



CTCP BẤT ĐỘNG SẢN & ĐẦU TƯ VRC

Số/No: 01.24.04/2026/CBTT-VRC

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập – Tự do – Hạnh phúc

THE SOCIALIST REPUBLIC OF VIET NAM

Independence – Freedom – Happiness

Tp. Hồ Chí Minh, ngày 24 tháng 4 năm 2026

Ho Chi Minh City, day.....month.....year 2026

CÔNG BỐ THÔNG TIN

INFORMATION DISCLOSURE

Kính gửi/ To :- Ủy ban Chứng Khoán Nhà Nước/ *State Securities Commission of Vietnam*

- Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh/ *Ho chi minh Stock Exchange*

1. Tên tổ chức/ Name of organization: **CÔNG TY CỔ PHẦN BẤT ĐỘNG SẢN VÀ ĐẦU TƯ VRC/ *VRC REAL ESTATE AND INVESTMENT JSC***

- Mã chứng khoán/ *Stock code*: VRC
- Địa chỉ/ *Address*: Tầng 6, Tòa nhà Smart View, 161A (1 phần) – 163 – 165 Đường Trần Hưng Đạo, Phường Cầu Ông Lãnh, Thành phố Hồ Chí Minh/ *Floor 6, Smart View Building, 161A (part) – 163 – 165 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City*
- Điện thoại/ *Tel*: 028 6276 0296
- E-mail: cbtt@vrc.com.vn
- Website: <http://www.vrc.com.vn/>

2. Nội dung thông tin công bố/ *Contents of disclosure*:

Thư mời và Tài liệu họp Đại hội đồng cổ đông thường niên năm 2026/ *Invitation letter and documents for the 2026 Annual General Meeting of Shareholders*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 24/04/2026 tại đường dẫn: <https://vrc.com.vn/quan-he-nha-dau-tu/> / *This information was published on the company's website on 24/04/2026, as in the link https://vrc.com.vn/quan-he-nha-dau-tu/*

Chúng tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung thông tin đã công bố./ *We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

**NGƯỜI ĐƯỢC ỦY QUYỀN CÔNG BỐ
THÔNG TIN/ PERSON AUTHORIZED
TO DISCLOSE INFORMATION**

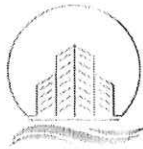


Trần Thị Thùy Hương

Tran Thi Thuy Huong

**CÔNG TY CỔ PHẦN
BẤT ĐỘNG SẢN VÀ
ĐẦU TƯ VRC**

Digitally signed by CÔNG TY CỔ PHẦN BẤT ĐỘNG SẢN VÀ ĐẦU TƯ VRC
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CTCP BẤT ĐỘNG SẢN & ĐẦU TƯ VRC

Số: 02... 23/04.../2026/NQ.HĐQT-VRC

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM

Độc lập - Tự do - Hạnh phúc

Tp. Hồ Chí Minh, ngày 23 tháng 04 năm 2026

NGHỊ QUYẾT HỘI ĐỒNG QUẢN TRỊ CÔNG TY CỔ PHẦN BẤT ĐỘNG SẢN VÀ ĐẦU TƯ VRC

V/v Thông qua Tài liệu Đại hội đồng cổ đông thường niên năm 2026; Thành lập Ban kiểm tra tư cách cổ đông tại Đại hội đồng cổ đông thường niên năm 2026.

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 và các Luật sửa đổi, bổ sung có liên quan;
- Căn cứ Điều lệ hiện hành của Công ty Cổ phần Bất động sản và Đầu tư VRC;
- Căn cứ Biên bản cuộc họp Hội đồng Quản trị Công ty Cổ phần Bất động sản và Đầu tư VRC số 01.23/04.../2026/BBH. HĐQT-VRC ngày 23/04/2026.

QUYẾT NGHỊ

Điều 1: Thông qua Tài liệu tại Đại hội đồng cổ đông thường niên năm 2026 theo Phụ lục đính kèm.

Thời gian Công bố tài liệu dự kiến: 23/04/2026 - 24/04/2026.

Điều 2: Thông qua Ban Kiểm tra tư cách cổ đông gồm 02 thành viên – 01 Trưởng ban và 01 Thành viên gồm:

- Bà Trần Thị Thùy Hương – Trưởng ban
- Bà Trần Thị Thúy – Thành viên

Điều 3: Thông qua việc giao và ủy quyền cho Chủ tịch Hội đồng quản trị Công ty Cổ phần Bất động sản và Đầu tư VRC chỉ đạo tổ chức thực hiện các thủ tục cần thiết để triển khai các nội dung tại Điều 1, 2 nêu trên.

Điều 4: Nghị quyết này có hiệu lực kể từ ngày ký. Hội đồng quản trị, Ban Tổng Giám đốc Công ty và các cá nhân có liên quan chịu trách nhiệm thi hành Nghị quyết này.

Nơi nhận:

- TV. HĐQT;
- Ban TGD;
- Lưu PĐT.

TM. HỘI ĐỒNG QUẢN TRỊ

CHỦ TỊCH



Dhananjay Vidyasagar



APPENDIX OF DOCUMENTS

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

*Attached to the Minutes of Meeting and the Resolution of the Board of Directors dated -
23/04/2026*

LIST OF DOCUMENTS	
I	INVITATION - AGENDA - PROXY
1	Invitation Letter of Annual General Meeting Of Shareholders 2026
2	Agenda of Annual General Meeting Of Shareholders 2026
3	Power Of Attorney
II	REGULATIONS - PROCEDURES - VOTING
1	Regulation For The 2026 Annual General Meeting Of Shareholders
2	Voting Procedures For The 2026 Annual General Meeting Of Shareholders
3	Voting Ballot
III	REPORTS - PROPOSALS
1	The report of the Board of Directors on operating results in 2025 and plan for 2026
2	The report of Independent Board Member of 2025
3	The report of the Board of Managements on operating results in 2025 and plan for 2026
4	Proposal - Audited financial statements for 2025
5	Proposal - Remuneration and compensation of the Board of Directors in 2026
6	Proposal - Business Plan for 2026 and Board of Directors' Remuneration
7	Proposal - Selecting an auditor firm for the 2026 financial statement of company
8	Proposal - Approval to continue seeking partners for the transfer of shares held by VRC Real Estate and Investment Joint Stock Company in ADEC Joint Stock Company.
9	Proposal - Approval to continue seeking partners for the transfer of shares held by VRC Real Estate and Investment Joint Stock Company in My Xuan Port Services and Shipyard Joint Stock Company.
IV	DRAFT RESOLUTION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS



**VRC REAL ESTATE AND
INVESTMENT JSC**

SOCIALIST REPUBLIC OF VIETNAM
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Ho Chi Minh, April ...24..., 2026

INVITATION LETTER

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS VRC REAL ESTATE AND INVESTMENT JOINT STOCK COMPANY

To: The Valued Shareholders of VRC Real Estate and Investment Joint Stock Company

Address:

Phone Number:

Nationality:

ID/Passport Number/Business Registration Certificate Number:

Number of shares owned: shares

Number of voting rights: votes

VRC REAL ESTATE AND INVESTMENT JOINT STOCK COMPANY ("JSC")

Address: 6th Floor, Smart View Building, 161A - 163 - 165 Tran Hung Dao Street, Cau Ong Lanh Ward, Ho Chi Minh City, Vietnam.

Business registration certificate number 3500101523, first issued by the Department of Planning and Investment of Ba Ria - Vung Tau Province on October 20, 2005; latest amendment issued by the Department of Planning and Investment of Ho Chi Minh City on October 27, 2025 (24rd amendment)

The Board of Directors ("**BOD**") of VRC Real Estate and Investment JSC cordially invites esteemed shareholders to attend the 2026 Annual General Meeting of Shareholders (the "**Meeting**") as follow:

- **Time:** 8:30AM, May 22, 2026.
- **Venue:** VIP Lobby, Ground Floor, Eden Star Saigon Hotel, 38 Bui Thi Xuan Street, Ben Thanh Ward, Ho Chi Minh City, Vietnam
- **Expected Meeting Agenda:**
 - Report of the Board of Directors ("**BOD**") on activities for 2025 and plan for 2026;
 - Report of the Independent BOD Member for 2025;
 - Report of the Executive Board on business performance for 2025 and plan for 2026;
 - Proposal for approval of the audited Financial Statements for 2025;
 - Proposal on profit distribution and BOD remuneration for 2025;
 - Proposal for approval of the business plan for 2026, profit distribution ratio, and remuneration plan for the BOD in 2026;

- Proposal for selecting the auditor for the Company's 2026 financial statements;
 - Proposal on continuing the approved to continue seeking partners for the transfer of shares owned by VRC Real Estate and Investment JSC in ADEC JSC;
 - Proposal on continuing the approved to continue seeking partners for the transfer of shares owned by VRC Real Estate and Investment JSC in My Xuan Port Service and Shipyard JSC;
 - Other matters under the authority of the General Meeting of Shareholders (if any).
- **Meeting Documents:** Documents for the General Meeting of Shareholders will be available on the VRC Real Estate and Investment JSC website at <https://vrc.com.vn/quan-he-nha-dau-tu/> from April 24, 2026.
- When attending the Meeting, shareholders/authorized representatives are kindly request to present:
- **Invitation letter, ID Card or Passport** (*original for verification*)
 - For authorized representatives: Please bring the original **Power of Attorney** (using the attached template), the **invitation letter, ID Card or Passport** (*original for verification*).
 - For institutional shareholders: The representative is requested to bring a copy of the **Business Registration Certificate, ID Card, Power of Attorney** for attending the Meeting (if the attending representative is not the organization's legal representative).

Should you have any questions regarding the Annual General Meeting of Shareholders, please contact us at (+84)28 6276 0296, or email: cbtt@vrc.com.vn

Your presence will contribute to the success of the Meeting.

Sincerely!

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



DHANANJAY VIDYASAGAR



AGENDA
ANNUAL GENERAL MEETING OF SHAREHOLDERS
VRC REAL ESTATE AND INVESTMENT JOINT STOCK COMPANY

1. Time and Venue:

- Time: 8:30AM, May 22, 2026.
- Venue:

2. Nội dung chương trình:

No.	TIME	AGENDA ITEM
I. OPENING PROCEDURES		
1	8:00 – 8:30	Reception, registration and verification of attending of shareholders.
2	8:30 – 8:45	Opening procedures: - Statement of purpose and introduction of delegates. - Report on shareholders eligibility verification. - Approval of the Working Regulations of the General Meeting. - Approval of the Voting Procedures of the General Meeting. - Introduction of the Presiding Board. - Announcement of the list of the Secretariat and Vote Counting Committee. - Approval of the Meeting Agenda.
II. GENERAL MEETING AGENDA		
1	8:45 – 9:50	- Report of the Board of Directors ("BOD") on activities for and plan for 2026. - Report of the Independent BOD Member for 2025. - Report of the Executive Board on business performance for 2025 and plan for 2026. - Presentation of Proposals submitted to the General Meeting.
2	9:50 – 10:30	Discussion of the Reports and Proposals by the General Meeting.
3	10:30 – 11:00	- The General Meeting votes to approve the Reports and Proposals <i>(The meeting takes a break; the Vote Counting Committee checks the ballot results).</i>

No.	TIME	AGENDA ITEM
III. CLOSING AND WRAP-UP		
1	11:00 – 11:30	- Announcement of voting results on the Reports and Proposals - Approval of the Meeting Minutes and the General Meeting's Resolution. - Official closing of the General Meeting.

Notice:

The above agenda is subject to change depending on actual circumstances during the 2026 Annual General Meeting of Shareholders.



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POWER OF ATTORNEY

(Re: Participation in the 2026 Annual General Meeting of Shareholders)

1. AUTHORIZER:

Name of Individual/Organization:

ID/Passport Number/Business Registration Certificate Number::

Date of Issue: Place of Issue:

Shareholder Code:

Address:

Phone: Email:

Number of shares owned: (In words: shares)

2. AUTHORIZED PARTY:

Name of Individual/Organization:

ID/Passport Number/Business Registration Certificate Number

Date of Issue:

Address:

Phone: Email:

Number of shares authorized: (I words: shares)

3. CONTENT OF AUTHORIZATION:

- The Authorized Party is empowered to attend, vote, and exercise the shareholder's rights on behalf of the Authorizer in accordance with the Company's Charter at the 2026 Annual General Meeting of Shareholders (the "**Meeting**") of VRC Real Estate and Investment Joint Stock Company (the "**Company**").
- The Authorized Party shall only perform the tasks within the scope of this authorization and is not permitted to delegate this authorization to any third party.
- This Power of Attorney shall become invalid upon the conclusion of the Meeting or upon replacement by a written revocation notice sent to the Company's registration department no later than 5:00PM on May 21, 2026, in accordance with the current Enterprise Law.

We hereby commit to strictly comply with the provisions of the Company's Charter and take full legal responsibility for the execution of this authorization.

....., ..., 2026

AUTHORIZED PARTY

(Signature, Full name and Seal)

AUTHORIZER

(Signature, Full name and Seal)

REGULATION FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

VRC Real Estate and Investment Joint Stock Company ("JSC")

Căn cứ:

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws;
- Pursuant to Decree No.155/2020/NĐ-CP detailing the implementation of a number of articles of the Securities Law;
- Pursuant to the current Charter of VRC Real Estate and Investment JSC.

To ensure the 2026 Annual General Meeting of Shareholders (*the "Meeting"*) of VRC Real Estate and Investment Joint Stock Company (*the "Company"*) proceeds efficiently, smoothly, safeguards shareholders rights, and complies with the provisions of the Enterprise Law and the Company's Charter, the Board of Directors ("**BOD**") presents these "Regulations for 2026 Annual General Meeting of Shareholders ("**AGM**")" for the meeting's approval. The regulations are as follows:

Article 1: Responsibilities of the Meeting:

- 1.1. Vote to approve the Meeting's operating regulations, voting rules, the Meeting agenda, and the Vote Counting Committee.
- 1.2. Discuss and vote to approve all reports and proposals presented at the Meeting.
- 1.3. Vote to approve the Meeting's Minutes and Resolution.
- 1.4. Approve any other matters falling under the authority of the Meeting.

Article 2: Shareholders attendance at the Meeting

- 2.1. All shareholders of VRC Real Estate and Investment JSC whose names appear on the shareholder list as of April 21, 2026, are entitled to attend the Company's 2026 AGM.
- 2.2. Shareholders or their authorized representatives attending the Meeting must register with the **Shareholder Qualification Verification Committee** to receive a "Voting card", "Voting Ballot". These documents will include the shareholder's or authorized representative's name, shareholder code, and the corresponding number of voting shares.
- 2.3. Shareholders or their authorized representatives must arrive on time and complete registration procedures with the Meeting Organizing Committee. They should occupy the designated seats or areas assigned by the Committee.



2.4. During the Meeting, shareholders must comply with the guidance of the Presiding Board, behave in a civil and courteous manner, and maintain order.

2.5. Shareholders must maintain confidentiality, adhere strictly to the rules for using and safeguarding documents, and refrain from copying, recording, or bringing unauthorized individuals into the Meeting without the Presiding Board's permission.

2.6. Smoking is prohibited in the meeting room.

Article 3: Presiding Board

3.1. The Presiding Board consists of the Chairperson and members designated by the Presiding Board itself. The Presiding Board directs the Meeting's proceedings according to the agenda and content pre-approved by the BODs.

3.2. Responsibilities of the Presiding Board:

- Manage the Meeting's activities in accordance with the proposed agenda approved by the BODs and adopted by the General Meeting of Shareholders.
- Guide delegates and the Meeting in discussing agenda items.
- Present drafts and conclude essential matters for the Meeting's vote.
- Respond to questions raised by the Meeting.
- Resolve any issues arising through the Meeting.

3.3. Operating Principles of the Presiding Board: The Presiding Board operates on principles of collective action, democratic centralization, and decision-making by majority vote.

Article 4: Secretariat of the Meeting

4.1. The secretariat of the Meeting consists of one individual appointed by the Chairperson. This individual is responsible to the Presiding Board and the General Meeting of Shareholders for their duties and operates under the direction of the Presiding Board.

4.2. Responsibilities of the Secretariat of the Meeting:

- Assist the Presiding Board in verifying the qualifications of shareholders and their representatives attending the meeting, when necessary.
- Support the Presiding Board in announcing draft documents, conclusions, the Meeting's Resolution, and notices from the Presiding Board to shareholders upon request.
- Receive and review shareholder registration forms for expressing opinions and forward them to the Presiding Board for decision.
- Fully and accurately record all proceedings of the Meeting and all contents approved by shareholders or requiring attention in the Meeting Minutes.
- Draft the Resolution concerning matters approved at the Meeting.

Article 5: Shareholder Qualification Verification Committee

5.1. The Shareholder Qualification Verification Committee for the Meeting consists of two (02) individuals: one Head and one member, who are appointed by the BODs in a meeting held prior to the date of the Meeting.

5.2. Responsibilities of the Shareholder Qualification Verification Committee:

- The Shareholder Qualification Verification Committee must prepare a Shareholder Qualification Verification Report and is responsible to the Presiding Board and the General Meeting of Shareholders for the execution of its duties.
- Verify the qualifications of shareholders attending the Company's 2026 AGM in strict compliance with current legal regulations and the Company's Charter.

Article 6: Vote Counting Committee

6.1. The Vote Counting Committee for the Meeting consists of two (02) individuals: one Head and one member, nominated by the Chairperson and approved by the General Meeting of Shareholders' vote of confidence.

6.2. Responsibilities of the Vote Counting Committee:

- The Vote Counting Committee must prepare a Vote Counting Report and is responsible to the Presiding Board and the General Meeting of Shareholders for the execution of its duties.
- Accurately determine the voting results for each matter submitted for approval at the Meeting.
- Promptly communicate the voting results to the Secretariat.
- Review and report to the Meeting any instances of non-compliance with the voting regulations or any complaints regarding voting results.

Article 7: Discussion at the Meeting

7.1. Principles:

- Discussions should occur only within the allotted time and pertain to the agenda items of the General Meeting of Shareholders.
- Shareholders wishing to ask questions, inquire, or seek clarification can submit their questions on a designated form to the Secretariat or raise their hand to speak.
- Shareholders intending to speak or debate must raise their hand and adhere to the following rules:
 - Obtain approval from the Presiding Board
 - State their name and Voting code before speaking.
 - Keep their remarks concise and relevant to the Meeting Agenda.
 - Ensure their comments are constructive, aim to develop the Company, relate to the General Meeting of Shareholders' agenda, and do not compromise the Company's business or trade secrets.

7.2. Addressing Shareholder Questions:

- The Chairperson or a member designated by the Chairperson will answer shareholder questions and address their comments.
- If time constraints prevent direct answers during the Meeting, the Company will provide written responses to unanswered questions and comments after the Meeting concludes.

Article 8: Attendance and Voting Thresholds at the AGM



8.1. Attendance Quorum

The General Meeting of Shareholders can only proceed if the attending shareholders represent more than 50% of the total voting shares (as per Clause 1, Article 19 of the Company's Charter).

8.2. The principles, detailed procedures, voting methods, and regulations for voting ballots/cards are specified in the Voting Regulations for the 2026 AGM.

8.3. Voting Thresholds

Resolutions are passed when approved by shareholders representing more than 50% of the total votes of all attending and voting shareholders at the General Meeting of Shareholders. However, the following exceptions require approval from 65% or more of the total votes of all attending and voting shareholders, as stipulated in Clause 2, Article 21 of the Company's Charter:

- Types and total number of shares of each class;
- Changes to business lines, industries, and sectors;
- Changes to the Company's management and control structure.
- Investment project or sale of assets valued at 70% or more of the total asset value recorded in the Company's most recent financial statement; or
- Company reorganization or dissolution.

Article 9: Meeting Minutes and General Meeting of Shareholders' Resolution:

The Meeting Minutes and the General Meeting of Shareholders' Resolution must be read and approved at the Meeting before its adjournment.

Article 10: Enforcement of Regulations

These regulations for the 2026 AGM become effective immediately upon approval by the General Meeting of Shareholders.

Shareholders and authorized representatives attending the General Meeting of Shareholders must strictly comply with these operating regulations. If a shareholder or authorized representative violates these Regulations, the Presiding Board will review the specific circumstances and impose appropriate measures in accordance with the Company's Charter and the Enterprise Law.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD




DHANANJAY VIDYASAGAR



Ho Chi Minh, April 24, 2026

VOTING PROCEDURES FOR THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (the “Meeting”)

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws;
- Pursuant to Decree No.155/2020/NĐ-CP detailing the implementation of a number of articles of the Securities Law;
- Pursuant to the current Charter of VRC Real Estate and Investment JSC (the “Company”).

1. Shareholders Voting Rights

- a. Each shareholder or authorized representative attending the Meeting will receive:
 - *Voting Card*: Used to indicate their opinion on matters and contents addressed at the Meeting.
 - *Voting Ballots*: Corresponding to the number of issues requiring a vote on the agenda, used to record opinions and cast votes.
- b. Voting Rights: Each voting share is equivalent to one (01) voting right.
- c. Shareholders or authorized representatives arriving after the Meeting has commenced may register and are entitled to participate in voting immediately after registration. The Chairperson is not obligated to pause the Meeting for late registrants; in such cases, the validity of previously voted contents will remain unchanged.

2. Voting method at the Meeting:

- a. Voting by raising the *Voting Card*: This method will be used for approving the following:
 - Meeting operating regulations
 - Voting procedures
 - Meeting agenda
 - Vote counting committee
 - Meeting minutes
 - Meeting resolution
- b. Voting by casting a *Voting Ballot* at the Meeting:

Matters requiring a vote will be printed on the Voting Ballot. To vote, shareholders or their authorized

representatives must mark "X" in 01 of 03 voting boxes: "Agree", "Disagree", "No opinion" for each matter/content on the Voting Ballot.

The vote counting results will be announced immediately before the close of the Meeting.

3. Voting Ballot/Voting Card:

3.1. Valid Voting Ballots/Voting Cards must satisfy the following condition:

- a. The voting ballot/voting card states the full name of the shareholder, the registration of the owner, the number of shares with voting rights, the shareholder code, and bears the Company's official (red) seal.
- b. The shareholder or their authorized representative has marked an "X" in one of three boxes: "Agree", "Disagree", "No opinion" for each matter/content to be voted on.
- c. The voting ballot bears the signature (signature and full name) of the shareholder or their authorized representative.

3.2. Invalid voting ballots/voting cards include the following cases:

- a. Voting ballots/voting cards that do not conform to the official template issued by the organizing committee, or that do not bear the official seal of VRC Real Estate and Investment JSC.
- b. Voting ballots/voting cards that are torn, damaged, no longer intact, or that have been altered or had their printed contents erased.
- c. Voting ballots marked with an "X" in more than one box for a single voting matter.
- d. Voting ballots lacking the signature (signature and full name) of the shareholder/authorized representative.

4. Upon the conclusion of all voting matters, the Vote Counting Committee shall collect all voting ballots/voting cards for vote counting, prepare the Vote Counting Minutes, and carry out the necessary legal filing procedures.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD



DHANANJAY VIDYASAGAR



Ho Chi Minh, May 22, 2026

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026 VOTING BALLOT

Name :
Number of voting shares: :
Authorized representative attending (if any) :

ID card :
Shareholder ID:

CONTENT

The shareholder (or authorized representative) is kindly requested to mark an 'X' in the box (□) to vote on the following matter:

CONTENT	Approve	Disapprove	Abstain	CONTENT	Approve	Disapprove	Abstain
1 The report of the Board of Directors on operating results in 2025 and plan for 2026	☐	☐	☐	6 Proposal No. 3 - Business Plan for 2026 and Board of Directors' Remuneration	☐	☐	☐
2 The report of Independent Board Member of 2025	☐	☐	☐	7 Proposal No. 4 - Selecting an auditor firm for the 2026 financial statement of company	☐	☐	☐
3 The report of the Board of Managements on operating results in 2025 and plan for 2026	☐	☐	☐	8 Proposal No. 8 - Approval to continue seeking partners for the transfer of shares held by VRC Real Estate and Investment Joint Stock Company in ADEC Joint Stock Company.	☐	☐	☐
4 Proposal No. 1- Audited financial statements for 2025	☐	☐	☐	9 Proposal No. 9 - Approval to continue seeking partners for the transfer of shares held by VRC Real Estate and Investment Joint Stock Company in My Xuan Port Services and Shipyard Joint Stock Company.	☐	☐	☐
5 Proposal No. 2 - Remuneration and compensation of the Board of Directors in 2025	☐	☐	☐				

SHAREHOLDER / SHAREHOLDER'S REPRESENTATIVE
(Signature and full name)

REPORT OF THE BOARD OF DIRECTORS IN 2025 AND PLANS FOR 2026

I. THE BOARD OF DIRECTOR'S IN 2025

The Board of Directors (“BOD”) of VRC Real Estate and Investment Joint Stock Company (“The Company”) consists of the following members:

- | | |
|-----------------------------|--------------------------|
| - Mr. Dhananjay Vidyasagar | Chairman of the Board |
| - Mr. Nguyen Dac Loc | Independent Board Member |
| - Mr. Nguyen Huy Do | Board Member |
| - Ms. Nguyen Ngoc Quynh Nhu | Board Member |
| - Mr. Tran Van Hau | Board Member |

BOD consistently upholds its responsibilities and obligations in directing and supervising the Company’s operations in compliance with applicable laws, the Company’s Charter, internal corporate governance regulations, and the resolutions of the General Meeting of Shareholders (“GMS”), as specifically outlined below:

1. General Activities

In 2025, the Board of Directors of the company held 06 (six) meetings, issued 09 (nine) Decisions/Resolutions. Specifically:

No	Decision/ Resolution No.	Date	Content	Approval Rate
1	02.1903/2025/NQ. HĐQT-VRC	19/03/2025	Extension of the time for holding the 2025 Annual General Meeting of Shareholders of VRC Real Estate and Investment Joint Stock Company.	100%
2	03.1903/2025/NQ. HĐQT-VRC	19/03/2025	Approved of the Policy on Contracts and Transactions with Related Parties of VRC Real Estate and Investment JSC in 2025	100%
3	02.0705/2025/NQ. HĐQT-VRC	07/05/2025	Approved the organization of the 2025 Annual General Meeting of Shareholders of VRC Real Estate and Investment JSC.	100%

No	Decision/ Resolution No.	Date	Content	Approval Rate
4	03.0705/2025/NQ. HĐQT-VRC	07/05/2025	Approved of the Policy on Contracts and Transactions with Related Parties of VRC Real Estate and Investment JSC in 2025 (Contract details and transaction counterparties)	100%
5	02.0206/2025/NQ. HĐQT-VRC	02/06/2025	Approved The documents for the 2025 Annual General Meeting of Shareholders. The establishment of the Shareholders' Qualifications verification committee at the 2024 Annual General Meeting of Shareholders.	100%
6	03.0206/2025/NQ. HĐQT-VRC	02/06/2025	Approval of the authorization granted to the General Director to identify, arrange, appoint, and dismiss personnel positions within the Executive Board	100%
7	02.0207/2025/NQ. HĐQT-VRC	02/07/2025	Approved the auditor for the 2025 Financial Statements of VRC Real Estate and Investment JSC.	100%
8	02.1610/2025/NQ. HĐQT-VRC	16/10/2025	Resolution of the Dismissal and Appointment of the General Director and the Change of Legal Representative of VRC Real Estate and Investment JSC.	80%
9	02.2411/2025/NQ. HĐQT-VRC	24/11/2025	Appointment of the Deputy Permanent General Director of VRC Real Estate and Investment JSC.	80%

2. The contents approved in the 2025 General Shareholders' Meeting Resolutions remain unfulfilled

No	Decision/ Resolution No.	Date	Content	Note
1	04.2606/2025/ NQ.ĐHĐCĐTN -VRC	26/06/2025	Approved: Transferring shares owned by VRC Real Estate and Investment JSC in ADEC JSC	The Company has not yet secured a suitable partner to proceed with the transfer
2	05.2606/2025/ NQ.ĐHĐCĐTN	26/06/2025	Approved: Transferring shares owned by VRC Real Estate and Investment JSC in	The Company has not yet secured a suitable partner to

No	Decision/ Resolution No.	Date	Content	Note
	-VRC		My Xuan Port Services and Shipyard JSC. .	proceed with the transfer
3	06.2606/2025/ NQ.DHĐCĐTN -VRC	26/06/2025	Approved: Allowing ADEC JSC (subsidiary of VRC) to transfer a portion of the ADC Residential project in Phu My Ward, District 7, Ho Chi Minh City; transfer a portion or the whole of the compensated land in the New Urban Area project in Nhon Duc and Phuoc Loc communes, Nha Be district, Ho Chi Minh City.	ADEC JSC has not yet secured a suitable partner to proceed with the transfer

3. Supervising the Board of Management by the Board of Directors

The BOD oversees the day-to-day operations of the Board of Management to ensure compliance with laws, operate safely, and the execution of resolutions passed by the General Meeting of Shareholders and the BOD. Furthermore, the BOD actively collaborates with the Board of Management, closely monitors market trends, and promptly makes informed decisions to ensure the smooth and efficient operation of the company.

The BOD is responsible for overseeing the Company's financial management, including reviewing financial reports (quarterly, semi-annual, and annual financial reports), and requiring the Board of Management to conduct regular assessments of the Company's financial health and business operations.

In addition, the BOD has directed the Board of Management to streamline processes and procedures to align with the Company's operational needs and leverage information technology to enhance operational efficiency and decision-making.

In 2025, total revenue and income reached 7,9 billion, Earning before tax reached 1,8 billion.

4. Remuneration of the Board of Directors and Each Member

UOM: VND

	Description	Plan 2025	Results 2025 (*)	Diff	Note
	Total Remuneration of the BOD	300.000.000	270.000.000	30.000.000	
	<i>In which:</i>				

	Description	Plan 2025	Results 2025 (*)	Diff	Note
1	Dhananjay Vidyasagar		60.000.000		
2	Nguyen Dac Loc		60.000.000		
3	Nguyen Huy Do		60.000.000		
4	Nguyen Ngoc Quynh Nhu		60.000.000		
5	Tran Van Hau		30.000.000		Appointed as a Member of the Board of Directors on June 26, 2025

5. Activities of Audit Committee in 2025

- Oversee the activities of BOD by actively participating in BOD meetings and discussions. Evaluate the effectiveness of Board resolutions and decisions making processes. Provide valuable input to both the BOD and Board of Management to ensure the effective implementation of resolutions and decisions made by the General Meeting of Shareholders and the BOD.
- Review and evaluate the performance of the BOD and the Company's management system in implementing the 2025 Business Plan approved by the 2025 Annual General Meeting of Shareholders. Report findings and recommendations to the BOD to facilitate informed strategic direction and oversight.
- Collaborate with Board of Management to oversee and coordinate comprehensive inspections of the Company's business and financial activities.
- Conduct rigorous reviews of the Company's periodic 2025 Financial Reports, including in-depth analysis of key accounting issues. Monitor the implementation of auditor recommendations to ensure the accuracy and reliability of financial reporting.
- Review transactions with related parties subject to the approval authority of the BOD or the General Meeting of Shareholders.

6. Activities of the Independent Board Member and the Independent Member's Assessment of the Board of Directors' Performance"

For details on the activities of the Independent Board Member and the Independent Member's assessment of the Board of Directors' performance, please refer to the Report of the Independent Board Member.

7. Report on Transactions with related parties

Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons.

No.	Name of organization/ individual	Relationship with the Company	Content, quantity, total value of transaction (VND)	Note
1	ADEC JSC	Subsidiary	- Loan amount: 250.000.000 VND (by VRC) - Loan repayment: 520.000.000 VND - Interest paid: 2.363.836 VND	
2	My Xuan Port Services and Shipyard JSC	Affiliated Company	- Services fee: 3.888.000.000 VND - Payment Services fee: 6.320.000.000 VND - Late payment interest: 226.495.754 VND - Received Late payment interest: 12.000.000 VND	VAT included

Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power.

No.	Transaction executor	Relationship with internal persons	Position at the listed Company	Name of subsidiaries or companies which the Company control	Content, quantity, total value of transaction	Note
1	Tran Thi Van		General Director	ADEC JSC	- Provide a loan of 12.515.910.000 VND to ADEC JSC - Loan repayment by ADEC: 5.250.500.000 VND - Loan interest: 665.860.000 VND - Real estate transaction: 1.700.500.000 VND	
2	Mrs Tran ThiThuy Huong		attorney-in-fact, Administrator, Secretary	ADEC JSC	- Real estate transaction: 1.158.300.000 VND	

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No.	Transaction executor	Relationship with internal persons	Position at the listed Company	Name of subsidiaries or companies which the Company control	Content, quantity, total value of transaction	Note
3	Mrs Nguyen Thi Thuy		CFO, Chief Accountant	ADEC JSC	- Real estate transaction: 1.158.300.000 VND	
4	My Xuan Port Services and Shipyard JSC			ADEC JSC	- Loan amount: 1.602.000.000 VND (By My Xuan) - Loan interest: 46.106.836 VND - Services fee: 3.200.000.000 VND (VAT included) - Payment Services fee for ADEC JSC: 6.455.000.000 VND - Late payment interest : 116.983.014 VND	

II. PLAN OF ACTIVITIES FOR 2026

1. Plan of Activities for 2026

- Prioritize completing legal procedures for projects to proceed with subsequent steps. Transfer medium and small-scale assets and projects to concentrate capital on large-scale projects and M&A activities.
- Restructuring of the investment portfolio to optimize resource allocation and capital structure, with a focus on core business lines.
- Identification of collaboration with potential and experienced partners for project development/transfer.
- Thorough market analysis to identify and pursue new investment prospects.

2. Business Plan Targets for 2026

No	Indicator	UOM	Amount
1	Total Revenue and Income	billion VND	4,60
2	Profit before tax	billion VND	0,85
3	Profit after tax	billion VND	0,50

3. Implementation Solutions

- Maintain a sound financial structure.

- Seek partners with strengths and strategic directions aligned with the Company's development orientation, aiming to collaborate on or transfer projects.
- Streamline the organizational structure and focus on enhancing the quality of human resources to improve the Company's operational efficiency.

Recipients:

- GM
- BOD, BOM
- Archive ID

**CHAIRMAN OF THE BOARD
OF DIRECTORS**



Dhananjay Vidyasagar

V.C.P. ★ H.N.



CTCP BẤT ĐỘNG SẢN & ĐẦU TƯ VRC

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh, April 24, 2026

REPORT THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS

1. Remuneration, operating expenses, and other benefits of the Audit Committee and each member of the Audit Committee

1.1. Information about members of Audit Committee:

No.	Members of Audit Committee	Position	The date becoming/ceasing to be the member of audit Committee (*)	Qualification
1	Mr. Nguyen Dac Loc	Audit Committee Chairman	Appointed on 24/12/2024	Bachelor of Finance and Accounting
2	Mr. Dhananjay Vidyasagar	Audit Committee member	Appointed on 24/12/2024	Master of Business Administration

1.2. Remuneration, operating expenses, and other benefits of the Audit Committee

Remuneration of the Audit Committee in 2025: 96.000.000 VND

Name	VND
Mr Nguyen Dac Loc	48.000.000
Mr Dhananjay Vidyasagar	48.000.000
TOTAL	96.000.000

2. Audit Committee Meetings

In 2025, the Audit Committee held 04 meetings with full participation of incumbent members, with the main contents of the meetings as follows:

No	Time	Content	Attending Members	Voting rate
1	18/02/2025	Review of 2024 activities and Plan of activities for the first 6 months of 2025	2/2	100%
2	18/05/2025	Review of activities in Quarter 1 of 2025	2/2	100%
3	06/08/2025	Review of activities in Quarter 2 of 2025	2/2	100%
4	05/11/2025	Review of activities in Quarter 3 of 2025	2/2	100%

3. Review Results of the Company's Financial Statements, Business Operations, and Financial Condition

- The quarterly and annual financial statements were prepared and disclosed in accordance with applicable accounting standards and prevailing legal regulations. The separate and consolidated financial statements give a true and fair view the separate and consolidated financial position of the Company. During the year, there were no changes in the accounting regime or accounting standards that materially affected the financial position or the published financial statements.
- The Independent audit company ensured reliability, accuracy, and compliance with independence and objectivity requirements in the audit of the financial statements.
- Evaluation of the Company's Achievement of Business Plan Targets.

UOM: million VND

	Target 2025	Results 2025	Results/ Target 2025
Total revenue and incomes	20.000	7.898	39,49%
Profit before tax	12.700	1.772	13,96%
Profit after tax	10.100	1.177	11,65%

Source: Audited consolidated financial statements 2025

Total revenue and income reached 7,9 billion, representing 39.49% of the planned amount.

Earning before tax reached 1,772 billion, achieving 13,96% of the target, while Net profit reached 1,177 billion, representing 11,65% of the planned amount.

- The resolutions and decisions of the Board of Directors and the Board of Management (BOM) were issued lawfully, within their respective authority, and in compliance with the information disclosure regulations applicable to large-scale public companies.
- The Company's financial position remained stable, and the management consistently adopted proactive and flexible strategies in response to market developments.

4. Report on transactions with related parties.

Transactions with related parties are disclosed in the audited financial statements.

All transactions have been conducted in strict compliance with the Company's Charter, internal regulations on corporate governance, and applicable laws. The Company has duly observed all relevant legal provisions concerning the authority for approval, supervision, and disclosure of related party transactions.

5. Assessment on internal control and risk management system of the Company.

The Audit Committee has actively coordinated with the Company's Executive Board to closely monitor market developments, conduct forecasting, and propose appropriate business strategies to mitigate environmental, economic, legal, industry-specific, and other potential risks.

The General Director and the management system have strictly complied with the Company's Charter, internal corporate governance regulations, and the resolutions of the Board of Directors in the course of managing the Company's operations.

The Company's internal control system has effectively fulfilled its role in preventing, detecting, and promptly addressing risks to the Company.

6. Supervision Results Regarding the Board of Directors, the General Director, and Other Manager Officers of the Company

Information about the members of the Board of Directors:

No	Board of Directors' member	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of Appointment	Date of Dismissal
1	Mr. Dhananjay Vidyasagar	Chairman, Audit Committee's member	19/12/2024	
2	Mr. Nguyen Huy Do	BOD Member	19/12/2024	
3	Mr. Nguyen Dac Loc	BOD Independent member. Audit Committee Chair	19/12/2024	
4	Mrs. Nguyen Ngoc Quynh Nhu	BOD Member	19/12/2024	
5	Mr. Tran Van Hau	BOD Member	26/06/2025	
6	Mr. Nguyen Thanh Huy	BOD Member	25/04/2024	26/06/2025

The meetings of the Board of Directors (BOD) were convened and conducted according to a predetermined schedule, in full compliance with the principles and regulations set forth in the Company's Charter and applicable laws. The matters discussed in these meetings were thoroughly reviewed, debated, and evaluated by the BOD members to arrive at the most appropriate directions and solutions for the Company. In 2025, the Board held 06 (six) official meetings and issued 09 (nine) resolutions. All decisions of the BOD were passed by majority vote, and meeting minutes were duly recorded and signed by all attending BOD members.

The Independent Board Member and the Audit Committee regularly and comprehensively monitored the activities of both the BOD and the Executive Board, ensuring that the Company's operations aligned with the resolutions adopted by the General Meeting of Shareholders in 2025. They also provided timely recommendations for adjustments to decisions to ensure they remained practical and aligned with real-world developments.

Major decisions made by the BOD and the Executive Board were always subject to review and consultation with the Independent Board Member to ensure compliance with applicable regulations.

Throughout 2025, the activities of the BOD and the Executive Board were carried out in accordance with the resolutions of the General Meeting of Shareholders, in strict compliance with the Company's Charter, internal governance regulations, and prevailing laws. The BOD and the Executive Board operated proactively, responded promptly to developments, and introduced timely solutions to address adverse fluctuations in the business environment.

7. Coordination Between the Audit Committee, the Board of Directors, the General Director, and Shareholders"

In 2025, the Audit Committee received strong coordination and full support from the Board of Directors, the Executive Board in the performance of its duties. This was facilitated through the timely and comprehensive provision of reports and relevant documents concerning the Company's corporate governance, business operations, and financial position.

Recipients:

- *GM*
- *BOD, BOM*
- *Archive ID*

**INDEPENDENT MEMBER
OF THE BOARD OF DIRECTORS**



Nguyen Dac Loc



CTCP BẤT ĐỘNG SẢN & ĐẦU TƯ VRC

THE SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

Ho Chi Minh, April 24, 2026

REPORT
ON THE BUSINESS PERFORMANCE IN 2025
AND BUSINESS PLAN FOR 2026
BY THE BOARD OF MANAGEMENT

A. BUSINESS PERFORMANCE IN 2025

I. BUSINESS PERFORMANCE IN 2025

1. Macroeconomic and Real Estate Market Overview – 2025

Global socio-economic conditions in 2025 were characterized by heightened volatility and persistent uncertainty. Armed conflicts across multiple geopolitical hotspots remained unresolved, largely driven by strategic rivalry among major powers and the resurgence of nationalism, thereby posing significant risks to regional and global peace and stability. At the same time, escalating tariff tensions, coupled with the adverse impacts of natural disasters and climate change, have further intensified pressures on global energy and food security.

Against this backdrop, leading international institutions, including the International Monetary Fund, the European Union, and Fitch Ratings, have revised their global growth forecasts for 2025 upward compared to earlier projections. Specifically, these institutions estimate global GDP growth at 3.2%, 3.1%, and 2.5%, respectively, reflecting modest upward adjustments of 0.2 and 0.1 percentage points. Meanwhile, the Organisation for Economic Co-operation and Development has maintained its global growth projection at 3.2% for 2025, which remains slightly below the level recorded in 2024.

Domestically, 2025 represents a pivotal year as the final year of the 2021–2025 Socio-Economic Development Plan, while also marking a critical phase in the implementation of comprehensive administrative reforms. These include the restructuring of the Government apparatus, the reorganization of administrative units at all levels, and the establishment of a two-tier local government system.

During the year, Vietnam's economy faced a range of challenges, particularly severe weather events such as storms, widespread flooding, flash floods, and landslides, which adversely affected production activities and the livelihoods of the population. Nevertheless, despite ongoing geopolitical complexities and natural disaster-related disruptions, the economy demonstrated strong



resilience, achieving robust GDP growth of 8.02%, thereby reinforcing its position as one of the fastest-growing economies in Southeast Asia.

In 2025, legal bottlenecks in the real estate sector were gradually addressed, contributing to improved market conditions and the gradual restoration of supply. Market dynamics also shifted toward segments driven by genuine demand, particularly housing for middle- and low-income groups. Notably, policies and mechanisms to promote social housing development were implemented in a more decisive and coordinated manner. As a result, a total of 102,146 social housing units were completed nationwide by year-end, exceeding the annual target by 2%.

In parallel, investment and infrastructure development activities continued to gain momentum nationwide. During the year, 564 projects were either commenced or completed, with total registered investment capital exceeding VND 5.14 quadrillion, providing a solid foundation for medium- to long-term economic growth.

Business Performance Results in 2025

UOM: million VND

	Target 2025	Results 2025	Results/ Target 2025	Results 2024	Results 2025/ Results 2024
Total revenue and incomes	20.000	7.898	39,49%	30.392	25,99%
Profit before tax	12.700	1.772	13,96%	16.532	10,72%
Profit after tax	10.100	1.177	11,65%	13.023	9,04%

Source: Audited consolidated financial statements 2025

Financial performance for the year fell short of the targets approved by the 2025 Annual General Meeting of Shareholders (“AGM”). Specifically, total revenue and other income amounted to VND 7,9 billion, representing 39.49% of the AGM-approved plan. Profit before tax reached VND 1,77 billion, equivalent to 13.96% of the target, while profit after tax was recorded at VND 1,18 billion, achieving 11.65% of the approved plan.

The underperformance in both revenue and profitability, compared to the approved plan and the prior year, was primarily attributable to challenging market conditions and business results that did not meet initial expectations. Additionally, it should be noted that the Company recognized a one-off compensation income related to the 52G project in 2024, which had a positive impact on the prior year’s financial performance and created a higher comparative base.

2. Financial Situation

BALANCE SHEET AS DECEMBER 31, 2025

INDICATORS	2025	2024	Increase/ Decrease	Proportion
ASSET				
A. CURRENT ASSETS	1.256.807	1.250.528	6.279	72%
Cash and cash equivalents	10.468	11.882	(1.414)	1%
Current receivables	32.557	37.635	(5.078)	2%
Inventories	1.199.121	1.185.921	13.199	69%
Other current assets	14.662	15.090	(428)	1%
B. NON - CURRENT ASSETS	489.063	488.987	76	28%
Non-current receivables	0	132		
Fixed assets	0	117	(117)	0%
Non-current financial investments	482.899	482.927	(27)	28%
Other non-current assets	6.164	5.811	353	0%
TOTAL ASSETS	1.745.871	1.739.516	6.355	100%
LIABILITIES AND OWNER' EQUITY				
A. LIABILITIES	472.366	467.188	5.178	27%
Current liabilities	472.346	367.168	105.178	27%
Non-current liabilities	20	100.020	(100.000)	0%
B. OWNER' EQUITY	1.273.505	1.272.328	1.177	73%
Owners' capital	500.000	500.000	-	29%
Share premiums	47.504	47.504	-	3%
Investment and Development fund	14.427	14.427	-	1%
Other sources of capital	452	452	-	0%
Retained earnings	421.549	420.931	618	24%
Benefits of non - controlling shareholders	289.572	289.013	559	17%

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INDICATORS	2025	2024	Increase/ Decrease	Proportion
TOTAL LIABILITIES AND OWNER' EQUITY	1.745.871	1.739.516	6.355	100%

Source: Audited consolidated financial statements 2025

As of December 31, 2025, the Company's total assets stood at 1.745,9 billion, reflecting an increase of 6,36 billion from the start of the year.

Including:

- Current assets: 1.256,8 billion (72% of total assets), representing an increase of 6,3 billion compared to the beginning of the year. This growth was primarily driven by increases in project inventory and current receivables.
- Non-current assets: 489,06 billion (28% total assets)
- Owner's Equity: 1.273,51 billion, a significant increase of 1,177 billion compared to the start of the year. This substantial growth was mainly attributable to an increase in Undistributed net profit.
- Liabilities: 472,4 billion - an increase of 5,52 billion compared to the start of the year. This rise was primarily due to an increase in short-term loans used to supplement working capital. The Company had no overdue debt as of this date.

3. Other Business Activities

a. Training and Personnel Evaluation Activities

- On an annual basis, the Company develops its plans at the beginning of the year and implements training and human resource development programs.
- On a quarterly and semi-annual basis, the Company consolidates and evaluates training outcomes based on the actual job performance of participating employees. The Company's current workforce adequately meets its operational requirements.

b. Information Disclosure, Investor Relations, and Partnership Activities

Important reports and material information that may significantly impact shareholder interests are consistently disclosed by VRC via the Company's official website at <https://vrc.com.vn/>. All disclosures are made in full compliance with the regulations of competent authorities, including the State Securities Commission of Vietnam (SSC), the Stock Exchange, and the Vietnam Securities Depository and Clearing Corporation (VSD), thereby ensuring that shareholders can access information easily, promptly, and accurately.

Throughout the year, the Company engaged with various partners, financial institutions, and both domestic and international investors to explore investment cooperation opportunities in its subsidiaries, associates, as well as in projects operated by those subsidiaries and affiliates.

II. REPORT ON THE ORGANIZATIONAL AND GOVERNANCE STATUS OF SUBSIDIARIES, JOINT VENTURES, AND AFFILIATES

1. Organizational overview

1.1. Organizational chart

The organizational structure of the Company in 2025 is as follows:

- The Board of Directors and the Board of Management
- Supporting the Executive Board are functional divisions, including the Investment Division, the Finance and Accounting Division, the Project Development Division, the Support Division, and the management apparatus of subsidiaries and affiliates.

1.2. Personnel Statistics

- Up to now, the Company has employed 12 individuals.
- The average monthly income per employee is 18.400.000 VND.

1.3. Significant Changes in Executive Board in 2025

No.	Members of Board of Management	Date of appointment/dismissal of members of the Board of Management
1	Mrs. Tran Thi Van	Appointed as General Director on Oct 16, 2025
2	Mrs. Nguyen Ngoc Quynh Nhu	Appointed as General Director on Oct 03, 2024 Dismissed on Oct 16, 2025
3	Mr. Nguyen Quoc Phong	Appointed as Deputy Permanent General Director on Nov 24, 2025
4	Mrs. Nguyen Thi Thuy	Appointed as Chief Financial Officer on Jul 20, 2023.

The current list of Executive Board:

- Mrs. Tran Thi Van - General Director
- Mr. Nguyen Quoc Phong - Deputy Permanent General Director
- Mrs. Nguyen Thi Thuy - Chief Financial Officer cum Chief Accountant
- Mrs. Tran Thi Thuy Huong - Investment Director

2. Subsidiaries and Associates

- ADEC Joint Stock Company – Charter capital: 523.013 billion VND, with VRC holding 54.33% of the charter capital. Ongoing projects include: ADC Residential area Project, Phu My Ward, District 7, Ho Chi Minh City (now Tan My Ward, Ho Chi Minh City); Residential Area Project opposite Long An General Hospital; Nha Be New Urban Area Project, Ho Chi Minh City.

- My Xuan Port Services and Shipyard JSC – Charter capital: VND 290.4 billion, with VRC holding 40.25% of the charter capital. Ongoing project: My Xuan Container port located in Phu My Ward , Ho Chi Minh City.

B. STRATEGIC DIRECTION AND BUSINESS PLAN FOR 2026

I. OBJECTIVES FOR 2026

- Support and coordinate with the subsidiary and the associate company in carrying out the project's legal procedures.
- Comprehensive evaluation and restructuring of the investment portfolio to optimize resource allocation and capital structure, with a focus on core business lines.
- Identification of collaboration with potential and experienced partners for project development.
- Thorough market analysis to identify and pursue new investment prospects.

III. SOLUTIONS TO ACHIEVE THE GOALS FOR 2026

1. Real Estate Business

1.1. ADC Residential area Project, Phu My Ward, District 7, Ho Chi Minh City

- Investor: ADEC JSC
- Total Area: 79.330 m²
- Located on the frontage of 15B street (Nguyen Luong Bang extended street)
- Plan:
 - o Expedite the necessary legal procedures to continue project implementation.
 - o Seek suitable partners for collaboration or transfer of the high-rise section within the project.

1.2. Nha Be New Urban Area project

- Investor: ADEC JSC
- Total Area: 904.424,9 m²
- Location: Hiep Phuoc Commune, Nha Be Commune, Ho Chi Minh City.
- Plan: Seek partners with strong financial capacity as well as experience in urban planning, project implementation, and investment management of large-scale urban development projects to collaborate in project execution or to transfer part or the entire project.

1.3. Residential Area Project opposite Long An Provincial General Hospital

- Investor: ADEC JSC
- Total Area: 95.621,01 m²
- Location: Opposite Long An Provincial General Hospital (Area A), located in Long An Ward, Tay Ninh Province (formerly Long An Province)

- Plan: Support and coordinate with the subsidiary in carrying out the project's legal procedures

2. Logistics

My Xuan Container port project

- Investor: My Xuan Port Services and Shipyard JSC
- Total Area: 50,3 ha
- Location: Left side of Thi Vai River, Phu My Ward, Ho Chi Minh City
- This port is designed to accommodate general cargo and container ships with a DWT of 50.000 - 80.000. Annual cargo throughput is estimated at 10-12 million tons, including 2.5 million tons of bulk cargo and 800.000 TEUs).
- Plan: Continue coordinating with the associate company to carry out the legal procedures for the project, while simultaneously seeking potential partners for share transfer in My Xuan Services and Shipyard JSC, in order to supplement capital for the Company's other investment activities.

3. Investment

VRC continues to seek investment opportunities in companies with valuable assets and strong core business potential that align with VRC's development strategy.

4. Other Solutions

- Enhance human resource training and development; strengthen corporate governance.
- Utilize capital resources efficiently and maintain a healthy financial structure.

5. Business Plan targets for the year 2026

- | | |
|-----------------------------|------------------|
| - Total revenue and incomes | 4,60 billion VND |
| - Profit before tax | 0,85 billion VND |
| - Profit after tax | 0,50 billion VND |

Recipients:

- GM
- BOD, BOM
- Archive ID



Tran Thi Van

Ho Chi Minh, April 24, 2026

PROPOSAL 01
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
Re: Approval of the audited financial statements for 2025

To: The General Meeting of Shareholders of VRC Real Estate and Investment Joint Stock Company ("JSC")

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws;
- Pursuant to the current Charter of VRC Real Estate and Investment JSC;
- Pursuant to the Company's 2025 Financial Statements audited by A&C Auditing and Consulting Co., Ltd.

The Board of Directors of VRC Real Estate and Investment JSC ("the Company") respectfully submits to the General Meeting of Shareholders for consideration and approval the Company's 2025 Financial Statements audited by A&C Auditing and Consulting Co., Ltd (*the audited separate financial statements and consolidated financial statements for 2025 are attached*).

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

Sincerely!

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD



Dhananjay Vidyasagar

Ho Chi Minh, April 24, 2026

PROPOSAL 02
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
Re: Profit Distribution for 2025, Board of Directors' Remuneration for 2025

To: General Meeting of Shareholders of VRC Real Estate and Investment Joint Stock Company ("JSC")

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws
- Pursuant to the current Charter of VRC Real Estate and Investment JSC
- Pursuant to the Resolution of the 2025 Annual General Meeting of Shareholders of VRC Real estate and Investment JSC;
- Based on the 2025 business results of VRC Real estate and Investment JSC;
- Based on the audited separate and consolidated financial statements of VRC Real Estate and Investment JSC for the fiscal year ending 31/12/2025.

The Board of Directors of VRC Real Estate and Investment JSC (the "Company") respectfully submits the following contents to the General Meeting of Shareholders:

1. Profit distribution for 2025:

The Company's profit after tax on the separate financial statements for 2025 is: 1,111.052.429 VND.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration not to distribute Funds and pay dividends for 2025.

2. Board of Directors' Remuneration for 2025

Unit of account: VND

Content	Plan	Actual	Difference between actual and plan
Total Board of Directors' remuneration	300.000.000	270.000.000	30.000.000

The actual Board of Directors' remuneration for 2025 was 30.000.000 VND lower than planned. This reduction is attributed to Mr. Tran Van Hau as Mr. Tran Van Hau was elected as a member of the Board of Directors, by the General Meeting of Shareholders on June 26, 2025; therefore, no Board remuneration was paid to him for the preceding months.

This submission is respectfully presented to the General Meeting of Shareholders for review and endorsement.

Sincerely!

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



Dhananjay Vidyasagar



CTCP BẤT ĐỘNG SẢN & ĐẦU TƯ VRC

SOCIALIST REPUBLIC OF VIETNAM
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Ho Chi Minh, April 24 2026

PROPOSAL 03
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

Re: Approval of the 2026 Business Plan and 2026 Board of Directors' Remuneration

To: The General Meeting of Shareholders of VRC Real Estate and Investment Joint Stock Company ("JSC").

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws;
- Pursuant to the current Charter of VRC Real Estate and Investment JSC;
- Based on business performance in 2025. .

The Board of Directors of VRC Real Estate and Investment JSC (the "Company") respectfully submits the following contents for the consideration of the General Meeting of Shareholders:

1. Consolidated Revenue and Profit Plan for the fiscal year of 2026:

Unit: VND

Indicators	Plan 2026
Total Revenue and Income	4.600.000.000
Profit Before Tax	850.000.000
Profit After Tax	500.000.000

2. Board of Directors' Remuneration for 2026

Unit: VND

Indicators	Plan 2026
Total remuneration of the BODs	300.000.000
<i>Including:</i>	
Chairman of the BODs	60.000.000
Each member of the BODs	60.000.000

This submission is respectfully presented to the General Meeting of Shareholders for review and endorsement.

Sincerely!

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD



Dhananjay Vidyasagar

PROPOSAL 04
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
Re: Regarding the selection of the audit firm for the 2026 Financial Statements

To: The General Meeting of Shareholders of VRC Real Estate and Investment Joint Stock Company ("JSC").

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws.
- Pursuant to the current Charter of VRC Real Estate and Investment JSC.

The Board of Directors of VRC Real Estate and Investment JSC (the "Company") respectfully submits the following proposal to the General Meeting of Shareholders for approval regarding the selection of the audit firm for the 2026 Financial Statements.

❖ **Selection criteria for audit firm:**

- Must be an auditing firm approved by the State Securities Commission to audit securities-issuing, listed, and trading organization in 2026.
- Possess extensive experience in auditing large-scale companies and corporations across diverse sectors, including real estate, investment, manufacturing, and services.
- Demonstrate a proven track record of high audit quality and professional integrity.
- Be able to meet the Company's specific requirements regarding the scope and timeline of the audit engagement.
- Offer competitive justifiable audit fees that are commensurate with the quality and scope of the services provided.

❖ **Proposed list of Audit firms:**

1. Deloitte Vietnam Co., Ltd
2. Ernst and Young Vietnam Co., Ltd (E&Y)
3. A&C Auditing and Consulting Co., Ltd (A&C)
4. AASC Auditing Firm Co., Ltd
5. KPMG Co., LTD (KPMG)

❖ **Proposal for Audit firm selection:**

- We respectfully submit for the General Meeting of Shareholders' approval the selection criteria and the proposed list of audit firms as outlined above.
- We respectfully request the General Meeting of Shareholders to authorize the Board of Directors to select one (01) of the aforementioned audit firms to perform the audit of the Financial Statements for the fiscal year of 2026. Should the Board of Directors be unable to agree upon contractual terms with the proposed audit listed above, we further respectfully request the General Meeting of Shareholders to authorize the Board of Directors to proactively select an alternative independent audit from the List of of Audit firms approved to audit securities-issuing, listed, and trading organizations in 2026, ensuring that selected firm meets the approved selection criteria and serves the best interests of the Company.

This submission is respectfully presented to the General Meeting of Shareholders for review and endorsement.

Sincerely!

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD



Dhananjay Vidyasagar



CTCP BẤT ĐỘNG SẢN & ĐẦU TƯ VRC

SOCIALIST REPUBLIC OF VIETNAM
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Ho Chi Minh, April 24, 2026

PROPOSAL 05

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

Re: Approval to continue seeking partners for the transfer of shares held by VRC Real Estate and Investment Joint Stock Company in ADEC Joint Stock Company.

To: The General Meeting of Shareholders of VRC Real Estate and Investment Joint Stock Company ("JSC").

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws;
- Pursuant to the current Charter of VRC Real Estate and Investment JSC;

The Board of Directors of VRC Real Estate and Investment JSC (the "Company") respectfully submits for the General Meeting of Shareholders' approval the continuation of the search for partners to transfer shares currently held by the Company in ADEC JSC, specifically as follows:

1. We propose to transfer shares currently owned by VRC Real Estate and Investment JSC in ADEC JSC, with the following specifics:
 - Share name: ADEC JSC shares
 - Share type: Common shares
 - Per value: 10.000VND/share
 - Number of shares to be transferred: Part or all of the total shares currently held by the Company.
 - Minimum transfer price: Not less than 20.000 VND/share
2. Implementation timeline: the transfer will be carried out until its completion or until superseded by another resolution from the General Meeting of Shareholders.
3. Authorization of the Board of Directors of VRC Real Estate and Investment JSC to undertake the following tasks:
 - Determine criteria, select, negotiate, and conclude agreements with investors/partners for the transfer of up to the maximum number of shares the Company currently holds in ADEC JSC.
 - Decide on the share transfer plan, including the transfer ratio, transfer price, transfer method, payment terms, implementation timeline, and other contractual conditions and clauses.
 - To proceed with other relevant formalities to complete the transfer in accordance with the law.

4. Authorization of the General Director to sign all contracts, transactions, and other documents related to the share transfer as outlined in Section 1, 2 and 3 above.

This submission is respectfully presented to the General Meeting of Shareholders for review and endorsement.

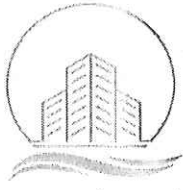
Sincerely!

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD



Dhananjay Vidyasagar



CTCP BẤT ĐỘNG SẢN & ĐẦU TƯ VRC

SOCIALIST REPUBLIC OF VIETNAM
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Ho Chi Minh, April 24, 2026

PROPOSAL 06

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

V/v: Approval to continue seeking partners for the transfer of shares held by VRC Real Estate and Investment Joint Stock Company in My Xuan Port Services and Shipyard Joint Stock Company.

To: The General Meeting of Shareholders of VRC Real Estate and Investment Joint Stock Company ("JSC").

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws
- Pursuant to the current Charter of VRC Real Estate and Investment JSC;

The Board of Directors of VRC Real Estate and Investment JSC (the "Company") respectfully submits for the General Meeting of Shareholders' approval the continuation of the search for partners to transfer shares currently held by the Company in My Xuan Port Services and Shipyard JSC, specifically as follows::

1. We propose to transfer shares currently owned by VRC Real Estate and Investment JSC in My Xuan Port Services and Shipyard JSC, with the following specifics:
 - Share name: My Xuan Port Services and Shipyard JSC shares
 - Share type: Common shares
 - Per value: 10.000VND/share
 - Number of shares to be transferred: Part or all of the total shares currently held by the Company.
 - Minimum transfer price: Not less than 41.500 VND/share
2. Implementation timeline: the transfer will be carried out until its completion or until superseded by another resolution from the General Meeting of Shareholders.
3. Authorization of the Board of Directors of VRC Real Estate and Investment JSC to undertake the following tasks:
 - Determine criteria, select, negotiate, and conclude agreements with investors/partners for the transfer of up to the maximum number of shares the Company currently holds in My Xuan Port Services and Shipyard JSC.
 - Decide on the share transfer plan, including the transfer ratio, transfer price, transfer method, payment terms, implementation timeline, and other contractual conditions and clauses.

- To proceed with other relevant formalities to complete the transfer in accordance with the law.
- 4. Authorization of General Director to sign all contracts, transactions, and other documents related to the share transfer as outlined in Section 1, 2 and 3 above.

This submission is respectfully presented to the General Meeting of Shareholders for review and endorsement.

Sincerely!

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD



Dhananjay Vidyasagar

SOCIALIST REPUBLIC OF VIETNAM

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Ho Chi Minh, June ..., 2026

DRAFT

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

VRC REAL ESTATE AND INVESTMENT JOINT STOCK COMPANY

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws;
- Pursuant to the Securities Law and guiding documents;
- Pursuant to the current Charter of VRC Real Estate and Investment JSC.
- Pursuant to the Minutes of Vote Counting Minutes of the Annual General Meeting of Shareholders 2026 of VRC Real Estate and Investment Joint Stock Company on April 22, 2026.
- Pursuant to Minutes of the Annual General Meeting of Shareholders 2026 of VRC Real Estate and Investment Joint Stock Company on April 22, 2026

DECIDES

Article 1: Approved the report of the Board of Directors on operating results in 2025 and plan for 2026;

Article 2: Approved the report of Independent Board Member of 2025;

Article 3: Approved the report of the Board of Managements on operating results in 2025 and plan for 2026;

Article 4: Approved proposal No. 1: Audited financial statements for 2025;

Article 5: Approved proposal No. 2: Remuneration and compensation of the Board of Directors in 2025;

Article 6: Approved proposal No. 3: Business Plan for 2026 and Board of Directors' Remuneration;

Article 7: Approved proposal No. 4: Selecting an auditor firm for the 2026 financial statement of company;

Article 8: Responsibility for the implementation of the resolution:

- This resolution shall be effective from the date of signing.

- The members of BODs, the board of General Directors, and relevant individuals are responsible for organizing and implementing the contents of this Resolution based on their respective duties, authority, and responsibilities.

Recipients:

- *Company Website*
- *SSC, HOSE*
- *BOD*
- *BOM*
- *Archived: ID*

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



SOCIALIST REPUBLIC OF VIETNAM

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Ho Chi Minh, June, 2026

DRAFF

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

VRC REAL ESTATE AND INVESTMENT JOINT STOCK COMPANY

Re: Approval to continue seeking partners for the transfer of shares held by VRC Real Estate and Investment Joint Stock Company in ADEC Joint Stock Company.

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws;
- Pursuant to the Securities Law and guiding documents;
- Pursuant to the current Charter of VRC Real Estate and Investment JSC.
- Pursuant to the Minutes of Vote Counting Minutes of the Annual General Meeting of Shareholders 2026 of VRC Real Estate and Investment Joint Stock Company on May 22, 2026.
- Pursuant to Minutes of the Annual General Meeting of Shareholders 2026 of VRC Real Estate and Investment Joint Stock Company on May 22, 2026

DECIDES

Article 1: Approval to transfer shares currently owned by VRC Real Estate and Investment JSC in ADEC JSC, with the following specifics:

- Share name: ADEC JSC shares
- Share type: Common shares
- Per value: 10.000VND/share
- Number of shares to be transferred: Part or all of the total shares currently held by the Company.
- Minimum transfer price: Not less than 20.000 VND/share

Article 2: Implementation timeline: the transfer will be carried out until its completion or until superseded by another resolution from the General Meeting of Shareholders.

Article 3: Authorization of the Board of Directors of VRC Real Estate and Investment JSC to undertake the following tasks:

- Determine criteria, select, negotiate, and conclude agreements with investors/partners for the transfer of up to the maximum number of shares the Company currently holds in ADEC JSC.
- Decide on the share transfer plan, including the transfer ratio, transfer price, transfer method, payment terms, implementation timeline, and other contractual conditions and clauses.
- To proceed with other relevant formalities to complete the transfer in accordance with the law.

Article 4: Authorization of the General Director to sign all contracts, transactions, and other documents related to the share transfer as outlined in Article 1, 2 and 3 above.

Article 5: Responsibility for the implementation of the resolution:

- This resolution shall be effective from the date of signing.
- The members of BODs, the board of General Directors, and relevant individuals are responsible for organizing and implementing the contents of this Resolution based on their respective duties, authority, and responsibilities.

Recipients:

- *Company Website*
- *SSC, HOSE*
- *BOD*
- *BOM*
- *Archived: ID*

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



SOCIALIST REPUBLIC OF VIETNAM
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No. /2026/NQ.ĐHĐCĐTN-VRC

Ho Chi Minh, June ... ,2026

DRAFF

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

VRC REAL ESTATE AND INVESTMENT JOINT STOCK COMPANY

Re: Approval to continue seeking partners for the transfer of shares held by VRC Real Estate and Investment Joint Stock Company in My Xuan Port Services and Shipyard Joint Stock Company.

- Pursuant to the Enterprises Law No.59/2020/QH14 and relevant amending and supplementing Laws;
- Pursuant to the Securities Law and guiding documents;
- Pursuant to the current Charter of VRC Real Estate and Investment JSC.
- Pursuant to the Minutes of Vote Counting Minutes of the Annual General Meeting of Shareholders 2026 of VRC Real Estate and Investment Joint Stock Company on May 22, 2026.
- Pursuant to Minutes of the Annual General Meeting of Shareholders 2026 of VRC Real Estate and Investment Joint Stock Company on May 22, 2026

DECIDES

Article 1: Approved to transfer shares currently owned by VRC Real Estate and Investment JSC in My Xuan Port Services and Shipyard JSC, with the following specifics:

- Share name: My Xuan Port Services and Shipyard JSC shares
- Share type: Common shares
- Per value: 10.000VND/share
- Number of shares to be transferred: Part or all of the total shares currently held by the Company.
- Minimum transfer price: Not less than 41.500 VND/share

Article 2: Implementation timeline: the transfer will be carried out until its completion or until superseded by another resolution from the General Meeting of Shareholders.

Article 3: Authorization of the Board of Directors of VRC Real Estate and Investment JSC to undertake the following tasks:

- Determine criteria, select, negotiate, and conclude agreements with investors/partners for the transfer of up to the maximum number of shares the Company currently holds in My Xuan Port Services and Shipyard JSC.
- Decide on the share transfer plan, including the transfer ratio, transfer price, transfer method, payment terms, implementation timeline, and other contractual conditions and clauses.
- To proceed with other relevant formalities to complete the transfer in accordance with the law.

Article 4: Authorization of the General Director to sign all contracts, transactions, and other documents related to the share transfer as outlined in Article 1, 2 and 3 above.

Article 5: Responsibility for the implementation of the resolution:

- This resolution shall be effective from the date of signing.
- The members of BODs, the board of General Directors, and relevant individuals are responsible for organizing and implementing the contents of this Resolution based on their respective duties, authority, and responsibilities.

Recipients:

- *Company Website*
- *SSC, HOSE*
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**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRMAN OF THE MEETING**