

No. : 18 /HĐQT

HCM City dated 18 July 2025

REPORT ON CORPORATE GOVERNANCE IN THE FIRST 6 MONTHS OF THE YEAR 2025

TO : - THE STATE SECURITIES COMMISSION
- HANOI STOCK EXCHANGE

- Name of Company: **CÔNG TY CỔ PHẦN ĐỊA ỐC CHỢ LỚN**
- Address of head office: **118 Hưng Phú, Ward Chanh Hung, Hồ Chí Minh City**
- Telephone: **028.38.557.332** Email : **info@cholonres.com.vn**
- Charter Capital : **138.587.140.000 đồng**
- Stock symbol : **RCL**

I/ Activities of the General Meeting of Shareholders

No.	Resolution No.	Date	Content
01	13/NQ-ĐHĐCĐ	22/04/2025	Report on Business and Production Results in 2024 (Revenue, Profit, Profit Distribution, etc.) and Business and Production Plan for 2025; Approval of the plan to issue shares for 2024 dividend payment; Adjustment of the maximum foreign ownership ratio to 50%; ...

II/ Board of Directors :

1 – Information about the members of the Board of Directors :

No.	Board of Directors' members	Position	Date of appointment	Number of meetings attended by Board of Directors	Attendance rate	Reason for absence
01	Trần Văn Châu	Chairman	04/2014	05/05	100%	
02	Trần Tuấn Đạt	Executive Director	04/2016	05/05	100%	
03	Lê Thị Thanh Ngân	Non-executive Director	07/2022	05/05	100%	
04	Nguyễn Bảo Huy	Executive Director	05/2024	05/05	100%	
05	Nguyễn Đỗ Ngọc Bảo	Non-executive Director	05/2024	05/05	100%	

2 –Supervising the Board of Management by the Board of Directors:

In the first six months of 2025, the restructuring and streamlining of the State apparatus, the reorganization of administrative units at all levels, and the implementation of a two-tier local government model — along with global political and economic fluctuations, including the Russia-Ukraine and Iran-Israel conflicts — have significantly impacted the overall market and the business operations of domestic enterprises. Specifically for the Company, longstanding legal issues have yet to be resolved, resulting in no new projects being implemented since the beginning of the year, which has severely affected the Company's business activities and revenue.

During the first half of 2025, the Board of Directors, in collaboration with the Executive Board, focused on actively petitioning city authorities to address the legal obstacles in the Company's investment projects. After completing the 2025 Annual General Meeting of Shareholders, the Board of Directors, particularly the Chairman, has continued to work closely with the Company's leadership in directing and managing business activities, with the goal of helping the Company overcome current difficulties and laying a solid foundation for future growth.

3 – Activities of the Board of Directors' subcommittees:

- The Investment Committee:
 - Advises the Board of Directors on market updates in real estate and construction to formulate business plans aligned with the Company's financial and human resources.
 - Coordinates with the project investor of the Lalaland Project in Sa Đéc, Đồng Tháp Province to complete title issuance procedures for purchased homes and prepare them for commercial exploitation. Monitors the progress of the Sabinco – Tương Bình Hiệp Project, and continues surveying and evaluating other potential projects in various provinces and cities.
 - Continues completing final acceptance procedures for the office space renovation project.
- The Legacy Committee:
 - Participates in the drafting and reviewing of sales contracts, property business agreements, and office lease contracts.
 - Focuses on strengthening coordination with relevant municipal authorities to resolve legal bottlenecks in the deployment of new projects, in a context where many developments are delayed due to procedural obstacles.
 - Works with joint venture partners to petition for solutions to legal issues in the 28-hectare Nhà Bè Project and the Mộc Bài – Tây Ninh Project.
 - Has completed procedures to raise the maximum foreign ownership limit to 50% and is in the process of issuing shares for the 2024 dividend payment..
- The Remuneration and Nomination Committee:
 - Advises on improving workplace productivity, upgrading employee skill levels, and streamlining the organizational structure to enhance accountability and competitiveness.
 - Provides guidance to Company leadership on salary, bonus policies, and labor agreements to ensure compliance with the Law on Social Insurance and other relevant legal regulations..

4 – Resolutions/Decisions of the Board of Directors:

No.	Resolutions/Decisions No.	Date	Content
01	02/NQ-HĐQT	04/03/2025	Resolution on finalizing the list of shareholders for the organization of the 2025 General Meeting of Shareholders
02	03/NQ-HĐQT	04/03/2025	Resolution on the approval of the date, venue, and agenda for the 2025 Annual General Meeting of Shareholders
03	10/NQ-HĐQT	03/04/2025	Resolution on the addition of agenda items for the 2025 Annual General Meeting of Shareholders
04	14/NQ-HĐQT	20/05/2025	Resolution on the appointment of Mr. Trần Tuấn Đạt as Permanent Deputy General Director
05	15/NQ-HĐQT	27/05/2025	Resolution on the implementation of the plan to issue shares for the 2024 dividend payment
06	17/NQ-HĐQT	17/06/2025	Resolution on the selection of the auditing firm for the 2025 financial statements

III / Supervisory Board :

1 – Information about Supervisory Board's member

No.	Supervisory Board's member	Position	The date becoming the member of the Supervisory Committee	Number of meetings attended	Attendance rate	Reason of absence
01	Nguyễn Thị Ngọc Duyên	Head of SB	04/2019	02/02	100%	
02	Nguyễn Xuân Dũng	Member of SB	04/2022	02/02	100%	
03	Nguyễn Tấn Huy	Member of SB	04/2024	02/02	100%	

2 – Supervising Board of Directors, Board of Management and shareholders by Audit Committee: In the first six months of 2025, the Supervisory Board continued to appoint representatives to attend meetings with the Board of Directors in order to stay informed about the Company's operations and to monitor and supervise compliance with legal regulations, resolutions of the General Meeting of Shareholders, and the Company's Charter. The Supervisory Board also coordinated with the Board of Directors in selecting the auditing firm for the semi-annual and annual financial statements of 2025.

In addition, based on the Company's business performance and financial reports as required, the Supervisory Board periodically reviews, analyzes, evaluates, and makes recommendations to the Board of Directors and the Executive Board on potential risks, noteworthy issues, and areas that require closer monitoring and oversight..

3 – The coordination among the Audit Committee, the Board of Management, Board of Directors and other managers: The Supervisory Board regularly communicates with the Chief Accountant on the accounting data reflected in the Company's financial reports, which is required to meet complex accounting standards and current regulations. Moreover, the Supervisory Board also actively contributes opinions to the Executive Board and the Board of Directors at their meetings and advise appropriate solutions to emerging issues, enhancing compliance and rigor in the Company's operations.

IV/ Board of Management:

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment
1	Trần Tuấn Đạt	18/9/1984	Construction Engineer	Becoming Deputy General Director since August 2017
2	Nguyễn Bảo Huy	04/3/1976	Master of Business Administration	Becoming Deputy General Director since September 2022

V/ Chief Accountant

Name	Date of birth	Qualification	Date of appointment
Lê Thị Kim Xuyên	18/9/1979	Bachelor of Economy	Becoming responsible for accounting since 30/9/2024

VI/ Training courses on corporate governance::

Training courses on corporate governance were involved by members of Board of Directors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: Delegate personnel to participate in training courses on information disclosure organised by The State Securities Commission and the Hanoi Stock Exchange.

The company is willing to create favorable conditions for management staff, secretaries, and specialists to participate in training courses on management skills, technical expertise; and training sessions on new legal documents. At the same time, we encourage the working environment where employees continuously improve their professional skills and work efficiency.

VII/ The list of internal persons of the company and transactions of internal persons of the Company:

1 – The list of internal persons of the Company:

No.	Name of organisation/ individual	Position at the Company	Số giấy NSH, Date of issue, Place of issue	Contact Address	Time of starting to be affiliate person	Time of ending to be affiliated person	Reasons
A. Board of Directors and Board of Management:							
1	Trần Văn Châu	Chairman			07/2007		
2	Trần Tuấn Đạt	Member of BOD- Deputy General Director			04/2016		

3	Lê Thị Thanh Ngân	Member of BOD			07/2022		
4	Nguyễn Bảo Huy	Member of BOD - Deputy General Director			05/2024		
5	Nguyễn Đỗ Ngọc Bảo	Member of BOD			05/2024		
B. Supervisory Board:							
6	Nguyễn Thị Ngọc Duyên	Head of SB			05/2014		
7	Nguyễn Xuân Dũng	Member of SB			04/2022		
8	Nguyễn Tấn Huy	Member of SB			05/2024		
C. Cheft accountant:							
9	Lê Thị Kim Xuyến	Responsible for accounting			09/2024		Becoming responsible for accounting since 30/9/2024
D. Authorized person for information disclosure							
10	Trần Thùy Dung	Head of Investment Management Department – Authorized person for information disclosure			10/2016		
E. Shareholders holding more than 10% of voting shares							
11	Tổng Công ty Địa ốc Sài Gòn – TNHH MTV						Organization holding 20% of voting shares.
12	Công ty TNHH Thương mại N.T.P				30/5/2023		Organization holding 20% of voting shares.

2 – Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons: nil

3 – Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power: nil

4 – Transactions between the Company and other objects:

4.1 Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): nil

4.2 Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): nil

4.3 Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: nil

VIII/ Share transactions of internal persons and their affiliated persons:

1. The list of internal persons and their affiliated persons :

No.	Name of organisation / individual	Position at the Company	Relationship with internal persons	Số CMND/ ĐKKD	Date of issue	Place of issue	Address	No. of share owned at period-end	% owned at period-end
1	Trần Văn Châu	Chairman						1.328.893	9,59%
1.1	Vũ Thị Hồng Vân		Mother					0	0%
1.2	Trần Phương Thảo		Child					0	0%
1.3	Trần Tuấn Đạt	Member of BoD	Child					0	0%
1.4	Trần Thùy Dung	Head of Investment Management Department – Authorized person for information disclosure	Child					74.024	0,53%
1.5	Lê Thị Huệ		Child in law					0	0%
1.6	Trần Thị Cúc		Sister					0	0%
1.7	Trần Thị Minh		Sister					0	0%
1.8	Trần Thị Mai		Sister					0	0%
1.9	Trần Ngọc Khiêm		Brother					0	0%
2	Trần Tuấn Đạt	Member of BoD- Deputy General Director						0	0%
2.1	Trần Văn Châu	Chairman	Father					1.328.893	9,59%
2.2	Vũ Thị Hồng Vân		Mother					0	0%
2.3	Trần Thùy Dung	Trưởng Phòng Hành chính; Người được ủy quyền CBTT	Sister					74.024	0,53%
2.4	Trần Phương Thảo		Sister					0	0%
2.5	Lê Thị Huệ		Wife					0	0%

2.6	Trần Tuấn Phát		Child					0	0%
2.7	Trần Minh Khoa		Child					0	0%
2.8	Lê Quý Thường		Father in law					0	0%
2.9	Lê Thị Gia		Mother in law					0	0%
3	Lê Thị Thanh Ngân	Member of BoD						3.410	0,025 %
3.1	Lê Ngọc Hân		Husband					0	0%
3.2	Lê Hải Kiệt		Child					0	0%
3.3	Lê Quốc Thành		Child					0	0%
3.4	Tổng Công ty Địa ốc Sài Gòn – TNHH MTV		Representative of State Capital					2.772.000	20%
4	Nguyễn Bảo Huy	Member of BoD - Deputy General Director						0	0%
4.1	Trần Thị Xuân		Mother					0	0%
4.2	Hồ Thị Rành		Mother in law					0	0%
4.3	Phạm Kim Loan		Wife					0	0%
4.4	Nguyễn Phạm Hồng Ngọc		Child					0	0%
4.5	Nguyễn Phạm Ngọc Minh		Child					0	0%
5	Nguyễn Đỗ Ngọc Bảo	Member of BoD						0	0%
5.1	Đỗ Thị Kiêm		Mother					0	0%
5.2	Nguyễn Thanh Phong		Husband					0	0%
5.3	Nguyễn Thế Phú		Child					0	0%
5.4	Nguyễn Thế Phương		Child					0	0%
5.5	Nguyễn Đỗ Bảo Châu		Sister					0	0%
5.6	Nguyễn Khôi Nguyên		Brother					535.446	3,86%
6	Nguyễn Thị Ngọc Duyên	Head of SB						0	0%
6.1	Nguyễn Đình Văn		Father					0	0%
6.2	Nguyễn Thị Tuyết Dung		Mother					0	0%
6.3	Nguyễn Thị Bảo Ngân		Sister					0	0%

6.4	Nguyễn Thị Bảo Ngọc		Sister					0	0%
7	Nguyễn Xuân Dũng	Member of SB						32.330	0.23%
7.1	Trần Thị Chi		Wife					98.110	0,71%
7.2	Nguyễn Trần Xuân Kim		Child					0	0%
7.3	Nguyễn Trần Kim Xuân		Child					0	0%
8	Nguyễn Tấn Huy	Member of SB						0	0%
8.1	Nguyễn Tấn Hưng		Father					0	0%
8.2	Lê Hồng Hương		Mother					0	0%
8.3	Nguyễn Quý Mai		Sister					0	0%
8.4	Đặng Mai Thảo Vi		Wife					0	0%
8.5	Đinh Gia Bảo		Brother in law					0	0%
8.6	Đặng Ngọc Sơn		Father in law					0	0%
8.7	Mai Thị Liên		Mother in law					0	0%
9	Trần Thủy Dung	Head of Investment Management Department – Authorized person for information disclosure						74.024	0,53%
9.1	Trần Văn Châu	Chairman	Father					1.328.893	9,59%
9.2	Vũ Thị Hồng Vân		Mother					0	0%
9.3	Trần Tuấn Đạt	Member of BoD	Brother					0	0%
9.4	Trần Phương Thảo		Sister					0	0%
9.5	Lê Thị Huệ		Sister in law					0	0%
10	Lê Thị Kim Xuyên	Responsible for accounting						0	0%
10.1	Lê Bá Quán		Father					0	0%
10.2	Lê Thị Ngọc Huyền		Mother					0	0%
10.3	Mai Thị Bích		Mother in law					0	0%
10.4	Mai Quang Chính		Husband					0	0%

10. 5	Mai Ngọc Phuong Trang		Child					0	0%
10. 6	Mai Đức Trọng		Child					0	0%

2. Transactions of internal persons and affiliated persons with shares of the company: nil

CHAIRMAN OF BOARD OF DIRECTORS



TRẦN VĂN CHÂU

C.T.C.P. ★