



NỘI DUNG VÀ CHƯƠNG TRÌNH
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2026
AGENDA OF THE 2026 ANNUAL GENERAL MEETING OF
SHAREHOLDERS

Thời gian: 13 giờ 30 ngày 26 tháng 06 năm 2026/ Time: 01:30 PM, June 26th, 2026

Địa điểm: Lầu 5, Trung tâm Hội nghị Grand Palace
63 Mạc Đĩnh Chi, Phường Tân Định, Thành phố Hồ Chí Minh
Venue: 5th Floor, Grand Palace Conference Center
63 Mac Dinh Chi, Tan Dinh ward, Ho Chi Minh City

STT	Nội dung	Thời gian
1.	- Đón tiếp đại biểu, cổ đông <i>Welcoming delegates and shareholders</i> - Kiểm tra tư cách cổ đông/người ủy quyền tham dự Đại hội <i>Verification of shareholder/authorized representative eligibility</i>	1:30pm - 2:15pm
2.	Đọc báo cáo kết quả kiểm tra tư cách cổ đông tham dự Đại hội <i>Reading the report on the verification of shareholder eligibility</i>	2:15pm - 2:20pm
3.	- Giới thiệu Đại biểu, khách mời <i>Introducing delegates and guests</i> - Thông qua thành phần Đoàn Chủ tọa (Cổ đông giơ thẻ biểu quyết) <i>Approving the Chairing Committee (by voting)</i> - Thông qua thành phần Ban kiểm phiếu (Cổ đông giơ thẻ biểu quyết) <i>Approving the members for the Vote Counting Committee (by voting)</i> - Giới thiệu Ban thư ký <i>Introducing Secretariat</i>	2:20pm - 2:25pm
4.	Khai mạc cuộc họp Đại hội đồng cổ đông thường niên năm 2026 <i>Opening Ceremony of the 2026 AGM</i>	2:25pm - 2:30pm
5.	- Thông qua nội dung chương trình Đại hội đồng cổ đông thường niên năm 2026 (Cổ đông giơ thẻ biểu quyết) <i>Approving the agenda for the 2026 AGM (by voting)</i> - Thông qua Quy chế làm việc tại Đại hội (Cổ đông giơ thẻ biểu quyết) <i>Approving of the working regulations at the Meeting (by voting)</i>	2:30pm- 2:40pm
6.	Trình bày nội dung các báo cáo và tờ trình (Cổ đông biểu quyết bằng phiếu biểu quyết): <i>Presentation of reports and proposals submitted to the AGM (Shareholders vote by ballot):</i> - Báo cáo hoạt động của Hội đồng quản trị năm 2025; <i>Report of the Board of Directors on 2025 operations</i> - Báo cáo hoạt động của Ủy ban kiểm toán năm 2025; <i>Report of the Audit Committee on 2025 operations</i> - Tờ trình thông qua Báo cáo tài chính năm 2025 được kiểm toán và việc thực hiện phân phối lợi nhuận, trích lập các quỹ năm 2025; <i>Proposal on the audited 2025 financial statements and the implementation of profit distribution and fund allocation in 2025</i> - Tờ trình thông qua kế hoạch kinh doanh, phương án phân phối lợi nhuận, trích lập các quỹ năm 2026;	2:40pm- 3:15pm

STT	Nội dung	Thời gian
	<i>Proposal on the business plan, profit distribution plan, and fund allocation in 2026</i> - Tờ trình thông qua việc lựa chọn đơn vị kiểm toán độc lập năm 2026; <i>Proposal on the selection of an independent auditing firm for 2026</i> - Tờ trình thông qua mức chi trả thù lao các thành viên Hội đồng quản trị và người phụ trách quản trị Công ty năm 2026; <i>Proposal on the remuneration for members of the Board of Directors and the Person in charge of Corporate Governance in 2026</i>	
7.	Thảo luận của cổ đông – Hỏi đáp <i>Discussion and Q&A</i>	3:15pm- 3:45pm
8.	Nghỉ giải lao – <i>Break Time</i>	3:45pm- 4:00pm
9.	Công bố kết quả kiểm phiếu biểu quyết nội dung các tờ trình xin ý kiến Đại hội <i>Announcement of voting results on matters submitted to the AGM</i>	4:00pm- 4:05pm
10.	Thông qua Biên bản, Nghị quyết Đại hội đồng cổ đông thường niên năm 2026 (<i>Cổ đông giơ thẻ biểu quyết</i>) <i>Approving the Meeting Minutes and Resolutions of the 2026 AGM (by voting)</i>	4:05pm- 4:15pm
11.	Phát biểu bế mạc Đại hội <i>Closing Remarks</i>	4:15pm- 4:20pm

Ho Chi Minh City, June 03, 2026.

REPORT OF THE BOARD OF DIRECTORS ON 2025 OPERATIONS

Kính gửi: THE GENERAL MEETING OF SHAREHOLDERS

NRC CORPORATION JOINT STOCK COMPANY

- Pursuant to the Charter of NRC Corporation Joint Stock Company (the “Company”);

The Board of Directors (“BOD”) of NRC Corporation Joint Stock Company respectfully submits to the General Meeting of Shareholders the report on the BOD’s activities in 2025 and its orientations and objectives for 2026 as follows:

A. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

In 2025, although the real estate market began to show positive signs as a result of support measures and policies introduced by regulatory authorities, and cash flow gradually returned to certain market segments, the market generally continued to face cautious investor sentiment and increasing challenges, including rising interest rates, tighter credit policies for the real estate sector, and escalating input costs...

Against this backdrop, the Board of Directors of NRC Corporation Joint Stock Company (“NRC” or the “Company”) identified 2025 as a period focused on strengthening operational foundations, restructuring development orientations, and gradually expanding the business ecosystem in preparation for the Company’s long-term development strategy.

In line with this restructuring strategy, and to ensure the achievement of the Company’s business objectives, the Board of Directors adopted a flexible yet prudent governance approach and worked closely with the Board of Management to implement various measures aimed at maintaining operational stability, controlling costs, reviewing investment portfolios, strengthening corporate governance, and preparing necessary conditions for capital mobilization, investment activities, and business restructuring plans.

I. ACTIVITIES OF THE BOARD OF DIRECTORS

1. Structure and Operations of the Board of Directors

The composition of the Board of Directors in 2025 was as follows:



No.	Board Member	Position	Date of Appointment / Cessation as Board Member / Independent Board Member	
			Appointment Date	Cessation Date
1	Mr Le Thong Nhat	Chairman of the Board of Directors	April 28, 2022	
2	Mr Tran Vi Thoai	Non-Executive Member of the Board of Directors	April 28, 2022	
3	Ms Han Thi Quynh Thi	Independent Member of the Board of Directors	April 25, 2023	October 25, 2025
4	Mr Ho Duc Toan	Member of the Board of Directors	June 25, 2024	June 24, 2025
5	Mr Bui Duc Hoan	Independent Member of the Board of Directors	June 25, 2024	June 24, 2025
6	Mr Nguyen Huy Cuong	Member of the Board of Directors	June 24, 2025	
7	Ms Nguyen Thi Huong Giang	Member of the Board of Directors	June 24, 2025	
8	Mr Tran Dai Duong	Independent Member of the Board of Directors	October 25, 2025	

In 2025, the Board of Directors operated in compliance with the Law on Enterprises, the Law on Securities, the Company's Charter, and internal corporate governance regulations.

The Board maintained a clear allocation of responsibilities among its members to ensure close coordination and support for the Board of Management in business operations.

For matters within its authority, the Board held regular meetings to discuss and make decisions regarding business operations, investments, finance, personnel matters, corporate governance, and the Company's development orientation.

Members of the Board actively participated in all meetings, proactively exchanged views, discussed key matters, and provided opinions in a responsible, transparent manner while safeguarding shareholders' interests.

2. Key Activities Implemented in 2025

During 2025, the Board focused on directing and implementing the following key activities:

- Reviewing the organizational structure, strengthening management personnel, and allocating responsibilities among Board members in line with the Company's strategic orientation;
- Enhancing corporate governance, reviewing and improving internal regulations, supervising executive management, information disclosure activities, and the implementation of resolutions of the General Meeting of Shareholders;
- Directing the Board of Management to implement measures for cost control, debt recovery, investment portfolio restructuring, and maintaining stable operations amid challenging market conditions;
- Repositioning the NRC brand and implementing a new corporate identity system for the Company and its member companies;
- Directing research and expansion of investment activities in high-tech agriculture, pharmaceuticals, medical supplies, and other sectors aligned with the Company's ecosystem development strategy;
- Supervising and managing the activities of capital representatives at subsidiaries and affiliated companies;
- Implementing activities related to the private placement plan approved by the General Meeting of Shareholders to prepare financial resources for business operations and corporate restructuring.

3. Implementation of Board Resolutions in 2025

Details are presented in Appendix 1: Resolutions issued by the Board of Directors in 2025.

4. Activities of Independent Members of the Board of Directors

From January 1, 2025 to October 25, 2025, Ms. Han Thi Quynh Thi served as an Independent Member of the Board of Directors..

On October 25, 2025, the Extraordinary General Meeting of Shareholders approved the resignation of Ms. Han Thi Quynh Thi from her position as an Independent Board Member and elected Mr. Tran Dai Duong as an Independent Board Member for the 2022–2027 term.

On October 27, 2025, the Board of Directors issued Resolution No. 39/2025/NQ-HĐQT appointing Mr. Tran Dai Duong as Chairman of the Audit Committee.

Independent Board Members attended all Board meetings during their tenure and fulfilled their rights and obligations in accordance with applicable laws, the Company's Charter, and the Regulations on the Operation of the Board of Directors.

5. Activities of the Audit Committee

- The Company operates under a governance model with an Audit Committee. The Chairman of the Audit Committee is an Independent Board Member, while other members are non-executive Board Members. The primary responsibility of the Audit Committee is to supervise, review, and evaluate the Company's operational performance and compliance with legal regulations, requirements of regulatory authorities, and internal policies.
- Detailed activities of the Audit Committee in 2025 are presented in the Audit Committee Report submitted to the 2026 Annual General Meeting of Shareholders.

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II. IMPLEMENTATION OF RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS

The Board of Directors is responsible for implementing resolutions adopted by the General Meeting of Shareholders. Up to the present, the implementation status of resolutions approved by the General Meeting of Shareholders (details are presented in Appendix 2) has resulted in the following key outcomes:

1. Business Performance

Unit: VND million

No.	Item	Planed 2025	Actua 2025	Achievement rate
1	Consolidated revenue and other income	959.000	91.608	9,55%
2	Consolidated profit before tax	25.000	10.517	42,07%

Source: Audited Consolidated Financial Statements for 2025

In 2025, the Company's operations continued to be affected by general challenges in the real estate market and business environment. As a result, the implementation of certain investment plans, capital mobilization activities, and financial restructuring initiatives did not progress as expected, affecting the achievement of the Company's business targets.

Nevertheless, the Company achieved positive results in maintaining stable operations, controlling costs, recovering receivables, strengthening governance foundations, and gradually implementing restructuring initiatives in accordance with its strategic plan.

During the year, the Company continued reviewing the effectiveness of existing investments while exploring opportunities for cooperation and investment expansion in line with its development strategy and financial capacity.

Regarding the private placement plan approved by the General Meeting of Shareholders, the Company carried out the necessary procedures in accordance with legal requirements and reviewed the suitability of the plan in light of changes in market conditions and the Company's actual needs. Accordingly, the Board of Directors will consider, report, and submit appropriate proposals to the General Meeting of Shareholders to ensure effective implementation and protect the interests of both the Company and its shareholders.

In 2025, amid ongoing challenges relating to liquidity and capital availability in the real estate market, the Board directed the Board of Management to comprehensively review the investment portfolio, assess the effectiveness of individual projects, and develop implementation roadmaps suitable to prevailing market conditions. The management, development, and optimization of investment efficiency were carried out by subsidiaries, including Netland Investment Joint Stock Company and NRC Property Investment and Development Joint Stock Company, through investment cooperation agreements and strategic partnerships with project developers of promising projects such as Welltone Luxury Residence, Dai Nam Residence, and others.

In line with the strategy of developing a sustainable ecosystem encompassing real estate, food and high-tech agriculture, pharmaceuticals, and medical supplies, the Board implemented investment activities through the establishment of and capital contributions to member companies, including NRC High-Tech Agriculture Investment Company Limited (Nagri) and NRC Pharma Company Limited, thereby laying the groundwork for business operations in these new sectors.

2. Remuneration for Members of the Board of Directors and Related Benefits and Transactions

The Board implemented remuneration payments as follows:

- Chairman of the Board of Directors: VND 20,000,000 per month. Total remuneration paid: VND 240,000,000.
- Vice Chairman of the Board of Directors: VND 15,000,000 per month. Total remuneration paid: VND 180,000,000.
- Members of the Board of Directors: VND 10,000,000 per member per month. Total remuneration paid: VND 360,000,000.
- Person in charge of Corporate Governance: VND 5,000,000 per month. Total remuneration paid: VND 60,000,000.
- Related-party transactions and benefits (as disclosed in the audited financial statements) have been publicly disclosed and posted on the Company's website.

III. SUPERVISORY ACTIVITIES OF THE BOARD OF DIRECTORS

In 2025, the Board of Directors performed its supervisory function over the Board of Management and the executive apparatus in accordance with applicable laws and the Company's Charter.

The Board regularly monitored business operations, financial performance, risk management, information disclosure activities, and the implementation of resolutions of the General Meeting of Shareholders in order to provide timely guidance and strategic direction.

The Board of Management proactively implemented solutions to maintain stable operations, fulfill tasks assigned by the Board, and coordinate restructuring initiatives, financial management improvements, and business expansion activities.

IV. ASSESSMENT OF THE BOARD OF MANAGEMENT

During 2025, the Board of Directors maintained close coordination with the Board of Management to monitor the Company's operations and provide timely guidance appropriate to market developments and the Company's business plans..

The Board focused its supervision on the following key matters:

- Business operations and cash flow management;
- Debt settlement, cost control, and operational restructuring;
- Implementation of investment, cooperation, and business expansion plans;
- Information disclosure, corporate governance, and implementation of resolutions of the General Meeting of Shareholders and the Board of Directors.



The Board also held regular discussions with the Board of Management regarding capital mobilization plans, share issuance proposals, operations of member companies, and new development initiatives.

Despite challenging market conditions, the Board highly appreciates the efforts, determination, and consistency demonstrated by the Board of Management in maintaining operational stability, standardizing management processes, proactively addressing emerging issues, and gradually implementing restructuring plans in accordance with approved orientations.

B. ORIENTATIONS OF THE BOARD OF DIRECTORS FOR 2026

In 2026, the Board of Directors will continue focusing on strengthening and optimizing operations, enhancing risk management, improving financial controls, and gradually implementing development plans in line with market conditions and the Company's actual capabilities.

Key orientations include:

- Continuing to review and restructure investment activities and the Company's asset portfolio;
- Enhancing corporate governance, internal controls, and compliance with regulations applicable to listed public companies;
- Studying, preparing, and implementing capital mobilization solutions appropriate to the Company's development needs and actual conditions;
- Continuing to selectively expand investment activities in sectors aligned with the Company's strategic development orientation;
- Improving financial management efficiency, cash flow management, and cost control;
- Enhancing the effectiveness of governance systems, executive management, and management personnel.

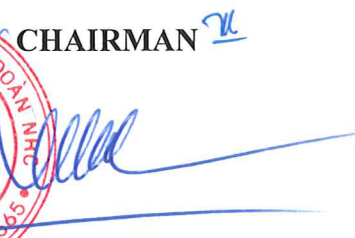
The Board of Directors sincerely appreciates the continued support, trust, and cooperation of shareholders, business partners, customers, and all employees throughout the past year.

The Board remains committed to prudent, proactive, and effective governance in order to gradually improve operational efficiency and achieve sustainable development for NRC in the years ahead.

The above is the Report on the Activities of the Board of Directors in 2025 and the Operational Orientation for 2026, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN 

LE THONG NHAT

APPENDIX 1: IMPLEMENTATION STATUS OF BOARD OF DIRECTORS' RESOLUTIONS IN 2025

No.	Resolution No.	Date	Subject Matter	Implementation Status
1	01/2025/NQ-HĐQT	Jan 06, 2025	Approval of the termination of the labor contract of Mr. Nguyen Huu Quang and appointment of Mr. Trinh Van Bao as Deputy General Director.	Completed
2	02/2025/NQ-HĐQT	Feb 14, 2025	Approval of the termination of the labor contract of Mr. Ho Duc Toan.	Completed
3	03/2025/NQ-HĐQT	Feb 28, 2025	Approval of the Company's organizational structure and the Regulations on Organization and Operations.	Completed
4	04/2025/NQ-HĐQT	Feb 28, 2025	Approval of the Regulations on Organization and Operations of business units.	Completed
5	05/2025/NQ-HĐQT	Mar 20, 2025	Approval of the execution of strategic cooperation agreements with agricultural companies.	Completed
6	06/2025/NQ-HĐQT	Mar 27, 2025	Approval of the establishment of NRC High-Tech Agriculture Investment Company Limited.	Completed
7	06.1/2025/NQ-HĐQT	Apr 12, 2025	Approval of the execution of an agreement between NRC Corporation Joint Stock Company and its related party, NRC High-Tech Agriculture Investment Company Limited.	Completed
8	07/2025/NQ-HĐQT	Apr 15, 2025	Liquidation of Enterprise Management Consulting Service Contract No. 03/2024/ChauA-DKG dated May 10, 2024.	Completed
9	08/2025/NQ-HĐQT	Apr 18, 2025	Approval of the extension of the 2025 Annual General Meeting of Shareholders.	Completed

No.	Resolution No.	Date	Subject Matter	Implementation Status
10	09/2025/NQ-HĐQT	Apr 18, 2025	Approval of the audit engagement for the report on outstanding balances and utilization of proceeds from January 1, 2024 to December 31, 2024.	Completed
11	10/2025/NQ-HĐQT	Apr 21, 2025	Approval of the execution of strategic cooperation agreements with companies operating in the pharmaceutical and medical supplies sectors.	Completed
12	10.1/2025/NQ-HĐQT	Apr 25, 2025	Approval in principle for a wholly-owned subsidiary to contribute capital to AG High-Tech Agriculture Company Limited.	Completed
13	11/2025/NQ-HĐQT	Apr 28, 2025	Approval of the convening of the 2025 Annual General Meeting of Shareholders.	Completed
14	12/2025/NQ-HĐQT	May 20, 2025	Approval of the appointment and dismissal of the Chief Accountant and the Corporate Governance Officer.	Completed
15	13/2025/NQ-HĐQT	Jun 03, 2025	Approval of the agenda and documents for the 2025 Annual General Meeting of Shareholders.	Completed
16	14/2025/NQ-HĐQT	Jun 13, 2025	Approval of the list of candidates for the Board of Directors for the 2022–2027 term.	Completed
17	15/2025/NQ-HĐQT	Jun 19, 2025	Approval of additional matters falling under the authority of the General Meeting of Shareholders.	Completed
18	16/2025/NQ-HĐQT	Jun 27, 2025	Approval for Nagri to cooperate in the investment and acquisition of a rice processing plant.	Completed
19	17/2025/NQ-HĐQT	Jul 02, 2025	Approval of the engagement of the auditor for the 2025 financial statements.	Completed
20	18/2025/NQ-HĐQT	Jul 07, 2025	Approval of changes to the Company logo and corporate seal specimen.	Completed

No.	Resolution No.	Date	Subject Matter	Implementation Status
21	18.1/2025/NQ-HĐQT	Jul 09, 2025	Approval of the nomination of Mr. Nguyen Huy Cuong as NRC's capital representative at Danh Khoi TK Joint Stock Company.	Completed
22	18.2/2025/NQ-HĐQT	Jul 09, 2025	Approval of the nomination of Mr. Nguyen Huy Cuong as NRC's capital representative at DKTK Thuan An Joint Stock Company.	Completed
23	19/2025/NQ-HĐQT	01/08/2025	Approval in principle for revising and reissuing corporate documents to align with the new brand identity and logo.	Completed
24	20/2025/NQ-HĐQT	Aug 11, 2025	Approval of the selection of a consultant for the 2025 private placement.	Completed
25	21/2025/NQ-HĐQT	Aug 11, 2025	Approval of the establishment of NRC Pharma Company Limited.	Completed
26	22/2025/NQ-HĐQT	Aug 11, 2025	Approval of management personnel appointments for NRC Pharma.	Completed
27	23/2025/NQ-HĐQT	Aug 14, 2025	Approval of the appointment of the Vice Chairman of the Board of Directors and the dismissal/appointment of the General Director.	Completed
28	24/2025/NQ-HĐQT	Aug 15, 2025	Approval of the Delegation of Authority Matrix.	Completed
29	25/2025/NQ-HĐQT	Aug 20, 2025	Approval of adjustments to the cooperation plan for the acquisition of a rice processing plant.	Completed
30	26/2025/NQ-HĐQT	Aug 20, 2025	Approval of the debt recovery plan from Danh Khoi Holdings Investment Joint Stock Company.	Completed
31	27/2025/NQ-HĐQT	Aug 23, 2025	Approval of the debt recovery plan from Danh Khoi Holdings Investment Joint Stock Company.	Completed
32	28/2025/NQ-HĐQT	Aug 25, 2025	Approval of the debt recovery plan.	In Progress

No.	Resolution No.	Date	Subject Matter	Implementation Status
33	28.1/2025/NQ-HĐQT	Aug 26, 2025	Approval of the establishment of the Portfolio Restructuring Project Team and the Business Development Solutions Project Team.	Completed
34	29/2025/NQ-HĐQT	Sep 03, 2025	Approval of related-party transactions.	Completed
35	30/2025/NQ-HĐQT	Sep 12, 2025	Approval of the convening of the 2025 Extraordinary General Meeting of Shareholders.	Completed
36	31/2025/NQ-HĐQT	Sep 11, 2025	Approval of the acquisition of a 99% equity interest in Netland.	Completed
37	32/2025/NQ-HĐQT	Sep 17, 2025	Approval of a related-party transaction regarding office lease arrangements for NRC Pharma.	Completed
38	33/2025/NQ-HĐQT	Sep 20, 2025	Approval of the appointment of capital representatives, nomination of personnel to the BOD and Supervisory Board, and proposal to convene an Extraordinary General Meeting of Shareholders of Netland.	Completed
39	34/2025/NQ-HĐQT	Sep 27, 2025	Approval of the NRC corporate identity system.	Completed
40	35/2025/NQ-HĐQT	Oct 02, 2025	Approval for the capital representative to vote at the General Meeting of Shareholders of Netland.	Completed
41	36/2025/NQ-HĐQT	Oct 17, 2025	Approval of the time and venue for the 2025 Extraordinary General Meeting of Shareholders.	Completed
42	37/2025/NQ-HĐQT	Oct 17, 2025	Approval of the agenda and documents for the 2025 Extraordinary General Meeting of Shareholders.	Completed
43	38/2025/NQ-HĐQT	Oct 21, 2025	Approval in principle for the appointment of a Deputy General Director of Netland.	Completed

No.	Resolution No.	Date	Subject Matter	Implementation Status
44	39/2025/NQ-HĐQT	Oct 27, 2025	Approval of the dismissal and appointment of the Chairman of the Audit Committee.	Completed
45	40/2025/NQ-HĐQT	Oct 30, 2025	Approval of amendments and supplements to the registered business lines.	Completed
46	41/2025/NQ-HĐQT	Dec 06, 2025	Approval of voting instructions for the Company's capital representative at DKTK.	Completed
47	43/2025/NQ-HĐQT	Nov 11, 2025	Approval of the assignment of responsibilities among members of the Board of Directors.	Completed
48	44/2025/NQ-HĐQT	Nov 07, 2025	Approval of Netland's organizational structure.	Completed
49	45/2025/NQ-HĐQT	Nov 29, 2025	Approval of Netland's corporate identity system.	Completed
50	46/2025/NQ-HĐQT	Dec 24, 2025	Approval of technical presentation adjustments to Proposal No. 16/2025/TT-NRC.	Completed
51	47/2025/NQ-HĐQT	Dec 23, 2025	Approval of the private placement plan for increasing the charter capital of Netland and approval in principle for cooperation between Netland and BOC.	Completed

**APPENDIX 2: IMPLEMENTATION STATUS OF RESOLUTIONS OF
THE GENERAL MEETING OF SHAREHOLDERS IN 2025**

No.	Resolution No.	Date	Content	Implementation Status
1	01/2025/NQ-ĐHĐCĐ-DKG	24/06/2025	1. Approval of the Report of the Board of Directors on 2024 operations.	
			2. Approval of the Report of the Audit Committee on 2024 operations.	
			3. Approval of the 2024 Financial Statements and the implementation of profit distribution and fund appropriations for 2024.	
			4. Approval of the selection of the independent auditing firm for the 2025 Financial Statements.	
			5. Approval of the 2025 business plan, profit distribution plan and fund appropriation plan.	
			6. Approval of the change of the Company's name.	Completed
			7. Approval of the addition of business lines.	Completed
			8. Approval of amendments and supplements to the Company's Charter.	Completed
			9. Approval of amendments and supplements to the Operating Regulations of the Board of Directors.	Completed

No.	Resolution No.	Date	Content	Implementation Status
			10. Approval of the remuneration for members of the Board of Directors and the Corporate Governance Officer in 2025.	Completed
			11. Approval of the cancellation of the 2024 private placement plan for charter capital increase.	Completed
			12. Approval of the 2025 private placement plan for charter capital increase.	Adjusted at the 2025 Extraordinary General Meeting of Shareholders
			13. Approval of the authorization to the Board of Directors to decide on certain matters falling within the authority of the General Meeting of Shareholders.	Completed
			14. Approval of the dismissal and additional election of members of the Board of Directors for the 2022–2027 term.	Completed
			15. Approval of the election results of members of the Board of Directors for the 2022–2027 term.	Completed
2	02/2025/NQ-DHĐCĐ	25/10/2025	1. Approval of the investment in real estate products of the Welltone Luxury Residence Project located in Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City (now Nha Trang Ward, Khanh Hoa Province).	Completed

No.	Resolution No.	Date	Content	Implementation Status
			2. Approval of the authorization to the Board of Directors to implement the Company's investment, business and capital arrangement activities.	Completed
			3. Approval of the plan to increase charter capital through a private placement of shares.	In Progress
			4. Approval of the private placement plan for charter capital increase.	In Progress
			5. Approval of the dismissal of Ms. Han Thi Quynh Thi from her position as a member of the Board of Directors and the election of an additional Independent Member of the Board of Directors for the 2022–2027 term.	Completed
			6. Approval of the election results and appointment of Mr. Tran Dai Duong as an Independent Member of the Board of Directors for the 2022–2027 term.	Completed

REPORT OF THE AUDIT COMMITTEE ON OPERATIONS IN 2025

**To: THE GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

- Pursuant to the Charter of NRC Corporation Joint Stock Company (the “Company”);
- Pursuant to the Operating Regulations of the Audit Committee (“AC”).

The Audit Committee respectfully submits to the General Meeting of Shareholders the Report on its activities in 2025 and its operational plan for 2026 as follows:

1. Personnel Structure

1.1. Composition of the Audit Committee

From February 1, 2025 to October 25, 2025, the Audit Committee consisted of the following members:

No.	Audit Committee Member	Position	Date Appointed as AC Member	Date Ceased to be AC Member	Professional Qualifications
1	Ms Han Thi Quynh Thi	Chairwoman – Independent Member of the Board of Directors	April 26, 2023	October 25, 2025	Master of Business Administration; Bachelor of Finance and Banking
2	Mr Tran Vi Thoai	Member – Non-Executive Member of the Board of Directors	April 26, 2023		Bachelor of Laws

From October 27, 2025 to present, the Audit Committee has consisted of the following members:

No.	Audit Committee Member	Position	Date Appointed as AC Member	Professional Qualifications
1	Mr Tran Dai Duong	Chairman – Independent Member of the	October 27, 2025	Bachelor of Finance and Accounting

No.	Audit Committee Member	Position	Date Appointed as AC Member	Professional Qualifications
		Board of Directors		
2	Mr Tran Vi Thoai	Member – Non-Executive Member of the Board of Directors	April 26, 2023	Bachelor of Laws

1.2. Remuneration, Operating Expenses and Other Benefits

Members of the Audit Committee receive remuneration in their capacity as members of the Board of Directors and do not receive any additional remuneration for serving as members of the Audit Committee.

1.3. Meetings of the Audit Committee

No.	Audit Committee Member	Meetings Attended	Attendance Rate	Voting Rate
1	Ms Han Thi Quynh Thi	2/2	100%	100%
2	Mr Tran Vi Thoai	2/2	100%	100%

1.4. Results of Supervision over Financial Statements, Operations and Financial Position

- In 2025, the real estate market and the macroeconomic environment continued to face significant challenges, which had a certain impact on the Company's business operations. In this context, the Company's management proactively implemented solutions to control costs, maintain stable operations, review its operational structure, and strengthen its financial foundation in preparation for development plans when market conditions become more favorable.
- The Audit Committee reviewed the 2025 financial statements, including both separate and consolidated financial statements, and concurred with the opinion of the independent auditor that the financial statements fairly present, in all material respects, the financial position, operating results and cash flows of the Company as of December 31, 2025, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System and relevant legal regulations governing the preparation and presentation of financial statements.
- During 2025, accounting activities, including bookkeeping, document retention and accounting records, were conducted in compliance with Vietnamese Accounting Standards, the Vietnamese Accounting System and relevant legal regulations, thereby providing a true and fair view of the Company's financial position. The Company prepared and disclosed periodic financial statements in accordance with regulations applicable to public companies. The semi-annual and annual financial statements for 2025 were audited by Moore AISC

Auditing and Informatics Services Co., Ltd., an auditing firm approved by the State Securities Commission in accordance with applicable regulations.

- In addition to compliance with accounting regulations, the Company regularly updated relevant legal regulations and monitored compliance with legal requirements, regulatory obligations and internal policies..

1.5. Assessment of Related Party Transactions

- During 2025, the Company entered into certain business transactions with related parties, as disclosed in the 2025 Corporate Governance Report.
- Transactions between the Company and its related parties were conducted in accordance with internal procedures, within the appropriate approval authority, and were reported and disclosed in compliance with applicable regulations.

1.6. Assessment of the Internal Control and Risk Management Systems

In 2025, despite continuing market challenges, the Company's risk management and internal control systems remained in place to support the monitoring of operational and business activities. These activities included compliance assessments, risk identification and monitoring, and evaluation of appropriate mitigation measures. The Audit Committee provided recommendations to the Board of Management and the Board of Directors to facilitate timely decision-making and effective risk management.

1.7. Results of Supervision over the Board of Directors, the Chief Executive Officer and Other Executives

1.7.1. Supervision of the Board of Directors

The Board of Directors actively implemented management orientations, supervised executive management activities, and adopted measures to strengthen the Company's business operations, financial structure and capital increase plans. In 2025, the Board's activities focused on strategic solutions aimed at restructuring the Company's operations in line with directions approved by the General Meeting of Shareholders. Although certain financial targets were not achieved as planned, the Company's activities reflected the Board's efforts in establishing and implementing strategies appropriate to the Company's actual circumstances.

1.7.2. Supervision of the Chief Executive Officer and Other Executives

The Chief Executive Officer and the executive management team diligently and proactively implemented resolutions of the General Meeting of Shareholders and the Board of Directors and exercised their duties and authority in compliance with applicable laws, the Company's Charter and internal regulations. Although business operations continued to be affected by market conditions and certain targets were not achieved as expected, the executive management team made significant efforts to maintain stable operations and implement investment and business cooperation initiatives to ensure the Company's continuous operation.

1.8. Assessment of Coordination between the Audit Committee, the Board of Directors, the Chief Executive Officer and Shareholders

In 2025, the Audit Committee closely coordinated with the Board of Directors and the Chief Executive Officer in carrying out its duties through the following activities:

- Attending all meetings of the Board of Directors;

- Providing opinions on proposals submitted by the Chief Executive Officer and/or the Board of Directors concerning matters within the authority of the Board of Directors or the General Meeting of Shareholders;
- Reviewing reports from the Board of Directors and the Chief Executive Officer relating to corporate governance, business operations and the Company's financial position in order to identify deficiencies, potential risks and issues requiring corrective action to ensure smooth operations, cost efficiency and improved effectiveness;
- Recommending compliance and risk control measures to the Board of Directors and the Chief Executive Officer to support business plans while ensuring legal compliance, effective risk management and protection of shareholders' legitimate interests.

2. OPERATIONAL PLAN OF THE AUDIT COMMITTEE FOR 2026

Based on the Company's business plan, the Audit Committee's key activities for 2026 will include:

- Reviewing quarterly, semi-annual and annual financial statements for 2026, as well as reports required for public companies, prior to submission to the Board of Directors for consideration and approval; supervising the integrity of financial reporting and the Company's compliance with applicable laws and corporate governance regulations;
- Implementing risk management activities and developing a consistent control environment through the review and improvement of internal policies and procedures applicable to the Company's key operations;
- Organizing internal audit activities based on risk assessments and conducting periodic and ad hoc inspections to ensure compliance and effective risk control in accordance with Company policies;
- Supervising the Board of Directors and the Chief Executive Officer in corporate governance and management activities to achieve business targets approved by the General Meeting of Shareholders, ensure stable, sustainable and effective development, comply with laws and regulations, fulfill social responsibilities, and balance the interests of the Company, shareholders, employees, investors, customers and the community;
- Strengthening supervision over compliance with regulations on information disclosure, public company governance and the implementation of capital mobilization plans approved by the General Meeting of Shareholders and the Board of Directors.

The above is the Report of the Audit Committee on its activities in 2025 and its operational plan for 2026, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully submitted.

Hồ Chí Minh City, June 26, 2026.

ON BEHALF OF THE AUDIT COMMITTEE

CHAIRMAN



TRẦN ĐẠI DƯƠNG

PROPOSAL

RE: APPROVAL OF THE AUDITED 2025 FINANCIAL STATEMENTS AND THE IMPLEMENTATION OF PROFIT DISTRIBUTION AND FUND ALLOCATION IN 2025

**To: THE GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of NRC Corporation Joint Stock Company;
- Pursuant to the Audited Financial Statements for 2025;
- Pursuant to Resolution No. 13/2026/NQ-HĐQT dated ... June 2026 of the Board of Directors of NRC Corporation Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following matters:

1. Audited Separate and Consolidated Financial Statements for 2025

The audited financial statements for 2025 include:

- The full Separate Financial Statements for 2025 of NRC Corporation Joint Stock Company audited by Moore AISC Auditing and Informatics Services Co., Ltd.;
- The full Consolidated Financial Statements for 2025 of NRC Corporation Joint Stock Company audited by Moore AISC Auditing and Informatics Services Co., Ltd.

(The above information has been disclosed in accordance with applicable regulations and published on the Company's website at nrc.com.vn)

2. Report on the Implementation of Profit Distribution in 2025:

- Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ adopted at the 2025 Annual General Meeting of Shareholders approving the profit distribution plan for 2025, and based on the Company's audited separate financial statements for 2025, the Company recorded an after-tax profit of VND 9,816,976,415 and has made appropriations to funds as follows:

No.	Item	Allocation Rate (%)	Amount (VND)
1	Bonus Fund	5.00% of after-tax profit	490.848.821
2	Welfare Fund	1.00% of after-tax profit	98.169.764

No.	Item	Allocation Rate (%)	Amount (VND)
3	Development Investment Fund	3.00% of after-tax profit	294.509.292
Total			883.527.877

- Regarding the dividend for 2025: based on the Company's business performance, capital requirements and the priority of allocating resources to support business operations during the current period, the Company has not distributed dividends for 2025.

Respectfully submitted.

Recipients:

- As above;
- Filed VPCT.

ON BEHALF OF THE BOARD OF DIRECTORS



CHAIRMAN 

LE THONG NHAT

PROPOSAL

RE: APPROVAL OF THE SELECTION OF AN INDEPENDENT AUDITING FIRM

**To: THE GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of NRC Corporation Joint Stock Company;
- Pursuant to Resolution No. 13/2026/NQ-HĐQT dated 03/06/2026 of the Board of Directors of NRC Corporation Joint Stock Company.

For the purpose of auditing the Company's financial statements for 2026 and other reports (if any) in accordance with applicable laws and the Company's Charter, the Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the selection of an independent auditing firm as follows:

1. Selection Criteria for the Independent Auditing Firm:

The selected independent auditing firm must satisfy all of the following criteria:

- Having a good reputation, being legally licensed to operate in Vietnam, and being included in the list of auditing firms approved by the State Securities Commission of Vietnam to audit issuers, listed companies and securities business organizations.
- Possessing a team of highly qualified auditors, with preference given to firms having experience in auditing listed companies and diversified business groups.
- Ensuring independence and having no conflict of interest in accordance with applicable regulations.
- Offering a reasonable audit fee commensurate with the scope of work, audit contents and audit schedule required by the Company.

2. Approval of the Selection of an Independent Auditing Firm:

- Based on the above criteria and the audit cooperation history over the past years, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the appointment of Moore AISC Auditing and Informatics Services Co., Ltd. as the auditing firm for the Company's 2026 financial statements. Moore AISC has audited the Company's financial statements for many years and satisfies the selection criteria mentioned above.
- At the same time, the Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Board of Directors to:
 - Organize the implementation of and execute the audit service contract with the selected auditing firm on the basis of safeguarding the interests of the Company;
 - Decide on the appointment of another auditing firm that satisfies the criteria set out in Section 1 where necessary (including cases where additional transactions or reports are required to be audited in accordance with the Company's requirements, requests from competent authorities, or applicable laws);

- Report to the General Meeting of Shareholders at the nearest meeting on the implementation of the authorized matters.

Respectfully submitted.

Recipients:

- As above;
- File: VPCT.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN 




LE THONG NHAT

PROPOSAL

RE: APPROVAL OF REMUNERATION FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE CORPORATE GOVERNANCE OFFICER IN 2026

**To: THE GENERAL MEETING OF SHAREHOLDERS
NRC CORPORATION JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of NRC Corporation Joint Stock Company;
- Pursuant to Resolution No. 13/2026/NQ-HDQT dated 03/06/2026 of the Board of Directors of NRC Corporation Joint Stock Company.

In order to ensure the maintenance of governance, supervisory and management activities of the Board of Directors in line with the Company's actual operations in 2026, while maintaining a reasonable balance of operating expenses based on the Company's business plan and operational orientation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the remuneration for members of the Board of Directors and the Corporate Governance Officer in 2026 as follows:

- Chairman of the Board of Directors: VND 20,000,000/month.
- Vice Chairman of the Board of Directors: VND 15,000,000/month.
- Member of the Board of Directors: VND 10,000,000/month.
- Corporate Governance Officer: VND 5,000,000/month.

Respectfully submitted.

Recipients:

- As above;
- File: VPCT.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN 



LE THONG NHAT