



## **REGULATIONS ON ORGANIZATION AND VOTING ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 COTANA GROUP 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 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 the Charter on the Organization and Operation of Cotana Group Joint Stock Company.

The 2025 Annual General Meeting of Shareholders (AGM) of Cotana Group Joint Stock Company will be organized and conducted in accordance with the Regulations on Organization and Voting in the General Meeting as follows:

### **Article 1. Purpose**

- 1.1. Ensure the procedures, principles of conduct, and voting at the Annual General Meeting of Shareholders of Cotana Group Joint Stock Company are carried out in accordance with regulations and are successful.
- 1.2. The resolutions of the Annual General Meeting of Shareholders reflect the unified will of the AGM, meet the interests and rights of shareholders, and comply with the law.

### **Article 2. Subjects and Scope**

- 2.1. Subjects: All shareholders according to the list finalized by the Vietnam Securities Depository and Clearing Corporation as of March 19, 2025, and their valid authorized representatives attending the 2025 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company (hereinafter referred to as "Delegates") must comply with the provisions of this Regulation, the Company Charter, and current legal regulations.
- 2.2. Scope of Application: This Regulation is applied to the organization and voting at the 2025 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company, which will take place on April 25, 2025.

### **Article 3. Conditions for Holding the General Meeting of Shareholders**

- 3.1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents at least 51% of the total voting shares.
- 3.2. If the first meeting does not meet the required conditions due to the insufficient number of delegates as specified in Clause 3.1 of this Article, the meeting organizer shall cancel the meeting within thirty (30) minutes from the scheduled time of the meeting. In this case, the invitation for the second meeting must be sent within thirty (30) days from the date of the first scheduled meeting. The

second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents at least thirty-three percent (33%) of the total voting shares.

3.3. If the second meeting does not meet the required conditions due to the insufficient number of delegates as specified in Clause 3.2 of this Article, the meeting organizer shall cancel the meeting within thirty (30) minutes from the scheduled time of the meeting. In this case, the invitation for the third meeting must be sent within twenty (20) days from the date of the second scheduled meeting. The third General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders attending the meeting.

## **Article 4. Delegates Attending the General Meeting of Shareholders**

### **4.1. Conditions for Attending the General Meeting of Shareholders:**

They are shareholders and valid authorized representatives of shareholders who own shares of Cotana Group Joint Stock Company according to the shareholder list finalized on March 19, 2025, provided by the Vietnam Securities Depository and Clearing Corporation.

### **4.2. Authorization to Attend the General Meeting of Shareholders**

- (a) A shareholder who is an individual may only authorize one (01) individual or organization as their authorized representative. An organization that is a shareholder of the Company, owning at least ten percent (10%) of the total ordinary shares, may authorize up to five (05) authorized representatives.
- (b) Shareholders, or authorized representatives of shareholders who are organizations, may directly attend the meeting or authorize another individual or organization to attend the meeting, or attend the meeting through one of the methods specified in Clause 3, Article 144 of the Law on Enterprises, according to the specific ratio as follows:
  - For individual shareholders, they may only authorize one (01) individual or one (01) organization to attend the meeting;
  - In the case of organizational shareholders owning less than ten percent (10%) of the total ordinary shares, they are entitled to authorize up to one (01) person to attend the General Meeting of Shareholders. For organizational shareholders owning ten percent (10%) or more of the total ordinary shares, they may authorize up to five (05) persons to attend the meeting. If there are multiple authorized representatives, the specific number of shares and votes authorized to each representative must be determined. If the shareholder does not specify the number of shares for each authorized representative, the shares will be evenly distributed among all authorized representatives.
- (c) The authorization of individuals or organizations to represent and attend the General Meeting of Shareholders as specified in this Article must be made in writing. The authorization document must be prepared in accordance with civil law regulations and must clearly state the name of the shareholder authorizing, the name of the individual or organization and the legal representative of the organization being authorized, the number of shares being authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

- (d) The authorized representative attending the General Meeting of Shareholders must submit the authorization document when registering for the meeting. In the case of a further authorization, the attendee must also present the original authorization document from the shareholder, or the authorized representative of the shareholder who is an organization (if it has not been previously registered with the Company).

***4.3. The rights of eligible delegates attending the General Meeting of Shareholders are as follows:***

- (a) All shareholders of the Company have the right to attend, discuss, and vote on matters within the authority of the General Meeting of Shareholders according to the AGM agenda approved in accordance with the law and the Company's Charter;
- (b) In the event of being unable to attend the General Meeting of Shareholders, shareholders may authorize another person to attend and vote on matters within their authority as specified in Clause 4.2 of this Regulation.
- (c) After registering to attend the General Meeting of Shareholders with the Delegate Eligibility Verification Board, each shareholder or authorized representative of the shareholder will receive Voting Cards and Voting Ballots.
- (d) Shareholders, authorized representatives of shareholder organizations, or authorized persons who arrive after the meeting has commenced have the right to register immediately and then participate and vote/elect at the meeting right after registration. The chairman is not responsible for halting the meeting to allow late-arriving shareholders to register, and the validity of the contents that have been voted on/elected earlier will not be affected.

***4.4. The obligations of delegates attending the General Meeting of Shareholders are as follows:***

- (a) Shareholders or authorized representatives of shareholders attending the General Meeting of Shareholders must bring the original ID card or Passport; the original letter of authorization in the Company's format; a copy of the Business Registration Certificate for organizational shareholders, or other legal documents to present to the Delegate Eligibility Verification Board when registering for the meeting. They must also complete the registration procedures for attending the meeting in accordance with the regulations.
- (b) Comply with the provisions of this Regulation.
- (c) Strictly adhere to the rules at the General Meeting of Shareholders, respect the outcomes of the meeting's proceedings.
- (d) The attire of delegates attending the General Meeting of Shareholders must ensure formality and dignity.
- (e) Behave in a civilized and polite manner, refrain from causing disruptions, and do not smoke in the General Meeting of Shareholders room. The use of mobile phones must not interfere with the proceedings of the meeting or disturb other attendees.
- (f) Do not film, take photos, or record audio without the Chairman's consent during the meeting.

- (g) Do not disseminate information externally in any form until the meeting is concluded, unless permitted by the Chairman of the meeting.
- (h) When wishing to speak or discuss at the meeting, shareholders/authorized representatives of shareholders must comply with the Chairman's direction. The speech should be brief, concise, and avoid repetition, focusing on key topics that are relevant to the agenda approved by the meeting.
- (i) Shareholders/authorized representatives of shareholders must sit in the designated position or area as specified by the Organizing Committee of the General Meeting of Shareholders, and comply with the direction of the Chairman and the Organizing Committee.
- (j) Comply with the direction of the Chairman and the Organizing Committee of the General Meeting, and refrain from obstructing, disrupting, or causing disorder during the meeting.

## **Article 5. Chairman and Presidium**

**5.1. *The Presidium*** consists of one (01) chairman and members. The Chairman of the Board of Directors is the Chairman of the meeting. The Chairman conducts the proceedings of the General Meeting according to the agenda and program that the Board of Directors has planned and approved prior to the meeting.

**5.2. *The Chairman of the Board of Directors*** serves as the Chairman of the meeting. In the event that the Chairman is absent or temporarily unable to perform their duties, the remaining members of the Board of Directors will elect one of them to serve as the Chairman of the meeting by majority vote. If no one is elected as the Chairman, the Head of the Supervisory Board will conduct the meeting to allow the General Meeting of Shareholders to elect a Chairman from among the attendees, with the person receiving the highest number of votes being appointed as the Chairman of the meeting.

**5.3. *The Chairman of the General Meeting has the following functions and duties:***

- (a) Appoint the person to serve as the Secretary of the meeting;
- (b) Conduct the General Meeting of Shareholders according to the agenda approved by the meeting;
- (c) Guide the guests, shareholders, and the General Meeting of Shareholders in discussions;
- (d) Conclude the issues discussed at the meeting, and oversee the approval of the minutes and resolutions of the General Meeting;
- (e) Answer or request the company's management and other personnel to answer shareholders' questions related to the issues discussed at the General Meeting of Shareholders;
- (f) Resolve any and all issues arising (if any) during the General Meeting of Shareholders;
- (g) The Chairman has the right to postpone the General Meeting of Shareholders, where the required number of attendees has been registered, for a maximum of three (03) working days from the intended opening date of the meeting. The meeting can only be postponed or the location changed in the following cases:
  - + The meeting location does not provide enough seating to accommodate all attendees;
  - + The communication facilities at the meeting location do not ensure that shareholders can participate, discuss, and vote effectively;

- + There are attendees obstructing or disrupting the order, posing a risk to the fair and lawful conduct of the meeting.
- (h) The Chairman's decisions regarding the order, procedures, or any issues arising outside the meeting agenda shall be final and binding;
- (i) The Chairman has the right to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda;
- (j) Other rights and duties as stipulated in the Company's Charter and the internal regulations on Corporate Governance.

#### **5.4. Duties of the Presidium:**

- (a) Conduct the activities of the General Meeting of Shareholders of the Company according to the planned agenda approved by the Board of Directors and the General Meeting of Shareholders;
- (b) Guide the delegates and the General Meeting in discussing the items on the agenda;
- (c) Present drafts and conclude on necessary issues for the General Meeting to vote on;
- (d) Answer the issues requested by the General Meeting;
- (e) Resolve any issues arising during the course of the General Meeting

Principle of operation of the Presidium: The Presidium works based on the collective principle, with centralized democracy, and decisions are made by majority vote.

### **Article 6. Secretariat of the General Meeting and Other Supporting Departments**

**6.1. *The secretary is appointed by the Chairman of the General Meeting to perform supportive tasks as assigned by the Chairman. The secretary's duties include:***

- (a) To take full and accurate minutes of all proceedings of the General Meeting and the issues approved by the shareholders or their representatives at the meeting;
- (b) To draft the minutes and the draft resolutions of the General Meeting;
- (c) To receive and forward the question forms/speaker registration forms from shareholders or their representatives to the Chairman; to receive letters and documents related to the General Meeting;
- (d) To collect, safeguard, and forward to the Chairman of the General Meeting the suggestion forms from shareholders or their representatives at the meeting;
- (e) To assist the Chairman in announcing information related to the General Shareholders' Meeting and notifying the shareholders in accordance with the legal regulations and the company's charter;
- (f) Other duties as assigned by the Chairman.

**6.2. *Other supporting departments and guests:*** The participation of other supporting departments and guests shall be decided by the Chairman of the Board of Directors in case of necessity.

### **Article 7. The Delegate Qualification Verification Committee**

The Delegate Qualification Verification Committee is nominated by the Company and introduced to the General Shareholders' Meeting, with the following functions and duties:

- (a) To verify the eligibility of shareholders or their authorized representatives attending the General Shareholders' Meeting in accordance with the regulations of this Charter;

- (b) To issue to shareholders or their authorized representatives attending the General Shareholders' Meeting: Voting cards, Voting ballots, and other meeting materials;
- (c) To report to the General Shareholders' Meeting on the results of the verification of the eligibility of shareholders attending the meeting *Trả lời chất vấn hoặc phát hiện các vấn đề cần xem xét về tư cách cổ đông*;
- (d) To review the compliance with the conditions for conducting the General Shareholders' Meeting in accordance with the Law on Enterprises and the Company's Charter;
- (e) In case an attendee does not have full eligibility to attend the General Meeting, the Delegate Qualification Verification Committee has the right to refuse their participation, deny the issuance of voting ballots, voting cards, and other meeting materials.

## **Article 8. The Ballot Counting Committee**

**8.1. The Ballot Counting Committee consists of** one (1) Head of the Committee and members appointed through a vote by the General Shareholders' Meeting based on the Chairman's recommendation. The ballot counting, preparation of the minutes, and announcement of the voting results must be carried out by the Ballot Counting Committee with integrity and accuracy, and the Committee is responsible for the results.

### **8.2. The Ballot Counting Committee is responsible for:**

- (a) To introduce and guide the use of voting cards and voting ballots;
- (b) To collect and count the voting cards and voting ballots when the General Shareholders' Meeting conducts a vote;
- (c) To check and supervise the voting process of shareholders and shareholder representatives;
- (d) To conduct the vote counting and prepare the vote counting minutes;
- (e) To report or transfer the vote counting results to the Chairman for announcement to the General Shareholders' Meeting;

After the proposals have been presented, the Chairman of the General Shareholders' Meeting will preside over the discussion session, receive feedback from shareholders, and address any questions in accordance with the following principles and methods:

- + Shareholders attending the General Shareholders' Meeting register their speaking topics with the Chairman. After being granted permission by the Chairman to speak, shareholders should make their remarks concisely and avoid repetition. The Chairman has the right to stop a shareholder's speech if it is deemed repetitive, unrelated to the meeting agenda, or off-topic.
- + The Chairman will only directly answer key questions that are relevant to the topics outlined in the meeting agenda.
- + In the event that the discussion exceeds the time allocated in the General Shareholders' Meeting agenda, any unanswered questions will be compiled by the Secretary, and the Presidium may provide responses through another suitable method in accordance with the Company's Charter and legal regulations.

## **Article 10. Voting on the Issues**

### **10.1. Voting**

Voting at the General Meeting is conducted through two methods: (i) raising voting cards; (ii) submitting voting ballots. Some terms used in the voting cards and voting ballots are understood and explained as follows:

- + **"Delegate"**: refers to a shareholder or a representative authorized by a shareholder;
- + **"Total number of voting ballots represented"**: refers to the number of votes entitled to vote, including the votes owned by the delegate and/or those authorized by one or more other delegates;

**a. Voting by raising voting cards**

- Each shareholder or shareholder representative attending the General Meeting is issued a voting card to vote on common matters at the meeting (such as the approval of the Presidium list, the Secretariat, the Ballot Counting Committee, the meeting agenda, and the meeting regulations). The voting card clearly states the delegate's name, delegate code, the number of voting ballots owned and authorized by that delegate, and is sealed with the red stamp of Cotana Group Joint Stock Company.
- Shareholders or shareholder representatives vote by raising their voting cards (In approval/disapproval/abstain) for each issue. For issues voted by raising voting cards, shareholders or their representatives raise their voting cards when the Chairman asks. The opinions of the delegates on each issue voted by voting cards are recorded as follows:
  - + Under the direction of the Chairman, shareholders or shareholder representatives in approval will raise their voting cards first, followed by shareholders or shareholder representatives who are against or abstain, raising their voting cards in turn.
  - + In the event that a shareholder or shareholder representative does not raise their voting card in all three votes Approval, Disapproval, and Abstention on a particular issue, it will be considered as a vote in approval of that issue.
  - + In the event that a shareholder or shareholder representative raises their voting card more than once for a particular issue, the result will be recorded according to the last time the voting card was raised.

**b. Voting by submitting voting ballots**

- Each shareholder or shareholder representative is issued a voting ballot, which clearly states the delegate's name, delegate code, the number of voting ballots owned and authorized by that delegate, the issues to be voted on, and is stamped with the red seal of Cotana Group Joint Stock Company. The voting ballot is used to vote on reports, proposals, and other matters at the General Meeting. Each voting ballot is used for a group of issues specifically recorded on that ballot. Each issue on the voting ballot has three boxes for shareholders or their representatives to select their voting opinion, including:
  - + Approval voting box;
  - + Disapproval voting box;
  - + Abstention voting box.
- When voting on each issue, shareholders or shareholder representatives attending the meeting express their voting opinion (Approval, Disapproval, or Abstention) by marking (x) or (✓) in

the appropriate voting box, signing, and writing their full name on the voting ballot before submitting it to the Ballot Counting Committee.

- An invalid voting issue is one where the shareholder or shareholder representative does not mark any voting box or marks more than one voting box for the same issue. If a valid voting ballot contains one or more invalid issues, the valid issues will still be counted towards the voting results for those valid issues.
- A voting ballot is considered invalid in the following cases:
  - + The voting ballot does not follow the template issued by the Organizing Committee of the General Meeting and is not stamped with the Company's seal;
  - + The voting ballot is torn, damaged, or has any additional markings or symbols;
  - + The voting ballot is not signed or does not have the full name of the shareholder or shareholder representative attending the meeting;
  - + The voting ballot is crossed out, erased, or altered;
  - + The voting ballot contains all invalid voting issues.
  - + The ballot is submitted after the Ballot Counting Committee has opened the ballot box seal
- The submission of voting ballots is carried out according to the instructions of the Chairman of the General Meeting.
- In the event that a shareholder or shareholder representative requests to exchange a damaged voting ballot (e.g., torn, damaged, or mistakenly marked with additional symbols) and the shareholder or representative has not yet submitted the ballot into the ballot box and the voting period has not ended, they have the right to directly approach the Ballot Counting Committee to return the damaged ballot and receive a new one to ensure the shareholder's rights. The Ballot Counting Committee will collect the damaged ballots and submit them to the Chairman of the General Meeting.
- The Ballot Counting Committee is responsible for collecting the voting ballots, checking the ballots, preparing the vote counting report, and presenting it to the General Meeting. Any complaints regarding the voting results will be reviewed and resolved by the Ballot Counting Committee immediately at the meeting.

*c. Voting rules: As per the provisions of Article 20 of the Company's Charter.*

#### **Article 11. Minutes and Resolutions of the General Shareholders' Meeting**

- The minutes of the meeting and the resolutions of the General Shareholders' Meeting must be completed and approved before the meeting ends. The Chairman and the meeting secretary are jointly responsible for the truthfulness and accuracy of the content of the minutes.
- The minutes of the General Shareholders' Meeting must be published on the Company's website within twenty-four (24) hours from the conclusion of the meeting.

#### **Article 12. Implementation of the Charter**



Delegates attending the General Meeting must strictly comply with the regulations for organizing the General Shareholders' Meeting. In case of any violations of these regulations, depending on the severity, the Presidium will review and take appropriate action in accordance with the Company's Charter and the Law on Enterprises.

***This regulation for organizing the General Shareholders' Meeting shall take effect immediately after being approved by the General Shareholders' Meeting of Cotana Group Joint Stock Company.***

**Recipients:**

- Shareholders of Cotana Group Joint Stock Company;
- BOD, SB, BOM, Company Secretary;
- Filed at the Archives Department;

**ON BEHALF OF THE BOARD OF DIRECTORS**

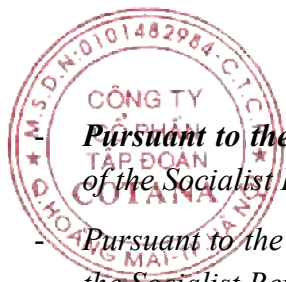
**CHAIRMAN**



**ĐẠO NGỌC THANH**

# REGULATIONS

## ON NOMINATION, CANDIDACY, AND ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS



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

- *Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam, 14th Legislature, on November 26, 2019;*
- *Pursuant to the Charter on the Organization and Operation of COTANA Group Joint Stock Company.*

The Regulation on Nomination, Candidacy, and Election of Members of the Board of Directors at the 2025 Annual General Meeting of Shareholders of COTANA Group Joint Stock Company is as follows:

### I. Explanation of Terms/Abbreviations

<b>Company</b>	:	COTANA Group Joint Stock Company
<b>BOD</b>	:	Board of Directors
<b>OC</b>	:	Organizing Committee
<b>AGM</b>	:	The 2025 Annual General Meeting of Shareholders
<b>Delegate</b>	:	Shareholder, Authorized Representatives

### II. Chairperson at the General Meeting

The Chairperson at the General Meeting is responsible for overseeing the election process, with specific duties including:

- Introducing the list of nominees for the Board of Directors;
- Addressing any complaints related to the election process (if any).

### III. Principles of Election

- The election shall be conducted in accordance with the provisions of the law and the Company's Charter.
- The Vote Counting Committee is nominated by the Chairperson and approved by the General Meeting. Members of the Vote Counting Committee must not be listed as nominees or candidates for the Board of Directors.

### IV. Regulations on Nominations and Candidacy for Members of the Board of Directors

1. **Number of additional members to be elected to the Board of Directors for the term 2024 – 2029 of Cotana Group Joint Stock Company**

- The number of additional members to be elected to the Board of Directors for the term 2024 – 2029 is: One (01) member.
- Structure of the Board of Directors: The total number of independent non-executive members of the Board of Directors must account for at least one-third of the total members of the Board.

The number of independent members on the Board must ensure a minimum of one (01) member.

## **2. Conditions for becoming a member of the Board of Directors for the term 2024 – 2029 of Cotana Group Joint Stock Company**

- **Qualifications and conditions for becoming a member of the Board of Directors** (according to Clause 1, Article 155 of the Enterprise Law)
  - a. Not falling under the categories specified in Clause 2, Article 17 of the Enterprise Law;
  - b. Having professional qualifications and experience in business administration or in the industry or business sector of the company, and does not necessarily have to be a shareholder of the company;
  - c. A member of the Board of Directors of the company may simultaneously be a member of the Board of Directors of another company;
- **Qualifications and conditions for becoming an independent member of the Board of Directors** (according to Clause 2, Article 155 of the Enterprise Law):
  - a. Not being an employee of the company, the parent company, or a subsidiary of the company; not having worked for the company, the parent company, or a subsidiary of the company for at least three (03) consecutive years prior to the election;
  - b. Not being a person receiving salary or remuneration from the company, except for allowances received by the Board member as prescribed;
  - c. Not being a person whose spouse, biological or adopted parents, biological or adopted children, or siblings are major shareholders of the company; or a person in a management position of the company or its subsidiaries;
  - d. Not being a person directly or indirectly owning at least one percent (01%) of the total voting shares of the company;
  - e. Not having been a member of the Board of Directors of the company for at least five (05) consecutive years prior to the election, except in the case of continuous appointment for two terms.

## **3. Conditions for candidacy and nomination for membership in the Board of Directors for the term 2024 – 2029 of Cotana Group Joint Stock Company**

- a. Shareholders holding at least 5% (five percent) of the voting shares continuously for at least 06 (six) months have the right to combine the voting rights of each shareholder to nominate candidates for the Board of Directors. Shareholders, after combining their voting rights, must comply with the provisions of the law and the company's charter, as follows:

- Shareholders holding more than 5% of the voting shares continuously for at least 06 months may self-nominate.
  - Shareholders or groups of shareholders holding more than 5% but less than 10% of the voting shares continuously for at least 06 months may nominate 01 member;
  - Shareholders or groups of shareholders holding from 10% to less than 30% of the voting shares continuously for at least 06 months may nominate 02 members;
  - Shareholders or groups of shareholders holding from 30% to less than 50% of the voting shares continuously for at least 06 months may nominate 03 members;
  - Shareholders or groups of shareholders holding from 50% to less than 65% of the voting shares continuously for at least 06 months may nominate 04 members;
  - Shareholders or groups of shareholders holding 65% or more of the voting shares continuously for at least 06 months may nominate the full number of candidates.
- b. In the event that the number of candidates for the Board of Directors or the Board of Supervisors nominated and proposed by shareholders is still insufficient, the incumbent Board of Directors may propose additional candidates until the required number of candidates is met. These candidates must be approved by the General Meeting before the voting takes place.

#### **V. Nomination and Candidacy Dossier for the Board of Directors for the 2024–2029 Term of Cotana Group Joint Stock Company**

Shareholders or groups of shareholders holding the minimum shareholding ratios as stipulated above, when nominating or applying as candidates for the Board of Directors, are kindly requested to submit the Nomination and Candidacy Dossier to the Company either in person or via postal mail by 5:00 p.m. on April 22, 2025. This allows the Organizing Committee of the General Meeting to review the dossiers and verify the eligibility of candidates for the Board of Directors for the 2024–2029 term. The dossier must include the following documents:

- Application form for candidacy or nomination to the Board of Directors (according to the prescribed template);
- Minutes of the meeting of the shareholder group nominating the candidate (in case of nomination by a group of shareholders meeting the shareholding threshold as prescribed) (according to the prescribed template);
- Curriculum vitae completed by the candidate and certified by the current employer or the local authority at the candidate's place of residence (according to the prescribed template);
- Certification of continuous shareholding for at least six (06) months (as of the date of finalizing the list of shareholders), or an equivalent confirmation issued by the securities company where the shareholder's account is held, or by the Vietnam Securities Depository and Clearing Corporation (VSDC);
- Certified true copies of the following:
  - Citizen identification card/Passport;
  - Permanent residence book (or certificate of long-term temporary residence);

- Academic degrees and qualifications;
- Valid letter of authorization for nomination (in case a shareholder authorizes another person to make the nomination);
- Other relevant documents (if any).

Only candidates who fully meet the statutory and company charter requirements for Board membership and submit a complete and valid dossier to the Company by 5:00 p.m. on April 22, 2025, either in person or by post, will be included in the official list of candidates to be announced at the General Meeting.

## **VI. Voting Method**

The election shall be conducted using the cumulative voting method (*in accordance with Clause 3, Article 144 of the Law on Enterprises No. 59/2020/QH14*), specifically as follows

- Each delegate shall have a total number of ballots equivalent to the number of shares they represent multiplied by the number of Board of Directors (BOD) members to be elected.
- Delegates may accumulate all their ballots for one candidate or distribute them among several candidates, but may not vote for more candidates than the number of BOD members approved by the General Meeting of Shareholders.
- In the event that additional candidates are nominated on the day of the General Meeting, delegates may request a new ballot from the Vote Counting Committee and must return the original ballot before submitting the new one into the ballot box.

## **VII. Election ballot**

### **7.1. Contents of the Election Ballot**

7.1.1. The election at the General Meeting shall be conducted through the use of election ballots. Certain terms used in the election ballot are to be understood and interpreted as follows:

- “Delegate”: refers to a shareholder or a representative authorized by a shareholder;
- “Total number of represented voting ballots”: refers to the number of voting ballots including those owned by the Delegate and/or authorized from one or more other Delegates;
- “Total number of voting ballots for electing members of the Board of Directors”: refers to the total number of represented voting ballots multiplied by the number of members of the Board of Directors to be elected.

7.1.2. Upon receiving the election ballot, the shareholder/representative of the shareholder must verify all the information stated on the ballot. If any errors are found, they must immediately inform the Vote Counting Committee.

7.1.3. The election ballot for electing members of the Board of Directors is issued by the Company, bearing the Company’s official red stamp, and includes the name of the shareholder/representative, the delegate code, the total number of represented shares, the total number of voting ballots for electing members of the Board of Directors, and the list of BOD candidates.

## **7.2. Instructions for Completing the Election Ballot**

7.2.1. Each election ballot for the Board of Directors shall be used to elect a maximum number of members as specified in Clause 1, Section IV of this Regulation.

7.2.2. Delegates shall cast their votes in accordance with the following instructions:

- Delegates may vote for a number of candidates up to the total number of BOD members to be elected.
- If all voting ballots are to be concentrated on one or more candidates, the delegate shall mark the box “Equal Concentrated Vote” for the corresponding candidates.
- If the delegate chooses not to vote for any candidate, the ballot shall be left blank, signed, the full name written clearly, and the ballot placed into the ballot box.

**7.3. Shareholders or their authorized representatives must sign and clearly write their full name on the election ballot.**

## **7.4. Validity and Invalidity of Election Ballots**

- Valid ballots are those that follow the pre-printed template issued by the Organizing Committee, without any erasures, alterations, or additional content outside the prescribed format. The ballot must bear the signature and full name of the attending delegate and be submitted to the Vote Counting Committee before the ballot box is unsealed.
- The following ballots shall be considered invalid:
  - + Content not in accordance with the rules for valid ballots;
  - + The number of candidates voted for exceeds the number of BOD members to be additionally elected as approved by the General Meeting of Shareholders;
  - + Additional content written on the ballot;
  - + Ballots completed in pencil;
  - + Names of candidates struck through;
  - + Ballots not following the pre-printed format issued by the Organizing Committee, ballots lacking the Company's official red stamp, or containing erasures, alterations, or added content beyond the prescribed scope;
  - + Ballots submitted after the Vote Counting Committee has unsealed the ballot box;
  - + Ballots without the signature of the attending delegate.

## **VIII. Voting and Vote Counting**

- In case of any error, the delegate may contact the Vote Counting Committee to request the issuance of a new election ballot and must return the old ballot (before placing it into the ballot box).

- The Vote Counting Committee shall carry out the vote counting process honestly, accurately, and fully, and shall take responsibility before the Chairperson of the Meeting and the entire General Meeting. The vote counting must be conducted immediately after the voting process is completed. The Vote Counting Committee must compile and tally the number of ballots. Members of the Committee are not allowed to erase or alter the content of the election ballots.
- The Vote Counting Committee is responsible for preparing the minutes of the vote counting results and announcing the election results to the General Meeting of Shareholders. The minutes and all election ballots must be sealed and handed over to the Chairperson of the meeting.

**IX. Principles for Electing Successful Candidates** *(according to Clause 3, Article 148 of the Law on Enterprises)*

- The candidates elected as members of the Board of Directors shall be determined based on the number of votes received, ranked from highest to lowest, starting with the candidate receiving the most votes until the number of members prescribed in the Company's Charter is fulfilled.
- In the event that two or more candidates receive an equal number of votes for the final position on the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes, or selection shall be made based on the criteria specified in the election regulations.
- If the first round of voting does not result in a sufficient number of elected Board members, a second round of voting shall be held among the remaining nominees from the first round. In case the second round still does not result in a sufficient number of members, the General Meeting of Shareholders shall decide whether to proceed with further voting. If the General Meeting is unable to reach a decision, the Chairperson of the Meeting shall make the final decision.

**X. Effectiveness of Implementation**

- This election regulation shall be read before the General Meeting of Shareholders and submitted for voting by all shareholders prior to its implementation. If approved by the General Meeting of Shareholders with a voting ratio of more than 51% of the total voting shares held by shareholders/authorized representatives attending the meeting, this regulation shall take effect immediately.
- This regulation shall expire upon the conclusion of the 2025 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company.

The above is the full regulation on the nomination, candidacy, and election of members of the Board of Directors of Cotana Group Joint Stock Company at the 2025 Annual General Meeting of Shareholders.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**DAO NGOC THANH**



No.:01/2025/BTGD-CNG

Hanoi April 25, 2025

## REPORT OF THE BOARD OF MANAGEMENT

### Re: Results of Production and Business Activities in 2024 and Plan for 2025

COTANA Group JSC warmly welcomes all distinguished delegates and shareholders to the 2025 Annual General Meeting of Shareholders.

The Board of Management of COTANA Group JSC hereby presents to all shareholders and delegates the results of the Company's activities in 2024 and the plan for 2025 as follows:

### I. RESULTS OF BUSINESS OPERATIONS IN 2024

#### ❖ Summary of Key Targets Achieved in 2024

No.	Indicators	2024 Plan	2024 Implementation	% 2024 Implementation compared to 2024 Plan	Note
[1]	[2]	[3]	[4]	[5] = [4] / [3]	[6]
<b>I</b>	<b>Group Consolidation</b>				
	- Total revenue	1144.30	600.51	52.5%	
	- Profit after tax	130.83	12.68	9.7%	
<b>II</b>	<b>Parent company</b>				
	- Total revenue	253.03	230.36	91.0%	
	- Profit after tax	60.57	59.79	98.71%	
	- Dividend ( <i>expected</i> )	12%	10%	83.33%	

#### ❖ Overall Assessment of Business Performance in 2024

The year 2024 concluded amidst significant geopolitical instability and persistent economic challenges in Vietnam's construction and real estate sectors. Despite revenue falling short of planned targets, Cotana Group maintained stable profitability and achieved notable growth. Through the unified and proactive leadership of the Board of Directors and

the Board of Management in swiftly adapting to market fluctuations, Cotana recorded several key achievements:

- ✓ With nearly 32 years of establishment and development, Cotana continues to affirm its position and brand. Despite the severe difficulties in the overall market, Cotana Group has maintained a clear and consistent long-term development strategy. Over three decades, the Board of Directors and the Board of Management have provided decisive and well-calibrated strategies aligned with market conditions.
- ✓ The construction of the Ecogarden Hue project has achieved significant milestones, particularly with the social housing high-rise building W3 exceeding its planned progress and being delivered to customers in August 2024.
- ✓ The social housing high-rise building W2 commenced construction on April 20, 2024, and completed its topping-out ceremony on August 24, 2024—30 days ahead of schedule. It is expected to be handed over to customers by June 30, 2025.
- ✓ The construction and delivery of high-end West Island villas have also been successfully implemented, with BT03 completed and handed over on July 15, 2024, and BT01 scheduled for handover on December 15, 2024.
- ✓ The simultaneous groundbreaking of social housing high-rise buildings W1 and W4 is scheduled for March 26, 2025, with anticipated handover to customers by June 30, 2026.
- ✓ Cotana Group has expanded its operations into transportation infrastructure construction, including bridges and underpasses on the Tuyen Quang – Ha Giang expressway, with expected completion and handover to the investor by June 2025.
- ✓ The material and spiritual well-being of employees remained a priority, fostering a strong sense of commitment and responsibility among all staff members.

Investment Activities: In 2024, the real estate market underwent significant corrections due to tightened credit policies and increased regulatory scrutiny on corporate bonds. This led to cautious investor sentiment and a slowdown in property transactions. Recognizing these challenges, the Board of Directors and the Board of Management strategically focused on projects with fully compliant legal frameworks, particularly high-rise social housing developments that cater to real housing demands. Meanwhile, Cotana Group has continued its research and legal finalization of pending projects to ensure readiness for implementation when market conditions improve and recover.

## **II. BUSINESS PLAN FOR 2025**

## Summary of Key Targets in the 2025 Business Plan

No.	Indicators	2024 Implementation	2025 Plan
[1]	[2]	[3]	[5] = [4] / [3]
<b>I</b>	<b>Group Consolidation</b>		
	- Total revenue	600.51	817.96
	- Profit after tax	12.68	53.00
<b>II</b>	<b>Parent company</b>		
	- Total revenue	230.36	145.75
	- Profit after tax	59.79	28.89
	- Dividend ( <i>expected</i> )	10%	10%

In 2025, many real estate experts predict that the real estate market will have overcome its most challenging period and will show signs of recovery. Furthermore, a series of government policies, such as the early implementation of the amended Real Estate Business Law, interest rate reductions, and the release of capital into the market to support businesses and individuals in production and business activities, have been put into practice and are proving effective.

To successfully achieve the set plans for 2025 while strengthening the Group's professionalism and laying the foundation for sustainable development in the coming years, the Company's leadership has proposed the following solutions:

- ✓ Enhancing honesty, responsibility, organizational capacity, and work efficiency in each department, while restructuring teams to align with the actual situation.
- ✓ Ensuring that all construction contracts undergo thorough negotiations and legal review before execution to guarantee the highest level of legal security.
- ✓ Accelerating the settlement and debt recovery process for completed and ongoing construction packages.
- ✓ Ensuring that all construction projects adhere to the principles of "Safety – Quality – Progress – Efficiency" thereby building a high-class and professional Cotana brand.

- ✓ Continuing training programs and staff rotation to optimize personnel strengths and enable employees to maximize their capabilities in their respective roles.

*The above is the full report on COTANA Group JSC's business operations in 2024 and the business plan for 2025.*

*We look forward to receiving feedback and recommendations from our valued shareholders to further enhance and develop Cotana Group.*

**COTANA GROUP JOINT STOCK COMPANY**  
**GENERAL DIRECTOR**



TỔNG GIÁM ĐỐC  
*Đoàn Văn Tuấn*

No:02/2025/HĐQT-CNG

Hanoi April 25, 2025

## **REPORT OF THE BOARD OF DIRECTORS FOR 2024 AND OPERATIONAL ORIENTATION FOR 2025**

### **To: 2025 Annual General Meeting of Shareholders**

- Pursuant to the amended Law on Enterprises 2020;
- The Charter of COTANA Group JSC;
- Based on the operational performance of the Board of Directors in 2024.

The Board of Directors of COTANA Group JSC respectfully presents the Report on the Activities of the Board of Directors in 2024 and the Operational Orientation for 2025.

### **I. Report on the Activities of the Board of Directors in 2024**

#### **1. Information on the Personnel of the Board of Directors:**

##### **a. Members**

The Board of Directors for the 2024–2029 term consists of five members as follows:

- Mr. Dao Ngoc Thanh: Chairman of the Board of Directors
- Mr. Doan Van Tuan: Member of the Board of Directors, General Director
- Ms. Dao Thu Thuy: Member of the Board of Directors
- Mr. Bui Tien Hung: Independent Member of the Board of Directors
- Ms. Nguyen Do Hoang Lan: Member of the Board of Directors

##### **b. Remuneration of the Board of Directors' Members**

The total remuneration paid to the members of the Board of Directors amounts to VND 511,120,887 per year, including:

- + Salary and remuneration fund for one Board member directly involved in business operations: VND 420,120,887 per year
- + Salary and remuneration fund for one independent Board member: VND 91,000,000 per year

#### **2. Report on the Activities of the Board of Directors in 2024**

In 2024, a year marked by fluctuations and challenges in the general economy, particularly in the construction and real estate sectors, the staff of COTANA Group JSC made concerted efforts to complete its production and business tasks and fulfill the goals outlined in the resolutions of the General Meeting of Shareholders. The Board of Directors

adhered to the legal regulations and the Company's Charter to carry out monitoring and supervision, while also supporting the Board of Management in implementing the production and business activities.

**a. Board of Directors' Meetings**

In 2024, the Board of Directors held many meetings to issue Resolutions/Decisions to direct the Executive Board to implement production and business activities.

The Board of Directors, together with the General Director and the Board of Supervisors, directly addressed decisions related to the company's business management and operations.

The Board of Directors also held informal working sessions to discuss internal matters and/or worked with members of the Board of Management to assist in resolving arising issues and addressing necessary matters related to the company's activities.

**b. Results of COTANA Group JSC's Production and Business Activities in 2024.**

In 2024, the Board of Directors made concerted efforts to work alongside the Board of Management in actively seeking new business opportunities, developing investment strategies, and intensifying efforts in debt collection to generate a stable cash flow for production and business activities. However, in the face of economic volatility and market fluctuations, along with difficulties carried over from previous years, operational guidance encountered numerous obstacles. Specifically, the production and business results were as follows:

**Parent Company:**

- Total revenue amounted to 230.36 billion VND, achieving 91.0% of the target set;
- After-tax profit reached 59.79 billion VND, achieving 98.71% of the target set;
- Dividend payout ratio was 10%, reaching 83.33% of the forecasted amount.

**Consolidated:**

- Total revenue amounted to 600.51 billion VND, achieving 52.5% of the target set;
- After-tax profit reached 12.68 billion VND, achieving 9.7% of the target set.

**c. Board of Directors' Oversight of the Board of Management's Activities**

- The Board of Directors provided development directions and responses in line with the overall trends of the construction industry, determining and assigning tasks to the Board of Management to implement production and business activities according to a unified strategic direction.

- The Board of Directors directed the Board of Management in implementing production and business tasks, approving targets, timelines, and progress in accordance with regulations, collaborating with the Board of Management to seek new business opportunities, settle outstanding projects to recover capital, and arrange advance payments from newly signed contracts with partners. The Board also approved the selection of the auditing firm for the company's 2024 financial statements.

- The Board of Directors successfully organized the Annual General Meeting of Shareholders in 2024 on April 26, 2024, in accordance with legal regulations and the company's Charter.

- Additionally, the Board of Directors directed the company to fully and promptly comply with legal requirements regarding the disclosure of information for listed organizations, including financial reports, management reports, annual reports, and regular and exceptional disclosures as required by law.

#### **d. Supervisory Activities of the Board of Directors over the Board of Management**

- The Board of Directors has overseen and directed the activities of the Board of Management through organizational oversight, reviewing, and strengthening the current internal management regulations to ensure they are promptly updated and aligned with legal requirements and the company's development strategy.

- The Board of Directors' oversight of the Board of Management was carried out through various methods, including organizing meetings chaired by the Board of Directors, participating in regular meetings organized by the General Director, and reviewing reports provided by the General Director.

#### **e. Building and Developing the Company's Brand:**

With the goal of establishing the Company as a reputable brand in the market, the Board of Directors has directed efforts to enhance the development of the COTANA brand through specific practical activities.

- Successfully organized the 31st Anniversary Celebration on June 1, 2024, with the participation of many strategic partners who have consistently supported the company's development. This event showcased the trust and partnership between the company and its partners, while also serving as an initiative to promote the COTANA GROUP brand.

- Coordinated the successful organization of the 12th CSC Award Ceremony for the most outstanding student in the field of construction at the University of Construction.

#### **f. Investment Activities and Project Implementation**

##### **Ecogarden Project:**

Currently, Ecogarden, a project developed by Cotana Capital, is generating significant interest in the real estate market in Vietnam. The face of the project is rapidly evolving, specifically:

- With a total area of approximately 44.65 hectares, Ecogarden embodies all the elements of a model urban area, with a well-planned design, synchronized technical infrastructure, and prioritized green living spaces and amenities.

- The investor has completed and handed over low-rise residential areas, such as Camellia, Iris, and Dahlia, with a variety of products including shophouses, terraced houses, semi-detached villas, and detached villas. These areas are complemented by high-class services and amenities, such as a swimming pool, outdoor sports areas, a gym, and badminton courts, all aimed at providing the best living experience for Ecogarden residents.

- The investor is continuing the construction and completion of the West Sky high-rise residential area, with Tower W3 scheduled for handover to residents in Q3/2024, while Tower W2 is still under construction with plans for handover in early 2025.

- In the first quarter of 2025, the construction of Towers W1 and W4 in the Ecogarden Social Housing project in Hue City will commence.

- The investor is developing a strategy to introduce premium product lines to the market, including East and West Island Villas, the Begonia Night Market Commercial Street, the Võ Nguyên Giáp Boulevard Shophouses, a 5-star hotel complex, and condotel apartments. It is anticipated that by the end of Q3/2025, the investor will begin construction on a new series of upscale shophouse townhouses in the Jasmine low-rise residential area, located along Phuong Tim Street, the main central road of the Ecogarden project.

##### **Ngu Ho Resort, Nature Museum, and Golf Course Project**

- Location: Situated in the communes of Phong Chuong and Phong Binh, Phong Dien Town, Hue City.

- Planned Scale: 445 hectares



- Project Status: The project has been approved for planning tasks and is currently under review by the People's Committee of Phong Dien Town for the detailed zoning plan.

**Project Phu Ho**

- Location: Phu Ho Commune, Phu Vang District, Hue City.

- Scale: 220 ha

- Project Status: The Phu Vang District People's Committee is currently completing the legal procedures related to the approval of the budget and the selection plan for the contractor to develop the General Plan for the new Phu Ho Urban Area, Phu Vang District, Hue City.

**g. Management of Subsidiaries and Affiliated Companies:**

To enhance unity, develop the brand, and align with the development direction across the entire COTANA GROUP:

- Organizing regular meetings between the parent company and the subsidiaries.

- Closely monitoring operations through the establishment of a Group Inspection Team to review issues such as organizational structure, insurance, revenue, taxes, etc., and always being ready to provide support to improve professional expertise and management skills, while also promoting the transformation of the old management model and applying a new management model with in-depth support from digital technology development across COTANA GROUP.

- Unifying all staff of subsidiaries and affiliated companies to participate in all collective activities, aimed at building a cohesive COTANA Group that works together to overcome challenges and grow stronger.

**II. The Operating Orientation of the Board of Directors for 2025.**

The year 2025 is expected to bring many challenges to the global economy and Vietnam, given the ongoing impact of the economic downturn and political instability in several regions. Drawing from its experience navigating difficult times in recent years, the Board of Directors has set out key directions to continue leading and guiding the Board of Management to increase shareholder value, with the following main objectives:

- Directing the implementation of production and business activities in the most efficient manner to strive to meet the targets set for 2025.
- It is anticipated that the company's charter capital will increase to 411 billion VND in 2025.

- The projected dividend for 2025 is 10% of the company's charter capital.
- Strengthening the Board of Directors and the management team to be more professional.
- Focusing on investment activities to ensure the company's economic balance.

The goal of the Board of Directors is to fulfill the resolutions of the General Meeting of Shareholders, achieving or exceeding the production and business objectives approved by the General Meeting. The Board of Directors views this as the responsibility and duty of each member of the Board of Directors, the General Director, the Deputy General Directors, as well as all employees of the company.

This report outlines the operational activities of the Board of Directors of COTANA Group JSC for 2024 and the directions for the Board of Directors in 2025. On behalf of the Board of Directors, we would like to sincerely thank our esteemed shareholders, partners, and regulatory bodies for your support. We also extend our heartfelt gratitude to the Board of Management and the entire staff for their collaboration and efforts, which have helped the Board of Directors successfully fulfill its duties. This will also be the driving force for the Board of Directors to lead the Board of Management and the entire staff to successfully implement the 2025 plan approved by the Annual General Meeting of Shareholders.

*Sincerely!*

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



**ĐÀO NGỌC THANH**

Hanoi April 25,2025



## **REPORT ON THE ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2024 AND THE OPERATIONAL PLAN FOR 2025**

**To: Annual General Shareholders' Meeting 2025**

- Pursuant to the amended 2020 Enterprise Law;
- Pursuant to the Charter of Cotana Group Joint Stock Company;
- Pursuant to the results of the supervisory activities of the Board of Supervisors in 2024.

The Board of Supervisors of Cotana Group Joint Stock Company respectfully submits the following report to the shareholders, which includes the following contents:

### **I. The operational situation of the Board of Supervisors in 2024**

#### **1. Organizational structure:**

##### **a. Members**

The Board of Supervisors for the term 2024 - 2029 consists of 03 members:

- Ms. Nguyen Hai Yen : Head of the Board of Supervisors
- Mr. Le Van Dang : Member of the Board of Supervisors
- Mr. Dao Hong Son : Member of the Board of Supervisors

The Board of Supervisors consists of 03 members, and the members of the Board operate in accordance with the assigned responsibilities for each individual. The activities of the Board of Supervisors have been carried out in compliance with the Enterprise Law, the Company's Charter, and the Regulations.

##### **b, Quarterly salary and remuneration of the Board of Supervisors**

- The remuneration paid to the members of the Board of Supervisors has not been disbursed.

- Salary and remuneration fund of the Board of Supervisors participating in production and business activities is: VND 525,466,114/year.

- Other benefits for the members of the Board of Supervisors are implemented in accordance with the legal regulations, the Company's Charter, and the Company's regulations.

#### **2. Activities of the Board of Supervisors:**

##### **a. Supervisory activities of the Board of Supervisors over the Board of Directors, the Board of Management, and shareholders**

The Board of Supervisors has fulfilled its role in overseeing the high-level management of control activities, the completion of the Company's production and business plan, and other tasks in accordance with the law and the Company's Charter. In 2024, the Board of Directors and the Board of Management provided the Board of Supervisors with information and reports on the Company's production and business activities for 2024, the production and business plan for 2025, and other related documents. The Board of Directors and the Board of Management have complied with the legal regulations in administrative management, transactions, and have carried out their assigned functions and duties properly. The Board of Supervisors has cooperated with the Board of Directors and the Board of Management to organize the Annual General Shareholders' Meeting in 2024. It has also supervised the implementation of resolutions passed by the General Shareholders' Meeting and the Board of Directors. The minutes, resolutions of the Board of Directors, and the minutes of the Board of Management are all issued validly and in accordance with the authority defined in the Company's Charter. Furthermore, the Board of Supervisors has monitored the timely disclosure of periodic and extraordinary information, ensuring the accuracy and reliability of the information disclosed to the Company's shareholders.

**b. The financial and accounting situation of the Company**

- Agreed with the Board of Directors on selecting Vietnam Auditing and Valuation Company Limited (VAE) as the auditing firm for the parent company's and consolidated financial statements for the fiscal year 2024.

- The recording, storage of documents, and preparation of accounting books are carried out in accordance with the regulations of the Ministry of Finance. The reports in the Company's financial statements are prepared following the formats issued by the Ministry of Finance.

- The Company's financial statements accurately and fairly reflect its financial position, in accordance with accounting standards, the Vietnamese enterprise accounting system, and relevant legal regulations regarding the preparation and presentation of financial statements.

- The Company has fully, accurately, and promptly disclosed all matters related to its financial statements in accordance with the current regulations applicable to public companies.

**c. The Business Operations of the Company**

- All of the Company's business operations fully comply with the Enterprise Law, the Securities Law, the Company's Charter, other legal regulations, and adhere to the resolutions of the General Meeting of Shareholders.

- The business performance results and accounting data have been thoroughly audited, ensuring accuracy and compliance with legal requirements in the recording of figures.
- The Company has fully complied with the current legal regulations regarding information disclosure in the securities market.

## **II. Comments and Evaluation of the Management and Operation of the Board of Directors and the Board of Management**

### **1. Evaluation of the Cooperation between the Board of Supervisors, the Board of Directors, the Board of Management, and Shareholders:**

- The Board of Directors and the Board of Management of the Company have provided all necessary conditions and regularly supplied information, reports on the implementation of tasks and business production plans, as well as other documents, to enable the Board of Supervisors to fulfill its functions and duties.
- The Board of Supervisors is regularly invited to attend meetings of the Board of Directors, the Board of Management of the Company, as well as meetings of subsidiary companies to discuss business development strategies and the operational status of business production activities of the units.
- The results of the supervision and inspection by the Board of Supervisors are always communicated fully and promptly to the Board of Directors and the Board of Management of the Company.

### **2. Assessment of Compliance with the Company's Charter by the Board of Directors, General Director, and Management Staff:**

- The Board of Directors and the Board of Management operate dynamically, creatively, and with high unity; they seek all solutions for organizing management, promoting and developing production, improving operational efficiency, saving costs, and ensuring stable employment and income for the employees in the company.
- The Board of Directors regularly pays attention to human resources, directs the Board of Management to recruit, train, monitor, evaluate, and make decisions on organizational personnel to ensure alignment with the Company's direction and development.
- The Board of Directors focuses on corporate governance and financial management: through monitoring and periodic auditing, shareholders' capital is preserved, and the use of capital is effective and aligned with its intended purpose.

### **3. Some recommendations to the Board of Directors and the Board of Management**

- Continuously improving governance and management, ensuring maximum facilitation and utilization of the executive team's capabilities for the Company's stable

development, achieving and exceeding the business and financial targets assigned by the General Meeting of Shareholders, and ensuring the maximum legitimate benefits for the Company and its shareholders.

- Selecting, developing, and focusing resources on implementing effective investment projects.

- Planning and implementing policies for supplementation, training, and improving the quality of human resources to meet the increasing demands of business operations.

### **III. Plan of Activities of the Board of Supervisors for 2025**

1. Continuing to promote the role of inspecting and supervising the Company's management, business operations, and investments to ensure compliance with legal regulations, the Company's Charter, and the Resolutions of the General Meeting of Shareholders.

2. Fully participating in the meetings of the Board of Directors, providing opinions to the Board of Directors, and making recommendations to the Board of Management to promote and implement specific tasks within the functions and duties of the Board of Supervisors.

3. Reviewing the Audit Firm's Report and working with relevant parties (Board of Directors, Board of Management).

4. Receiving information, communicating with shareholders, and addressing issues as requested by shareholders.

The above is the report on the performance results for 2024 and the activity plan for 2025 of the Board of Supervisors, submitted to the 2025 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company.

*Sincerely./.*

**ON BEHALF OF THE BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD**



**NGUYEN HAI YEN**

No: 01/TTR/ĐHCĐ-CNG

Hanoi April 25, 2025

## PROPOSAL

*Regarding: Approval of the Report from the Board of Management on the business performance results of 2024 and the plan for 2025*

**Pursuant to:**

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the guiding documents for its implementation;*
- *The Charter of Cotana Group Joint Stock Company.*
- ***The report of the Board of Management regarding the business performance results of 2024 and the plan for 2025.***

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the Report of the Board of Management regarding the business performance results of 2024 and the plan for 2025, presented by Mr. Doan Van Tuan - Member of the Board of Directors and General Director of the Company.

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

***Respectfully!***

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

  
  
\_\_\_\_\_  
**ĐẠO NGỌC THANH**

No.: 02/TTR/ĐHCD-CNG

Hanoi April 25, 2025

## PROPOSAL

*V/v: Approval of the Report on the Activities of the Board of Directors for 2024 and the Operational Direction for 2025*

**Pursuant to:**

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the guiding documents for its implementation;*
- *The Charter of Cotana Group Joint Stock Company.*
- *The Report on the Activities of the Board of Directors for 2024 and the Operational Direction for 2025.*

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the Report on the Activities of the Board of Directors for 2024 and the Operational Direction for 2025, presented by Mr. Dao Ngoc Thanh – Chairman of the Board of Directors of the Company.

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

***Respectfully!***

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

  
**ĐAO NGOC THANH**



Hanoi April 25, 2025

## PROPOSAL

*Regarding: Approval of the Report on the Activities of the Board of Supervisors for 2024 and the Operational Direction for 2025*

### **Pursuant to:**

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the guiding documents for its implementation;*
- *The Charter of Cotana Group Joint Stock Company.*
- ***The Report on the Activities of the Board of Supervisors for 2024 and the Operational Direction for 2025.***

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the Report on the Activities of the Board of Supervisors for 2024 and the Operational Direction for 2025, presented by Mrs. Nguyen Hai Yen – Head of the Board of Supervisors of the Company.

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

***Respectfully!***

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

  
**ĐÀO NGỌC THANH**

No.: 04/TTR/ĐHCĐ-CNG

Hanoi April 25, 2025

## PROPOSAL

*(Regarding: Approval of the audited financial statements for 2024)*

**Pursuant to:**

- *The Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the guiding documents for its implementation;*
- *The Charter of Cotana Group Joint Stock Company.*
- *The separate and consolidated financial statements for 2024 of Cotana Group Joint Stock Company have been audited by Vietnam Auditing and Valuation Co., Ltd.*

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the separate and consolidated financial statements for 2024 of Cotana Group Joint Stock Company, which have been audited.

The separate and consolidated financial statements for 2024 have been published by Cotana Group Joint Stock Company on the electronic portal of the Hanoi Stock Exchange and the Company's website at the address: <https://www.cotanagroup.vn/> on March 31, 2025.

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

***Respectfully!***

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

  
**ĐẠO NGỌC THANH**

Hanoi April 25, 2025

## PROPOSAL

***Re: Selecting the independent auditing firm to audit and review the Company's 2025 financial statements***

**Pursuant to:**

- *The Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, along with the guiding documents for its implementation;*
- *Securities Law No. 56/2024/QH15 dated November 29, 2024;*
- *The Charter of COTANA Group JSC.*

The Board of Directors respectfully reports the following content for approval by the General Meeting of Shareholders:

The General Meeting of Shareholders authorizes the Board of Directors of COTANA Group JSC to decide on the selection of a company from the following list of firms to conduct the review and audit of the Company's financial statements for the year 2025, based on criteria such as the quality and reputation of the firm, competitive pricing, and the level of support provided by the auditing firm to Cotana:

- Viet nam Auditing and Valuation Company Limited;
- Deloitte Vietnam Audit Company Limited;
- KPMG Limited;
- PWC (Vietnam) Limited;
- ERNST & YOUNG Vietnam Limited.
- Or another company from the list of approved auditing firms qualified to audit public-interest entities in the securities sector for the year 2025.

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

***Sincerely!***

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

  
**ĐÀO NGỌC THANH**

No.: 06/TTR/ĐHCĐ-CNG

Hanoi April 25, 2025

## PROPOSAL

### *Regarding the Payment of 2024 Dividends and the Proposed 2025 Dividend Payment*

#### **Pursuant to:**

- *The Enterprise Law No. 59/2020/QH14, passed by the National Assembly on June 17, 2020, and its guiding documents;*
- *The Charter of Cotana Group Joint Stock Company;*
- *The audited financial statements for 2024 and the business production plan for 2025 of the Company.*

The Board of Directors of Cotana Group Joint Stock Company recommends that the General Assembly of Shareholders consider and approve the payment of dividends for 2024 and the proposed dividend payment for 2025:

#### **1. Dividend payout ratio for 2024:**

At the 2024 Annual General Meeting of Shareholders on April 26, 2024, the proposed dividend payout ratio of 12% of the Company's charter capital was approved.

Based on the financial results for 2024, the profit distribution plan after tax and dividend payment for the Company in 2024 is as follows:

1. Total revenue of the parent company:	230,359,785,539
2. Total profit before tax of the parent company:	61,169,651,827
3. Profit after tax of the parent company:	59,793,125,224
4. Undistributed net profit after tax (consolidated):	162,072,877,857
5. Allocation to reserves:	11,958,625,044
- <i>Reward and welfare fund (10% of profit after tax):</i>	5,979,312,522
- <i>Development investment fund (10% of Profit after tax):</i>	5,979,312,522
6. Dividend distribution of 10% of charter capital in the form of shares. The source is from undistributed profit after tax as of December 31, 2024.	37,408,982,000

The Board of Directors respectfully submits to the General Assembly of Shareholders for approval the proposal to issue shares for the payment of dividends for 2024, equivalent to 10% of the Company's charter capital.

## 2. Proposed dividend payout ratio for 2025:

Based on the business plan for 2025 of the Company, the details are as follows:

	<b>Consolidated financial plan</b>	<b>Parent company's financial plan</b>
1. Total revenue:	817,959,301,908	145,753,139,328
2. Profit before tax	52,996,047,759	28,889,509,009
<i>Unit of measurement: VND</i>		

The Board of Directors proposes a dividend distribution of 10% of the Company's charter capital.

Respectfully submitted to the General Assembly of Shareholders for consideration and approval.

*Sincerely!*

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



**ĐÀO NGỌC THANH**

No.: 07/TTR/ĐHCD-CNG

Hanoi April 25, 2025

## PROPOSAL

### Regarding the Approval of the Share Issuance Plan for Dividend Payment in 2024

**To:** The General Meeting of Shareholders of Cotana Group Joint Stock Company

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

- Pursuant to Law No. 03/2022/QH15 of the National Assembly, amending and supplementing several provisions of the Public Investment Law, the Law on Public-Private Partnership Investment, the Investment Law, the Housing Law, the Law on Bidding, the Electricity Law, the Enterprise Law, the Special Sales Tax Law, and the Civil Judgment Enforcement Law;

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

- Pursuant to Law No. 56/2024/QH15 of the National Assembly, amending and supplementing several provisions of the Securities Law, the Accounting Law, the Independent Auditing Law, the State Budget Law, the Law on Management and Use of Public Assets, the Tax Administration Law, the Personal Income Tax Law, the National Reserve Law, and the Law on Handling Administrative Violations

- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of certain provisions of the Securities Law;

- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance, guiding several contents regarding the offering, issuance of securities, public tender offers, share buybacks, public registration, and the cancellation of public company status;

- Pursuant to the Charter on the Organization and Operations of Cotana Group Joint Stock Company ("the Company")

The Board of Directors of Cotana Group Joint Stock Company respectfully submits to the 2025 Annual General Meeting of Shareholders for consideration and approval the proposal to issue shares for the payment of dividends for 2024, with the following specific details:

#### **I. Increase in charter capital through the issuance of shares for the payment of dividends for 2024:**

- |                            |  |
|----------------------------|--|
| 1. Stock name              | : Shares of Cotana Group Joint Stock Company |
| 2. Type of shares          | : Common shares                              |
| 3. Stock code              | : CSC  |
| 4. Par value of the shares | : 10,000 VND (Ten thousand VND) per share    |

5. The company's charter capital : 374,089,820,000 VND
6. The total number of shares outstanding : 37,408,982 shares
7. The maximum number of shares proposed for issuance : 3,740,898 shares
8. The total value of shares proposed for issuance, based on par value : 37,408,982,000 VND (In words: Thirty-seven billion, four hundred eight million, nine hundred eighty-two thousand VND)
9. Form of issuance : Issuance of shares for dividend payment
10. Issuance ratio : 10% of the total number of shares outstanding at the time of issuance. At the time of preparing this proposal, the number of shares issued by the Company is 37,408,982 shares, with 0 treasury shares, and the number of shares outstanding is 37,408,982 shares.
11. Issuance method : By the method of exercising rights
12. Rights exercise ratio : 10:1 (On the record date for determining the list of shareholders entitled to receive dividends in the form of shares, shareholders owning 1 share will receive 1 dividend entitlement right, and for every 10 rights, 1 additional newly issued share will be allocated, with rounding down to the nearest whole unit).
13. The expected issuance timeline : In 2025, after being approved by the General Assembly of Shareholders and after the State Securities Commission issues a written notice confirming the receipt of all documentation regarding the share issuance for dividend payment of CSC.
14. Issuance target : All existing shareholders of Cotana Group Joint Stock Company who are listed in the shareholder registry on the record date for exercising the rights to receive dividends in the form of shares, as provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
15. Source of funding for the issuance : Undistributed accumulated net profit after tax as of December 31, 2024, on the audited financial statements for 2024 of Cotana Group Joint Stock Company.
16. Transfer restrictions : The newly issued shares are not subject to transfer

restrictions.

17. The rounding down principle and handling of fractional shares : The number of shares to be issued will be rounded down to the nearest whole unit, and any fractional parts (if any) will be canceled and not issued.
- For example: On the record date, shareholder A owns 501 shares. With the issuance ratio of 10%, the number of additional shares shareholder A will receive is  $(501 \times 10 / 100 = 50.1 \text{ shares})$ . According to the rounding principle, shareholder A will receive 50 new shares, and the fractional share (0.1 share) will be canceled.*
18. Purpose of the issuance : Payment of dividends in the form of shares for 2024

## **II. Adjustment of the registered number of securities and the supplementary listing registration**

The total number of shares issued for dividend payment will be adjusted in the securities registration information with the Vietnam Securities Depository and Clearing Corporation and will be subject to supplementary listing registration at the Hanoi Stock Exchange, immediately after the issuance is completed, in accordance with current legal regulations.

## **III. Amendment of the Charter**

Amendment of the provisions related to charter capital, shares, and founding shareholders in Article 5: Charter Capital, Shares, and Founding Shareholders of the Company's Charter, to reflect the new charter capital level after the completion of the share issuance.

## **IV. Authorization for the Board of Directors:**

The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide on all matters related to the issuance, including but not limited to the following:

- Approval of the detailed plan, supplementation, and completion of the share issuance plan for dividend payment in 2024 and/or amendment of the share issuance plan for dividend payment in 2024 if necessary to ensure the success of the issuance.
- Carry out the necessary procedures to implement the share issuance plan for dividend payment in 2024, as approved by the General Assembly of Shareholders, in accordance with the legal regulations and the Company's Charter.
- Select the specific timing for the share issuance for dividend payment after receiving the written notification from the State Securities Commission (SSC) confirming the receipt of all documentation regarding the share issuance for dividend payment of the Company, and determine the record date for shareholder eligibility to exercise their rights, ensuring compliance with legal regulations.
- Make amendments and supplements to the Company's Charter to reflect the increased charter capital, and carry out the necessary legal procedures to change the Business Registration Certificate after the completion of the share issuance.
- Proactively adjust the securities registration information with the Vietnam Securities Depository and Clearing Corporation (VSDC) and register the supplementary listing of the shares issued for the 2024 dividend payment in accordance with legal regulations and the



Company's actual situation.

- Proactively select and hire independent advisory firms to assist in the share issuance for the 2024 dividend payment, as well as in the supplementary listing registration of shares, in compliance with current legal regulations.
- In addition to the above contents, the General Meeting of Shareholders authorizes the Board of Directors to proactively carry out other tasks and procedures related to the implementation of the share issuance plan for the 2024 dividend payment, as approved by the General Meeting of Shareholders, in compliance with legal regulations, ensuring the rights and legitimate interests of the Company and its shareholders.

We respectfully submit for the General Meeting of Shareholders to review and vote on the approval.

*Sincerely!*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**ĐẠO NGỌC THANH**

## PROPOSAL

### ***Re: Plan for capital contribution to the subsidiary - Cotana Capital Housing Investment and Development Joint Stock Company***

#### **Pursuant to:**

- *The Enterprise Law of 2020;*
- *The Securities Law of 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing several provisions of the Securities Law;*
- *The Charter of COTANA Group JSC.*

One of the key objectives of Cotana Group in the coming years is to strengthen the business operations of the parent company and its subsidiaries. To achieve this goal, increasing the charter capital is an inevitable step.

Based on the strategy and the need to promote the business activities of the parent company and its subsidiaries in 2025 and the following years, the Board of Directors of COTANA Group JSC respectfully reposts to the General Meeting of Shareholders for consideration and approval the plan for capital contribution to the subsidiary - Cotana Capital Housing Investment and Development Joint Stock Company (Cotana Capital) as follows:

#### **1. Introduction to Cotana Capital Company:**

- Head office address: CM3-03 Camellia, An Van Duong Urban Area, Thuy Van Ward, Thua Thien Hue Province.
- Charter capital: VND 455,000,000,000, equivalent to 45,500,000 shares
- Par value: VND 10,000 per share
- Main business line: Real estate investment
- Joint venture representative of the investor consortium for the Ecogarden Project
- Ownership percentage of COTANA Group JSC in Cotana Capital: 59.85% of the charter capital, equivalent to 27,232,301 shares.
- Representative of COTANA Group JSC's capital contribution in Cotana Capital: Mr. Dao Ngoc Thanh - Chairman of the Board of Directors.

#### **2. Capital contribution plan to Cotana Capital Company:**

- Capital contribution plan:
  - + Cotana Capital Company plans to increase its charter capital from VND 455,000,000,000 to VND 500.500.000.000 Accordingly, COTANA Group JSC will make a capital contribution to Cotana Capital Company in proportion to its current ownership stake of 59.85%.

- + In case the existing shareholders of Cotana Capital Company decline to contribute capital in this charter capital increase, the Board of Directors respectfully proposes that the General Meeting of Shareholders authorize the Board of Directors to decide on proceeding with the capital contribution to Cotana Capital Company in proportion to the ownership corresponding to the capital contribution that the existing shareholders have declined.
- + Implementation timeline: Expected in Q2/Q3/2025, or as per current legal regulations.
- + The Board of Directors is responsible for reporting the actual implementation status of the capital contribution to Cotana Capital Company at the next Annual General Meeting of Shareholders.

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

*Sincerely!*

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



The signature is in blue ink and is written over a red circular stamp. The stamp contains the text: "M.S.D.N: 0101482984-C.T.", "CÔNG TY CỔ PHẦN TẬP ĐOÀN", "COTANA", and "Đ. HOÀNG MAI-TP. HÀ NỘI".

**ĐẠO NGỌC THANH**

No.: 09/TTR/ĐHCD-CNG

Hanoi April 25, 2025

**PROPOSAL**

***(Re: Remuneration for the year 2024 and the projected remuneration for the year 2025 for the members of the Board of Directors and the Board of Supervisors)***

**To: The General Meeting of Shareholders of  
COTANA Group Joint Stock Company**

**Pursuant to:**

- *The Enterprise Law dated June 17, 2020;*
- *The Securities Law dated November 26, 2019;*
- *The Charter on the Organization and Operation of COTANA Group Joint Stock Company;*
- *Based on the audited financial statements of COTANA Group Joint Stock Company for the year 2024, as of March 31, 2025.*
- *Based on the business production plan for 2025 of COTANA Group Joint Stock Company.*

The Board of Directors ("BOD") of the Company reports to the General Meeting of Shareholders ("GMS") on the payment of remuneration for the year 2024 and the projected remuneration payment plan for the year 2025 for the members of the Board of Directors and the Board of Supervisors ("BOS") as follows:

**1. Remuneration paid to the members of the Board of Directors and the Board of Supervisors in the year 2024: (Unit: VND)**

The number of members of the Board of Directors and the Board of Supervisors in the year 2024 is as follows: 05 members of the Board of Directors, 03 members of the Board of Supervisors, of which:

- Salary and remuneration fund paid to members of the Board of Directors: VND 511,120,887 per year

Of which:

+ The salary and remuneration fund for 01 members of the Board of Directors directly managing business operations is: VND 420,120,887 per year

+ The salary and remuneration fund for 01 independent member of the Board of Directors is: VND 91,000,000 per year

- Remuneration paid to the members of the Board of Supervisors: VND 525,466,114 per year

Of which:

+ The salary and remuneration fund for the three members of the Board of Supervisors participating in business operations is: VND 525,466,114 per year.

Other benefits for the members of the Board of Directors and the Board of Supervisors are provided in accordance with legal regulations, the Company's Charter, and its internal rules.

**2. Expected remuneration to be paid to the members of the Board of Directors and the Board of Supervisors in the year 2025:**

The Board of Directors proposes the following remuneration for the members of the Board of Directors and the Board of Supervisors for the fiscal year 2025:

- The number of members in the Board of Directors and the Board of Supervisors in 2025 will remain unchanged
- Remuneration for the members of the Board of Directors:
  - + The salary and remuneration fund for the members of the Board of Directors directly managing business operations will be based on the business performance and in accordance with the Company's regulations.
  - + The salary and remuneration fund for 01 independent member of the Board of Directors is projected to be: VND 91,000,000 per year.
- Remuneration for the members of the Board of Supervisors:
  - + The salary and remuneration fund for the Board of Supervisors participating in business operations will be based on the business performance and in accordance with the Company's regulations.

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

*Sincerely!*

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



**ĐẠO NGỌC THANH**

No.: 10/TTR/ĐHCD-CNG

Hanoi April 25, 2025

## PROPOSAL

*Re: Dismissal of Member of the Board of Directors for the 2024–2029 Term*

**Pursuant to:**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents;*

*Pursuant to the Charter on the organization and operation of COTANA Group Joint Stock Company;*

*Based on the resignation letter submitted by Ms. Nguyen Do Hoang Lan on April 3, 2025, requesting to step down from her position as a member of the Board of Directors.*

At the Annual General Meeting of Shareholders held on April 26, 2024, five members of the Board of Directors for the 2024–2029 term were elected, including:

- |    |                         |  |
|----|-------------------------|--|
| 1. | Mr. Dao Ngoc Thanh      | Chairman of the Board of Directors           |
| 2. | Mr. Doan Van Tuan       | Member of the Board of Directors             |
| 3. | Ms. Dao Thu Thuy        | Member of the Board of Directors             |
| 4. | Mr. Bui Tien Hung       | Independent Member of the Board of Directors |
| 5. | Ms. Nguyen Do Hoang Lan | Member of the Board of Directors             |

On April 4, 2025, the Board of Directors received the resignation letter from Ms. Nguyen Do Hoang Lan, a member of the Board of Directors, citing personal reasons.

Accordingly, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the dismissal of Ms. Nguyen Do Hoang Lan from her position as a member of the Board of Directors based on her resignation request. The dismissal shall take effect from the date it is approved by the General Meeting of Shareholders.

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

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

  
**ĐAO NGOC THANH**

No.: 11/TTR/ĐHCĐ-CNG

Hanoi April 25, 2025

## PROPOSAL

*Re: Election of an additional member to the Board of Directors for the 2024–2029 term*

**Pursuant to:**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents;*

*Pursuant to the Charter on organization and operation of COTANA Group Joint Stock Company;*

*Pursuant to the current number of members of the Board of Directors for the 2024–2029 term.*

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the election of an additional member to the Board of Directors for the 2024–2029 term, as follows: Pursuant to the number of Board members for the 2024–2029 term approved by the General Meeting of Shareholders on April 26, 2024, the total number of members is five (05).

Therefore, in order to ensure the required number of Board members for the 2024–2029 term, the Board of Directors respectfully proposes that the General Meeting of Shareholders consider and approve the election of one (01) additional Board member to replace the vacated position.

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

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

  
ĐÀO NGỌC THANH



No.: 12/TTR/ĐHCD-CNG

Hanoi April 25, 2025

## PROPOSAL

*Re: Approval of the list of nominees and candidates for the Board of Directors*

**Pursuant to:**

- The Law on Enterprises No. 59/2020/QH14 adopted by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents;
- The Charter on the organization and operation of COTANA Group Joint Stock Company;
- Proposal No. 10/TTR/ĐHCD-CNG regarding the approval of the number of members of the Board of Directors for the 2024–2029 term;
- The results of nomination and self-nomination by shareholders and groups of shareholders in accordance with the Company's Charter;
- The criteria and conditions for being a member of the Board of Directors as stipulated by the Company's Charter and the provisions of law.

The Presidium respectfully submits to the General Meeting of Shareholders for approval the list of candidates for the Board of Directors for the 2024–2029 term as follows:

No.	Full name	ID Card/Passport/Citizen Identification/Business Registration Certificate	Address	Professional Qualifications	Current Position
1	Nguyen Duc Quan	001084039548	Apartment S1114, The One Building, Gamuda Gardent urban area, Tam Trinh street, Tran Phu ward, Hoang Mai district, Hanoi city	Bachelor of Economics	Chairman of the Board of Directors of Asia - Pacific Securities Joint Stock Company

*(Enclosed is the Statement and the candidate's résumé).*

Respectfully submit to the General Meeting of Shareholders for consideration, voting and approval of the above-mentioned content!

*Sincerely!*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

  
ĐẠO NGỌC THANH



*Hanoi April 25, 2025*

No.: 01/2025-BB/ĐHĐCĐ-CNG

## **MEETING MINUTES**

### **2025 Annual General Meeting of Shareholders**

### **COTANA GROUP JOINT STOCK COMPANY**

Company Name: Cotana Group Joint Stock Company

Head Office Address: Lot CC5A, Linh Đàm Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City

Business Registration Certificate No.: 0101482984, initially issued by the Hanoi Department of Planning and Investment on February 4, 2004, with subsequent amendments and supplements.

Stock Symbol: CSC

Today, at 8:00 AM on April 25, 2025, at the 11th-floor conference hall of Cotana Group Joint Stock Company's headquarters—Lot CC5A, Linh Đàm Peninsula, Hoang Liet Ward, Hoang Mai District, Hanoi City—the Annual General Meeting of Shareholders for 2025 is convened with the following agenda:

#### **A. ATTENDEES AND THE LEGALITY AND VALIDITY OF THE GENERAL MEETING**

##### **I. Attendees**

The General Meeting is honored to welcome the presence of:

- + The Chairman and Members of the Board of Directors
- + The Board of Management of the Company
- + Esteemed Shareholders of the Company

##### **II. The Legality and Validity of the General Meeting**

At 08:30 AM on April 25, 2025, the General Meeting heard a report from Ms. Nguyen Hai Yen, Head of the Delegate Verification Committee, on the verification of delegate

eligibility for participation in the meeting, as follows:

- The total number of shareholders convened to attend the 2025 Annual General Meeting of Shareholders was 2,407 (including both institutional and individual shareholders), holding and representing 37,408,982 shares, equivalent to 37,408,982 voting rights, accounting for 100% of the company's charter capital.
- The number of attending delegates was 39, holding and representing 23,869,485 shares, corresponding to 23,869,485 voting rights, accounting for 63.807% of the total voting rights.

Based on the Law on Enterprises 2020 and the Charter of Cotana Group Joint Stock Company, the 2025 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company meets the legal conditions to proceed as stipulated.

## **B. OPENING OF THE GENERAL MEETING OF SHAREHOLDERS**

Mr. Mai Ngọc Anh commenced the meeting, stated the rationale, introduced the attendees, and proposed that the General Meeting vote to approve the list of the Presidium, the Secretariat, and the Ballot Counting Committee.

### **I. The Presidium, the Secretariat, and the Ballot Counting Committee at the General Meeting.**

At 8:30 am:

- Number of attending delegates: 39 shareholders.
- Number of proxy delegates: 15 shareholders.
- Representing: 23,869,485 voting shares, accounting for 63.807% of the total voting shares of all shareholders eligible to vote.

The General Meeting unanimously approved the list of the Presidium, the Secretariat, and the Vote Counting Committee with 23,869,485 approval votes out of a total of 23,869,485 votes, accounting for 100% of the total voting rights of the shareholders

attending the Meeting.

The Presidium, the Secretariat, and the Ballot Counting Committee consist of the following members:

**1. The Presidium consists of:**

- Mr. Dao Ngoc Thanh – Chairman of the Board of Directors, serving as the Chairperson of the General Meeting
- Mr. Doan Van Tuan – Member of the Board of Directors, General Director, serving as a Member of the Presidium
- Mr. Bui Tien Hung – Member of the Board of Directors, serving as a Member of the Presidium

**2. The Secretariat consists of:**

- Mr. Dao Hong Son – Head of the Business Department, serving as Head of the Secretariat
- Ms. Nguyen Thi Diep – Head of Asset Management, serving as a Member of the Secretariat

**3. The Ballot Counting Committee consists of:**

- Ms. Le Thi Linh Trang – Staff of the Finance and Accounting Department, serving as Head of the Committee
- Mr. Ho Dat Dung – Deputy Head of the Technical Management Department, serving as a Member
- Ms. Pham Thi Thu – Accountant, serving as a Member

**II. The Agenda of the General Meeting, The working regulations of the General Meeting**



The General Meeting heard Mr. Bui Tien Hung, on behalf of the Presidium, present the agenda and working regulations of the Meeting.

At 9:00 am:

- Number of attending delegates: 39 shareholders.
- Number of proxy delegates: 15 shareholders.
- Representing: 23,869,485 voting shares, accounting for 63.807% of the total voting shares of all eligible shareholders.

The General Meeting unanimously approved the Meeting Agenda and the Working Regulations with 23,869,485 approval votes out of a total of 23,869,485 votes, accounting for 100% of the total voting rights of the shareholders attending the Meeting.

## **C. CONTENTS PRESENTED AT THE GENERAL MEETING**

### **I. Contents of Reports and Proposals Presented at the General Meeting**

1. The General Meeting listened to Mr. Doan Van Tuan, Member of the Board of Directors and General Director, presented:
  - The report on the Company's business performance in 2024 and the business plan for 2025.
  - Proposal No. 01/TTR/DHCD – CNG regarding the Approval of the Report of the Board of Management.
2. The General Meeting listened to Ms. Nguyen Hai Yen, Head of the Board of Supervisors, presented:
  - Report on the Activities of the Board of Supervisors in 2024 and the Operational Plan for 2025
  - Proposal No. 03/TTR/DHCD – CNG regarding the Approval of the Report on

### Activities of the Board of Supervisors

3. The General Meeting listened to Mr. Dao Ngoc Thanh, Chairman of the Board of Directors, presented:
  - The report on the activities of the Board of Directors in 2024 and the Board's plan for 2025.
  - Proposal No. 02/TTR/ĐHCĐ – CNG regarding the Approval of the Report of the Board of Directors.
  
4. The General Meeting listened to Mr. Bui Tien Hung, Member of the Board of Directors, presented the following proposals:
  - Proposal No. 04/TTR/ĐHCĐ – CNG regarding the Approval of the Audited Financial Statements for 2024
  - Proposal No. 05/TTR/ĐHCĐ – CNG regarding the Authorization for the Board of Directors to select an Independent Auditor to audit and review the Financial Statements for 2025
  - Proposal No. 06/TTR/ĐHCĐ – CNG regarding the Dividend Payment for 2024 and the Proposed Dividend Payment for 2025
  - Proposal No. 07/TTR/ĐHCĐ – CNG regarding the Approval of the Share Issuance Plan to Increase Charter Capital in 2025
  - Proposal No. 08/TTR/ĐHCĐ – CNG regarding the Approval of the Capital Contribution Plan to a Subsidiary – Cotana Capital Real Estate Investment and Development Joint Stock Company
  - Proposal No. 09/TTR/ĐHCĐ – CNG regarding the Remuneration Payment for 2024 and the Proposed Remuneration for 2025 for Members of the Board of Directors and the Board of Supervisors.

5. The General Meeting of Shareholders listened to Mr. Doan Van Tuan – Member of the Board of Directors and General Director of the Company – presenting the following proposals:

- Proposal No. 10/TTR/ĐHCĐ – CNG regarding the Dismissal of a Member of the Board of Directors for the 2024–2029 Term
- Proposal No. 11/TTR/ĐHCĐ – CNG regarding the Additional Election of a Member of the Board of Directors for the 2024–2029 Term
- Proposal No. 12/TTR/ĐHCĐ – CNG regarding the Approval of the List of Candidates and Nominations for the Election of a Member of the Board of Directors for the 2024–2029 Term

## **II. Discussion and Approval of the Content of the Reports and Proposals**

The General Meeting proceeded with the discussion of the content of the reports and proposals.

The shareholders present at the meeting received responses from the Presidium.

## **III. Voting to Approve the Reports and Proposals Presented at the General Meeting**

The General Meeting listened to Ms. Le Thi Linh Trang, Head of the Vote Counting Committee, presenting the voting results for the reports and proposals as follows:

The Voting Committee announced the results as follows:

At 10:15 am:

- Number of delegates attending: 39 shareholders.
- Number of delegates by proxy: 15 shareholders.
- Representing: 23,869,485 voting shares, accounting for 63.807% of the total number of voting shares held by all shareholders entitled to vote.

### **1. Approval of the 2024 Business Performance Report and the 2025 Business Plan**

The General Meeting voted with the following ratio:



- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 01/TTR/AGM-CNG regarding the approval of the 2024 business performance report and the 2025 business plan of the Company was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

## **2. Proposal on the Report of the Board of Supervisors for 2024 and the Operational Direction for 2025**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.



- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 03/TTR/AGM-CNG regarding the approval of the 2024 activity report and the 2025 activity plan of the Board of Supervisors was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

### **3. Proposal on Report by the Board of Directors for 2024 and the Operational Orientation for 2025.**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.

- The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 02/TTR/AGM-CNG regarding the approval of the 2024 activity report and the 2025 activity plan of the Board of Supervisors was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

#### **4. Approval of the audited financial statements published on March 31, 2025**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:

- The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 04/TTR/AGM-CNG regarding the approval of the Company's audited financial statements was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting .

#### **5. Proposal regarding the approval of the selection of an auditor for the fiscal year 2025**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.



- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 05/TTR/AGM-CNG regarding the approval of the selection of an auditor for the fiscal year 2025 was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

#### **6. Proposal regarding the dividend payment for 2024 and the planned dividend payment for 2025.**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes

- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 06/TTR/AGM-CNG regarding the dividend payment for 2024 and the planned dividend payment for 2025 was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

#### **7. Proposal regarding the approval of the plan to issue shares for dividend payment.**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.



Proposal No. 07/TTR/AGM-CNG regarding the approval of the plan to issue shares for dividend payment was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

**8. Proposal on the Plan to Contribute Capital to the Subsidiary - Cotana Capital Housing Investment and Development Joint Stock Company**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

- The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 08/TTR/AGM-CNG regarding the plan to invest in the subsidiary - Cotana Capital Housing Investment and Development Joint Stock Company, was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

#### **9. Proposal on the Remuneration Payment for 2024 and the Proposed Remuneration for 2025 for the member of the Board of Directors and Board of Supervisors.**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:



- The number of approval votes: 23,745,285 voting shares / 23,869,485 voting shares, accounting for 99.48% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 123,200 voting shares / 23,869,485 voting shares, accounting for 0.52% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 09/TTR/AGM-CNG regarding the payment of remuneration for 2024 and the planned remuneration for 2025 for the members of the Board of Directors and the Board of Supervisors was approved with a rate of 99.48% of the total voting shares of the shareholders attending the meeting.

#### **10. Proposal on the approval of the dismissal of a member of the Board of Directors for the 2024–2029 term**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.

- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 10/TTR/AGM-CNG regarding the dismissal of a member of the Board of Directors for the 2024-2029 term was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

#### **11. Proposal on the approval of the election of an additional member to the Board of Directors for the 2024–2029 term**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting

- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 11/TTR/AGM-CNG regarding the election of an additional member to the Board of Directors for the 2024-2029 term was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.



## **12. Proposal on the approval of the list of nominees and candidates for the Board of Directors for the 2024–2029 term**

The General Meeting voted with the following ratio:

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting
- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.

Proposal No. 12/TTR/AGM-CNG regarding the approval of the list of nominations and candidates for the Board of Directors for the 2024-2029 term was approved with a rate of 100% of the total voting shares of the shareholders attending the meeting.

#### **IV. Election of an additional member to the Board of Directors for the 2024-2029 term.**

##### **1. The General Assembly unanimously approved the list of the Election and Vote Counting Committee, consisting of the following individuals:**

- Ms. Le Thi Linh Trang – Finance and Accounting Department: Head of the Election and Vote Counting Committee
- Mr. Ho Dat Dung – Deputy Head of the Economic Department: Committee Member
- Ms. Pham Thi Thu – Finance and Accounting Department: Committee Member

##### **2. The General meeting listened to Ms. Le Thi Linh Trang – Head of the Election and Vote Counting Committee – present the Election Regulations. The General Assembly unanimously approved the Election Regulations with the following voting results**

- Voting method: Shareholders attending the meeting cast their votes directly at the meeting

At 10:00 am

- Number of attending delegates: 39 shareholders.
- Number of proxy delegates: 15 shareholders.
- Representing: 23,869,485 voting shares, accounting for 63.807% of the total voting shares of all eligible shareholders

The General meeting unanimously approved the contents of the agenda and the Election Regulations at the General Assembly with 23,869,485 votes out of

23,869,485 voting rights, accounting for 100% of the total voting shares of the shareholders attending the General meeting.

3. Ms. Le Thi Linh Trang – Head of the Election Committee – announced to the General Assembly the Vote Counting Minutes and the vote counting results, as follows

At 10:25 am:

- Number of attending delegates: 39 shareholders.

- Number of proxy delegates: 15 shareholders.

- Representing: 23,869,485 voting shares, accounting for 63.807% of the total voting shares of all eligible shareholders

Election Results for the Additional Member of the Board of Directors

- Total number of votes from attending shareholders: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting
- The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting

The detailed results are as follows:

Candidate's Full Name: Nguyen Duc Quan



The number of approval votes: 23,699,825 voting shares, accounting for 92.29% % of the total voting shares of the shareholders attending the meeting

List of elected members of the Board of Directors for the 2024–2029 term:

**Candidate's Full Name: Nguyen Duc Quan**

The number of approval votes: 23,699,825 voting shares, accounting for 92.29% % of the total voting shares of the shareholders attending the meeting

#### **V. Approval of the Minutes of the General Meeting**

Mr. Dao Hong Son, on behalf of the Secretariat of the General Meeting, presented the Minutes and content of the General Meeting.

At 10:40 am:

- Number of attending delegates: 39 shareholders.

- Number of proxy delegates: 15 shareholders.

- Representing: 23,869,485 voting shares, accounting for 63.807% of the total voting shares of all eligible shareholders.

The General Meeting voted to approve the Minutes of the 2025 Annual General Meeting of Shareholders of Cotana Group Joint Stock Company, with an approval rate of 100% of the attending shareholders, as detailed below:

- The total number of voting shares of shareholders attending the meeting: 23,869,485 votes
- The total number of voting shares issued: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of voting shares not collected: 0 voting shares (identified as shares with no opinion), accounting for 0% of the total voting shares of the shareholders attending the meeting.

- The total number of voting shares collected: 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
- The total number of valid voting shares: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting, of which:
  - The number of approval votes: 23,869,485 voting shares / 23,869,485 voting shares, accounting for 100% of the total voting shares of the shareholders attending the meeting.
  - The number of disapproval votes: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The number of abstentions: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
  - The total number of invalid voting shares: 0 voting shares / 23,869,485 voting shares, accounting for 0% of the total voting shares of the shareholders attending the meeting.
- The Minutes of the General Meeting were approved with a voting rate of 100% of the total voting shares of the shareholders attending the Meeting.

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#### **D. CLOSURE OF THE GENERAL MEETING**

1. Mr. Dao Ngoc Thanh on behalf of the Presidium, delivered a closing speech and expressed gratitude to the attendees.
2. The General Meeting concluded at 11:19 on April 25, 2025.
3. The Minutes were prepared in 2 copies consisting of 18 pages and were read aloud publicly before the General meeting.
4. These minutes serve as the legal basis for issuing the Resolution of the 2025 Annual



General Meeting of Shareholders of Cotana Group Joint Stock Company.

5. The Chairperson and the Secretary of the General Meeting are responsible for the accuracy and integrity of the minutes and shall sign below.

**ON BEHALF OF THE SECRETARIAT  
OF THE GENERAL MEETING**



**DAO HONG SON**

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



**ĐÀO NGỌC THANH**

No.: 01/2025-NQ/ĐHĐCĐ-CNG

Hanoi, April 25, 2025

**RESOLUTION OF THE GENERAL MEETING OF  
SHAREHOLDERS  
COTANA GROUP JOINT STOCK COMPANY  
(Meeting session on April 25, 2025)**

**Pursuant to:**

- The Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- The Charter on the Organization and Operation of Cotana Group Joint Stock Company;
- Minutes of the Shareholders' Meeting No. 01/2025-BB/ĐHĐCĐ-CNG of Cotana Group Joint Stock Company, recorded on April 25, 2025.

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
COTANA GROUP JOINT STOCK COMPANY**

**RESOLUTION**

- Article 1.** Approval of the Business Performance Report for 2024 and the Business Plan for 2025 of the Company (*Proposal No. 01/TTR/ĐHĐCĐ-CNG*)
- Article 2.** Approval of the Activity Report for 2024 and the Activity Plan for 2025 of the Board of Directors of the Company (*Proposal No. 02/TTR/ĐHĐCĐ-CNG*)
- Article 3.** Approval of the 2024 Performance Report and the 2025 Action Plan of the Company's Board of Supervisors
- Article 4.** Approval of the Audited Financial Statements for 2024 (*Proposal No. 04/TTR/ĐHĐCĐ-CNG*)
- Article 5.** Approval of the Selection of an Auditing Firm for the 2025 Financial Year of the Company (*Proposal No. 05/TTR/ĐHĐCĐ-CNG*)
- Article 6.** Approval of the Dividend Payment for 2024 and the Proposed Dividend Rate for 2025 (*Proposal No. 06/TTR/ĐHĐCĐ-CNG*)
- Article 7.** Approval of the Share Issuance Plan to Pay Dividends (*Proposal No. 07/TTR/ĐHĐCĐ-CNG*)

**Article 8.** Approval of the Capital Contribution Plan to the Subsidiary - Cotana Capital Housing Investment and Development Joint Stock Company (*Proposal No. 08/TTR/DHĐCĐ-CNG*)

**Article 9.** Approval of the Remuneration Payment for 2024 and the Proposed Remuneration for 2025 for the Board of Directors and Supervisory Board members (*Proposal No. 09/TTR/DHĐCĐ-CNG*)

**Article 10.** Approval of the dismissal of a member of the Board of Directors for the 2024–2029 term (Proposal No. 10/TTR/DHĐCĐ-CNG).

**Article 11.** Approval of the additional election of a member to the Board of Directors for the 2024–2029 term (Proposal No. 11/TTR/DHĐCĐ-CNG).

**Article 12.** Approval of the list of nominees and candidates for the Board of Directors for the 2024–2029 term (Proposal No. 12/TTR/DHĐCĐ-CNG).

**Article 13.** Approval of the list of elected members of the Board of Directors for the 2019–2024 term, including the following individuals:

1. Mr./Ms. Nguyen Duc Quan

Assign the Board of Directors for the 2024–2029 term to organize a meeting to perform the functions of the Board of Directors in accordance with regulations.

**Article 14.** Authorization Clause:

Authorization of the Board of Directors to implement the items presented in the 2025 Annual General Shareholders' Meeting and carry out the procedures for amending the company's business registration content in accordance with the law.

**Article 15.** Implementation Clause:

This resolution was unanimously approved by the General Meeting of Shareholders of Cotana Group Joint Stock Company at the 2025 Annual Meeting, held on April 25, 2025.

The members of the Board of Directors, the Board of Supervisors, and the General Director are responsible for implementing this resolution and organizing its execution according to their functions, in compliance with the law and the Charter of Cotana Group Joint Stock Company.

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This resolution takes effect from April 25, 2025.

**Recipients:**

- *As per Article 15;*
- *Shareholders (via the company's website);*
- *The Hanoi Stock Exchange (HNX);*
- *Business Registration Office - Department of Planning and Investment of Hanoi City;*
- *Board of Directors' Office Archive.*

**ON BEHALF OF THE GENERAL MEETING  
OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**



**DAO NGOC THANH**

