



**AGENDA**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**

**Date: 28/4/2025**



Ord.	Time	Content
01	8:00 - 8:30	Welcoming of Delegates and Shareholder Registration.
02	8:30 - 8:40	Opening of the General Meeting of Shareholders.
03	8:40 - 8:50	Confirmation of Shareholders and Number of Attendees.
04	8:50 - 8:55	Introduction of the Presidium, Chairperson, and Secretariat.
05	8:55 - 9:00	Approval of the Vote Counting Committee.
06	9:00 - 9:10	Approval of the Agenda for the General Meeting of Shareholders.
07	9:10 - 9:15	Approval of the Regulations for the General Meeting of Shareholders.
08	9:15 - 9:25	Report on the 2024 Performance Results and 2025 Strategic Orientation of the Board of Directors.
09	9:25 - 9:35	Report on 2024 Business Performance Results and 2025 Business Plan.
10	9:35 - 9:45	Report on the 2024 Performance Results and 2025 Operational Direction of the Board of Supervisors.
11	9:45 - 9:50	Presentation of the Audited Financial Statements for 2024.
12	9:50 - 9:55	Proposal on the 2024 Profit Distribution and Fund Allocation Plan and the 2025 Plan.
13	9:55 - 10:00	Proposal on the Total Salaries and Remuneration in 2024, and the Planned Salary and Remuneration for 2025 for the Board of Directors and the Board of Supervisors.
14	10:05 - 10:10	Proposal on Selection of the Independent Auditors for 2025.
15	10:10 - 10:40	Discussion of Agenda items.
16	10:40 - 10:50	Voting on Proposals submitted by the Board of Directors at the General Meeting.
17	10:50 - 11:00	Approval of the Resolution and Minutes of the General Meeting.
18	11:00	Closing of the Meeting.



**RESOLUTION**  
**OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**  
**VIETNAM NATIONAL CONSTRUCTION CONSULTANT CORPORATION - JSC**

- Pursuant to the Enterprise Law 2020;
- Pursuant to the Charter of Vietnam National Construction Consultant Corporation - JSC dated October 15, 2021;

The Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC has discussed, voted, and approved the following resolution,

**RESOLVES:**

**Article 1:** To approve the Report on the 2024 Business Performance and the 2025 Business Plan with the following key points:

\* 2024 Business Performance:

- Revenue: VND 319.91 billion;
- Net profit: VND 37.19 billion;
- Dividend payout in cash: 8.0% per annum;

\* Key tasks and major solutions for implementing the 2025 Business and Production Plan:

- Revenue: VND 319.2 billion;
- Net profit: VND 32.33 billion;
- Dividend payout in cash: 8.0% per annum;
- The General Meeting of Shareholders authorizes the Board of Directors to direct the Executive Board of VNCC to:

(i) implement effective and flexible solutions to achieve the business targets, ensuring the cash dividend of 8.0% for shareholders;

(ii) proactively review, restructure, reorganize, and establish new departments and production units to ensure timely and effective support for business operations.

**Article 2:** To approve the Report on the 2024 Operational Results and the 2025 Strategic Orientation of the Board of Directors.

**Article 3:** To approve the Report on the 2024 Operational Results and the 2025 Operational Orientation of the Board of Supervisors.



**Article 4:** To approve the Audited Financial Statements and the resolution of the qualified opinion in the 2024 Financial Statements; to approve the Profit Distribution and the Fund Allocation Plan for 2024, as follows:

- Net profit: VND 37.188 billion
- Cash dividend payout (8.0% of charter capital): VND 28.619 billion (76.95%)
- Allocation to the Development Investment Fund: VND 1.6 billion (4.30%)
- Allocation to the Bonus, Welfare and Management Bonus Fund (\*): VND 6.969 billion (18.75%)

(\*) In which: The Management Bonus Fund, capped at 1.5 months' salary, will be finalized in accordance with regulations.

**Article 5:** Regarding the total salary and remuneration for 2024 and the plan for 2025 for the Board of Directors and the Board of Supervisors of the Corporation: The General Meeting of Shareholders authorizes the Board of Directors of VNCC to review and decide on the specific salary and remuneration for the Board of Directors and the Board of Supervisors, ensuring compliance with legal regulations.

In the event that the actual profit in 2025 exceeds the planned profit, the Board of Directors and the Board of Supervisors shall be entitled to an increase in salary and remuneration at a rate of 2% for every 1% increase in profit, provided that the total adjustment does not exceed 20% of the planned salary amount.

**Article 6:** To approve the selection of the Auditing Firm for the fiscal year 2025.

The General Meeting of Shareholders authorizes the Board of Directors to select the auditing firm to perform the audit and review of the 2025 Financial Statements of the Corporation in accordance with applicable laws.

**Article 7:** Implementation provisions

1. This Resolution shall take effect from the date of its approval by the General Meeting of Shareholders.
2. The members of the Board of Directors, the Board of Supervisors, the Executive Board, shareholders, and relevant individuals and organizations are responsible for the implementation of this Resolution./.

**Receivers:**

- As per Article 7;
- HNX; SCIC;
- Chief Accountant; Functional Departments;
- Internal Audit Committee; Corporate Governance Officer;
- Archive.

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



**Thân Hồng Linh**

Hanoi, April 28<sup>th</sup>, 2025

No.: 12 /BBH-ĐHĐCĐ

**MINUTES  
OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF VIETNAM NATIONAL CONSTRUCTION CONSULTANT  
CORPORATION - JSC (VNCC)**

Pursuant to the Law on Enterprises 2020;

Pursuant to the Charter of Vietnam National Construction Consultant Corporation – JSC;

The 2025 Annual General Meeting of Shareholders of Vietnam National Construction Consultant Corporation – JSC:

**1. Company Name:** Vietnam National Construction Consultant Corporation – JSC.

**2. Enterprise Code:** 0100105278, initially registered on December 31, 2010, and amended for the second time on October 7, 2016.

**3. Head Office Address:** 243 De La Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi.

**4. Time and Venue of the Meeting:**

**Time:** 08:00 AM, April 28, 2025.

**Venue:** Head office of Vietnam National Construction Consultant Corporation, 243 De La Thanh Street, Lang Thuong Ward, Dong Da District, Hanoi.

**5. Participants:**

**5.1 Board of Directors (BOD) and Board of Supervisors (BOS):**

- |                      |                                  |
|----------------------|----------------------------------|
| - Mr. Than Hong Linh | Chairman of BOD                  |
| - Mr. Tran Duc Toan  | Member of BOD – General Director |
| - Mr. Nguyen Ba Minh | Member of BOD                    |
| - Mrs. Kieu Bich Hoa | Member of BOD                    |
| - Mr. Tong Van Toan  | Member of BOD                    |



- |                       |               |
|-----------------------|---------------|
| - Mr. Nguyen Van Phuc | Head of BOS   |
| - Mr. Pham Vu Thanh   | Member of BOS |
| - Mr. Hoang Khanh Duy | Member of BOS |

## **5.2 Participating Shareholders:**

On behalf of the Shareholder Eligibility Verification Committee, Mr. Bui Xuan Phuoc, Head of the Committee, reported on the verification of shareholder eligibility and the number of shareholders attending the 2025 Annual General Meeting of Shareholders, as follows:

- Total number of shareholders: 205 shareholders, holding a total of 35,774,448 shares.
- Total number of voting shares: 35,774,448 shares.
- Total number of shareholders invited to attend the Meeting: 205 shareholders, representing 100% of the total voting shares.
- Number of shareholders attending in person and by proxy: 32 shareholders, representing 31,496,048 shares, accounting for 88.04% of the total voting shares.

Based on the 2020 Enterprise Law and the Charter of Vietnam National Construction Consultant Corporation – JSC, the 2025 Annual General Meeting of Shareholders is legally constituted and eligible to proceed.

## **6. Presidium, Secretariat and Supporting Committees**

### **6.1 Presidium conducting the General Meeting includes:**

- |                      |  |
|----------------------|--|
| - Mr. Than Hong Linh | Chairman of BOD - Chair of the Meeting |
| - Mr. Tran Duc Toan  | Member of BOD – General Director       |
| - Mr. Nguyen Ba Minh | Member of BOD                          |
| - Mrs. Kieu Bich Hoa | Member of BOD                          |
| - Mr. Tong Van Toan  | Member of BOD                          |

### **6.2 The Secretariat includes:**

- |                         |                     |
|-------------------------|---------------------|
| - Mrs. Dinh Thi Thuy    | Head of Secretariat |
| - Mrs. Do Thi Thanh Hoa | Member              |
| - Mr. Bui Thanh Tung    | Member              |

### **6.3. The Shareholder Eligibility Verification Committee:**

- |                      |                       |
|----------------------|-----------------------|
| - Mr. Bui Xuan Phuoc | Head of the Committee |
|----------------------|-----------------------|

- Mr. Nguyen Cong Trung      Member
- Mrs. Ngo Hoai An            Member
- Mr. Pham Vu Thanh          Member
- Mr. Trinh Tuan Anh          Member
- Mrs. Dao Thu Thuy           Member
- Mrs. Nguyen Chau Giang    Member
- Mrs. To Thuy Linh           Member
- Mr. Bui Thanh Tung          Member

#### **6.4 The Ballot Counting Committee:**

To assist the Presidium in conducting the vote counting for the General Meeting, after hearing the list of proposed personnel introduced by the Presidium, 100% of the voting shareholders present at the meeting voted in favor of the following members of the Ballot Counting Committee, as follows:

- Mrs. Dao Thi Tuyet Thanh    Head of the Committee
- Mr. Nguyen Cong Trung      Member
- Mr. Pham Vu Thanh           Member
- Mr. Trinh Tuan Anh          Member
- Mrs. Dao Thu Thuy           Member
- Mr. Bui Thanh Tung          Member
- Mr. Nguyen Ngoc Tan        Member

### **7. Approval of the Agenda and Working Regulations of the General Meeting**

After hearing the Organizing Committee announce the Agenda and Working Regulations, 100% of the voting shareholders present at the meeting voted in favor of the Agenda and Working Regulations.

#### **8. Main Content of the General Meeting:**

##### **8.1. Reports and Proposals presented at the General Meeting**

- The General Meeting heard Mr. Than Hong Linh, Chairman of the BOD, presenting the Report on the 2024 Operational Results and the 2025 Strategic Orientation of the Board of Directors;

- The General Meeting heard Mr. Tran Duc Toan, Member of the BOD and General Director, presenting the Report on the 2024 Business Performance and the 2025 Business and Production Plan;

- The General Meeting heard Mr. Nguyen Van Phuc, Head of the Board of Supervisors, presenting the Report on the 2024 Operational Results and the 2025 Operational Orientation of the Board of Supervisors and the Proposal on selection of the auditing firm for the 2025 Financial Statements;

- The General Meeting heard Mrs. Kieu Bich Hoa, Member of the BOD, presenting the Proposal for the approval of the Audited Separate and Consolidated Financial Statements for 2024; the Proposal on the Profit Distribution and Fund Allocation Plan for 2024, and Expected Profit Distribution Plan for 2025;

The General Meeting heard Mr. Tong Van Toan, Member of the BOD, presenting the Proposal for approval of the total salary and remuneration for 2024 and the planned salary and remuneration for 2025 for the BOD and Board of Supervisors (BOS).

## **8.2 Discussion, contributions, and approval of the Reports and Proposals at the General Meeting**

The General Meeting proceeded to discuss the contents of the Reports and Proposals, and there was strong consensus on the contents presented at the meeting.

### **The General Meeting heard from the shareholders, who presented the following comments:**

Mr. Ha Minh: The 2025 plan of the Corporation, with a revenue target of VND 319.2 billion and a dividend of 8%, is a major challenge for the Corporation. As a long-term shareholder, I am confident that under the leadership of the Board of Directors and with the support of the professional capital management company (SCIC), the Corporation will achieve its set targets, and the dividend will continue to grow.

In line with current trends, foreign investment funds and the M&A market are booming. With 70 years of experience, the leadership team with many years of experience in consultancy and financial management by the professional company SCIC. The Corporation holds a significant advantage in accessing these funds, and this cooperation will generate higher profits.

-> The Chair of the General Meeting, on behalf of the Corporation's Board of Directors, acknowledged the shareholder's opinion.

## **9. Voting on the Approval of the Reports and Proposals presented for the General Meeting**

Based on the presented Reports and Proposals, the General Meeting conducted to vote using Voting Cards, with 100% of the voting shareholders present at the General Meeting in favor of the following contents:

9.1 Approval of the Report on the 2024 Business Performance and the 2025 Business Plan.

\* 2024 Business Performance.

- Revenue: VND 319.91 billion;
- After-tax profit: VND 37.19 billion;
- Dividend payout in cash: 8.0% of charter capital;

\* Key tasks and major solutions for implementing the 2025 Business and Production Plan:

- Revenue: VND 319.2 billion;
- After-tax profit: VND 32.33 billion;
- Dividend payout in cash: 8.0% of charter capital;

The General Meeting of Shareholders authorized the Board of Directors of the Corporation to direct the Executive Board of the Corporation to:

(i) Implement effective and flexible solutions to achieve the business targets, ensuring the cash dividend of 8.0% for shareholders;

(ii) Proactively review, restructure, reorganize, and establish new departments and production units to ensure timely and effective support for business operations;

9.2 Approval of the Report on the 2024 Operational Results and the 2025 Strategic Orientation of the Board of Directors.

9.3 Approval of the Report on the 2024 Operational Results and the 2025 Operational Orientation of the Board of Supervisors.

9.4 Approval of the Parent Company's Audited Financial Statements and the Consolidated Financial Statements for 2024; Approval of the Profit Distribution and Fund Allocation Plan for 2024, including the following key figures:

- Total assets (Parent company): VND 606,886,628,999.
- Net profit (Parent company): VND 37.188 billion.
- Distributed profit (Parent company), including:
  - + Cash dividend payout (8.0%): VND 28.619 billion (76.95%)
  - + Allocation to the Development Investment Fund: VND 1.6 billion (4.3%)

+ Allocation to the Bonus, Welfare and Management Bonus Fund (\*): VND 6.969 billion (18.75%)

(\*) In which: The Management Bonus Fund, capped at 1.5 months' salary, will be finalized in accordance with regulations.

- The General Meeting of Shareholders authorized the Board of Directors to decide the record date for the list of shareholders and the timing of profit distribution.

9.5 Approval of the total salary and remuneration for 2024 and the plan for 2025 of the Board of Directors and the Board of Supervisors of the Corporation, as follows:

a. The total salary for 2024 of the Board of Directors and the full-time Board of Supervisors is VND 2,008,800,000.

b. The total remuneration for 2024 of the non-executive Members of the Board of Directors and the Board of Supervisors is VND 216,000,000.

c. The planned total salary for 2025 for the Board of Directors (including the Chairman, the member of the Board concurrently holding the position of General Director, full-time Members of the BOD, and full-time members of the Board of Supervisors) is VND 2,664,000,000.

d. The planned total remuneration for 2025 for the non-executive Members of the Board of Directors and the Board of Supervisors is VND 216,000,000.

In the event that the actual profit in 2025 exceeds the planned profit, the Board of Directors and the Board of Supervisors shall be entitled to an increase in salary and remuneration at a rate of 2% for every 1% increase in profit, provided that the total adjustment does not exceed 20% of the planned salary amount.

The General Meeting of Shareholders authorized the Board of Directors of VNCC to review and determine the specific salaries and remuneration for the Board of Directors and the Board of Supervisors in compliance with applicable laws.

9.6 Approval of the selection of the Auditing Firm for the 2025 Financial Statements.

The General Meeting of Shareholders authorized the Board of Directors to select the auditing firm to perform the audit and review of the 2025 Financial Statements of the Corporation in accordance with applicable laws.

## **10. Approval of the Resolution of the 2025 Annual General Meeting of Shareholders**

The General Meeting of Shareholders proceeded to approve the Resolution,

with 100% of shareholders with voting rights present at the meeting voting in favor. The resolution was unanimously approved by the General Meeting.

This minutes was read aloud to the entire General Meeting of Shareholders.

This Minutes is made in two (02) copies of equal legal validity, with one (01) copy to be submitted to the Hanoi Stock Exchange and one (01) copy to be retained at Vietnam National Construction Consultant Corporation – JSC.

**ON BEHALF OF THE  
GENERAL MEETING  
SECRETARIAT**



**Dinh Thi Thuy**

**ON BEHALF OF THE  
GENERAL MEETING  
PRESIDIUM**



**Than Hong Linh**



*Hanoi, 28/4/2025*

**REGULATIONS  
ON ORGANIZING THE 2025 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS  
VIETNAM NATIONAL CONSTRUCTION CONSULTANT  
CORPORATION - JSC**

**CHAPTER 1  
GENERAL PROVISIONS**

**Article 1.** These regulations govern the organization of the 2025 Annual General Meeting of Shareholders (hereafter referred to as the “General Meeting”) for the Vietnam National Construction Consultant Corporation - JSC.

**Article 2.** These regulations outline the specific rights and obligations of shareholders and other individuals participating in the General Meeting, as well as the conditions and procedures for conducting the meeting.

**Article 3.** Shareholders and all other individuals permitted to attend the General Meeting are required to adhere to the provisions outlined in these regulations.

**CHAPTER II  
CONDITIONS FOR ATTENDING THE GENERAL MEETING, AND THE  
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND OTHER  
ATTENDEES**

**Article 4. Conditions for attending the General Meeting**

Shareholders whose names appear on the list of shareholders as of the record date for attending the General Meeting (hereinafter referred to as “eligible shareholders”) or their authorized representatives must provide sufficient documentation proving their eligibility to attend the meeting. They must also register to attend the meeting in a valid manner before the General Meeting begins (hereinafter referred to as “eligible attendees”).

**Article 5. Authorization to attend the General Meeting**

1. Individual Shareholders: Each individual shareholder may only authorize one (01) other individual to attend the meeting on their behalf.

2. Organizational Shareholders: If an organization authorizes more than one



(01) representative, the number of shares assigned to each representative must be clearly specified.

3. The authorization must be in writing and comply with civil law provisions. It should clearly state: The name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares being authorized, the content and scope of the authorization, the duration of the authorization. This document must be signed by the individual shareholder, or for organizational shareholders, by the legal representative and stamped (if applicable). If the authorized person is a legal entity, they must be the legal representative of that entity or a person designated in writing by the legal representative.

4. An authorized representative may not delegate their authorization to another individual.

5. The authorization document must be presented by the eligible attendee when registering to attend the meeting prior to the start of the General Meeting.

#### **Article 6. Rights of shareholders and parties when attending the General Meeting**

1. Attend the General Meeting to speak, discuss, and vote on all issues within the authority of the General Meeting as outlined in the General Meeting Agenda, in accordance with the provisions of the Enterprise Law and related legal documents.

2. You will be publicly informed of the General Meeting Program by the General Meeting Organizing Committee. All opinions, statements, and requests you submit prior to the General Meeting will be discussed and addressed during the meeting.

3. Upon registering to attend the meeting, you will receive a Voting Card. This card will include your code, the name of the attending shareholder, the name of any authorized representative (if applicable), and the number of votes allocated to you as an Eligible Attendee.

The number of votes on the Voting Card corresponds to the total number of voting shares you own or are authorized to represent based on your registration for the General Meeting.

If an eligible participant arrives after the General Meeting has commenced, they shall still have the right to register and, immediately thereafter, the right to participate in and vote at the Meeting. However, the Chairperson shall not be obligated to pause the Meeting, and the validity of any resolutions passed prior to their arrival shall remain unchanged.

4. The voting method for approving items at the General Meeting will be by raising voting cards.

#### **Article 7. Obligations of shareholders and parties when attending the General Meeting**

1. When shareholders or their representatives wish to speak or discuss matters at the General Meeting, they must follow the instructions of the Chairman. Speeches should be brief (no more than 5 minutes), concise, avoid repetition, and focus on key topics relevant to the agenda approved by the General Meeting. Shareholders attending the meeting may also write their comments on a questionnaire and submit it to the Secretariat.

2. No filming, photography, or recording is allowed without the Chairman's consent during the General Meeting, except for authorized filming and photography by the Organizing Committee to support the General Meeting's organization.

3. Information must not be disclosed in any form until the General Meeting 'concludes, unless permitted by the Chairman.

4. Attendees are expected to behave in a civilized and polite manner. Actions such as causing disruptions, smoking in the meeting room, and talking on the phone while the General Meeting is in session are prohibited. All phones should be set to silent mode.

5. Attendees must strictly adhere to the regulations of the General Meeting, follow the directions of the Chairman, the Presidium, and the General Meeting Organizing Committee, and respect the outcomes of the General Meeting.

#### **Article 8. Rights and obligations of the General Meeting Organizing Committee**

1. The General Meeting Organizing Committee comprises members of the Board of Directors, representatives of the Board of Supervisors, as well as representatives from functional departments of the Corporation and supporting staff. The Head of the Organizing Committee is responsible for coordinating overall activities.

2. The General Meeting Organizing Committee is primarily tasked with overseeing preparations from the planning stage until the conclusion of the General Meeting to ensure its success. This includes conducting necessary meetings to create a list of tasks and assign specific responsibilities to individuals.

#### **Article 9. Rights and obligations of the Chairman and the Presidium**

The General Meeting Organizing Committee introduces the presidium, which consists of members from the Board of Directors, including the Chairman of the Board of Directors, who will serve as the chair of the General Meeting, or another person authorized by the Chairman.

The General Meeting Chairman will conduct the meeting and guide the guests, delegates, and the General Meeting through discussions.

The Chairman will respond to or request input from members of the Presidium, the company's management board, other company personnel, and the company's consulting unit regarding shareholders' questions related to the issues discussed at

the General Meeting. The Chairman also has the authority to resolve any issues that arise during the General Meeting.

At any time during the meeting, the Chairman may temporarily suspend the General Meeting and move it to another time and location, should the following circumstances occur: The meeting location lacks sufficient seating for all attending shareholders; Attendees exhibit disruptive behaviors that threaten the order and fairness of the meeting; The communication facilities at the meeting location do not enable all shareholders to participate, discuss, and vote effectively.

The Chairman's decisions regarding order, procedures, or any matters that arise outside the Agenda shall be final.

The chairperson is authorized to take necessary and reasonable measures to ensure that the meeting is conducted in an orderly manner and in accordance with the approved agenda.

#### **Article 10. Rights and obligations of the General Meeting Secretariat and other support departments**

1. The Secretariat is appointed by the General Meeting Chairman to perform support tasks as assigned by the Presidium. The Secretariat has the following duties:

Fully and honestly record all the content of the General Meeting and the issues approved by shareholders/shareholder representatives.

Draft minutes, draft resolutions of the General Meeting

Receive and forward to the Presidium the questionnaires/registration forms/contribution forms of shareholders and shareholders' representatives at the General Meeting.

Other tasks assigned by the Chairman

2. Support departments: The participation of support departments assigned by the Organizing Committee if necessary.

#### **Article 11. Rights and obligations of the Shareholder Qualification Inspection Board**

The shareholder qualification examination committee consists of one (01) Head and a number of members selected by the General Meeting organizing committee, with the following responsibilities:

Check the qualifications of shareholders or authorized representatives attending the meeting, determine the validity according to the provisions of law, the Charter and compare with the list of shareholders entitled to attend the meeting.

Issue voting cards and ballots (if any) to shareholders or their authorized representatives.

Report to the General Meeting and be responsible for the results of checking the qualifications of shareholders attending the meeting before the official meeting is held.

Respond to inquiries or identify issues that require consideration regarding shareholder status.

In case the person attending the meeting is not fully qualified to attend the General Meeting, the Shareholders' Qualification Examination Committee has the right to refuse that person's attendance at the meeting and refuse to issue a Voting Card or Election Ballot (if any).

The Shareholder Qualification Examination Board has the right to establish a support unit to fulfill the Board's tasks.

#### **Article 12. Rights and obligations of the Ballot Counting Committee**

The Ballot Counting Committee consists of one (01) Head and a number of members nominated by the General Meeting Organizing Committee and approved by vote before the General Meeting.

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

The Vote Counting Committee is responsible for guiding shareholders or shareholders' authorized representatives in using the Voting Cards; counting the Voting Cards when the General Meeting votes; making minutes of the vote counting; the vote counting results are announced by the Chairman immediately after voting or before closing the meeting.

The ballot counting committee must work honestly and accurately and be responsible for the results of all work related to counting voting cards, ballots and making minutes of vote counting.

### **CHAPTER III GENERAL MEETING PROCEDURE**

#### **Article 13. Conditions for holding the General Meeting**

1. The General Meeting of Shareholders is held when the number of shareholders attending the meeting represents more than fifty percent (50%) of the total number of shares with voting rights.

#### **Article 14. Method of conducting the General Meeting**

1. The General Meeting is expected to last for half a day.
2. The General Meeting will adopt the meeting agenda, discuss and approve the contents stated in the General Meeting Agenda.

#### **Article 15. Form of voting to approve issues at the General Meeting and election method**

1. All contents in the agenda of the General Meeting must be approved by voting of all shareholders attending the meeting using Voting Cards.

2. Voting method: Voting contents in the General Meeting program are implemented according to the decision of the Presidium in the form of raising Voting Cards.

#### **Article 16. Conditions for Resolution to be passed**

Resolutions are passed for each content corresponding to the condition of the percentage (%) of the total number of votes of all shareholders attending the meeting in favor as prescribed in Article 28 of the Charter of the Corporation.

#### **Article 17. Minutes of the General Meeting of Shareholders**

All contents of the General Meeting of Shareholders must be recorded in minutes by the Secretariat. The minutes of the meeting must be read and approved before the end of the General Meeting of Shareholders and kept according to regulations.

### **CHAPTER IV**

#### **TERMS OF IMPLEMENTATION**

##### **Article 18. Validity of the regulations**

1. This Charter consists of 4 chapters and 18 articles and takes effect after being approved by the General Meeting of Shareholders.

2. Shareholders or authorized representatives attending the General Meeting of Shareholders are responsible for implementing the provisions of this Charter.

#### **GENERAL MEETING ORGANIZING COMMITTEE**



**CHỦ TỊCH HĐQT**  
*Ths.KTS. Trần Hồng Linh*

1. C. P. 10

**REPORT  
ON 2024 OPERATIONAL RESULTS AND 2025 STRATEGIC  
ORIENTATION OF THE BOARD OF DIRECTORS**

The Board of Directors of Vietnam National Construction Consultant Corporation - JSC respectfully reports to the Shareholders on the operational results, the implementation of the 2024 General Meeting of Shareholders' Resolution, and the strategic orientation for 2025 as follows:

**I. The Board of Director's Assessment on 2024 Operational Results**

**1. 2024 Business Performance**

In 2024, the Government and the Prime Minister directed Ministries, sectors, and localities to implement various tasks and solutions to address difficulties in the real estate market, aiming for safety, health, and sustainable development. Measures were taken to improve access to credit, promote the development of the corporate bond market, and enhance the legal and institutional framework for the real estate sector. Notably, the revised Law on Housing, the revised Law on Real Estate Business, the revised Land Law, and the revised Law on Credit Institutions were passed by the National Assembly. Furthermore, the Government and the Prime Minister instructed the State Bank of Vietnam to adopt a more flexible monetary policy, including consideration of debt rescheduling, debt extension, and interest rate reduction to help ease difficulties for businesses.

The Board of Directors has consistently adhered to the guidelines and policies of the State, closely monitored the situation, and actively promoted the key objectives and tasks approved by the 2024 Annual General Meeting of Shareholders under Resolution No. 42/NQ-ĐHĐCĐ dated April 26, 2024. Under the leadership and direction of the Board of Directors, the Corporation's business operations have been successfully implemented and have exceeded the assigned targets. The specific results are as follows:

Total revenue achieved: VND 319.9 billion, reaching 133.3 % of the target



Net profit after tax: VND 37.19 billion, reaching 109,9 % of the target

Dividend: 8.0 % of charter capital, reaching 100% of the plan

## **2. Performance of the Board of Directors's Duties and Authorities**

Regarding corporate planning and strategic orientation: The Restructuring Plan has been issued, and in 2024, the Corporation has been implementing the restructuring plan, including divestment from low-performing enterprises. The Board of Directors also approved solutions and strategic directions, assigning the General Director to develop and implement detailed plans to achieve the growth objectives set out in the Plan approved by the General Meeting of Shareholders. The Board also directed the divestment process; however, this process has been temporarily suspended due to the major shareholder (SCIC)'s policy of reviewing the Restructuring Plan.

Regarding the organization and operations of the Board of Directors: The Board of Directors issued its 2024 operational plan and directed the Internal Audit Department to carry out audits in accordance with the approved plan. These audits focus on compliance with the Corporation's internal regulations and procedures, as well as internal financial assessments and financial performance of affiliates with VNCC's capital contribution, aiming to safeguard and grow the Corporation's capital and manage investment risks.

The Board of Directors has managed the Corporation in compliance with the provisions of law, the Corporation's Charter, the BOD's Operational Regulations, the Internal Corporate Governance Regulations, the Information Disclosure Regulations, and other relevant regulations and policies, ensuring the best interests of both the Corporation and its shareholders. The Board has facilitated the General Director's autonomy in executive management while still maintaining oversight, direction, and supervision. In addition, the Board directed the Executive Board to review, amend, and supplement regulations and guidelines, and to develop new policies through Resolutions clearly defining the authority for issuance. Specific BOD members were assigned to review policy drafts according to their responsibilities to ensure transparency in operations. Moreover, the Board of Directors issued a Resolution on enhancing the efficiency of capital management and corporate governance within the Corporation.

In 2024, the Board of Directors held 10 meetings and issued 47 Resolutions and Decisions, using a combination of in-person meetings, exchanges, consultations, and soliciting opinions in writing and via email for prompt decision-making. The Board of Directors organized quarterly meetings with representatives of capital and leaders of member companies to stay updated on the current situation of each

enterprise. These meetings also provided a platform to share information and management experience, promoting cooperation among companies based on their individual strengths. This served as a basis for the Board of Directors to have specific guidance for each enterprise before they held their Annual General Meeting of Shareholders.

On Financial Matters: The financial situation is healthy, with no debts or credit loans, safeguarding and developing capital, and actively recovering dividends from member companies. The Board of Directors has agreed to select AASC Audit Company Limited as the firm to conduct the audit of Financial Statements of the Parent Company and Consolidated Financial Statements for 2024 for the Corporation.

On Human Resources: The Board of Directors has reviewed and appointed an additional Deputy General Director to the Executive Board to enhance management operations and market development in the field of Planning and Infrastructure, in order to meet the tasks assigned by the Board of Directors.

The BOD Members always work closely together and provide timely information on relevant issues during the execution of assigned tasks. The BOD members assigned with primary responsibility proactively coordinates and handles the tasks, and if any issue relates to the area overseen by another BOD member, the BOD has appointed one member to participate in the BOD Certification course.

The Board of Directors consistently collaborates with the Board of Supervisors to ensure its independence in operations. Meeting invitation, and meeting documents are sent to the Board of Supervisors in accordance with regulations, just as they are for BOD members, respecting their role. The Board of Supervisors members are invited to provide their input when attending BOD meetings.

### **3. Assessment of the Executive Board's Performance**

The Board of Directors has issued resolutions, decisions, official letters, and notices to inspect, supervise, and direct the Executive Board in corporate governance and production management according to the Corporation's Charter and internal governance regulations. The Executive Board has closely followed and completed the business production tasks set by the Annual General Meeting of Shareholders.

The Executive Board has made significant efforts in management, operation, market exploration, and overcoming difficulties for production units.

However, the review and adjustment of the Corporation's internal regulations have been slow, with unsatisfactory results, and have not been fully revised. The

Executive Board is required to urgently implement the resolutions of the Board of Directors.

Regarding periodic and ad-hoc reporting as per the Board of Directors' notifications, progress has been made, but the reports are still incomplete and not on schedule. The Executive Board needs to assign specific responsibilities to individuals to ensure effective corporate governance.

#### **4. Remuneration of the Board of Directors**

Based on the salary and remuneration approved by the Annual General Meeting of Shareholders in 2024, the Board of Directors has proceeded to pay the salary and remuneration to each BOD member.

Other expenses for BOD members and the operational costs of the Board of Directors are included in the Corporation's business production costs, paid according to actual occurrences and in compliance with the prescribed regulations.

## **II. 2025 Strategic Orientation of the Board of Directors**

In 2025, the economy will continue to be promoted, and the ability to access capital for the real estate market will be enhanced. The government's policy aims to resolve difficulties and obstacles for projects of businesses currently facing challenges. There will be a focus on accelerating the development of social housing, infrastructure, and boosting the segments of the real estate market, creating more opportunities for businesses in the construction industry. The Corporation has received support from partners and shareholders and will continue to receive positive support in the coming years. Based on the opportunities and challenges, the Board of Directors of the Corporation has set the following specific goals, directions, and solutions:

### **1. Fulfillment of the Board of Directors' Responsibilities:**

As the governing body of the Corporation, the Board of Directors will fully perform its rights and obligations in accordance with the law, the Corporation's Charter, the BOD's operational regulations, the Corporation's internal governance regulations, and the resolutions of the Annual General Meeting of Shareholders, for the benefit of the Corporation and its shareholders. The leadership will ensure the timely and flexible implementation of resolutions and decisions, guiding the CEO and the executive team to carry them out. The Board will take a more decisive approach and regularly monitor the implementation of resolutions and decisions, evaluating the progress and effectiveness of these actions.

**2. Corporation Orientation:** The Corporation will continue with restructuring and adjusting the Restructuring Plan to ensure its alignment with the

business. The process of restructuring will continue, including divesting from units where VNCC does not hold controlling shares, units with low or no effectiveness, or businesses whose activities do not align with the parent company's development. The goal is to reallocate investments into areas that are effective and play a key role in core industry activities. The Corporation will also implement digital transformation, apply scientific and technical advancements, and focus on innovative elements to improve operational efficiency and competitiveness.

**3. Corporate Strategic Orientation:** The restructuring plan will continue to be implemented and adjusted to ensure alignment with the Corporation's actual conditions. Subsidiaries that are not majority-owned by VNCC, operate with low or no efficiency, or are engaged in non-core or misaligned business sectors will be considered for restructuring or divestment. Investment capital will be reallocated to efficient business areas that contribute to the core operations of the Corporation. Digital transformation, the application of science and technology, and innovative initiatives will be adopted to improve operational efficiency and enhance competitiveness.

**4. Corporate Governance:** The internal regulations, policies, and procedures will be revised and supplemented to ensure compliance with legal provisions and alignment with the Corporation's operations. These revisions will serve as a foundation for strengthening governance, management, and administration, minimizing business risks, and enabling the Management Board to operate more proactively. Supervision and direction over the Executive Board in monthly and quarterly business activities will be intensified, with efforts made to exceed the performance targets approved by the Annual General Meeting of Shareholders.

**5. Business Plan for 2025:** The core business sectors and high-performing areas will continue to be maintained and developed. Business lines aligned with market trends will be further promoted, in close alignment with the objectives set out in the approved Restructuring Plan.

Parent company's revenue: VND 319.2 billion

Parent company's post-tax profit: VND 32.33 billion

Expected cash dividend: 8.0% of charter capital

**6. Financial Management:** The financial situation will be regularly reviewed to ensure a balanced cash flow and maintain financial proactivity. Representatives of the Corporation's equity interests will be instructed to urge investee companies to remit dividend payments to the Corporation in a timely manner.

**7. 70th Anniversary Celebration:** The 70th anniversary celebration of the Corporation's founding will be organized successfully, with a focus on honoring the

Corporation's tradition and expressing gratitude to partners, clients, former leaders, and all employees.

The above constitutes the Report of the Board of Directors on the 2024 performance and the 2025 strategic orientation. With the high consensus of the Annual General Meeting of Shareholders, the focused and decisive governance of the Board of Directors and the Executive Management, as well as the commitment and determination of all employees, the Board of Directors of Vietnam National Construction Consultant Corporation – JSC is confident in accomplishing the objectives and plans presented at the 2025 Annual General Meeting of Shareholders.

Sincerely yours,

**ON BEHALF OF BOARDS OF DIRECTORS  
CHAIRMAN**



**Thân Hong Linh**

Hanoi, April 28<sup>th</sup>, 2025

**REPORT**  
**On 2024 Business Performance and 2025 Business Plan**

The Executive Board of Vietnam National Construction Consultant Corporation – JSC respectfully submits to the shareholders the report on the Business Performance and the 2025 Business Plan of the Corporation, as follows:

**I. Assessment of the 2024 Business Performance**

In 2024, the construction sector continued to face numerous challenges, including capital shortages, high interest rates, and limited access to credit. The real estate market experienced significant fluctuations, land clearance processes were delayed, and demand weakened, causing many projects to stall. However, alongside these difficulties, there were also opportunities and bright spots. Several key infrastructure projects were accelerated, foreign investment remained positive, and the Government actively worked to remove obstacles and support businesses through preferential policies on taxation, credit, and administrative procedures.

Understanding these challenges, from the beginning of the year, the Executive Board of the Corporation set out the orientation of "Strengthening and Enhancing the Quality of Consultancy and Design Services," closely adhering to the operational plan and implementing decisive and effective directives. Thanks to the focus and concerted efforts of all units, many positive results were achieved. The Corporation's business operations remained stable, and the business targets set out in the Resolution of the 2024 General Meeting of Shareholders were successfully accomplished, as detailed below:

**1. 2024 Business Performance**

No.	Indicator	Unit	Plan in 2024	Actual in 2024	% Actual/ Plan
(1)	(2)	(3)	(4)	(5)	(6)=(5)/(4)
1	Revenue	VND billion	224	319.91	142.8%
2	After-tax Profit	VND billion	33.85	37.18	109.8%
3	Dividend (% of Charter Capital)	%	8.0	8.0	100%

VNCC has fulfilled and exceeded the business targets set forth in the Resolution of the 2024 General Meeting of Shareholders. The Corporation's business operations remained stable, with



its projects being highly evaluated by investors for meeting progress requirements and ensuring service quality.

## **2. Solutions and Actions implemented**

### **2.1. Management and System**

In 2024, the Executive Board of the Corporation consistently focused on management, monitoring, and overseeing operations to ensure the effective implementation of key tasks. At the beginning of the year, the Executive Board developed an action plan and assigned specific tasks to each member. Throughout the year, the Executive Board successfully completed the development of a proposal to establish additional units to expand the scale of the business and enhance its position in both domestic and international markets. The work on compiling and establishing the roles of Project Manager, Project Director, Project Coordinator, and Technical Manager was also completed, and regulations concerning these roles in projects were issued. Currently, efforts are ongoing to develop competency criteria for Project-Lead Divisions.

### **2.2. Market Development, Bidding, and Tendering**

In 2024, the Corporation continuously strengthened its efforts to expand and deepen professional connections with leading partners in the market. The Corporation successfully completed two partnership brochures showcasing its capabilities with Arep and CIC. Arep is a consulting firm under the French National Railways, specializing in high-level planning such as master planning and regional planning. CIC is a consulting firm within the VC Group, specializing in information technology, with capabilities in software programming, BIM modeling, and providing specialized software for the construction industry. The Corporation also strengthened strategic partnerships with major general contractors such as Contecons, Fecon, and Vinaconex, to share information and collaborate on Design-Build projects or introduce projects to one another.

In 2024, many divisions within the Corporation actively participated in bidding activities, with guidance from the VNCC's Architectural Council. Among them, the structural divisions also participated as design leads and won several prestigious awards, including:

- Architecture Studio 3: Quảng Ninh General Hospital (First Prize), Thua Thien Hue Police Headquarters (First Prize);
- Structure Division 1: Hoai Duc Hospital (First Prize), Yen Bai Provincial Conference Center – A38 Studio Joint Venture (First Prize);
- Architecture Studio 4: HCMCC Museum Company Headquarter (First Prize), Saigon – Da Nang Hotel (Second Prize);
- Structure Division 3: Thai Binh General Hospital (Third Prize);
- Architecture Studio 4: Dien Bien Phu Youth Volunteer Monument (Third Prize)

In addition, other divisions have continually shown interest, conducted research, and proposed solutions for many projects. The Corporation and its affiliated units participated

in the bidding for 478 packages, with a total value of nearly VND 1,700 billion, winning 239 packages worth VND 429 billion.

Some notable contracts include:

- Preparation of Survey task, Feasibility Study Report and Design service for the Ninh Thanh New Urban Area in Tay Ninh Province, valued at VND 18.9 billion;
- Preparation of 1/500 Master plan, Architectural schemes, Feasibility Study Report, and Design service for the Event Center at Lot CC01 in the An Hung New Urban Area, Hanoi, valued at VND 18 billion;
- Preparation of Architectural schemes, Feasibility Study Report, Detailed Design and Cost Estimate for the Social Housing project at Cau Rao 2 Urban Area in Hai Phong City, valued at VND 17.3 billion;
- Preparation of Architectural schemes, Proposal documents for Investment Policy Adjustment, Feasibility Study Report, and Construction Design for CT2 and CT7 buildings in the BIDV Bank Housing Project, Nam An Khanh New Urban Area, Hanoi, valued at VND 16.3 billion;
- Finalizing Design Concept, Preparation of Feasibility Study Report and Design service for the Long Xuyen City Conference Center Complex, An Giang Province, valued at VND 12.6 billion;
- Preparation of Detailed Design documents and Cost Estimate for the Social Housing project - UDIC Ecotower, Ha Dinh New Urban Area, Hanoi, valued at VND 11.4 billion...

### **2.3. Production Management**

*Contract Management:* Contract control, management, acceptance, and liquidation have always been closely monitored to ensure compliance with legal regulations and the Corporation's procedures. The contracts generally meet the requirements of the Owner/Client. The Executive Board consistently maintains the practice of analyzing business operations on a monthly, quarterly, and ad-hoc basis, regularly reviewing completed tasks and pending issues. Timely solutions are provided, and instructions are given to ensure that units successfully complete the set plans.

*Review and Recovery of Contract Capital:* The Executive Board has closely directed the Functional departments and divisions to carry out the recovery of contract capital, achieving many positive results. A significant amount of overdue debt has been recovered, with VND 32.9 billion collected from contracts signed in 2017 and earlier.

*Quality and Service Management:* VNCC's consulting products generally meet the Clients' requirements in terms of quality and progress. The rate of Clients continuing to sign subsequent contracts is high, confirming the strong reputation of VNCC in the consulting market. The Executive Board of the Corporation has implemented the supplementation and adjustment of Regulations, Rules, and Regulation on Project Lead Division, strengthening efforts to improve quality and progress.

*Digital Transformation and Software Management Utilization:* In 2024, VNCC focused on improving the efficiency of management through digital transformation and process improvement. The completion and supplementation of necessary features for the contract management software and accounting software, which were developed by the software company Effect, were successfully carried out to align with management methods and facilitate tracking production indicators. Currently, the software has been updated with functions to track production value indicators, revenue targets, and integrated data between the Investment and Planning Department, the Finance and Accounting Department, and the Marketing and Business Development Department. These additional features and integration have facilitated the timely provision of data, detailed reports, consolidated reports on outstanding debts, monitoring of project acceptance, and reports on bidding and tendering activities.

#### **2.4. Financial and Accounting Management**

In 2024, the Corporation maintained a healthy financial position and operated efficiently, preserving and growing its capital. Strict cash flow management and the absence of any loans enabled the Corporation to meet payment obligations to partners and Clients and fully comply with state budget obligations. Accounting practices and debt recovery efforts were closely monitored and reviewed. Liabilities increased by 10.3% compared to the previous year, mainly due to advance payments from Clients for newly signed contracts or contracts currently being executed.

The Corporation collected dividends from member companies in which it holds equity, with total proceeds amounting to VND 13.38 billion, fulfilling 100% of the plan and representing a 6.4% increase over the same period last year. A profit distribution plan based on the 2023 business results was proposed, including the appropriation of funds and the payment of dividends to shareholders, which was completed in October 2024.

The Corporation ensured that all financial and accounting activities complied with applicable Accounting Standards, Accounting Regimes, Tax Management Laws, and relevant legal regulations, thereby ensuring the reliability of the financial statements. Financial Statements for the Parent Company and the Consolidated Financial Statements were prepared and submitted in full and on time to state regulatory bodies, with disclosures published in accordance with current regulations.

The Corporation provided guidance and updates on State policies regarding accounting, finance, taxation, etc., and promptly disseminated these to its affiliated units for proper and timely implementation. It also conducted audits of accounting records and documents at the Parent Company, with results showing that the affiliated units generally complied with payment and accounting requirements.

The Corporation successfully completed the 2023 tax finalization with the Hanoi Tax Department. We also worked with the State Capital Management Committee and the State Capital Investment Corporation (SCIC) on financial supervision and enterprise

performance assessment for 2023, thereby improving the efficiency of financial and accounting management.

## **2.5. Staff Organization, Training, and Labor Management**

*Recruitment and Labor Management:* During the year, the Corporation recruited an additional 56 employees, including 28 Architects, 24 Engineers, and 4 Graduates. The recruitment process aimed both at attracting experienced and capable individuals, as well as bringing in young staff who are enthusiastic about their work and have excellent academic records, especially from top technical universities such as the University of Civil Engineering and the University of Architecture, to supplement personnel for the affiliated units.

*Training Work:* The Corporation organized and sent staff to participate in 16 training sessions, including notable courses on Risk Management in Contract Execution and Effective Debt Collection, Leadership and Management Skills Training, and Project Management for Construction Investment. In December 2024, the Corporation completed the development of a training program catalog and organized Building Information Modeling (BIM) training for many of its employees.

*Organizational Structure and Staff Strengthening:* In 2024, the Corporation appointed 1 Deputy General Director, 1 Manager of Department, 1 Deputy Manager of Department for Functional departments, 1 Director, and 3 Deputy Directors for divisions. The reappointment of 2 Managers of Departments, 3 Directors of divisions, 1 Deputy Manager of Department, and 7 Deputy Directors of divisions. Based on the Corporation's Restructuring Plan and the current market situation, the Corporation has developed a proposal to establish the Planning and Infrastructure Division No. 2, which is currently being updated and reported to the Board of Directors for approval. Additionally, the Corporation is finalizing the proposal for the establishment of the Technical Management Department and the Construction Supervision & Project Management Branch No. 2, and has submitted it to the Board of Directors for feedback and direction.

## **2.6. Implementation of the Restructuring Plan**

In 2024, the Corporation implemented and completed the development of the Restructuring Plan for the 2023-2027 period with a vision for 2030, and is currently carrying out the strategic tasks outlined in the plan. The land management work (Usco) has been carried out, including the completion of the review and consolidation report for 13 plots of land owned by USCO.

## **2.7. 2.7. Scientific Research and Application of Revit, BIM**

In 2024, the scientific research work successfully completed two Ministry-level projects. These two standards were issued under Decision No. 3265/QĐ-BKHCHN dated December 13, 2024, by the Minister of Science and Technology.

The application of Revit and BIM software was implemented on many Grade I projects. The design units have applied them to all Group A projects as required by

Decree No. 175/2024/NĐ-CP. The Corporation and its affiliated units continuously update licensed design software such as Revit, Sketchup, SXCAD, etc., gradually transitioning from traditional design to applying scientific and technical methods, resulting in outstanding efficiency at all stages of project execution, from conceptualization, design, detailed implementation, to construction management.

## **2.8. Preparations for the 70th Anniversary Event of VNCC**

The 70th Anniversary celebration of VNCC is planned to be held in the fourth quarter of 2025, along with a series of activities throughout the year, including the VNCC Football Tournament, professional activities in April to commemorate Vietnam Architecture Day on April 27, the VC Group Sports Festival, and other internal programs. The year 2025 will also mark the launch of the “Shared Home, Culture, and People of VNCC” initiative.

## **2.9. ISO Compliance**

In 2024, the Executive Board of the Corporation has consistently focused on overseeing the maintenance and continuous improvement of the ISO system, both regularly and periodically. The internal evaluation was successfully conducted in April 2024. The Corporation also carried out the re-certification evaluation in May 2024, resulting in the issuance of a certificate valid until June 2027. Staff members have consistently adhered to ISO procedures in their work processes, contributing to tangible and effective results.

## **2.10. Management of Leased Floors and VNCC Headquarters Operations**

- *Management of Leased Floors:* The leased floor area has reached over 90% of the total space available for leasing. The rental revenue of VND 7.93 billion, achieving 110% of the target. The Corporation consistently monitors the tenants and users of the office space, ensuring that the space is used for its intended purpose, safely, and in line with the corporate culture.

*Building Operations:* Fire safety in the building is always prioritized, and the equipment is maintained in optimal working condition. Firefighting and rescue plans are always ready for any emergency. The building staff members are assigned specific duties and always proactively carry out their responsibilities.

# **II. 2025 Business Plan**

## **1. Business Operations**

### **➤ *Implementation and Efforts to Complete the 2025 Business Plan***

In 2025, the Corporation will continue to affirm its leading position in the design consulting field by successfully completing signed contracts, exploring new business opportunities, ensuring stable and regular employment for employees, and enhancing the quality of consulting services across all types of offerings. The Corporation will closely monitor and comply with quality management procedures before delivering products to

clients. VNCC will continue to focus on large, key projects that bring high economic value.

The business targets for 2025 are as follows:

- Total revenue of the Parent Company: VND 319.2 billion.
- After-tax profit of the Parent Company: VND 32.33 billion.
- Dividend: 8.0% of charter capital.

➤ *Contract Management and Production Operations:*

In 2025, VNCC will continue to effectively monitor and review contracts. The management will focus on ensuring efficient supervision of contract acceptance, revenue recognition, and debt collection to achieve the targeted cash inflow. The goal of “Enhancing the quality of consulting and design services” will remain a priority, ensuring that contract progress and quality are closely monitored. Regular updates will be made on decrees, amended laws, and related regulations in construction to apply them flexibly and provide sound advice to clients.

➤ *Debt Collection:*

The debt collection team will continue its work, regularly reviewing, inspecting, and monitoring outstanding debts. Prompt action will be taken to support debt recovery efforts by various divisions, particularly focusing on hard-to-collect debts. Solutions for debt collection will include creating a tracking table, periodically notifying clients of debts through phone calls, emails, and text messages. For new debts, regular reminders will be issued as per the established plan, and meetings with clients will be arranged to agree on debt repayment plans. Specific strategies will be deployed for recovering debts from difficult-to-collect accounts, and contracts that require termination or have been suspended will be closed.

## **2. Management Work**

The Corporation will continue to enhance management operations, improving governance from the leadership to functional departments and affiliated units to optimize efficiency and generate sustainable profits. Clear and specific task assignments will be made within the Executive Board. Concrete measures and solutions will be introduced to develop a management plan that aligns with the Corporation's strategic development. Strengthening coordination between functional departments will be emphasized to ensure information is shared and processed promptly. The management will focus on enhancing quality control, monitoring progress in accordance with regulations and procedures through management software. Processes will be reviewed and updated to ensure quality and progress, optimizing resources, reducing time and costs, and increasing labor productivity. The successful organization of the 70th anniversary celebration of the Corporation's establishment will be a key highlight.

## **3. Finance and Accounting**

The Corporation conducted periodic audits of the business performance of both the Corporation and its affiliated units. It effectively prepared and consolidated the financial statements of the Parent Company and the Corporation's consolidated financial statements in compliance with prevailing legal regulations. Efforts were continued to enhance debt reconciliation and collection, reduce financial risks, and improve operational efficiency. Cost-saving measures were actively implemented in production and operations without compromising product and service quality, thereby ensuring the fulfillment of planned targets.

The Corporation regularly monitored and updated technical standards, norms, and relevant legal regulations in the fields of construction, finance, accounting, and taxation to ensure compliance and adaptability to changes in the legal environment throughout its business operations.

#### **4. Research, Application of Science and Technology, and Digital Transformation:**

The goal for 2025 of the Corporation is to achieve comprehensive digital transformation across the entire system, with a focus on completing and updating the office management software, contract management software, and other software to ensure data synchronization and connectivity throughout the system. Our website will be revamped, connecting with existing systems, updating information, products, and new projects to enhance credibility and affirm the brand in the market. The Corporation will continue to promote the use of digital technology in consulting and design activities, making BIM technology a standard across all projects. The needs and potential for application will be assessed, and a specific strategy will be developed along with an investment plan for technology infrastructure. Efforts will be made to enhance staff training on new technologies, organizing courses and seminars on digital transformation, ensuring information security and data privacy.

#### **5. Implementation of the Restructuring Plan for Business Growth and Expansion**

VNCC will continue to implement the plan for scaling up and developing the business as per the outlined strategy. The Corporation will complete the establishment of the Planning and Infrastructure Division 2, the plan for the establishment of the Project Studio 2, and the Construction Supervision Branch 2.

#### **6. Supervision of the Business Production and Operation Plan for Subsidiaries**

##### *6.1. Developing and Assigning Plans to Subsidiaries:*

The process of assigning plans to the Capital Representatives at Subsidiaries for 2025 will be carried out (expected to take place in March, April, and May 2025).

##### *6.2. Monitoring and Supervision of the Implementation of the Business Production Plan of Subsidiaries:*

The regular monitoring, inspection, and urging of the implementation of business production targets will be carried out, along with efforts to recover dividends from

subsidiaries to ensure the achievement of the business production plan. Information regarding operations, market conditions, and challenges in corporate governance will be shared with the capital representatives at the subsidiaries to ensure timely understanding of the implementation status, and to propose optimal solutions for improving business performance.

#### **7. Training and Human Resources:**

The workforce and organizational structure will continue to be streamlined and arranged, with the system being completed in alignment with the requirements and tasks of the Corporation, as well as its goals and strategy for the period 2023-2027 and vision for 2030. A review will be conducted to ensure the implementation, refinement, and streamlining of the department and unit structure to meet the current situation and the future development direction of the Corporation. Leadership and management capabilities will be enhanced by organizing additional courses on leadership skills, management, and business administration.

#### **8. Headquarters Operation and Office Management:**

The headquarters will be operated effectively, with the goal of achieving 100% occupancy for the leasing space. For the vacant areas without tenants in the CCBM building, plans will continue to be developed to adjust the rental prices to attract tenants in the market. Internal management and the storage of original documents, as well as other office management tasks, will be improved.

#### **9. ISO Activities:**

In 2025, the Corporation will continue to maintain and strictly implement ISO activities, ensuring that 100% of the projects follow ISO processes. The project deliverables will always be checked and compared against ISO requirements before being released. At the same time, the ISO process will be rigorously applied to other documents. Internal evaluations will be closely monitored to ensure that the implementation of ISO provides professionalism for the Corporation.

#### **10. Other Key Solutions:**

Efforts will be intensified in searching for work, developing markets, and establishing sustainable partnerships with collaborators. The signing of large-scale project contracts with private Clients will be strengthened to ensure the quality and deadlines committed. The tasks of acceptance, liquidation, and debt recovery, including hard-to-collect debts, will be reinforced.

Quality control will be improved, with divisions required to maintain and enhance the capabilities of specialized staff. The use of sample documents in project implementation will be promoted, and the mandatory application of science and technology (BIM) will be enforced. Training will be provided to improve the capacity for implementation for all staff members across production units to increase labor productivity.

Efforts will be made to balance the scale of the affiliated units. Missing areas in the design work scope, such as interiors and landscaping, will be supplemented. Cost management for project execution will be enhanced by quickly preparing cost estimates for contracts right from the stage of preparing to sign project contracts.

The material and spiritual well-being of employees will be continuously prioritized.

The above is the result of the work performed in 2024, along with key tasks for 2025. The leadership and employees of the entire Corporation hope to receive the full support of the esteemed shareholders in order to accomplish the goals and plans approved by the General Meeting of Shareholders.

Sincerely yours./.

 **GENERAL DIRECTOR**  
**Tran Duc Toan**

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**REPORT**

**On the Operational Results of the Board of Supervisors at the 2025 Annual  
General Meeting of Shareholders**

**To: Annual General Meeting of Shareholders**

- Pursuant to the Charter of the Vietnam National Construction Consultant Corporation – JSC;
- Pursuant to the Operating Regulations of the Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC for the term 2021 – 2026;
- Pursuant to the Resolutions of the Annual General Meeting of Shareholders 2024 of Vietnam National Construction Consultant Corporation – JSC;
- Pursuant to the Audited Financial Statements of Vietnam National Construction Consultant Corporation – JSC;

The Board of Supervisors respectfully submits for the approval of the Annual General Meeting of Shareholders the Report on the Operational Results of the Board of Supervisors in 2024 and the Operational Orientation for 2025, with the main contents as follows:

**A – 2024 OPERATIONAL RESULTS OF THE BOARD OF SUPERVISORS**

**I. Operational Results of the Board of Supervisors**

In 2024, the Board of Supervisors held 05 meetings to carry out tasks such as verifying and validating the quarterly, semi-annual, and annual Financial Statements; reviewing the contents of the 2024 financial supervision plan for the Corporation and the companies in which VNCC holds shares or capital contributions; assessing the implementation of the business plan as approved by the Annual General Meeting of Shareholders, and evaluating the financial situation of the Corporation.

The Board of Supervisors attended the meetings of the Board of Directors, the management meetings of the Executive Board, supervised the issuance and implementation of the resolutions and decisions of the Board of Directors, kept track of the operational situation of the Corporation, and provided feedback to the

Board of Directors and the Executive Board to strengthen the Corporation's corporate governance and financial management.

The Supervisors attended all meetings of the Board of Supervisors and participated in the meetings of the Board of Directors and the Executive Board when invited. They contributed according to their roles and responsibilities, regularly engaged in discussions and consultations with relevant departments to promptly provide appropriate recommendations. During meetings and activities of the Board of Supervisors, all supervisors worked with a high sense of responsibility, in compliance with the Corporation's Charter and the operational regulations of the Board of Supervisors.

## **II. Remuneration, operational costs, and other benefits of the Board of Supervisors and each supervisor in 2024:**

Based on the implementation of the resolution of the Annual General Meeting of Shareholders 2024 regarding the salary and remuneration plan for the Board of Supervisors in 2024, the salaries of the Board of Supervisors and each Supervisor in 2024 were carried out in accordance with the resolution approved by the Annual General Meeting of Shareholders.

## **III. Supervision of the implementation of the Resolutions of the Annual General Meeting of Shareholders:**

- *Regarding the implementation of business performance targets:*

*Unit: VND billion*

Indicator	Unit	Actual in 2023	Plan in 2024	Actual in 2024	Note
<b>Business performance targets set by the Annual General Meeting of Shareholders:</b>					
1. Revenue	VND billion	257.43	224.0	319.91	Increase of 42.8% compared to the plan
2. Net Profit	VND billion	27.23	33.85	37.19	Increase of 9.86% compared to the plan
3. Dividend rate	% of nominal share value	6.0%	8.0%	8.0%	
<b>Other business performance indicators:</b>					
4. Production value	VND billion	310		342.15	Achieved 110.3% compared to 2023

5. Value of signed service contracts	VND billion	460		429.24	Achieved 93.3% compared to 2023
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In 2024, despite the unpredictable and unfavorable global economic and political conditions, many key projects by the government and public investment projects were resolved due to the close direction of the government and relevant authorities, which had a positive impact on the business results of the Corporation. From the beginning of the year, the Corporation's leadership concretized the performance targets and maintained regular meetings with production units, timely grasping government policies and encouraging employees to overcome difficulties, leverage the Corporation's advantages, and make timely adjustments in market exploration, especially for key projects and public investment projects that had allocated capital. As a result, the performance exceeded the targets set by the 2024 General Meeting of Shareholders.

- *Distribution of After-tax Profits and Dividend payment:*

The Corporation has allocated funds and paid dividends for 2023 to shareholders at a rate of 6% of the par value in accordance with the resolution of the 2024 General Meeting of Shareholders.

- *Selection of independent audit firm for the Corporation's Financial Statements:*

The Corporation has selected AASC Auditing Firm Co., Ltd. to audit the Parent Company's Financial Statements and the Consolidated Financial Statements for the year 2024.

- *Payment of remuneration to the Board of Directors (BOD) and the Board of Supervisors:*

The allocation and payment of remuneration to the BOD and the Board of Supervisors are in accordance with the resolution of the 2024 Annual General Meeting of Shareholders.

- *Disclosure of information:*

The Corporation has complied with legal regulations regarding the disclosure of information on the stock market.

#### **IV. Financial Statement Verification**

The Board of Supervisors agrees with the opinion of the Auditor regarding the separate Financial Statements and the Consolidated Financial Statements for the fiscal year ending December 31, 2024, of Vietnam National Construction Consultant Corporation – JSC. The Separate Financial Statements and Consolidated Financial Statements audited by AASC Auditing Firm Co., Ltd. reflect fairly and reasonably, in all material respects, the financial position of the

Corporation as of December 31, 2024, as well as the results of operations and cash flows for the fiscal year ending on the same date, in compliance with Vietnamese accounting standards, the Vietnamese accounting regime, and relevant legal regulations on the preparation and presentation of Financial Statements.

*- The results of production and business in 2024:*

*Unit: VND billion*

No	Indicator	2024 Business Performance	
		Parent Company	Consolidated
1	Total Revenue and Income	319.91	760.99
2	Pre-tax Profit	43.49	67.43
3	After-tax Profit	37.19	55.77

The total revenue of the Parent Company in 2024 reached VND 319.91 billion, with the following breakdown: Revenue from sales and services: VND 297.388 billion, Financial income: VND 22.097 billion, Other income: VND 0.428 billion.

According to the audited consolidated financial statements for 2024, the total revenue from sales and services of the Corporation was VND 760.99 billion, with the following breakdown: Revenue from sales and services: VND 738.147 billion, Financial income: VND 22.645 billion, Other income: VND 1.203 billion.

*- Some Financial Indicators for 2024:*

No	Indicator	Unit	Parent Company Financial Statements	Consolidated Financial Statements
<b>1</b>	<b>Capital Structure</b>			
	Debt to Total Assets	Times	0.34	0.61
	Debt to Equity	Times	0.52	1.44
<b>2</b>	<b>Liquidity Ratios</b>			
	Current Ratio	Times	1.77	1.39
	Quick Ratio	Times	1.39	1.03
<b>3</b>	<b>Activity Ratios</b>			
	Inventory Turnover	Times	3.12	2.49
	Total Asset Turnover	Times	0.53	1.19
<b>4</b>	<b>Profitability</b>			
	Net Profit to Equity	%	9.29%	11.47%

No	Indicator	Unit	Parent Company Financial Statements	Consolidated Financial Statements
	Net Profit to Average Total Assets	%	6.20%	8.76%
5	<b>Capital Preservation and Growth</b>		1.1	1.28

With the view of financial indicators as of December 31, 2024:

- The short-term debt payment ratios of the parent company are 1.77 times (compared to 1.71 in 2023), and consolidated 1.39 times (compared to 1.37 in 2023). The quick ratio of the parent company is 1.39 times (compared to 1.3 in 2023) and consolidated 1.03 times (compared to 1.0 in 2023). These figures reflect that the Corporation has sufficient liquidity to meet its short-term liabilities and a higher financial safety margin compared to 2023.

- For the inventory management efficiency: the inventory turnover ratio of the Parent Company is 3.12 times (compared to 2.51 times in 2023) and consolidated 2.49 times (compared to 2.01 times in 2023), showing improvement compared to 2023.

- For the indicator assessing operational efficiency: the total asset turnover ratio of the Parent Company was recorded at 0.53 times (compared to 0.44 times in 2023), and on a consolidated basis, it was 1.19 times (compared to 0.99 times in 2023), showing an improvement over the previous year.

- As for the profitability indicators: the return on equity in 2024 showed significant growth compared to 2023, specifically: the ratio of net profit after tax to equity for the Parent Company was 9.29% (compared to 6.98% in 2023), and the consolidated ratio was 11.47% (compared to 7.44% in 2023). However, in order to further improve return on equity, measures should be taken to increase the asset-to-equity ratio and enhance the profitability of total assets through necessary solutions to accelerate asset turnover—particularly by reducing inventory (unfinished production costs) and accounts receivable—to improve business efficiency. In addition, although the Corporation has developed a plan to revise the internal subcontracting regulation, its implementation should be expedited to allow the affiliated units to apply it early and stabilize production, thereby increasing the overall efficiency of the Corporation. A review of the production process should also be conducted with the aim of streamlining and enhancing business effectiveness. The expansion of production scale and business lines related to the core industry should also be considered in order to significantly increase revenue and profit for the Corporation.

- Preservation and development of capital (Owner's invested capital + Development investment fund): The Corporation has effectively preserved and developed the owner's invested capital.

- As of December 31, 2024, the Corporation's total long-term financial investments amounted to VND 155.155 billion. Dividends and profits distributed in 2024 reached VND 13.379 billion (compared to VND 12.57 billion in 2023). The average return on investment in 2024 was 8.62% (compared to 8.1% in 2023).

## **V. Supervision Results regarding the Board of Directors and the Executive Board**

The Board of Directors and the General Director have exercised their assigned powers and responsibilities with prudence and due care, in compliance with legal regulations and the Corporation's Charter, and in the lawful interests of the Corporation.

### *- Supervision of the Board of Directors*

In 2024, the Board of Directors convened 10 meetings and also sought opinions from its members through other forms. A total of 47 documents were issued, including 33 Resolutions and 14 Decisions, related to various aspects of corporate governance. The meetings of the Board of Directors were organized in accordance with legal provisions and the Corporation's Charter. The Resolutions and Decisions issued by the Board of Directors were within its authority and closely aligned with the Corporation's operational context.

The Board of Directors approved the Restructuring Plan for the Corporation for the 2023–2027 period, with a vision toward 2030. It also promulgated the Corporation's Financial Management Regulation and issued resolutions directing the Executive Board and relevant functional departments to review internal regulations and amend or supplement them in accordance with updated legal provisions and the Corporation's actual operating conditions. In addition, the Board issued resolutions and decisions on matters such as the consolidation of representatives of invested capital in other enterprises, the appointment of personnel, and several other related issues.

### *- Supervision of the Executive Board*

The General Director and the Executive Board seriously implemented the Resolutions of the General Meeting of Shareholders, as well as the resolutions and decisions of the Board of Directors. From the beginning of 2024, with the goal of driving production growth, the Executive Board concretized the assigned targets to each production unit and regularly held working sessions to provide development direction and implement tasks on a monthly, quarterly, or ad-hoc basis. The Executive Board made strong and determined efforts in managing business operations, promptly grasped government policies and directives to enhance

market development, intensified scientific research activities, focused on system management, and strengthened debt recovery efforts. As a result, the Corporation maintained stable production operations, ensured salaries and incomes for employees, and exceeded the revenue and profit targets approved by the 2024 General Meeting of Shareholders.

Some ongoing tasks still require accelerated progress, such as reviewing and adjusting internal regulations to align with the Corporation's current Charter.

Regarding the implementation of the Restructuring Plan: capital divestment activities are currently on hold for further review.

## **B – 2025 OPERATIONAL ORIENTATION OF THE BOARD OF SUPERVISORS:**

To effectively carry out the supervisory functions in accordance with the Law on Enterprises and the Corporation's Charter, the Board of Supervisors has formulated the 2025 work plan as follows:

- To supervise the activities of the Board of Directors in corporate governance, and of the General Director in the management of production and business operations in accordance with the resolutions, decisions, and regulations of the General Meeting of Shareholders and the Board of Directors. To oversee compliance with legal regulations, the Corporation's Charter, and the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors of the Corporation.

- To inspect the rationality, legality, honesty, and level of prudence in the management and operation of business activities; to evaluate the systematic nature, consistency, and appropriateness of accounting, statistical practices, and the preparation of financial statements. To assess the completeness, legality, and accuracy of the business performance reports, quarterly, semi-annual, and annual financial statements of the Corporation.

- To review contracts and transactions with related parties that fall under the approval authority of the Board of Directors or the General Meeting of Shareholders (if any).

- To monitor business plans, the implementation of business and investment activities, and the financial supervision of the Corporation and its invested affiliates; to oversee the performance of the Corporation's authorized representatives in investee enterprises. To examine and evaluate the effectiveness and efficiency of the Corporation's internal control and risk management systems.

-

- To carry out other duties in accordance with the Law on Enterprises and the Charter of the Corporation.

The above is the Board of Supervisors' report of Vietnam National Construction Consultant Corporation – JSC on 2024 Operational Results and the 2025 Operational Orientation, respectfully submitted to the 2025 Annual General Meeting of Shareholders for consideration and approval.

Thank you for your kind attention./.

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



**Nguyễn Văn Phúc**

No.: 34 /TTr - HDQT

Hanoi, April 28<sup>th</sup>, 2025

**PROPOSAL**  
**For approval of the Separate and Consolidated**  
**Audited Financial Statements for 2024 of**  
**Vietnam National Construction Consultant Corporation - JSC**

**To: General Meeting of Shareholders**  
**Vietnam National Construction Consultant Corporation - JSC**

Pursuant to Law on Enterprise No. 59/2020/QH14 dated 17/6/2020;

Pursuant to Law on Securities No. 54/2019/QH14 dated 26/11/2019;

Pursuant to Charter of Vietnam National Construction Consultant Corporation - JSC approved by the General Meeting of Shareholders on 15/10/2021,

The Board of Directors of Vietnam National Construction Consultant Corporation - JSC respectfully submits to the General Meeting of Shareholders for approval of the Separate and Consolidated Audited Financial Statements for 2024, audited by AASC Auditing Firm Company Limited.

The audited financial statements for the fiscal year ending December 31, 2024, have been publicly disclosed in accordance with current regulations and are also available on the website of Vietnam National Construction Consultant Corporation – JSC at: <http://vncc.vn/danh-muc-co-dong/bao-cao-tai-chinh>. Below are some key financial figures:

**1. Assets – Liabilities and Owners' Equity:**

*Unit: VND*

Ord.	Indicator	Separate Financial Statements	Consolidated Financial Statements
<b>I</b>	<b>ASSETS</b>	<b>606,886,628,999</b>	<b>1,155,699,982,637</b>
1	Current Assets	364,096,490,511	913,126,894,411
2	Non-current Assets	242,790,138,488	242,573,088,226
<b>II</b>	<b>LIABILITIES AND OWNERS' EQUITY</b>	<b>606,886,628,999</b>	<b>1,155,699,982,637</b>
1	Liabilities	206,460,463,231	669,431,131,250
2	Owners' Equity	400,426,165,768	486,268,851,387

## 2. Business Performance Results:

Ord.	Indicator	Separate Financial Statements	Consolidated Financial Statements
1	Total Revenue	319,914,018,440	760,995,646,063
2	Total Profit Before Tax	43,499,185,630	67,435,775,360
3	Total Net Profit After Corporate Income Tax	37,188,804,024	55,776,583,605

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

Yours sincerely,

Cc:

- Shareholders' General Meeting;
- Board of Directors; Board of Management,  
Chief Accountant;
- Secretary of the Board of Directors;
- Archived at Document, Finance and Accounting.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**



**Than Hong Linh**

No.: 36 /TTr - HDQT

Hanoi, April 28<sup>th</sup>, 2025

**PROPOSAL**  
**on Profit Distribution and Fund Allocation Plan for 2024,**  
**and the Expected Profit Distribution Plan for 2025**  
**of Vietnam National Construction Consultant Corporation – JSC**

**To: General Meeting of Shareholders**

**Vietnam National Construction Consultant Corporation - JSC**

Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17/6/2020;

Pursuant to Law on Securities No. 54/2019/QH14 dated 26/11/2019;

Pursuant to Charter of Vietnam National Construction Consultant Corporation - JSC approved by the General Meeting of Shareholders on 15/10/2021,

Pursuant to the 2024 Business Performance of Vietnam National Construction Consultant Corporation - JSC, the 2025 Expected Business Plan;

Pursuant to the Separate Financial Statements for the fiscal year ending 31/12/2024 of Vietnam National Construction Consultant Corporation - JSC, which have been audited by AASC Auditing Firm Company Limited;

The Board of Directors of Vietnam National Construction Consultant Corporation - JSC respectfully submits to the General Meeting of Shareholders for consideration and approval:

**1. The Profit Distribution and Fund Allocation Plan for 2024 of Vietnam National Construction Consultant Corporation – JSC, as follows:**

*Unit: VND*

Ord.	Content	Criteria	Amount	Note
<b>I</b>	<b>Distributable Net Profit</b>		<b>37,188,804,024</b>	
1	Cash dividend (8%/year)	= (I) x 76.95%	28,619,558,400	
2	Development Investment Fund	= (I) * 4.30%	1,600,000,000	
3	Bonus, Welfare Fund, and Management Bonus Fund (*)	= (I) x 18.75%	6,969,245,624	

(\*) In which: The Management Bonus Fund, capped at 1.5 months' salary, will be finalized in accordance with regulations.

**2. The Expected Profit Distribution Plan for 2025 is as follows:**

- Cash dividend: 8.0% of charter capital.
- Other funds will be allocated in accordance with regulations.

The Board of Directors is authorized to decide on the record date for the list of shareholders for dividend payment, and to choose the payment time.

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

Yours sincerely,

*Cc:*

- Shareholders' General Meeting;
- Board of Directors; Executive Board, Chief Accountant;
- Secretary of the Board of Directors;
- Archives: Administration Dept, Finance and Accounting.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRMAN**



**Thân Hồng Linh**

*Hanoi, April 28<sup>th</sup>, 2025*

## **PROPOSAL**

**On the approval of the total salary and remuneration in 2024, and the planned salary and remuneration for 2025 for the Board of Directors (BOD) and Board of Supervisors**

**To: The General Meeting of Shareholders  
Vietnam National Construction Consultant Corporation - JSC**

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

Based on the Charter of the Joint-Stock Company of Vietnam National Construction Consultant Corporation - JSC (VNCC) approved by the General Meeting of Shareholders of the Corporation in 2021;

Based on Decree No. 44/2025/ND-CP dated February 28, 2025, issued by the Government on labor, salary, remuneration, and bonuses in state-owned enterprises;

Based on the 2024 business production plan, 2024 business results, and the 2025 business production plan of the Corporation.

The Board of Directors respectfully submits the General Meeting of Shareholders for consideration and approval of the total salary amount for the Board of Directors and the Board of Supervisors as follows:

### **I. Actual salary and remuneration for the Board of Directors and the Board of Supervisors in 2024:**

1. The total actual salary for the Board of Directors and the full-time Board of Supervisors of the Corporation in 2024 is: VND 2,008,800,000.

2. The total actual remuneration for the non-executive members of the Board of Directors and the non-executive members of the Board of Supervisors in 2024 is: VND 216,000,000.

### **II. Planned salary and remuneration for the Board of Directors and**

**the Board of Supervisors for 2025:**

1. The total planned salary for the full-time Board of Directors (including the Chairman of the Board and the full-time members of the BOD) and the full-time Board of Supervisors for 2025 shall not exceed VND 2,664,000,000.

2. The total planned remuneration for the non-executive members of the Board of Directors and the non-executive members of the Board of Supervisors for 2025 is VND 216,000,000.

The salary for the Chairman of the Board of Directors, full-time members of the Board of Directors, and the full-time Head of the Board of Supervisors for 2025 will be based on the planned salary, the level of performance of profit targets, and profit margin as stipulated in Decree No. 44/2025/ND-CP dated February 28, 2025, of the Government, and in accordance with the current relevant regulations of the State.

We respectfully submit this proposal for the General Meeting of Shareholders to review and approve.

**Receivers:**

- As above;
- Archives;

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



**Than Hong Linh**

No.: 38 / VNCC-BKS

*Hanoi, April 28<sup>th</sup>, 2025*

## **PROPOSAL**

**On the selection of the Auditing Firm for the 2025 Financial Statements**

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

Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17/6/2020;

Pursuant to Law on Securities No. 54/2019/QH14 dated 26/11/2019;

Pursuant to Charter of Vietnam National Construction Consultant Corporation - JSC approved by the General Meeting of Shareholders on 15/10/2021;

The Board of Supervisors of Vietnam National Construction Consultant Corporation – JSC respectfully submits the list of auditing firms to the General Meeting of Shareholders for approval to perform the review of the semi-annual financial statements and the audit of the 2025 financial statements, based on the following selection criteria:

#### **1. Selection Criteria for Auditing Firms:**

- The firm must be approved by the Ministry of Finance and the State Securities Commission to perform audits for entities with public interest for 2025.

- The firm should have a strong reputation for audit quality.

- The firm must have experience in auditing entities in similar industries and business sectors to Vietnam National Construction Consultant Corporation - JSC.

- The firm should meet the specific requirements of Vietnam National Construction Consultant Corporation - JSC regarding the audit's scope and timeline, with no conflict of interest when conducting the Corporation's financial statements.

- The auditing fees should be reasonable and aligned with the quality and scope of the audit.

#### **2. List of Proposed Auditing Firms:**

- VACO Auditing Company Limited (VACO)

- AASC Auditing Firm Company Limited.

- VIET NAM Auditing and Valuation Company Limited (AVA)

### 3. Proposal:

The Board of Supervisors respectfully submits to the General Meeting of Shareholders of Vietnam National Construction Consultant Corporation - JSC for consideration and approval of the following:

- The selection criteria for the auditing firm, as outlined in Section 1 of this Proposal and the list of three (03) proposed Auditing Firms presented in Section 2 of this Proposal.

- We further request authorization for the Board of Directors of Vietnam National Construction Consultant Corporation - JSC to make the final decision on the selection of the auditing firms from the list presented in this Proposal. Additionally, we seek authorization for the General Director to sign the contract for auditing and reviewing the financial statements for the fiscal year 2025, in accordance with applicable regulations.

We respectfully submit this for consideration and approval at the 2025 Annual General Meeting of Shareholders.

We sincerely thank you!

**ON BEHALF OF BOARD OF SUPERVISORS**

**HEAD OF BOARD**



**NGUYEN VAN PHUC**