall be responsible for damages caused by their violations.	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
40	<p>Article 43. Responsibility for damages and compensation</p>	<p>2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases other than lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, members of the Board of Supervisors, Director, Deputy Director and Chief Accountant, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.</p>	<p>2. The Company shall indemnify any person who has been, is or may become a party to any claim, lawsuit or prosecution (including civil and administrative cases other than lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, Director, Deputy Director and Chief Accountant, employee or representative authorized by the Company who has been or is performing duties as authorized by the Company, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has breached his/her responsibilities.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
41	<p>Article 44. Right to look up books and records</p>	<p>1. Common shareholders have the right to look up books and records, specifically as follows: ... b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, Report of the Board of Supervisors, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.</p>	<p>1. Common shareholders have the right to look up books and records, specifically as follows: ... b) Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions and decisions of the Board of Directors, mid-year and annual financial reports, contracts and transactions that must be approved by the Board of Directors and other documents, except for documents related to the Company's trade secrets and business secrets.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
42	<p>Article 44. Right to look up books and records</p>	<p>3. Members of the Board of Directors, members of the Board of Supervisors, the Director and Deputy Directors and the Chief Accountant have the right to look up the Company's shareholder register, the Company's shareholder register, the list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.</p>	<p>3. Members of the Board of Directors, the Director and Deputy Directors and the Chief Accountant have the right to look up the Company's shareholder register, the list of shareholders, books and other records of the Company for purposes related to their positions, provided that such information must be kept confidential.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>
43	<p>Article 44. Right to look up books and records</p>	<p>4. The Company shall have to keep this Charter and other amendments and additions to this Charter, business registration certificate, regulations, documents proving ownership of the assets, the resolutions of the General Meeting of Shareholders and Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Supervisors, annual financial statements, accounting books and any other documents as prescribed by the law at the head office or another place provided that Shareholders and business registration offices may be informed about the location of these documents.</p>	<p>4. The Company shall have to keep this Charter and other amendments and additions to this Charter, business registration certificate, regulations, documents proving ownership of the assets, the resolutions of the General Meeting of Shareholders and Board of Directors, minutes of the General Meeting of Shareholders and Board of Directors, reports of the Board of Supervisors before the effective date of this Charter, annual financial statements, accounting books and any other documents as prescribed by the law at the head office or another place provided that Shareholders and business registration offices may be informed about the location of these documents.</p>	<p>Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020</p>

No	Provisions (according to current regulations)	Current Charter Regulations	Proposed amendment content	Reasons for amendment
44	Article 55. Liquidation	1. At least 06 (six) months after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the Board of Directors from an independent auditing company. Liquidation committee shall prepare the regulations of its activity. The members of the Liquidation committee may be selected among Company staff or independent experts. All costs related to the liquidation shall be given priority for payment by the Company before other debts of the Company.	1. At least 06 months before the end of the Company's term of operation or after the decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the Board of Directors from an independent auditing company. Liquidation committee shall prepare the regulations of its activity. The members of the Liquidation committee may be selected among Company staff or independent experts. All costs related to the liquidation shall be given priority for payment by the Company before other debts of the Company.	Revise according to the charter form issued under the Circular 116/2020/TT-BTC
45	Article 56. Internal dispute settlement	1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between: ... b) Shareholders with the Board of Directors, Board of Supervisors, Director or Deputy Director and Chief Accountant;	1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between: ... b) Shareholders with the Board of Directors, Director or Deputy Director and Chief Accountant;	Annul the Board of Supervisors due to changes in organizational and management structure according to point b, clause 1, article 137 of the Law on Enterprises 2020
46	Article 58. Effective date	1. This charter includes 58 Articles, approved by amendment and supplement according to the Resolution of the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company dated July 26, 2024 and issued according to Resolution No. 1585/NQ-HĐQT dated October 2, 2024 of the Board of Directors of the Company.	1. This Charter consists of 57 articles, unanimously approved by the General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company on April 24, 2025 at the 2025 Annual General Meeting of Shareholders and jointly approved the full validity of this Charter.	Update the number of articles and the time of adoption of the Charter

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

TRANSLATION
BẢN DỊCH
SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.:/TTr-HĐQT

Hanoi, date..... month 2025

REPORT TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

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

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

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

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

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

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

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

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



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

(The amended contents and the Draft of the Company Charter, amended and supplemented for the 14th time, are attached to this Report)

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

Sincerely thanks.

Recipients:

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

**FOR BOARD OF DIRECTORS
Chairman**

Pham Cao Son

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HOUSING AND URBAN DEVELOPMENT CORPORATION

HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

SUMMARY OF AMENDMENTS TO OPERATION REGULATIONS OF THE BOARD OF DIRECTORS

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
1	Bases, orthography		Add: Law on Amending and Supplementing a Number of Articles of the Securities Law No. 56/2024/QH15 dated November 29, 2024; Amending the 12th Charter to the 14th Charter - Add notes: (hereinafter referred to as abbreviated as BOD) to explain the term	
2	Article 5. Term of office and number of members of Board of Directors	Detailed description of the Company Charter	According to the provisions of Article 26 of the Company Charter.	Citation according to the Company Charter
3	Article 6. Standards and conditions of members of Board of Directors	Detailed description of the Company Charter	1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 4, Article 25 of the Company Charter.	Citation according to the Company Charter

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
4	Article 7: Chairman of Board of Directors	Detailed description of the Company Charter	According to the provisions of Article 29 of the Company Charter. When deeming it necessary, the Board of Directors shall decide to appoint the Company secretary. The Company secretary has the rights and obligations as prescribed in Clause 4, Article 32 of the Company Charter.	Citation according to the Company Charter
5	Article 10. Notice of election, dismissal and removal of members of the Board of Directors	Detailed description of the Company Charter	According to the provisions of Clause 1, Article 25 of the Company Charter.	Citation according to the Company Charter
6	Article 11. Rights and obligations of the Board of Directors	Detailed description of the Company Charter	According to the provisions of Article 27 of the Company Charter.	Citation according to the Company Charter

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
7	<p>Article 12.</p> <p>Duties and powers of the Board of Directors in approving and signing transaction contracts</p>	<p>1. The Board of Directors approves contracts, transactions with a value of less than 35% or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction with a value of less than 35 % of the total value of assets recorded in the latest financial statement or a smaller percentage or value as prescribed in the Company's Charter between the Company and one of the following subjects:</p> <ul style="list-style-type: none"> - Members of the Board of Directors, members of the Board of Supervisors, Directors, other managers and related persons of these subjects, - Shareholders, authorized representative of shareholders holding more than 10% of the ordinary shares of the Company and their related persons; <p>2. The representative of the Company signing contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors about the subjects related to such contract or transaction and enclosed with the draft</p>	<p>11. The Board of Directors approves contracts, transactions with a value of less than 35% or transactions leading to the total value of transactions arising within 12 months from the date of the first transaction with a value of less than 35 % of the total value of assets recorded in the latest financial statement or a smaller percentage or value as prescribed in the Company's Charter between the Company and one of the following subjects:</p> <ul style="list-style-type: none"> - Members of the Board of Directors, Directors, other managers and related persons of these subjects, - Shareholders, authorized representative of shareholders holding more than 10% of the ordinary shares of the Company and their related persons: - The enterprise is related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises. <p>2. The representative of the Company signing contract or transaction must notify the members of the Board of Directors about the subjects related to such contract or transaction and enclosed with the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of contracts and transactions within 15 days from the date of receipt of</p>	Delete the Board of Supervisors

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
8	Article 13. Responsibilities of the Board of Directors in convening the Extraordinary General Meeting of Shareholders	contract or the main content of the transaction. The Board of Directors shall decide on the approval of contracts and transactions within 15 days from the date of receipt of the notice, unless otherwise provided for in the company's charter; members of the Board of Directors with interests related to the parties in the contract or transaction do not have the right to vote.	the notice, unless otherwise provided for in the company's charter; members of the Board of Directors with interests related to the parties in the contract or transaction do not have the right to vote.	Citation according to the Company Charter
9	Article 14. Subcommittees of the Board of Directors.	Detailed description of the Company Charter	<p>1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of the Charter of the Company.</p> <p>12. Convening an extraordinary meeting of shareholders as prescribed in Clause 4, Article 14 of the Company Charter.</p> <p>13. The person convening the General Meeting of Shareholders must perform the tasks prescribed in Clause 2, Article 18 of the Company Charter.</p> <p>According to the provisions of Article 31 of the Company Charter.</p>	Citation according to the Company Charter

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
10	Article 15. Meetings of Board of Directors	Detailed description of the Company Charter	According to the provisions of Article 30 of the Company Charter.	Citation according to the Company Charter
11	Article 17. Minutes of meetings of Board of Directors	Article 17. Minutes of meetings of Board of Directors	Article 16. Minutes of meetings of Board of Directors	Adjust Article 17 to Article 16 to ensure continuity
12	Article 18. Submission of annual reports	<p>1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> (a) Report on results of business of the Company, (b) Financial statements; (c) Report on evaluation on management and administration of the Company; (d) Appraisal report of the Board of Supervisors. <p>2. Unless otherwise stated in the Charter, the report specified at Points a, b and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of</p>	<p>Article 17. Submission of annual reports</p> <p>1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:</p> <ul style="list-style-type: none"> (a) Report on results of business of the Company; (b) Financial statements; (c) Report on evaluation on management and administration of the Company; <p>12. Unless otherwise stated in the Charter, the report specified in Clause 1 of this Article and audit reports must be kept at the head office of the Company at least 10 days before the opening date of the Annual General</p>	Remove the Board of Supervisors, adjust Article 18 to Article 17 to ensure continuity

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
		<p>the Annual General Meeting of Shareholders.</p> <p>3. Unless otherwise stated in the Charter, the report specified in Clauses 1 and 2 of this Article, appraisal reports of the Board of Supervisors and audit reports must be kept at the head office of the Company at least 10 days before the opening date of the Annual General Meeting of Shareholders. Shareholders holding shares of the Company continuously for at least one year shall have the right by themselves or together with lawyers or accountants and practicing certified auditors to directly review the reports provided for in this Article during the reasonable period of time.</p>	<p>Meeting of Shareholders. Shareholders holding shares of the Company continuously for at least one year shall have the right by themselves or together with lawyers or accountants and practicing certified auditors to directly review the reports provided for in this Article during the reasonable period of time.</p>	
13	<p>Article 19. Remuneration, salaries and other benefits of members of Board of Directors</p>	<p>Detailed description of the Company Charter</p>	<p>Article 18. Remuneration, salaries and other benefits of members of Board of Directors</p> <p>According to the provisions of Article 28 of the Company Charter.</p>	<p>Adjust Article 19 to Article 18 to ensure continuity Citation according to the Company Charter</p>
14	<p>Article 20. Disclosure of relevant</p>	<p>Article 20. Disclosure of relevant benefits</p>	<p>Article 19, Disclosure of relevant benefits</p>	<p>Adjust Article 20 to Article 19 to ensure</p>

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
	benefits			continuity
15	<p>Article 21. Relationship among members of the Board of Directors</p> <p>among members of the Board of Directors</p> <p>1. The relationship among the members of the Board of Directors is a cooperative relationship, the members of the Board of Directors are responsible for informing each other about related issues in the process of handling their assigned work.</p> <p>2. During handling work, the member of the Board of Directors under main responsibility must actively coordinate in handling, if there is a problem related to the field under the charge of another member of the Board of Directors. In case, there are differences of opinion among the members of the Board of Directors, the member under main responsibility shall report to the Chairman of the Board of Directors for consideration and decision according to the competence, or organize a meeting or collect opinions of the members of the Board of Directors in accordance with the law, the Company's Charter and this Regulation.</p> <p>3. In case of reassignment among members of the</p>	<p>Article 20. Relationship among members of the Board of Directors</p> <p>Additional information</p> <p>4. Principles for considering and resolving work of the Board of Directors: The Board of Directors works collectively; meets at least once a quarter to consider and decide on matters within its rights and obligations. For matters that do not require discussion, the Board of Directors may seek written opinions from members. The Board of Directors may convene extraordinary meetings to resolve urgent matters at the request of the Chairman of the Board of Directors or more than 50% of the total number of Board of Directors members or the Director.</p> <p>a. For the work directly resolved by the Board of Directors according to Article 5 and Article 16 of this Regulation,</p> <p>b. For tasks not directly handled by the Board of Directors, the person delegated or authorized by the Board of Directors is responsible for performing the work in accordance with the provisions of law and the</p>	<p>Adjust Article 21 to Article 20 to ensure continuity</p> <p>Add the principle of considering and resolving the work of the Board of Directors, the issues directly signed by the Chairman of the Board of Directors, and the delegation of the Board of Directors in accordance with the new governance model</p>	

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
		<p>Board of Directors, the members of the Board of Directors must hand over the work, relevant documents and records. This handover must be made in writing and reported to the Chairman of the Board of Directors.</p>	<p>Company's Charter.</p> <p>During the process of resolving and handling the work of the Board of Directors, relevant individuals and units are responsible for supplementing records, documents, and explaining issues to be clarified in writing at the request of members of the Board of Directors.</p> <p>15. The Chairman of the Board of Directors, as the Legal Representative, directly issues Decisions/documents (without requiring to organize Board of Directors meetings) to direct:</p> <p>a. Develop quarterly and annual operating plans of the Board of Directors,</p> <p>b. Prepare agenda, content, and documents for Board of Directors meetings or collect opinions from Board of Directors members,</p> <p>opinions of the Board members. c. Convene a meeting of the Board of Directors or organize a consultation with the administrators;</p> <p>d. Organize the implementation of resolutions of the General Meeting of Shareholders and organize the implementation of agendas, resolutions and decisions</p>	

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
			<p>of the Board of Directors,</p> <p>c. Organize monitoring and evaluation of results according to strategic goals, operating results of the Company; management and operation results of the Director,</p> <p>f. On behalf of the Company as an authorized person and legal representative;</p> <p>6. Board of Directors' hierarchy:</p> <p>a. The Vice Chairman of the Board of Directors (if any) uses the Company's executive apparatus, support staff and seal to perform tasks in assigned fields or topics; proposes and reports to the Board of Directors on his/her views to discuss and resolve work with other members of the Board of Directors:</p> <p>b. A full-time member of the Board of Directors (if any) is assigned by the Board of Directors to monitor and supervise one or more tasks under the authority of the Board of Directors in fields, units or by topic. Full-time members are responsible for monitoring, urging, and supervising work in assigned fields, units, or topics; proposing and reporting to the Board of Directors their opinions and views to discuss and resolve work with other members of the Board of</p>	

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
			<p>Directors;</p> <p>c. Members of the Board of Directors cum Director has the following functions and duties:</p> <ul style="list-style-type: none"> - Perform the role of company management according to the provisions of Article 35 of the Company Charter, use/manage all resources of the Company to implement production and business activities in accordance with the goals and plans decided and issued by the competent authority. - Perform the role authorized by the Legal Representative for the Director on the basis of the authorization document in compliance with the Company Charter and relevant legal provisions. 	
16	Article 22. Relationship with the executive board	With the governance role, the Board of Directors issues resolutions for the Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of resolutions.	<p>Article 21. Relationship with the executive board</p> <p>1. For direction and implementation of direction:</p> <ul style="list-style-type: none"> - As an executive, the Board of Directors issues resolutions for the executive apparatus for implementation. At the same time, the Board of Directors checks and supervises the implementation of resolutions. The Board of Directors unifies the Company's management according to the objectives. 	Adjust Article 22 to Article 21 to ensure continuity Add relationship with the executive board in

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
			<p>The Executive Board is responsible for using all the Company's resources to implement the objectives on the basis of compliance with the Company's Charter and relevant legal regulations.</p> <p>- The Board of Directors holds meetings with the Executive Board to listen to reports on the Company's operations, the implementation of Resolutions/Decisions/documents issued by the Board of Directors, as well as difficulties and obstacles in the process of management and operation of production and business; supervise the implementation of Resolutions/Decisions/documents issued by the Board of Directors on the basis of not overlapping and hindering the normal operations of the Company. If necessary or according to the annual plan, the Board of Directors shall establish a working group to monitor the implementation of resolutions/decisions/documents issued by the Board of Directors.</p> <p>- The Chairman of the Board of Directors has the right to attend or send the Vice Chairman of the Board of Directors (or a full-time member of the Board of Directors) to attend briefing meetings and meetings to prepare schemes and projects chaired by the Director</p>	<p>accordance with the new governance model</p>

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
			<p>or Deputy Director. The Chairman of the Board of Directors or a representative of the Board of Directors attending the meeting shall speak and contribute opinions but shall not conclude the meeting.</p> <p>- The Director shall manage the day-to-day business operations of the Company; shall be supervised and directed by the Board of Directors and shall be responsible to the Board of Directors and before the law on the implementation of assigned rights and obligations. Within the scope of permission, the Director is proactive in resolving and taking responsibility for those decisions. The Director has the right to decide on measures beyond his authority in urgent cases but must report in writing to the Board of Directors as soon as possible and be responsible to the Board of Directors for that decision.</p> <p>- The Director has the right to refuse to implement and reserve his opinions on the decisions of the Board of Directors if he determines that this decision is illegal or harms the interests of the Company or Shareholders. In this case, the Director must immediately report to the Board of Directors and the Audit Committee in writing.</p> <p>2. For the implementation of the authorization of the</p>	

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
			<p>legal representative, the Director performs the duties of the authorized person of the Company's Legal Representative, within the scope of authorization, proactively resolves and takes responsibility for such decisions.</p> <p>3. Supervision and supervision principles:</p> <ul style="list-style-type: none"> - Supervision work is carried out in accordance with the provisions of law. The Company's Charter and internal regulations of the Company. - Not overlap and hinder the normal operations of the Company, the supervised subjects and other related entities. - Supervision methods and contents: <p>Indirect supervision: Through the Director's reports.</p> <p>Direct supervision: Through thematic or ad hoc monitoring plans depending on the practical situation, the Board of Directors directs the establishment of Working Groups to carry out supervision work.</p> <p>Based on the synthesis of information from the above methods, or according to the assignment/authorization of the Chairman of the Board of Directors, members of the Board of Directors perform the supervision</p>	

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
			<p>function and proactively report to the Board of Directors on arising issues related to the content/field, assigned unit (if any).</p> <p>4. Communication/reporting regime:</p> <ul style="list-style-type: none"> - Periodically as prescribed in the charter or coinciding with the reporting period as required by the Parent Company, Housing and Urban Development Corporation, the Executive Director reports to the Chairman of the Board of Directors/Legal Representative on the production and business performance, the implementation of authorization and the next period's plan. - Extraordinary reporting when requested by the Board of Directors or when the Executive Board deems it necessary to report due to issues beyond its authority and or at risk of affecting the goals set by the Board of Directors. - The report content is built according to the following principles: Fully implement the report contents according to the form, or the contents required by regulations, the information in the report must ensure the principle of completeness, honesty and non-duplication, in the same reporting period except for 	

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
			<p>special reports, each type of report only contains information that is guaranteed not to overlap with the content of other reports to ensure no data overlap and serve scientific storage; special and specialized reports are separated from the general database to serve each administrative and monitoring purpose (if any).</p>	
17	<p>Article 23</p>	<p>Article 23. Relationship with the Board of Supervisors</p> <p>1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principles of equality and independence, while closely coordinating and supporting each other during performance.</p> <p>2. When receiving inspection records or general reports of the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and make timely corrections.</p>	<p>Article 22. Relationship with the Audit Committee</p> <p>1. The relationship between the Board of Directors and the Audit Committee is a cooperative relationship. The working relationship between the Board of Directors and Audit Committee follows the principles of equality and independence, while closely coordinating and supporting each other during performance.</p> <p>2. When receiving inspection records or general reports of the Audit Committee, the Board of Directors is responsible for studying and directing relevant departments to develop plans and make timely corrections.</p>	<p>Adjust Article 23 to Article 22 to ensure continuity</p> <p>Replace the Board of Supervisors with the Audit Committee</p>
18	<p>Article 24. Implementation</p>	<p>1. This Charter includes 07 Chapters, 24 Articles, 14 pages and is unanimously approved on April 14, 2021 under Article 9 of the Resolution of the 2021</p>	<p>Article 23. Effect</p> <p>1. The operating regulations of the Board of Directors of HUDLAND Real Estate Investment and</p>	<p>Adjust Article 24 to Article 23 to ensure</p>

NO.	Provisions (according to current regulations)	Current regulations	Proposed amendment content	Reasons for amendment
	effect	<p>Annual General Meeting of Shareholders. During the implementation process, if new issues arise that require amendments and supplements to the regulations to comply with the provisions of law and the actual operating situation of the company, the Company Director may submit them to the Board of Directors for consideration and decision.</p> <p>2. These Regulations shall take effect from the date of issuance.</p> <p>3. Members of the Board of Directors, Board of Supervisors, Board of Management, Heads of Departments/Offices, Heads of units under the Company are responsible for guiding and organizing the implementation of these Regulations.</p>	<p>Development Joint Stock Company include 07 Chapters, 23 Articles, 13 pages unanimously approved on April ..., 2025 in accordance with Article ... Resolution of the 2025 Annual General Meeting of Shareholders.</p> <p>2. These Regulations shall take effect from the date of issuance.</p> <p>3. Members of the Board of Directors, Audit Committee, Board of Management, Heads of Departments/Offices under the Company are responsible for guiding and organizing the implementation of these Regulations.</p>	<p>continuity</p> <p>Update the Resolution of the General Meeting of Shareholders, replace the Board of Supervisors with the Audit Committee</p>

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

SUMMARY OF AMENDMENTS TO INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

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



4	<p>Article 2. General Meeting of Shareholders</p>	<p>a) Authority to convene the General Meeting of Shareholders:</p>	<p>c) Nominate, run for election, elect, dismiss and remove members of the Board of Directors, Board of Supervisors, and Director; d) Other activities as prescribed in the Company Charter and other current provisions of law. 2. Subject of application: These Regulations apply to members of the Board of Directors, Board of Supervisors, Directors and related persons.</p>	<p>of members of the Board of Directors, Directors and other business managers. This Charter is also the basis for Shareholders and other relevant parties to evaluate implementation of Corporate governance of HUDLAND Real Estate Investment and Development Joint Stock Company. Specifically, these Regulations stipulate the following contents: a) Roles, rights and obligations of the General Meeting of Shareholders, Board of Directors, Director and Committees under the Board of Directors; b) Procedures for the General Meeting of Shareholders; c) Nomination, candidacy, election, dismissal and removal of members of the Board of Directors, Director, and members of the Committees; d) Coordination of activities between the Board of Directors and the Director; e) Other activities as prescribed in the Company Charter and other current provisions of law. 2. Subject of application: This Charter applies to members of the Board of Directors, Directors, Corporate Governance Officers and related persons.</p>	<p>Remove the Board of Control, replace "Company" by "Convenor of the</p>
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	<p>- Boards of Directors: according to Clause 1- Article 18 of the Charter and Clause 1, Clause 2, Article 140 of the Law on Enterprises;</p> <p>- Board of Supervisors: according to Clause 3, Article 140 of the Law on Enterprises;</p> <p>- Other cases: according to Clause 4, Article ` of Law on Enterprises.</p> <p>b) Make a list of shareholders entitled to attend the meeting</p> <p>The company must disclose information to the Securities Depository Center (abbreviated as VSD) about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date. In addition to sending the notification to VSD, the document in .pdf format must be sent to the Stock Exchange, Securities Commission and posted on the Company's website.</p> <p>c) Notice of official list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>The person convening the meeting requests the shareholder relations department to prepare a document for the person disclosing the information to send to VSD at least 30 days before the expected date of sending the notice of invitation to the General Meeting of Shareholders, but must ensure the provisions in item a) clause 2 Article 18 of the Charter; m) Conditions for the resolution to be passed</p> <p>- The election of members of the Board of Directors and the Board of Supervisors must comply with the provisions of Clause 3, Article 148 of the Law on Enterprises.</p>	<p>general meeting of shareholders", add "place where the company is listed", add "state", add "shareholders", change "item" to "point"</p>
	<p>- Boards of Directors: according to Clause 1- Article 18 of the Charter and Clause 1, Clause 2, Article 140 of the Law on Enterprises.</p> <p>- Other cases: according to Clause 4, Article 140 of the Law on Enterprises.</p> <p>b) Make a list of shareholders entitled to attend the meeting</p> <p>The person convening the General Meeting of Shareholders must disclose information to the Securities Depository Center (abbreviated as VSD) about the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date. In addition to sending the notification to VSD, the document must be sent in .pdf file format to the Stock Exchange where the Company is listed, the State Securities Commission and posted on the Company's website.</p> <p>c) Notice of official list of shareholders entitled to attend the General Meeting of Shareholders</p> <p>The person convening the shareholders' meeting shall request the shareholder relations department to prepare a document for the person disclosing the information to send to VSD at least 30 days before the expected date of sending the notice of invitation to the shareholders' meeting, but must ensure the provisions in Point a) Clause 2, Article 18 of the Charter; m) Conditions for the resolution to be passed</p>	

		<p>+ The Company's shareholder relations department collects written opinions from shareholders. The Chairman of the Board of Directors organizes a vote counting meeting, consisting of members of the Board of Directors and</p> <p>The Board of Supervisors/ or shareholders (not holding management positions of the company) participate in supervising the vote counting, the Company Secretary prepares the vote counting minutes and the results of the opinion collection for the members participating in the vote counting sign confirmation;</p>	<p>- The election of members of the Board of Directors must be carried out in accordance with the provisions of Clause 3.</p> <p>Article 148 of the Law on Enterprises;</p> <p>+ The Company's shareholder relations department collects written opinions from shareholders, the Chairman of the Board of Directors organizes a vote counting meeting, consisting of members of the Board of Directors and shareholders (not holding management positions in the company) participating in supervising the vote counting, the Company Secretary prepares a vote counting record of the opinion collection results for the members participating in the vote counting to sign for confirmation</p>	
<p>5</p> <p>Article 3. Boards of Directors</p>		<p>c) Notice of the Board of Directors meeting (including time, location, agenda, issues to be discussed and decided); The Chairman of the Board of Directors or the convener (as prescribed in Clauses 5, 6, 7, Article 30 of the Charter) is responsible for directing the Company's Administration Officer/Company Secretary to prepare the documents/files (including meeting agenda, time, location, relevant documents and ballots for members of the Board of Directors who cannot attend the meeting), sign invitations sent to members of the Board of Directors;</p>	<p>c) Notice of Board of Directors meeting (including time, location, meeting agenda, issues discussed and decided);</p> <p>The Chairman of the Board of Directors or the convener (as prescribed in Clauses 5 and 6, Article 30 of the Charter) is responsible for directing the Company's Administrator/Company Secretary to prepare the files/documents (including meeting agenda, time, location, related documents and ballots for members of the Board of Directors who cannot attend the meeting), sign the invitation letter and send it to the members of the Board of Directors;</p>	<p>Remove point d due to removal of the Board of Supervisors , Article 7 of the Charter is removed 30; add information of Clause 3</p>

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

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

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

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

11th & 12th FLOOR - HUDLAND TOWER - LINH DAM - HOANG MAI - HANOI

Tel: 024.3.6523862

FAX: 024.3.6523864

Website: hudland.com.vn

Email: hudland@hudland.com.vn

TRANSLATION
BẢN DỊCH

Hanoi, April 24, 2025

DRAFT

**REGULATIONS ON ELECTION
OF MEMBERS OF THE BOARD OF DIRECTORS FOR 2023-2028 TERM AT
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

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

Pursuant to the Securities Law No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law.

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

The General Meeting of Shareholders of HUDLAND Real Estate Investment and Development Joint Stock Company conducts the election to supplement/replace 01 member of the Board of Directors for the 2023-2028 term according to the following regulations:

Điều 1. Subject of conducting election.

Shareholders owning voting shares and authorized representatives of shareholders owning voting shares shall comply with the list of shareholders of the Company closed on _____, 2025.

Điều 2. Standards and conditions of members of Board of Directors

1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises 2020;

2. Have professional qualifications and experience in business administration or in the company's fields, industries and business lines and not necessarily being a shareholder of the company;

3. A member of the Board of Directors of a company may concurrently be a member of the Board of Directors of another company;

4. Have a valid decision or document appointing a representative of the shareholder being an organization in case of participating in the Board of Directors due to being nominated by the shareholder authorized to manage capital to participate in the Board of Directors.

5. Non-executive member of the Board of Directors is not the General Director (Director), Deputy General Director (Deputy Director), Chief Accountant and other executives as prescribed in the Company Charter.

6. Independent members of the Board of Directors must have standards and following conditions:

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

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

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

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

dd) Not be a member of the Board of Directors or the Board of Supervisors of the company for at least 5 consecutive years, except in cases of being appointed for two consecutive terms.

Điều 3. Nomination and candidacy of members of Board of Directors and number of elected members.

1. Nomination, candidacy of members of the Board of Directors

a. Shareholders holding voting shares for at least six (06) consecutive months up to the time of closing the list of attending shareholders have the right to include the number of voting rights to nominate candidates for the Board of Directors. For nomination of the candidate for the Board of Directors, that the shareholders after including votes with the voting right must comply with the provisions of law and the company's charter.

b. Shareholders or Groups of shareholders holding from 10% to less than 20% of voting shares for a continuous period of at least 6 months are entitled to nominate and appoint 01 person to the Board of Directors;

c. Shareholders or Groups of shareholders holding from 20% to less than 30% of voting shares for a continuous period of at least 6 months are entitled to nominate and appoint 02 people to the Board of Directors;

d. Shareholders or Groups of shareholders holding from 30% to less than 50% of voting shares for a continuous period of at least 6 months are entitled to nominate and appoint 03 people to the Board of Directors;

e. Shareholders or Groups of shareholders holding from 50% to less than 65% of voting shares for a continuous period of at least 6 months are entitled to nominate and appoint 04 people to the Board of Directors.

f. Shareholders or groups of shareholders holding 65% or more of the voting shares for at least 06 consecutive months are entitled to nominate all additional candidates to the Board of Directors.

2. Number of elected members of the Board of Directors;

The number of elected members of the Board of Directors is 01 member.

Điều 4. Applications for nomination and candidacy for election to the Board of Directors include:

1. Application for candidacy or nomination to join the Board of Directors;
2. Curriculum Vitae/Information provided by the candidate according to the form attached to this regulation;
3. Notarized copies:
 - 3.1.ID card (or passport in case of overseas Vietnamese or foreigner);
 - 3.2.Permanent residence registration (or long-term temporary residence registration);
 - 3.3.Certificates of academic qualification and professional qualifications;
4. Power of attorney (if the candidate is authorized by the group for candidacy);
5. Other documents (if any).

Điều 5. Time to exercise the right of nomination, candidacy of members of the Board of Directors

Application for nomination/candidacy must be sent to the following address before April 8, 2025:

1. HUDLAND Real Estate Investment and Development Joint Stock Company - 12th Floor, HUDLAND TOWER Building, Lot A-CC7, Linh Dam General Service Area, Hoang Liet Ward, Hoang Mai District, Hanoi City.
2. Person in charge: Vo Thu Hang – Position: Administration & Human Resources staff;
3. Tel: 024.36523862 Fax: 024.36523864;

After this time, the application for nomination/candidacy shall be considered invalid. In addition, candidate information will be posted on the company's website so that shareholders can learn about these candidates before voting.

Điều 6. Votes and invalid votes.

1. Vote and voting

- a. Votes are printed uniformly, with total voting rights according to the attendance code;
- b. Shareholders or representatives duly authorized by shareholders are simultaneously issued votes for the Board of Directors according to the attendance code (owned and authorized);
- c. In case of incorrect recording, shareholders may request the Vote Counting Committee to change for another vote;
- d. Shareholders must write the number of votes they want to vote for such candidate in the corresponding box on the vote. In case of valid authorization (with power of attorney), the authorized person has full voting rights.

2. Cases of invalid votes.

- a. The vote does not follow the Company's prescribed form;

b. Votes are crossed out, corrected, or include names of candidates not on the list of candidates unanimously approved by the General Meeting of Shareholders before voting;

c. The vote has a total number of votes for the shareholder's candidates exceeding the total number of voting rights of that shareholder (including both owned and validly authorized votes).

Điều 7. Method of election.

1. Voting to elect members of the Board of Directors is carried out by secret vote using the cumulative voting method;

2. Each shareholder has a total number of voting rights corresponding to the total number of voting shares (including owned and authorized votes) multiplied by the number of additional members elected to the Board of Directors;

3. Shareholders can concentrate all their voting rights on one or several candidates or can vote equally for all candidates.

Điều 8. Vote Counting Committee, principles of voting and counting.

1. Vote Counting Committee.

a. The Vote Counting Committee is nominated by the Chairman and approved by the General Meeting of Shareholders;

b. The Vote counting committee is responsible for:

- Announce election regulations at the General Meeting;
- Introduce and distribute votes;
- Conduct vote counting;
- Announce election results before the General Meeting.

c. Members of the Vote Counting Committee may not be included in the list of nominees and candidates for the Board of Directors.

2. Principles of voting and counting.

a. The Vote Counting Committee shall check the vote boxes in the presence of shareholders;

b. Voting begins upon completion of the distribution of votes and ends when the last shareholder places his vote in the vote box;

c. The vote counting must be conducted immediately after the voting ends.

d. The vote counting results are recorded in writing and announced by the Head of the Vote Counting Committee before the General Meeting.

Điều 9. Principle of cumulative voting, principle of election of members of the Board of Directors.

1. Cumulative voting principle:

According to the instructions specified in the appendix attached to these Regulations.

2. Principles of winning the election:

a. The winning candidate is the candidate who receives the highest percentage of votes up to the required number of members (01 member of the Board of Directors).

b. In case there are candidates with equal percentage of votes and it is required to be eliminated to reach the required number of elected members, the person who owns or represents the ownership of more shares will be selected. If the number of shares owned or represented is equal, a re-election will be held between these candidates.

c. If the first election results do not select enough members of the Board of Directors as prescribed, the General Meeting of Shareholders will conduct a second supplementary election for candidates who did not pass the first election.

Article 10. Preparation and publication of Vote Counting Minutes.

1. After the vote counting, the vote counting committee must make the minutes of vote counting. Contents of the minutes of vote counting include:

- a. Name and address of the headquarter, enterprise code;
- b. Members of the vote counting committee;
- c. Purpose and content of voting.
- d. Total number of shareholders attending the meeting;
- e. Total number of shareholders participating in voting;
- f. Rate of voting rights of shareholders participating in voting compared to the total number of voting rights of shareholders attending the meeting (according to the cumulative voting method);
- g. Number and percentage of valid, invalid and blank votes;
- h. Number of votes and percentage of voting rights for each candidate.
- i. List of successful candidates
- j. Signatures of members of the Vote Counting Committee

2. Full text of the minute of voting must be announced before the General Meeting.

Article 11. Complaints about voting and vote counting will be resolved by the meeting chairman and recorded in the minutes of the General Meeting of Shareholders.

This Charter consists of 11 articles and is read publicly before the General Meeting of Shareholders for approval by vote.

FOR PRESIDING COMMITTEE
Chairman of the General
Meeting/Chairman of the Board of
Directors

Pham Cao Son



HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

11th & 12th FLOOR - HUDLAND TOWER - LINH DAM - HOANG MAI - HANOI
 Tel: 024.3.6523862 FAX: 024.3.6523864
 Website: hudland.com.vn Email: hudland@hudland.com.vn

**TRANSLATION
 BẢN DỊCH**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

**INFORMATION SHEET
 AND IMPLEMENTATION COMMITMENT**

(For candidates for members of the Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company)

1. Full name:
2. Gender: Male Female
3. Date of birth:
4. Nationality:
5. Citizen Identification Card//Passport/Identity Card number:
 Date of issue:Place of issue:.....
6. Permanent address:
7. Contact phone number:
8. Education level:
9. Qualification:

No.	Name of degree	Major	Graduation year	Training time	Training Facility

10. Working process:

From ... to ...	Work unit	Position

11. Benefits related to the company and its stakeholders:

Candidate's commitment:

To confirm my desire to join the company's Board of Directors, I hereby commit to:

- Ensure to meet all the conditions of Board of Directors members according to the provisions of law and the Company Charter;
- Ensure accuracy of the personal information provided and take full legal responsibility for the declared information;
- Ensure to perform duties honestly, carefully and in the best interests of the

Attached are the Election Regulations of HUDLAND Real Estate Investment and Development Joint Stock Company. Please send to HUDLAND Company before April 08, 2025.





HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY

11th & 12th FLOOR - HUDLAND TOWER - LINH DAM - HOANG MAI - HANOI

Tel: 024.3.6523862

FAX: 024.3.6523864

Website: hudland.com.vn

Email: hudland@hudland.com.vn

company.

- Other commitments:.....

....., on, 2025

Attached documents: (Citizen Identification Card, degree,...)

Candidate
(Signature and full name)

1.
2.
3.
4.
5.



Attached are the Election Regulations of HUDLAND Real Estate Investment and Development Joint Stock Company. Please send to HUDLAND Company before April 08, 2025.

EN 16

TRANSLATION
BẢN DỊCH

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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

No.: /TTr-HĐQT

Hanoi, dated

, 2025

REPORT

Re: Dismissal and additional election of members of the Board of Directors

To: The 2025 Annual General Meeting of Shareholders

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

Pursuant to the Law on Enterprises dated June 17, 2020;

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

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

Pursuant to resignation letter dated , 2025 of Ms. Nguyen Thanh Huong - member of the Board of Directors.

The Board of Directors of HUDLAND Real Estate Investment and Development Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders to approve the personnel plan for the Board of Directors of HUDLAND Company as follows:

1. Dismissal of Ms. Nguyen Thanh Huong - member of the Board of Directors

On, 2025, Ms. Nguyen Thanh Huong submitted her resignation letter. Pursuant to the provisions of the Enterprise Law 2020, the Securities Law 2019, and the Company Charter, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the dismissal of Ms. Nguyen Thanh Huong.



2. Additional election of members of the Board of Directors

- Pursuant to Article 26 of the Company Charter, the number of additional members to be elected: 01 member of the Board of Directors.

- The term of office of the newly elected member of the Board of Directors is the remaining time of the 2023-2028 term.

- List of candidates nominated/self-nominated for the position of Board of Directors member:

1. Mr/Ms.: nominated/ self-nominated by shareholder/group of shareholders with total shares of shares.

2. Mr/Ms.: nominated/ self-nominated by shareholder/group of shareholders with total shares of shares.

3. ...

(The candidates' information has been published on the Company's website on April ..., 2025)

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

Sincerely thanks.

Recipients:

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

**FOR BOARD OF DIRECTORS
CHAIRMAN**

Pham Cao Son

Hanoi, dated , 2025

DRAFT

MINUTES OF THE MEETING

THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

1. The General Meeting participants include:

1.1 Guests:

1.1.1 Housing and Urban Development Corporation (HUD):

-

-

1.1.2 Representative of independent CPA auditing unit:

-

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

-

1.1.4 Representative of PVCombank:

-

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

1.2 Representative of HUDLAND Company:

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

- Mr. Pham Cao Son - Chairman of the Board of Directors;

- Ms. Dang Thanh Binh - Head of Board of Supervisors;

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

1.2.2 Shareholders:

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

2. Procedures of the General Meeting:

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



The Shareholder Eligibility Verification Board was established according to Decision No. /QD-HĐQT dated , 2024 of the Board of Directors of HUDLAND Company, including:

- - Head of Board;
- - Member;
- - Member;

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

- Number of shareholders directly attending the meeting: ... shareholders owning ... shares accounting for % of total shares with voting rights at the General Meeting;
- Number of shareholders authorizing other shareholders to attend the meeting: ... shareholders owning ... shares accounting for ... % of total shares with voting rights at the General Meeting.

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

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

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

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

2.2.1 Presidium:

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

2.2.2 Secretariat:

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

2.2.3 Vote Counting Committee:

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

- Mr. Dao Duy Khuong - Member;

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

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

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

3. General Meeting Content:

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

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

- ...;
- ...;
- ...;
- ...

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

-

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

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

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

Voting results:

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

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

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

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

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

Voting results:

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

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

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

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

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

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

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

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

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

+ Total production and business value:	26.08 billion dong/13.21 billion dong under the plan, reaching 197% of plan;
+ Development investment value:	516.93 billion dong/506.8 billion dong under the plan, reaching 102% of plan;
+ Total revenue and other income:	28.96 billion dong/22.46 billion dong under the plan, reaching 129% of plan;
+ Profit before tax:	4.520 billion dong/4.04 billion dong under the plan, reaching 112% of plan;

- + Profits after corporate income tax: 3.820 billion dong/2.508 billion dong under the plan, reaching 152% of plan;
- + Pay the state budget: 472.5 billion dong/344.54 billion dong under the plan, reaching 137% of plan;
- + Dividends: 0% /0% charter capital under the plan.

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

- + Total production and business value: 337.5 billion dong
- + Investment Value: 1,290.9 billion dong
- + Total revenue and other income: 126.94 billion dong
- + Profit before tax: 12.166 billion dong
- + Profits after corporate income tax: 9.732 billion dong
- + Pay the state budget: 811.2 billion dong
- + Expected dividend distribution level: 0% of charter capital

Voting results:

- + Total votes:votes accounting for.....% of the total number of votes.
- + Total valid votes:votes accounting for.....% of the total number of votes.
- + Total number of invalid votes:.....votes accounting for% of the total number of votes with voting rights.
- + Total number of Approval votes:.....votes accounting for% of the total number of votes with voting rights.
- + Total number of Disapproval votes:.....votes accounting for.....% of the total number of votes with voting rights.
- + Total number of No opinion votes:.....votes accounting for% of the total number of voting shares.

3.4 Approval of the audited 2024 Financial Statements

The shareholders attending the meeting voted to approve the Company's 2024 financial statements (audited by CPA Vietnam Auditing Company Limited in independent audit report No. 79/2025/BCKT-CPAVIETNAM-NV3 dated February 28, 2025) According to the 2025 Annual General Meeting of Shareholders Report of the Board of Directors with the following key figures:

Unit: Dong.

Items	Balance at December 31, 2024
Current assets	1,921,529,223,346
Non-current assets	101,783,339,166
Total assets	2,023,312,562,512
Liabilities	1,596,055,932,989

Owner's Equity	427,256,629,523
+ Owner's equity	315,999,610,000
+ Development investment fund	80,832,092,113
+ Undistributed profit after tax	30,424,927,410
- Accumulated undistributed profit after tax until the ending previous period	26,605,042,477
- Undistributed profit after tax of current period	3,819,884,933
Total funds	2,023,312,562,512
Production and business results	
Total Revenue + Other Income	29,731,770,848
Accounting profit before tax:	4,520,328,034
Profit after tax	3,819,884,933

Voting results:

- + Total votes:votes accounting for.....% of the total number of votes.
- + Total valid votes:votes accounting for.....% of the total number of votes.
- + Total number of invalid votes:.....votes accounting for% of the total number of votes with voting rights.
- + Total number of Approval votes:.....votes accounting for% of the total number of votes with voting rights.
- + Total number of Disapproval votes:.....votes accounting for.....% of the total number of votes with voting rights.
- + Total number of No opinion votes:.....votes accounting for% of the total number of voting shares.

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

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

3.5.1 Profit distribution plan for 2024

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

The distribution plan is as follows:

- + Appropriation of bonus fund for managers: 400 million dong
- + Appropriation of employee reward fund: 500 million dong

+ Appropriation of Welfare fund: 500 million dong

+ Proposal not to pay cash dividends, because in 2025 the Company is focusing on investing capital in technical infrastructure of new projects, there is no revenue yet, so the Company has not been able to balance its cash flow.

+ Undistributed profit after tax: 29,025 million dong

(Including 15 billion dong of 2022 dividends approved by the 2023 General Meeting of Shareholders but the company has not yet balanced the source to pay)

3.5.2 Approval of Salary fund for managers, remuneration of members of the Board of Directors and Board of Supervisors in 2024, plan in 2025, specifically as follows:

a) Implementation in 2024

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

+ Average number of part-time managers: 5.5 person

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

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

+ Average number of full-time managers: 5.5 person

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

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

b) Salary and remuneration plan for 2025:

- Salary fund, manager's remuneration: VND 5,832 million.

- Employee salary fund: VND 16,248 million.

- Total remuneration of part-time Board of Directors: VND 336 million.

+ Number of part-time managers: 02 people.

+ Average remuneration: 14 million dong/person/month.

+ Number of full-time managers: 07 person

+ Average salary: 69.4 million dong/person/month.

In which: Salary of full-time Board of Directors: 03 people; salary fund: 2,652 million dong; average salary of 73.67 million dong/person/month.

Remuneration and operating expenses of the Audit Committee: 584 million dong

+ Number of Audit Committee members: 02 person

+ Average remuneration: 3.5 million dong/person/month

+ Operating costs of the Audit Committee: VND 500 million.

Voting results:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(4) For the Project on investment in construction of a new residential area in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district, Hai Duong province: assign the Board of Directors to decide on the adjusted investment project under the authority of the General Meeting of Shareholders on the principle of ensuring that the efficiency is not lower than the approved project efficiency.

(5) For component projects on land belonging to the Project on investment in construction of a new residential area in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district, Hai Duong province; Project on investment in construction of land lot CC3, New urban area on Le Thai To street, Bac Ninh city, Bac Ninh province: assign the Board of Directors to decide on investment projects under the authority of the General Meeting of Shareholders to ensure effective

use of capital, and report the results to the General Meeting of Shareholders at the nearest meeting.

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

Voting results:

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

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

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

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

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

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

3.7 Approval of adjustment of dividend payment plan for 2022.

The attending shareholders voted to approve the adjustment of the 2022 cash dividend rate according to the Report for the 2025 Annual General Meeting of Shareholders of the Board of Directors with the following main contents:

Items	Reference	Before dividend distribution	After dividend distribution
Number of outstanding shares	(1)	20,000,000	31,599,961
Dividends received	(2)	15,000,000,000	14,999,869,487
Dividend distribution rate	(3)=(2)/(1)/10,000	7.50%	4.7468%

- Adjust the 2022 dividend rate on the new charter capital before completing the share offering to increase charter capital (increase charter capital from VND 315,999 million to VND 550,000 million); pay 2022 cash dividends at a rate of 4.7468%, equivalent to VND 14,999,869,487 (*Fourteen billion, nine hundred and ninety-nine million, eight hundred and sixty-nine thousand, four hundred and eighty-seven dong*); The amount of VND 130,513 from handling fractional shares will be left in undistributed profits; the dividend payment date may be adjusted depending on the production and business situation and the financial situation of the company at the time of payment.

- Authorize the Company's Board of Directors to carry out necessary tasks to pay dividends for 2022 in accordance with the laws, ensure the rights of shareholders, in

accordance with the financial situation of the Company, and report on the 2022 dividend distribution at the nearest General Meeting of Shareholders.

Voting results:

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

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

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

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

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

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

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

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

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

Change the Company's organizational and management structure according to Point b, Clause 1, Article 137 of the Enterprise Law 2020 (excluding the Board of Supervisors): The General Assembly of Shareholders, the Board of Directors and the Director or General Director. Of which, at least 20% of the Board of Directors members must be independent members and there must be an Audit Committee under the Board of Directors.

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

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

(1) Ms. Dang Thanh Binh - Head of Board of Supervisors

(2) Ms. Nguyen Vu Ngoc Linh - Member of the Board of Supervisors

(3) Ngo Thi Hanh – Member of the Board of Supervisors

Annul the Operating Regulations of the Board of Supervisors.

Voting results:

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

- + Total valid votes:votes accounting for.....% of the total number of votes.
- + Total number of invalid votes:.....votes accounting for% of the total number of votes with voting rights.
- + Total number of Approval votes:.....votes accounting for% of the total number of votes with voting rights.
- + Total number of Disapproval votes:.....votes accounting for.....% of the total number of votes with voting rights.
- + Total number of No opinion votes:.....votes accounting for% of the total number of voting shares.

3.9 Approval of amendments to the Company's charter.

The attending shareholders voted at the General Meeting to approve the Company Charter (amended and supplemented for the XIV time) according to the Report to the 2025 Annual General Meeting of Shareholders of the Board of Directors.

Voting results:

- + Total votes:votes accounting for.....% of the total number of votes.
- + Total valid votes:votes accounting for.....% of the total number of votes.
- + Total number of invalid votes:.....votes accounting for% of the total number of votes with voting rights.
- + Total number of Approval votes:.....votes accounting for% of the total number of votes with voting rights.
- + Total number of Disapproval votes:.....votes accounting for.....% of the total number of votes with voting rights.
- + Total number of No opinion votes:.....votes accounting for% of the total number of voting shares.

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

3.10.1 The shareholders attending the meeting voted to approve the amendment of the Company's Board of Directors' operating regulations according to the Board of Directors' Report to the 2025 Annual General Meeting of Shareholders.

Voting results:

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

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

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

3.10.2 The shareholders attending the meeting voted to approve the amendment of the Company's governance regulations according to the Report to the 2025 Annual General Meeting of Shareholders of the Board of Directors.

Voting results:

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

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

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

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

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

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

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

3.11.1 Approval of election regulations;

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

Voting results:

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

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

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

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

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

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

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

Voting results:

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

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

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

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

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

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

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

No.	Full name	Number of shares elected	Total number of shares participating	Rate (%)	Election results
1					

Voting results:

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

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

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

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

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

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

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

4.1 Statement of the General Director of the Corporation:

Speaking at the General Meeting, Mr./Ms.

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

Mr./Ms. ... - Chairman of the Board of Directors - on behalf of the Board of Directors of the Company has

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

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

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

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

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

FOR THE SECRETARIAT

Head of Board

FOR THE PRESIDIUM

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

Ngo Thai Son

Pham Cao Son

Hanoi, April , 2025

TRANSLATION
BẢN DỊCH

DRAFT

**RESOLUTION
OF THE GENERAL MEETING OF SHAREHOLDERS**

**Re: Approving the contents of the 2025 Annual General Meeting of
Shareholders of**

HUDLAND Real Estate Investment and Development Joint Stock Company

THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**HUDLAND REAL ESTATE INVESTMENT AND DEVELOPMENT JOINT
STOCK COMPANY**

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

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

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

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

RESOLVES:

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

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

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

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

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

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

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

+ Total production and business value:	26.08 billion dong/13.21 billion dong under the plan, reaching 197% of plan;
+ Development investment value:	516.93 billion dong/506.8 billion dong under the plan, reaching 102% of plan;
+ Total revenue and other income:	28.96 billion dong/22.46 billion dong under the plan, reaching 129% of plan;
+ Profit before tax:	4.520 billion dong/4.04 billion dong under the plan, reaching 112% of plan;
+ Profits after corporate income tax:	3.820 billion dong/2.508 billion dong under the plan, reaching 152% of plan;
+ Pay the state budget:	472.5 billion dong/344.54 billion dong under the plan, reaching 137% of plan;
+ Dividends:	0% /0% charter capital under the plan.

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

+ Total production and business value:	337.5 billion dong
+ Investment Value:	1,290.9 billion dong
+ Total revenue and other income:	126.94 billion dong
+ Profit before tax:	12.166 billion dong
+ Profits after corporate income tax:	9.732 billion dong
+ Pay the state budget:	811.2 billion dong
+ Expected dividend distribution level:	0% of charter capital

Article 4. Approval of the audited 2024 financial statements

Shareholders attending the General Meeting voted to approve the Company's 2024 Financial statements (audited by CPA Vietnam Auditing Company Limited in independent audit report No. 79/2025/BCKT-CPAVIETNAM-NV3 dated February 28, 2025) according to the the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders with the rate of ...% of the total shares of shareholders attending the General Meeting, with the following key figures:

Items	Balance at December 31, 2024
Current assets	1,921,529,223,346
Non-current assets	101,783,339,166
Total assets	2,023,312,562,512
Liabilities	1,596,055,932,989
Owner's Equity	427,256,629,523
+ Owner's equity	315,999,610,000
+ Development investment fund	80,832,092,113
+ Undistributed profit after tax	30,424,927,410
- Accumulated undistributed profit after tax until the ending previous period	26,605,042,477
- Undistributed profit after tax of current period	3,819,884,933
Total funds	2,023,312,562,512
Production and business results	
Total Revenue + Other Income	29,731,770,848
Accounting profit before tax:	4,520,328,034
Profit after tax	3,819,884,933

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

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

1. Profit distribution plan for 2024

Total distributed profit after tax:	30,424 million dong
+ Remaining profit after tax from previous years:	26,605 million dong
+ Distributed profit after tax in this year (2024):	3,819 million dong
The distribution plan is as follows:	
+ Appropriation of bonus fund for managers:	400 million dong
+ Appropriation of employee reward fund:	500 million dong

+ Appropriation of Welfare fund: 500 million dong

+ Proposal not to pay cash dividends, because in 2025 the Company is focusing on investing capital in technical infrastructure of new projects, there is no revenue yet, so the Company has not been able to balance its cash flow.

+ Undistributed profit after tax: 29,025 million dong

(Including 15 billion dong of 2022 dividends approved by the 2023 General Meeting of Shareholders but the company has not yet balanced the source to pay)

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

a) Implementation in 2024

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

+ Average number of part-time managers: 5.5 people

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

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

+ Average number of full-time managers: 5.5 people

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

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

b) Salary and remuneration plan for 2025:

- Salary fund, manager's remuneration: VND 5,832 million.

- Employee salary fund: VND 16,248 million.

- Total remuneration of part-time Board of Directors: VND 336 million.

+ Number of part-time managers: 02 people.

+ Average remuneration: 14 million dong/person/month.

+ Number of full-time managers: 07 people

+ Average salary: 69.4 million dong/person/month.

In which: Salary of full-time Board of Directors: 03 people; salary fund: 2,652 million dong; average salary of 73.67 million dong/person/month.

- Remuneration and operating expenses of the Audit Committee: 584 million dong

+ Number of Audit Committee members: 02 people

+ Average remuneration: 3.5 million dong/person/month

+ Operating costs of the Audit Committee: VND 500 million.

Article 6. Approval of the contents implemented by the Board of Directors under the authorization of the 2024 Annual General Meeting of Shareholders and the policy authorized by the General Meeting of Shareholders to the Company's Board of Directors

to decide on a number of contents arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders in 2025-2026.

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

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

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

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

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

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

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

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

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

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

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

(4) For the Project on investment in construction of a new residential area in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district, Hai Duong province: assign the Board of Directors to decide on the adjusted investment project under the authority of the General Meeting of Shareholders on the principle of ensuring that the efficiency is not lower than the approved project efficiency.

(5) For component projects on land belonging to the Project on investment in construction of a new residential area in Phu village, Thai Hoc commune and Nhuan Dong village, Binh Minh commune, Binh Giang district, Hai Duong province; Project on investment in construction of land lot CC3, New urban area on Le Thai To street, Bac Ninh city, Bac Ninh province: assign the Board of Directors to decide on investment projects under the authority of the General Meeting of Shareholders to ensure effective use of capital, and report the results to the General Meeting of Shareholders at the nearest meeting.

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

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

The attending shareholders voted to approve the adjustment of the dividend payment plan for 2022 according to the the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders, at a rate of ...% of the total shares of shareholders attending the General Meeting. The main contents approved are as follows:

Items	Reference	Before dividend distribution	After dividend distribution
Number of outstanding shares	(1)	20,000,000	31,599,961
Dividends received	(2)	15,000,000,000	14,999,869,487
Dividend distribution rate	(3)=(2)/(1)/10,000	7.50%	4.7468%

- Adjust the 2022 dividend rate on the new charter capital before completing the share offering to increase charter capital (increase charter capital from VND 315,999 million to VND 550,000 million); pay 2022 cash dividends at a rate of 4.7468%, equivalent to VND 14,999,869,487 (*Fourteen billion, nine hundred and ninety-nine million, eight hundred and sixty-nine thousand, four hundred and eighty-seven dong*); The amount of VND 130,513 from handling fractional shares will be left in undistributed profits; the dividend payment date may be adjusted depending on the production and business situation and the financial situation of the company at the time of payment.

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

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

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

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

Change the Company's organizational and management structure according to Point b, Clause 1, Article 137 of the Enterprise Law 2020 (excluding the Board of Supervisors): The General Assembly of Shareholders, the Board of Directors and the Director or General Director. Of which, at least 20% of the Board of Directors members must be independent members and there must be an Audit Committee under the Board of Directors.

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

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

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

(3) Ngo Thi Hanh – Member of the Board of Supervisors

- Annul the Operating Regulations of the Board of Supervisors.

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

The attending shareholders voted at the General Meeting to approve the amendment of the Company's charter according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders, with a rate of ...% of the total shares of shareholders attending the Meeting.

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

The attending shareholders voted at the General Meeting to approve the amendment of the Company's Board of Directors' operating regulations according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders, with a rate of ...% of the total shares of shareholders attending the General Meeting.

The attending shareholders voted at the General Meeting to approve the amendment of the Company's governance regulations according to the Board of Directors' Report for the 2025 Annual General Meeting of Shareholders, with a rate of ...% of the total shares of shareholders attending the Meeting.

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

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

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

No.	Full name	Number of elected shares	Total number of participating shares	Rate (%)	Election results
...					

Article 12. Implementation provision.

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

The Resolution shall take effect from the date of signing.

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

Chairman of the General

Meeting/Chairman of the Board of Directors

Recipients

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

Pham Cao Son