

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: - **ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC**
- **SỞ GIAO DỊCH CHỨNG KHOÁN HÀ NỘI**
To: - **STATE SECURITIES COMMISSION OF VIETNAM**
- **HANOI STOCK EXCHANGE**

1. Tên tổ chức/*Name of* : **Công ty Cổ phần Tập đoàn NRC/NRC Corporation**
organization **Joint Stock Company**
- Mã chứng khoán/*Stock code* : NRC
- Địa chỉ/*Address* : Số 3 Trần Nhật Duật, P. Tân Định, TP. Hồ Chí Minh/ 3
Tran Nhat Duat, Tan Dinh Ward, Ho Chi Minh City
- Điện thoại/*Tel* : (84-28) 3622 1399
- E-mail : info@nrc.com.vn

2. Nội dung thông tin công bố/ *Contents of disclosure*: Công bố thông tin Biên bản và Nghị quyết ĐHĐCĐ thường niên năm 2026 và toàn bộ tài liệu đính kèm./ *Information Disclosure on the Minutes and Resolutions of the 2026 Annual General Meeting of Shareholders, together with all accompanying documents*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 27/06/2026 tại đường dẫn <https://nrc.com.vn/nha-dau-tu/dai-hoi-dong-co-dong/> This information was published on the company's website on June 27th, 2026 as in the link <https://nrc.com.vn/nha-dau-tu/dai-hoi-dong-co-dong/>

Chúng tôi xin 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 các thông tin đã công bố/ *We hereby certify that the information provided is true and we shall be legally responsible for the information disclosed.*

Tài liệu đính kèm/Attached documents:
Biên bản họp và Nghị quyết ĐHĐCĐ
Minutes – Resolutions of 2026 AGM

Nơi nhận/ Recipient:

- Như trên/ *As above;*
- Lưu VT/*Filed: VT*

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



TRỊNH VĂN BẢO

NGHỊ QUYẾT/ *RESOLUTION*
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2026
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
CÔNG TY CỔ PHẦN TẬP ĐOÀN NRC
NRC CORPORATION JOINT STOCK COMPANY

- Căn cứ Luật Doanh Nghiệp số 59/2020/QH14 ngày 17 tháng 06 năm 2020;
Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Căn cứ Luật Chứng khoán số 54/2019/QH14 ngày 26 tháng 11 năm 2019;
Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Căn cứ Điều lệ tổ chức và hoạt động của Công ty Cổ phần Tập đoàn NRC (Công ty);
Pursuant to the Charter of Organization and Operation of NRC Corporation Joint Stock Company (the “Company”);
- Căn cứ Biên bản và tài liệu tại cuộc họp Đại hội đồng cổ đông thường niên năm 2026 của Công ty Cổ phần Tập đoàn NRC tổ chức ngày 26/06/2026 đã được Đại hội đồng cổ đông (ĐHĐCĐ) thông qua.

Pursuant to the Minutes and documents of the 2026 Annual General Meeting of Shareholders of NRC Corporation Joint Stock Company held on June 26, 2026, which were duly approved by the General Meeting of Shareholders.

QUYẾT NGHỊ: / *RESOLVED*:

Điều 1. Thông qua Báo cáo hoạt động của Hội đồng quản trị (HĐQT) năm 2025.

Article 1. Approval of the 2025 Report on activities of the Board of Directors.

Điều 2. Thông qua Báo cáo hoạt động của Ủy ban kiểm toán năm 2025.

Article 2. Approval of the 2025 Report on activities of the Audit Committee.

Điều 3. Thông qua Báo cáo tài chính năm 2025 và Báo cáo thực hiện phân phối lợi nhuận, trích lập các quỹ năm 2025 theo nội dung Tờ trình số 01/2026/TT-HĐQT ngày 03/06/2026 của HĐQT.

Article 3. Approval of the 2025 financial statements and profit distribution and fund allocation for year 2025 in compliance with Proposal No.01/2026/TT-HĐQT on June 03, 2026 of the Board of Directors.

Điều 4. Thông qua việc đổi tên Công ty từ “Công ty Cổ phần Tập đoàn NRC” thành “Công ty Cổ phần Tập đoàn Bất động sản Quốc gia” và các vấn đề liên quan theo nội dung Tờ trình số 02/2026/TT-HĐQT ngày 23/06/2026 của HĐQT.

Article 4. Approval of the change of the Company's name from "NRC Corporation Joint Stock Company" to "National Realty Corporation Joint Stock Company" and related matters in compliance with the content of Proposal No. 02/2026/TT-HĐQT dated June 23, 2026 of the Board of Directors.



Điều 5. Thông qua Kế hoạch kinh doanh, phương án phân phối lợi nhuận, trích lập các quỹ năm 2026 theo Tờ trình số 03/2026/TT-HĐQT ngày 03/06/2026 của HĐQT, với các nội dung cơ bản như sau:

Article 5. Approval of the business plan, profit distribution plan and fund allocation for year 2026 in compliance with Proposal No. 03/2026/TT-HĐQT dated June 03, 2026 of the Board of Directors, with the following basic contents:

1. Kế hoạch kinh doanh năm 2026 / Business Plan 2026

STT/ No.	Chỉ tiêu / Target	Kế hoạch 2026/Plan 2026 (tỷ đồng/VND billion)
1	Tổng doanh thu và thu nhập khác (hợp nhất)/ <i>Total revenue and other income (consolidated)</i>	1.200
2	Lợi nhuận trước thuế (hợp nhất) / <i>Profit before tax (consolidated)</i>	60

Ủy quyền cho Hội đồng quản trị chỉ đạo Tổng Giám đốc triển khai thực hiện kế hoạch, điều chỉnh mục tiêu kinh doanh và các định hướng hoạt động năm 2026 phù hợp với tình hình thị trường và hoạt động kinh doanh thực tế của Công ty.

Authorize the Board of Directors to monitor the implementation of the plan, adjust business goals and operational directions for 2026 in accordance with the market situation and actual business operations of the Company.

2. Phương án phân phối lợi nhuận, trích lập các quỹ năm 2026/ Profit distribution plan, fund allocation in 2026

Stt/ No.	Khoản mục/ Item	Tỷ lệ trích/ Allocation Ratio
1	Quỹ khen thưởng/ <i>Bonus Fund</i>	5% lợi nhuận sau thuế/ <i>profit after tax</i>
2	Quỹ phúc lợi/ <i>Welfare Fund</i>	1% lợi nhuận sau thuế/ <i>profit after tax</i>
3	Quỹ đầu tư phát triển/ <i>Development Investment Fund</i>	3% lợi nhuận sau thuế/ <i>profit after tax</i>
4	Cổ tức dự kiến/ <i>Tentative dividend</i>	Không chia cổ tức/ <i>No dividend</i>

Điều 6. Thông qua mức chi trả thù lao các thành viên Hội đồng quản trị và người phụ trách quản trị Công ty năm 2026 theo nội dung Tờ trình số 04/2026/TT-HĐQT ngày 23/06/2026 của HĐQT

Article 6. Approval of the remuneration for members of the Board of Directors and the person in charge of corporate governance in 2026 in compliance with Proposal No. 04/2026/TT-HĐQT dated June 23, 2026 of the Board of Directors

Điều 7. Thông qua kế hoạch tăng vốn điều lệ năm 2026 theo nội dung Tờ trình số 05/2026/TT-HĐQT ngày 23/06/2026 của HĐQT.

Article 7. Approval of the plan of increasing the Company's charter capital in 2026 in accordance with the Proposal No. 05/2026/TT-HĐQT dated June 23, 2026 submitted by the Board of Directors.

Điều 8. Thông qua Phương án chào bán cổ phiếu riêng lẻ cho nhà đầu tư chiến lược theo nội dung Tờ trình số 06/2026/TT-HĐQT ngày 23/06/2026 của HĐQT.

Article 8. Approval of the private placement plan of shares to the strategic investor in accordance with the Proposal No. 06/2026/TT-HĐQT dated June 23, 2026 submitted by the Board of Directors.

Điều 9. Thông qua chủ trương đầu tư sản phẩm bất động sản theo nội dung Tờ trình số 07/2026/TT-HĐQT ngày 23/06/2026 của HĐQT.

Article 9. Approval of Investment in Real Estate Products in accordance with the Proposal No. 07/2026/TT-HĐQT dated June 23, 2026 submitted by the Board of Directors.

Điều 10. Thông qua chủ trương huy động vốn phục vụ hoạt động kinh doanh và bổ sung vốn lưu động theo nội dung Tờ trình số 08/2026/TT-HĐQT ngày 23/06/2026 của HĐQT.

Article 10. Approval of the Capital Raising Plan for Business Operations and Working Capital Supplement in accordance with the Proposal No. 08/2026/TT-HĐQT dated June 23, 2026 submitted by the Board of Directors.

Điều 11. Thông qua việc lựa chọn đơn vị kiểm toán độc lập năm 2026 theo nội dung Tờ trình số 09/2026/TT-HĐQT ngày 03/06/2026 của HĐQT.

Article 11. Approval of the selection of the independent audit firm for year 2026 in compliance with the content of Proposal No. 09/2026/TT-HĐQT dated June 03, 2026 of the Board of Directors as follows:

1. Thông qua việc lựa chọn Công ty TNHH Kiểm toán và Dịch vụ Tin học Moore AISC là đơn vị thực hiện việc kiểm toán Báo cáo tài chính năm 2026 của Công ty.

Approval of the appointment of Moore AISC Auditing and Informatics Services Co., Ltd. as the independent auditing firm to audit the Company's 2026 Financial Statements.

2. Ủy quyền cho Hội đồng quản trị thực hiện các công việc liên quan đến việc triển khai, ký kết hợp đồng và các công việc khác (nếu có) kể cả quyết định thay đổi Công ty kiểm toán phù hợp (trong trường hợp cần thiết), lựa chọn công ty kiểm toán trong trường hợp có phát sinh các nghiệp vụ, báo cáo kiểm toán khác để đáp ứng yêu cầu của Công ty, cơ quan có thẩm quyền và quy định của pháp luật.

To authorize the Board of Directors to carry out all matters relating to the engagement of the independent auditing firm, including the execution of the audit engagement contract and other related matters (if any), and to decide on the replacement of the auditing firm where necessary, or to select another qualified auditing firm for other audit engagements as required by the Company, competent authorities or applicable laws.

Điều 12. Thông qua việc miễn nhiệm và bầu bổ sung thành viên Hội đồng quản trị nhiệm kỳ 2022-2027 theo nội dung Tờ trình số 10/2026/TT-HĐQT ngày 23/06/2026 của Hội đồng quản trị.

Article 12. Approval of the dismissal and the election of a member of the Board of Directors for the term 2022–2027 in accordance with the Proposal No. 10/2026/TT- HĐQT dated June 23, 2026, submitted by the Board of Directors, as follows:

1. Thông qua việc miễn nhiệm chức vụ thành viên Hội đồng quản trị đối với Bà Nguyễn Thị Hương Giang theo đơn xin từ nhiệm.

To approve the dismissal of Ms. Nguyen Thi Huong Giang from the position of Member of the Board of Directors.

2. Thông qua việc bầu bổ sung 01 thành viên Hội đồng quản trị nhiệm kỳ 2022-2027.

To approve the election of one (01) member of the Board of Directors for the term 2022–2027.

Điều 13. Thông qua kết quả bầu cử và bổ nhiệm chức vụ thành viên Hội đồng quản trị nhiệm kỳ 2022-2027 đối với Bà Ngô Thị Như Phượng.

Article 13. To approve the election results and appointment of Ms. Ngo Thi Nhu Phuong as a member of the Board of Directors for the term 2022–2027.

Điều 14. Điều khoản thi hành:

Article 14. Execution:

Nghị quyết này được Đại hội đồng cổ đông thường niên năm 2026 của Công ty Cổ phần Tập đoàn NRC thông qua và có hiệu lực kể từ ngày ký.

This Resolution was duly approved by the 2026 Annual General Meeting of Shareholders of NRC Corporation Joint Stock Company and shall take effect from the date of signing.

Đại hội đồng cổ đông giao cho Hội đồng quản trị tổ chức thực hiện các công việc liên quan, công bố thông tin theo đúng quy định của pháp luật và Điều lệ Công ty.

The General Meeting of Shareholders authorizes the Board of Directors to organize the implementation of related tasks and disclose information in accordance with applicable laws and the Company's Charter.

Nơi nhận:/ Recipients:

- Cổ đông công ty;/ Shareholders;
- HĐQT, UBKT, BDH;
BOD, Audit Committee, the Management;
- CNBV Công ty;/ Employees of the Company;
- Lưu: VPCT./ Company's archives.

TM. ĐẠI HỘI ĐỒNG CỔ ĐÔNG
ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
CHAIRMAN



LÊ THỐNG NHẤT

BIÊN BẢN HỌP

ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2026

CÔNG TY CỔ PHẦN TẬP ĐOÀN NRC

MINUTES OF MEETING

2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NRC CORPORATION JOINT STOCK COMPANY

Tên Công ty <i>Name of Company</i>	CÔNG TY CỔ PHẦN TẬP ĐOÀN NRC <i>NRC CORPORATION JOINT STOCK COMPANY</i>
Mã chứng khoán <i>Securities code</i>	NRC
Địa chỉ <i>Address</i>	Số 3 Trần Nhật Duật, P. Tân Định, TP. Hồ Chí Minh <i>No. 3 Tran Nhat Duat Street, Tan Dinh Ward, Ho Chi Minh City</i>
Điện thoại/Telephone	(84-28) 3622 1399
Website	www.nrc.com.vn
Giấy Chứng nhận đăng ký doanh nghiệp: Số 0312695565 do Sở Kế hoạch và Đầu tư TP Hồ Chí Minh cấp đăng ký lần đầu ngày 19/3/2014 <i>Enterprise Registration Certificate: No 0312695565, first issued by the Department of Planning and Investment of Ho Chi Minh City on March 19, 2014.</i>	
Thời gian tổ chức <i>Time of venue</i>	13 giờ 30 ngày 26/6/2026 <i>13:30, June 26, 2026</i>
Địa điểm tổ chức <i>Meeting venue</i>	Trung tâm Hội nghị Grand Palace, 63 Mạc Đĩnh Chi, Phường Tân Định, Thành phố Hồ Chí Minh <i>Grand Palace Convention Center, 63 Mac Dinh Chi Street, Tan Dinh Ward, Ho Chi Minh City</i>

I. THÀNH PHẦN THAM DỰ ĐẠI HỘI

ATTENDANTS AT THE MEETING

1. Hội đồng quản trị (HĐQT)

Board of Directors (BOD)

- | | |
|-----------------------------------|---|
| - Ông Lê Thông Nhất | Chủ tịch HĐQT |
| <i>Mr. Le Thong Nhat</i> | <i>Chairman of the Board of Directors</i> |
| - Ông Nguyễn Huy Cường | Phó Chủ tịch HĐQT |
| <i>Mr. Nguyen Huy Cuong</i> | <i>Vice Chairman of the Board of Directors</i> |
| - Ông Trần Đại Dương | Thành viên HĐQT kiêm Chủ tịch Ủy ban kiểm toán |
| <i>Mr. Tran Dai Duong</i> | <i>Member of the Board of Directors cum Chairman of the Audit Committee</i> |
| - Ông Trần Vi Thoại | Thành viên HĐQT kiêm Thành viên Ủy ban kiểm toán |
| <i>Mr. Tran Vi Thoai</i> | <i>Member of the Board of Directors cum Member of the Audit Committee</i> |
| - Bà Nguyễn Thị Hương Giang | Thành viên HĐQT |
| <i>Ms. Nguyen Thi Huong Giang</i> | <i>Member of Board of Directors</i> |

2. Ban điều hành

Board of Managements

- | | |
|------------------------------|-------------------------------|
| - Ông Trịnh Văn Bảo | Tổng Giám đốc |
| <i>Mr. Trinh Van Bao</i> | <i>General Manager</i> |
| - Bà Hàn Thị Quỳnh Thi | Phó Tổng Giám đốc |
| <i>Mr. Han Thi Quynh Thi</i> | <i>Deputy General Manager</i> |

3. Đại biểu tham dự

Participants

- Đại diện các đối tác và các Nhà đầu tư.
Representatives of partners and investors
- Ban Tổng Giám đốc và đại diện cán bộ nhân viên Công ty.
The Board of Managements and Company's staffs.

II. TIẾN TRÌNH ĐẠI HỘI

PROCEEDINGS OF THE MEETING

1. Thủ tục khai mạc Đại hội:

Opening procedures of the Meeting

1.1 Báo cáo kiểm tra tư cách cổ đông

Report on verification of shareholders' eligibility

Bà Trần Lê Anh Thu – Trưởng Ban kiểm tra tư cách cổ đông báo cáo kết quả kiểm tra như sau:

Ms. Tran Le Anh Thu, Head of the Shareholders' Eligibility Verification Committee, reported the verification results as follows:

Tại thời điểm khai mạc Đại hội, vào lúc 14 giờ 20 phút ngày 26 tháng 6 năm 2026, tổng số cổ đông và người được cổ đông ủy quyền tham dự là 103 người, đại diện cho 53.626.176 cổ phần có quyền biểu quyết, chiếm 57,91% tổng số cổ phần có quyền biểu quyết của Công ty (tương ứng 92.597.762 cổ phần)

At the opening time of the Meeting, at 14:20 on June 26, 2026, the total number of shareholders attending the Meeting was 103, representing and owning 53,626,176 shares, accounting for 57.91% of the total voting shares of all shareholders entitled to vote (equivalent to 92,597,762 shares)

Căn cứ Luật Doanh nghiệp hiện hành và Điều lệ Công ty Cổ phần Tập đoàn NRC, Đại hội đồng cổ đông thường niên năm 2026 của Công ty Cổ phần Tập đoàn NRC là hợp lệ và đủ điều kiện tiến hành.

Pursuant to the prevailing Law on Enterprises and the Charter of NRC Corporation Joint Stock Company, the 2026 Annual General Meeting of Shareholders of NRC Corporation Joint Stock Company was legally and lawfully convened.

1.2 Đề cử và thông qua thành phần Đoàn Chủ tọa Đại hội gồm:

Nomination and approval of the Chair Panel including:

- | | |
|-----------------------------|--|
| - Ông Lê Thống Nhất | Chủ tịch HĐQT – Chủ tọa |
| <i>Mr. Le Thong Nhat</i> | <i>Chairman of the Board of Directors - Chair of the Panel</i> |
| - Ông Nguyễn Huy Cường | Phó Chủ tịch HĐQT – Thành viên |
| <i>Mr. Nguyen Huy Cuong</i> | <i>Vice Chairman of the Board of Directors - Member</i> |
| - Ông Trịnh Văn Bảo | Tổng Giám đốc – Thành viên |
| <i>Mr. Trinh Van Bao</i> | <i>General Director - Member</i> |

Biểu quyết: 100% cổ đông dự họp tán thành bằng hình thức giơ Thẻ biểu quyết.

Voting: 100% of the attending shareholders approved by raising voting cards.

1.3 Đề cử và thông qua Ban Kiểm phiếu

Approval of the Vote Counting Committee

- | | |
|-------------------------------|------------------------------|
| - Bà Trần Lê Anh Thu | Trưởng ban |
| <i>Ms. Tran Le Anh Thu</i> | <i>Head of the Committee</i> |
| - Bà Lê Ngọc Phương Anh | Thành viên |
| <i>Ms. Le Ngoc Phuong Anh</i> | <i>Member</i> |

Biểu quyết: 100% cổ đông dự họp tán thành bằng hình thức giơ Thẻ biểu quyết.

Voting: 100% of the attending shareholders approved by raising voting cards.

1.4 Thay mặt Đoàn Chủ tọa, Chủ tọa Đại hội giới thiệu nhân sự Thư ký Đại hội:

On behalf of the Chair Panel, the Chairman introduced the Meeting Secretary

- | | |
|----------------------------|--------------------------|
| - Bà Lê Thị Xuân Đức | Thư ký Đại hội |
| <i>Ms. Le Thi Xuan Duc</i> | <i>Meeting Secretary</i> |

2. Diễn biến Đại hội

Proceedings of the Meeting

2.1 Chủ tọa tuyên bố khai mạc Đại hội.

The Chairperson declared the opening of the Meeting.

2.2 Cổ đông thông qua Chương trình Đại hội và toàn bộ nội dung tài liệu báo cáo, tờ trình của ĐHĐCĐ thường niên 2026.

Shareholders approved the Agenda of the Meeting and all contents of the reports and proposals for the 2026 Annual General Meeting of Shareholders.

Biểu quyết: 100% cổ đông dự họp tán thành bằng hình thức giơ Thẻ biểu quyết.

Voting: 100% of the attending shareholders approved by raising voting cards.

2.3 Cổ đông thông qua Quy chế làm việc tại Đại hội và Quy chế bầu cử.

Shareholders approved the Working Regulations of the Meeting and the Election Regulations

Biểu quyết: 100% cổ đông dự họp tán thành bằng hình thức giơ Thẻ biểu quyết.

Voting: 100% of the attending shareholders approved by raising voting cards

2.4 HĐQT/Ban điều hành trình bày các nội dung như sau:

The Board of Directors/Board of Management presented the following matters:

Vấn đề 1: Thông qua Báo cáo hoạt động của Hội đồng quản trị năm 2025

Proposal 1: Approval of the 2025 Report on activities of the Board of Directors

Vấn đề 2: Thông qua Báo cáo hoạt động của Ủy ban kiểm toán năm 2025

Proposal 2: Approval of the 2025 Report on activities of the Audit Committee

Vấn đề 3: Thông qua Báo cáo tài chính năm 2025 và việc thực hiện phân phối lợi nhuận, trích lập các quỹ năm 2025

Proposal 3: Approval of the 2025 financial statements and profit distribution and fund allocation for year 2025

Vấn đề 4: Thông qua việc đổi tên Công ty

Proposal 4: Approval of the change of the Company's name

Vấn đề 5: Thông qua kế hoạch kinh doanh, phương án phân phối lợi nhuận, trích lập các quỹ năm 2026

Proposal 5: Approval of the business plan, profit distribution plan and fund allocation for year 2026

Vấn đề 6: Thông qua việc lựa chọn đơn vị kiểm toán độc lập năm 2026

Proposal 6: Approval of the selection of the independent audit firm for year 2026

Vấn đề 7: Thông qua kế hoạch tăng vốn điều lệ năm 2026

Proposal 7: Approval of the plan of increasing the Company's charter capital in 2026

Vấn đề 8: Thông qua Phương án chào bán cổ phiếu riêng lẻ cho nhà đầu tư chiến lược

Proposal 8: Approval of the private placement plan of shares to the strategic investor

Vấn đề 9: Thông qua chủ trương đầu tư sản phẩm bất động sản

Proposal 9: Approval of Investment in Real Estate Products

Vấn đề 10: Thông qua chủ trương huy động vốn phục vụ hoạt động kinh doanh và bổ sung vốn lưu động

Proposal 10: Approval of the Capital Raising Plan for Business Operations and Working Capital Supplement

Vấn đề 11: Thông qua mức chi trả thù lao các thành viên HĐQT và người phụ trách quản trị Công ty năm 2026

Proposal 11: Approval of remuneration for members of the Board of Directors and the person in charge of corporate governance in 2026

Vấn đề 12: Thông qua việc miễn nhiệm và bầu bổ sung thành viên HĐQT nhiệm kỳ 2022-2027

Proposal 12: Approval of the Dismissal and Election of Member of the Board of Directors for the term 2022-2027

Đại hội tiến hành biểu quyết thông qua việc miễn nhiệm và bầu bổ sung 01 thành viên HĐQT nhiệm kỳ 2022-2027

The Meeting voted to approve the dismissal and election of one (01) member of the Board of Directors for the term 2022-2027

Biểu quyết: 100% cổ đông dự họp tán thành bằng hình thức giơ Thẻ biểu quyết.

Voting: 100% of the attending shareholders approved by raising voting cards

- 2.5 Ông Đỗ Thanh Nhân - Chủ tịch HĐQT Thiên Hoàng Holdings – đại diện đối tác chiến lược phát biểu về định hướng hợp tác của Thiên Hoàng Holdings trong sự phát triển của NRC.

Mr. Do Thanh Nhan – Chairman of the Board of Directors of Thien Hoang Holdings, representatives of the strategic partner, delivered a speech on the cooperation orientation of Thien Hoang Holdings in support of NRC's development.

- 2.6 Đại hội thảo luận về các nội dung Đại hội

The Meeting discussed the contents submitted to the Meeting

Cổ đông - Mã số 3391, hỏi Đoàn chủ tọa về việc kế hoạch kinh doanh năm 2026 tập trung vào dự án trọng tâm nào, nguồn thu từ đâu?

Chủ tọa đoàn trả lời: Công ty sẽ tập trung kinh doanh vào Dự án The Welltone Luxury Residence (Nha Trang) dự kiến doanh số trên 700 tỷ.

The shareholder (Shareholder code No.3391) asked the Chair Panel which project that the 2026 business plan would mainly focus on and where the revenue would come from.

The Chairman responded that the Company would focus its business on The Welltone Luxury Residents project in Nha Trang, which is expected to generate sales revenue of over VND 700 billion.

- 2.7 Bà Trần Lê Anh Thu – Trưởng Ban kiểm tra tư cách cổ đông báo cáo kết quả kiểm tra như sau:
Tại thời điểm tiến hành biểu quyết và bầu cử, tổng số cổ đông tham dự đại hội là: 103 người, đại diện và sở hữu: 53.626.176 cổ phần, chiếm tỷ lệ: 57,91% tổng số phiếu biểu quyết của tất cả cổ đông có quyền biểu quyết.

Ms. Tran Le Anh Thu, Head of the Shareholders' Eligibility Verification Committee, reported the verification results as follows:

At the time of voting and election, the total number of shareholders attending the Meeting was 103 persons, representing and owning 53,626,176 shares, accounting for 57.91% of the total voting shares of all shareholders entitled to vote.

- 2.8 Các cổ đông tiến hành biểu quyết thông qua nội dung trình và bỏ phiếu bầu Thành viên HĐQT nhiệm kỳ 2022-2027 theo tài liệu Đại hội.

The shareholders voted to approve the submitted contents and election of member of the Board of Directors for the term 2022-2027 in accordance with the Meeting's documents.

- 2.9 Công bố kết quả biểu quyết và kết quả bầu cử:

Announcement of voting results and election results:

- a. Công bố kết quả biểu quyết

Announcement of voting results

- Tổng số phiếu đã phát ra: 103 phiếu, đại diện cho 53.626.176 cổ phần có quyền biểu quyết tương đương 100% số cổ phần dự họp.

Total number of ballots issued: 103 ballots, representing 53,626,176 voting shares, equivalent to 100% of the shares represented at the meeting.

- Tổng số phiếu thu về: 101 phiếu, đại diện cho: 53.626.174 cổ phần có quyền biểu quyết tương đương 99,999% số cổ phần dự họp.

Total number of ballots collected: 101 ballots, representing 53,626,174 voting shares, equivalent to 99,999% of the shares represented at the meeting.

- Tổng số phiếu thu về hợp lệ: 101 phiếu, đại diện cho: 53.626.174 cổ phần có quyền biểu quyết tương đương 99,999% số cổ phần dự họp.

Total number of valid ballots: 101 ballots, representing 53,626,174 voting shares, equivalent to 99,999% of the shares represented at the meeting.

STT No.	Vấn đề Proposal	Tán thành Approval (%)	Không tán thành Disapproval (%)	Không có ý kiến No opinion (%)
1.	Thông qua Báo cáo hoạt động của HĐQT năm 2025 <i>Approval of the 2025 Report on activities of the Board of Directors</i>	100%	0%	0%
2.	Thông qua Báo cáo hoạt động của Ủy ban kiểm toán năm 2025	100%	0%	0%

STT No.	Vấn đề <i>Proposal</i>	Tán thành <i>Approval</i> (%)	Không tán thành <i>Disapproval</i> (%)	Không có ý kiến <i>No opinion</i> (%)
	<i>Approval of the 2025 Report on activities of the Audit Committee</i>			
3.	Thông qua Báo cáo tài chính năm 2025 và việc thực hiện phân phối lợi nhuận, trích lập các quỹ năm 2025 theo nội dung Tờ trình số 01/2026/TT-HĐQT ngày 03/06/2025 của Hội đồng quản trị. <i>Approval of the 2025 financial statements and profit distribution and fund allocation for year 2025 in compliance with Proposal No.01/2026/TT-HĐQT on June 03, 2026.</i>	100%	0%	0%
4.	Thông qua việc thay đổi tên Công ty theo nội dung Tờ trình số 02/2026/TT-HĐQT ngày 23/06/2025 của Hội đồng quản trị. <i>Approval of the change of the Company's name in compliance with Proposal No.02/2026/TT-HĐQT on June 23, 2026.</i>	100%	0%	0%
5.	Thông qua kế hoạch kinh doanh, phương án phân phối lợi nhuận, trích lập các quỹ năm 2026 theo nội dung Tờ trình số 03/2026/TT-HĐQT ngày 23/06/2025 của Hội đồng quản trị. <i>Approval of the business plan, profit distribution plan and fund allocation for year 2026 in compliance with Proposal No.03/2026/TT-HĐQT on June 23, 2026.</i>	99,997%	0%	0,003%
6.	Thông qua mức chi trả thù lao các thành viên HĐQT và người phụ trách quản trị Công ty năm 2026 theo nội dung Tờ trình số 04/2026/TT-HĐQT ngày 23/06/2025 của Hội đồng quản trị. <i>Approval of remuneration for members of the Board of Directors and the person in charge of corporate governance in 2026 in compliance with Proposal No.04/2026/TT-HĐQT on June 23, 2026.</i>	99,997%	0%	0,003%
7.	Thông qua kế hoạch tăng vốn điều lệ năm 2026 theo nội dung Tờ trình số 05/2026/TT-HĐQT ngày 23/06/2025 của Hội đồng quản trị. <i>Approval of the plan of increasing the Company's charter capital in 2026 in compliance with Proposal No.05/2026/TT-HĐQT on June 23, 2026.</i>	100%	0%	0%
8.	Thông qua Phương án chào bán cổ phiếu riêng lẻ cho nhà đầu tư chiến lược theo nội dung Tờ	100%	0%	0%

STT No.	Vấn đề <i>Proposal</i>	Tán thành <i>Approval</i> (%)	Không tán thành <i>Disapproval</i> (%)	Không có ý kiến <i>No opinion</i> (%)
	<i>compliance with Proposal No.06/2026/TT-HĐQT on June 23, 2026.</i>			
9.	Thông qua chủ trương đầu tư sản phẩm bất động sản theo nội dung Tờ trình số 07/2026/TT-HĐQT ngày 23/06/2025 của Hội đồng quản trị. <i>(Các cổ đông có lợi ích liên quan không được biểu quyết nội dung tờ trình này. Các cổ đông không được biểu quyết sở hữu và nhận ủy quyền đại diện 27.900.074 cổ phần có quyền biểu quyết)</i> <i>Approval of Investment in Real Estate Products in compliance with Proposal No.07/2026/TT-HĐQT on June 23, 2026.</i> <i>(Related shareholders are not entitled to vote on this Proposal. The shareholders who are not entitled to vote own and are authorized to represent 27.900.074 voting shares.)</i>	100%	0%	0%
10.	Thông qua chủ trương huy động vốn phục vụ hoạt động kinh doanh và bổ sung vốn lưu động theo nội dung Tờ trình số 08/2026/TT-HĐQT ngày 23/06/2025 của Hội đồng quản trị. <i>Approval of the Capital Raising Plan for Business Operations and Working Capital Supplement in compliance with Proposal No.08/2026/TT-HĐQT on June 23, 2026.</i>	100%	0%	0%
11.	Thông qua việc lựa chọn đơn vị kiểm toán độc lập năm 2026 theo nội dung Tờ trình số 09/2026/TT-HĐQT ngày 23/06/2025 của Hội đồng quản trị. <i>Approval of the selection of the independent audit firm for year 2026 in compliance with Proposal No.09/2026/TT-HĐQT on June 23, 2026.</i>	99,997%	0,003%	0%
12.	Thông qua việc miễn nhiệm và bầu bổ sung thành viên HĐQT nhiệm kỳ 2022-2027 theo nội dung Tờ trình số 10/2026/TT-HĐQT ngày 23/06/2025 của Hội đồng quản trị. <i>Approval of the Dismissal and Election of Member of the Board of Directors for the term 2022–2027 in compliance with Proposal No.10/2026/TT-HĐQT on June 23, 2026.</i>	100%	0%	0%

b. Công bố kết quả bầu cử bổ sung thành viên HĐQT nhiệm kỳ 2022-2027:

Announcement of the results of the election of member of the Board of Directors for the term 2022-2027

- Trưởng ban Ban kiểm phiếu công bố kết quả bầu cử bổ sung thành viên HĐQT nhiệm kỳ 2022-2027

The Head of the Vote Counting Committee announced the results of the election of member of the Board of Directors for the term 2022-2027.

STT No.	Họ và tên ứng viên <i>Full name of Candidate</i>	Số phiếu bầu <i>Number of votes</i>	Tỷ lệ % <i>Ratio</i>
1	NGÔ THỊ NHƯ PHƯƠNG	53.625.065	99,998%

III. KẾT THÚC ĐẠI HỘI

CLOSING OF THE MEETING

Biên bản họp Đại hội đồng cổ đông thường niên năm 2026 của Công ty Cổ phần Tập đoàn NRC đã được đọc để thông qua trước khi bế mạc Đại hội và được 100% cổ đông dự họp chấp thuận.

The Minutes of the 2026 Annual General Meeting of Shareholders of NRC Corporation Joint Stock Company was disclosed for approval before the closing of the Meeting and approved by 100% of the attending shareholders.

Cuộc họp Đại hội đồng cổ đông thường niên Công ty Cổ phần Tập đoàn NRC kết thúc lúc 16 giờ 30 cùng ngày.

The Annual General Meeting of Shareholders of NRC Corporation Joint Stock Company ended at 16:30 on the same day.

THƯ KÝ ĐẠI HỘI

SECRETARY OF THE MEETING

LÊ THỊ XUÂN ĐỨC

TM. ĐOÀN CHỦ TỌA ĐẠI HỘI

ON BEHALF OF THE CHAIR PANEL

CHỦ TỌA/CHAIRMAN



LÊ THỐNG NHẤT

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.

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.

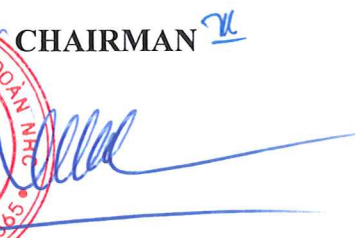
The Board of Directors sincerely appreciates the continued support, trust, and cooperation of shareholders, business partners, customers, and all employees throughout the past year.

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: BOARD OF DIRECTORS' RESOLUTIONS ISSUED IN 2025

No.	Resolution No.	Date	Content	Implement ation status
1	01/2025/NQ-HĐQT	06/01/2025	Approval of the termination of the employment contract of Mr. Nguyen Huu Quang and the appointment of Mr. Trinh Van Bao as Deputy General Director.	Completed
2	02/2025/NQ-HĐQT	14/02/2025	Approval of the termination of the employment contract of Mr. Ho Duc Toan.	Completed
3	03/2025/NQ-HĐQT	28/02/2025	Approval of the Company's Organizational chart and Regulations on organization and operation.	Completed
4	04/2025/NQ-HĐQT	28/02/2025	Approval of the Regulation on organization and operation of the units.	Completed
5	05/2025/NQ-HĐQT	20/03/2025	Approval of the signing of Strategic cooperation agreements with Agricultural Companies.	Completed
6	06/2025/NQ-HĐQT	27/03/2025	Approval of the establishment of NRC High-Tech Agriculture Investment Company Limited.	Completed
7	06.1/2025/NQ-HĐQT	12/04/2025	Approval of the signing of a contract between Danh Khoi Corporation Joint Stock Company and a related organization, namely NRC High-Tech Agriculture Investment Company Limited.	Completed
8	07/2025/NQ-HĐQT	15/04/2025	Approval of liquidation of the enterprise management consulting service contract No. 03/2024/ChauA-DKG dated May 10, 2024.	Completed
9	08/2025/NQ-HĐQT	18/04/2025	Approval of the extension of the deadline for holding the 2025 General Meeting of Shareholders.	Completed

No.	Resolution No.	Date	Content	Implementation status
10	09/2025/NQ-HĐQT	18/04/2025	Approval of the signing of an audit contract for the outstanding debt report and the status of use of proceeds during the period from January 1, 2024 to December 31, 2024.	Completed
11	10/2025/NQ-HĐQT	21/04/2025	Approval of the signing of a Strategic cooperation agreement with a Company operating in the pharmaceutical and medical supplies sector.	Completed
12	10.1/2025/NQ-HĐQT	25/04/2025	Approval in principle for the Company's wholly-owned subsidiary to contribute capital to AG High-Tech Agriculture Company Limited.	Completed
13	11/2025/NQ-HĐQT	28/04/2025	Approval of the convening of the 2025 Annual General Meeting of Shareholders.	Completed
14	12/2025/NQ-HĐQT	20/05/2025	Approval of the appointment and dismissal of the Chief Accountant and the person in charge of corporate governance.	Completed
15	13/2025/NQ-HĐQT	03/06/2025	Approval of the agenda and documents to be submitted to the 2025 Annual General Meeting of Shareholders.	Completed
16	14/2025/NQ-HĐQT	13/06/2025	Approval of the list of candidates for the position of member of the Board of Directors for the term 2022–2027.	Completed
17	15/2025/NQ-HĐQT	19/06/2025	Approval of the supplementation of several matters under the authority of the General Meeting of Shareholders.	Completed
18	16/2025/NQ-HĐQT	27/06/2025	Approval for Nagri High-Tech Agriculture Investment Company Limited to enter into investment cooperation for the acquisition of a rice processing factory.	Completed

No.	Resolution No.	Date	Content	Implement ation status
19	17/2025/NQ-HĐQT	02/07/2025	Approval of the signing of the audit contract for the 2025 Financial Statements.	Completed
20	18/2025/NQ-HĐQT	07/07/2025	Approval of the change of the Company's logo and seal specimen.	Completed
21	18.1/2025/NQ-HĐQT	09/07/2025	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	09/07/2025	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 of the adjustment and re-issuance of documents in line with the new brand and logo identity.	Completed
24	20/2025/NQ-HĐQT	11/08/2025	Approval of the selection of a consulting firm for the 2025 private share placement.	Completed
25	21/2025/NQ-HĐQT	11/08/2025	Approval of the establishment of NRC Pharma.	Completed
26	22/2025/NQ-HĐQT	11/08/2025	Approval of the appointment of NRC Pharma's management personnel.	Completed
27	23/2025/NQ-HĐQT	14/08/2025	Approval of the appointment of the Vice Chairperson of the Board of Directors and the dismissal and appointment of the General Director.	Completed
28	24/2025/NQ-HĐQT	15/08/2025	Approval of the Delegation of Authority Matrix.	Completed
29	25/2025/NQ-HĐQT	20/08/2025	Approval of the adjustment to the cooperation plan for the acquisition of the rice processing factory.	Completed
30	26/2025/NQ-HĐQT	20/08/2025	Approval of the debt recovery plan for Danh Khoi Holdings Investment Joint Stock	Completed

No.	Resolution No.	Date	Content	Implementation status
			Company.	
31	27/2025/NQ-HĐQT	23/08/2025	Approval of the debt recovery plan for Danh Khoi Holdings Investment Joint Stock Company.	Completed
32	28/2025/NQ-HĐQT	25/08/2025	Approval of the debt recovery plan.	In progress
33	28.1/2025/NQ-HĐQT	26/08/2025	Approval of the establishment of the Portfolio Restructuring Project Implementation Committee and the Business Development Solutions Project Implementation Committee.	Completed
34	29/2025/NQ-HĐQT	03/09/2025	Approval of a transaction with a related person.	Completed
35	30/2025/NQ-HĐQT	12/09/2025	Approval of the convening of the 2025 Extraordinary General Meeting of Shareholders.	Completed
36	31/2025/NQ-HĐQT	11/09/2025	Approval of the acquisition of 99% of the Charter Capital of Netland.	Completed
37	32/2025/NQ-HĐQT	17/09/2025	Approval of a related-party transaction regarding the office lease to NRC Pharma.	Completed
38	33/2025/NQ-HĐQT	20/09/2025	Approval of the appointment of capital representatives, nomination of personnel to participate in the Board of Directors and the Board of Supervisors, and request to organize the Extraordinary General Meeting of Shareholders of Netland Real Estate Joint Stock Company.	Completed
39	34/2025/NQ-HĐQT	27/09/2025	Approval of the NRC brand identity system.	Completed
40	35/2025/NQ-HĐQT	02/10/2025	Approval for the capital representative to vote at the General Meeting of Shareholders	Completed

No.	Resolution No.	Date	Content	Implementation status
			of Netland Real Estate Joint Stock Company.	
41	36/2025/NQ-HĐQT	17/10/2025	Approval of the time and venue for organizing the 2025 Extraordinary General Meeting of Shareholders.	Completed
42	37/2025/NQ-HĐQT	17/10/2025	Approval of the agenda and documents to be submitted to the 2025 Extraordinary General Meeting of Shareholders.	Completed
43	38/2025/NQ-HĐQT	21/10/2025	Approval in principle of the appointment of a Deputy General Director of Netland Real Estate Joint Stock Company.	Completed
44	39/2025/NQ-HĐQT	27/10/2025	Approval of the dismissal and appointment of the Chairperson of the Audit Committee.	Completed
45	40/2025/NQ-HĐQT	30/10/2025	Approval of the amendment/supplementation of registered business sectors.	Completed
46	41/2025/NQ-HĐQT	06/12/2025	Approval of the voting contents of the capital representative at DKTK.	Completed
47	43/2025/NQ-HĐQT	11/11/2025	Approval of the assignment of duties among members of the Board of Directors.	Completed
48	44/2025/NQ-HĐQT	07/11/2025	Approval of Netland's organizational chart.	Completed
49	45/2025/NQ-HĐQT	29/11/2025	Approval of the issuance of Netland's brand identity system.	Completed
50	46/2025/NQ-HĐQT	24/12/2025	Approval of technical presentation adjustments in Proposal No. 16/2025/TT-NRC.	Completed
51	47/2025/NQ-HĐQT	23/12/2025	Approval of the private share placement plan to increase the charter capital of Netland Real Estate Joint Stock Company and approval in principle of the cooperation between Netland and BOC.	Completed

APPENDIX 2: RESOLUTIONS APPROVED BY 2025 GENERAL MEETING OF SHAREHOLDERS

No.	Resolution/Decision No.	Date	Content	Implementation status
1	01/2025/NQ-ĐHDCĐ-DKG	24/06/2025	Approval of the 2024 report on activities of the Board of Directors.	
			Approval of the 2024 report on activities of the Audit Committee.	
			Approval of the 2024 financial statements and the profit distribution and appropriation to funds for 2024.	
			Approval of the selection of an independent auditor for the 2025 financial statements.	
			Approval of the 2025 business plan, profit distribution plan, and appropriation to funds.	
			Approval of the change of the Company's name.	Completed
			Approval of the supplementation of business lines.	Completed
			Approval of the amendments to the Company's Charter.	Completed
			Approval of the adjustments to the Regulation on operation of the Board of Directors.	Completed
			Approval of the remuneration levels for members of the Board of Directors and the person in charge of Corporate Governance in 2025.	Completed

No.	Resolution/Decision No.	Date	Content	Implementation status
			Approval of the cancellation of the 2024 private share placement plan to increase charter capital.	Completed
			Approval of the 2025 private share placement plan to increase charter capital.	Plan adjusted at the 2025 Extraordinary General Meeting of Shareholders
			Approval of the authorization for the member of the Board of Directors to implement certain matters under the authority of the General Meeting of Shareholders.	Completed
			Approval of the dismissal and additional election of members of the Board of Directors for the term 2022–2027.	Completed
			Approval of the election results of members of the Board of Directors for the term 2022–2027.	Completed
2	02/2025/NQ-DHĐCĐ	25/10/2025	Approval of the investment in real estate products of the Welltone Luxury Residence project at Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City (now Nha Trang Ward, Khanh Hoa Province).	Completed

No.	Resolution/Decision No.	Date	Content	Implementation status
			Approval of the authorization for the Board of Directors to implement the Company's investment, business and capital arrangement activities.	Completed
			Approval of the plan to increase charter capital through a private share offering.	In progress
			Approval of the private share offering plan to increase charter capital.	In progress
			Approval of the dismissal of Ms. Han Thi Quynh Thi from the position of member of the Board of Directors and the additional election of an independent member of the Board of Directors for the 2022–2027 term.	Completed
			Approval of the election results and appointment of Mr. Tran Dai Duong as an independent member of the Board of Directors for the term 2022–2027.	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.

Ho Chi 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 03 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 Change of the Company's Name

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

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending and supplementing documents;*
- *The Charter on organization and operation of NRC Group Joint Stock Company;*
- *The Resolution of the Board of Directors of NRC Group Joint Stock Company No.14/2026/NQ-HĐQT dated June 23, 2026 approving the contents to be submitted to the General Meeting of Shareholders;*
- *The Company's strategic development orientation for the 2026–2030 period.*

Currently, the Company is operating under the following brand name:

Vietnamese name: CÔNG TY CỔ PHẦN TẬP ĐOÀN NRC

English name: NRC CORPORATION JOINT STOCK COMPANY

Abbreviated name: NRC CORP

In the new stage of development, the Company is oriented toward focusing its resources on investment, development, and business activities in the real estate sector, while also expanding its operations through an ecosystem of member companies in order to enhance its competitiveness and increase value for shareholders.

In order to align with the above strategic orientation, as well as to enhance brand recognition and expand cooperation opportunities with financial institutions and domestic and foreign investors, the Board of Directors considers that the change of the Company's name is necessary.

The new name will more clearly reflect the Company's core business orientation, long-term development vision, and intended position in the next stage of development, while also creating consistency in the Company's restructuring strategy, brand development, and business expansion.

Based on the above development orientation, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the change of the Company's name with the following specific details:

Proposed new name:

- Vietnamese name: **CÔNG TY CỔ PHẦN TẬP ĐOÀN BẤT ĐỘNG SẢN QUỐC GIA**
- English name: **NATIONAL REALTY CORPORATION JOINT STOCK COMPANY**
- Abbreviated name: **NATIONAL REALTY CORPORATION**

The new name clearly reflects the Company's strategic orientation in the new stage of development, while contributing to enhancing brand recognition, expanding investment cooperation opportunities, and increasing the Company's competitiveness in the market.

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

1. Approval of the change of the Company's name:

Before change	After change
In Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN NRC	In Vietnamese: CÔNG TY CỔ PHẦN TẬP ĐOÀN BẤT ĐỘNG SẢN QUỐC GIA
In English: NRC CORPORATION JOINT STOCK COMPANY	In English: NATIONAL REALTY CORPORATION JOINT STOCK COMPANY
Abbreviated name: NRC Corp.	Abbreviated name: NATIONAL REALTY CORPORATION

2. Approval of the adjustment Clause 1 Article 1 the Company's Charter, as follows:

Vietnamese name: **CÔNG TY CỔ PHẦN TẬP ĐOÀN BẤT ĐỘNG SẢN QUỐC GIA**

English name: **NATIONAL REALTY CORPORATION JOINT STOCK COMPANY**

Abbreviated name: **NATIONAL REALTY CORPORATION**

3. Approval of the assignment and authorization to the Company's Board of Directors to carry out matters related to the change of the Company's name, including but not limited to the following:

- Carrying out procedures for amendment of the Enterprise Registration Certificate;
- Amending the Company's Charter to reflect the new name;
- Carrying out other tasks as required by law to complete the change of the Company's name.

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

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



LE THONG NHAT

PROPOSAL

Re: Approval of 2026 Business Plan and the Plan for Profit Distribution

To: 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 Group Joint Stock Company;
- Pursuant to Resolution No. 01/2025/NQ-GMS dated June 24, 2025 of the 2025 Annual General Meeting of Shareholders;
- Pursuant to Resolution No. 13/2026/NQ-BOD dated June 03, 2026 of the Board of Directors of NRC Group Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2026 business plan and profit distribution plan as follows:

A. BUSINESS PERFORMANCE IN 2025

1. Achievements

In 2025, amid various fluctuations, difficulties and challenges in the economy and the real estate market, and pursuant to the restructuring plan approved by the 2025 Annual General Meeting of Shareholders, the Company operated under its new name, “NRC Group Joint Stock Company”, and expanded its business operations toward a multi-sector model. In implementing this strategy, the Company’s Management focused all efforts on carrying out business solutions to reposition and develop the NRC Group brand in its core business sector as well as in new business lines.

In terms of the real estate business, the management, operation and optimization of investment efficiency were carried out by the Company’s subsidiaries, namely Netland Real Estate Joint Stock Company and NRC Property Investment and Development Joint Stock Company formerly known as Danh Khoi TK Joint Stock Company, through investment cooperation contracts and strategic cooperation agreements with partners who are investors of potential and effective projects such as Welltone Luxury Residence, Dai Nam Residence, etc.

In terms of the food and high-tech agriculture business and the pharmaceuticals and medical supplies business, business activities were implemented through the Company’s subsidiaries, namely NRC High-Tech Agriculture Investment Company Limited (Nagri) and NRC Pharma Company Limited, together with member companies within the ecosystem. To date, these member companies have initially achieved relatively positive results in their business operations.

In 2025, the business performance results of NRC Group Joint Stock Company on a consolidated basis were as follows:

Unit: VND billion

No.	KPIs	2024 Actual	2025 Projected	2025 Actual
1	Total revenue and other income (consolidated)	74.15	959	91.61
2	Profit before tax (consolidated)	(137.28)	25	10.52

Although the Company's business performance in 2025 remained underperformance and did not meet the planned targets, the Company successfully established an ecosystem of companies operating in its target business sectors, thereby creating a favorable foundation for promoting business activities across these sectors, seeking investment and business opportunities, and pursuing the Company's development orientation in 2026 and the coming period.

B. 2026 BUSINESS PLAN

1. Macroeconomic and market conditions

- 2026 is expected to continue to be a period in which Vietnam's economy maintains positive growth momentum, while the investment and business environment is gradually improved through policies supporting the development of the private sector, promoting investment, production and business activities, and completing the legal framework for various key economic sectors.
- In terms of the real estate sector, although the market still faces certain difficulties in terms of liquidity and capital sources, several signs of recovery have emerged in segments driven by genuine demand, projects with complete legal documentation, and areas with a high urbanization rate. This presents both an opportunity for the Company to continue effectively exploiting its existing investment portfolio and favorable conditions for studying investment cooperation and project development opportunities in the coming period.
- In terms of the high-tech agriculture sector, demand for high-quality agricultural products with clear origins and compliance with food safety standards continues to increase in both domestic and international markets. In addition to opportunities for market expansion, the agriculture sector also faces challenges relating to commodity price fluctuations, input costs, and increasingly stringent requirements for product quality, requiring enterprises to continuously enhance their management capacity and develop their value chains.
- In terms of the pharmaceuticals, medical supplies and healthcare sector, people's demand for healthcare continues to increase, alongside the trend of expanding distribution systems and diversifying products. This is a sector with considerable development potential, but it also imposes high requirements in terms of financial capacity, product quality, distribution systems, and the ability to adapt to specialized regulations.

2. 2026 Business Plan

Based on its assessment of the market context, internal capabilities and investment opportunities, the Company's Management has identified the objectives for 2026 as follows: to expand investment opportunities, focus on promoting and expanding the business ecosystem, and enhance the operational efficiency of member companies, thereby creating a foundation for stable and sustainable development in the following years.

In 2026, the Company will continue to restructure its investment portfolio, improve governance efficiency, and optimize resources at its member companies; at the same time, it will accelerate the implementation of projects, cooperation programs and business activities that were prepared in 2025. In the real estate sector, the Company will focus on exploring investment opportunities, project development and distribution activities in line with the market's recovery. In the high-tech agriculture sector, the Company will continue to complete the value chain from production to commercialization, and expand the scale of cooperation with domestic and foreign partners in order to increase output and revenue. In terms of the pharmaceuticals and medical supplies sector, the Company will focus on developing its distribution system, expanding its product portfolio, and enhancing its competitiveness in commercial activities.

2.1. KPIs of business performance:

In 2026, the Company aims to focus on developing its business activities by effectively exploiting existing projects and investments, while expanding its operations in the fields of real estate, high-tech agriculture, pharmaceuticals and medical supplies.

Unit: VND billion

No.	KPIs	2026 Forecast
1	Total revenue and other income (consolidated)	1,200
2	Profit before tax (consolidated)	60

2.2. Development of Investment and Business Activities

- In 2026, the Company will continue to develop its business activities under a multi-sector orientation, on the basis of leveraging the business areas already established within the NRC ecosystem, including real estate, high-tech agriculture, pharmaceuticals, medical supplies and related sectors.
- In terms of the real estate sector, the Company will focus on managing and effectively exploiting its existing project portfolio and investments; at the same time, it will study opportunities for investment cooperation, project development and business activities in line with market conditions and the Company's financial capacity.
- In terms of the high-tech agriculture sector, the Company will continue to promote agricultural product trading, develop raw material areas, and gradually complete the value chain.
- In terms of the pharmaceuticals and medical supplies sector, the Company will continue to expand its partner network, develop markets and strengthen its distribution system.
- In parallel with effectively exploiting existing resources, the Company will proactively study opportunities for investment cooperation, project acquisition, corporate M&A or business cooperation with suitable partners in order to expand its scale of operations and enhance its competitiveness.

2.3. Enhancement of Corporate Governance Capacity

- The Company will continue to improve its corporate governance system toward transparency and efficiency; strengthen internal control, risk management and legal compliance across the entire system.
- Investment expansion will be carried out on a prudent basis, in line with the Company's medium- and long-term development strategy, while ensuring efficient capital utilization and risk control.
- The Company will continue to invest in human resources and apply technology in management and operations, thereby gradually enhancing its competitiveness and adaptability to development requirements in the new phase.
- The Company will continue to implement solutions to improve capital efficiency, strengthen cash flow management, accelerate debt collection and restructure investments in order to consolidate its financial capacity.
- In addition, the Company will proactively study capital raising plans suitable to its development needs in each stage; at the same time, it will expand cooperation with financial institutions, strategic investors and capable partners in order to supplement resources for investment and business activities.

2.4. Brand Development

- Continue to strengthen NRC's brand image and position in line with its orientation as a multi-sector investment and development enterprise associated with effective governance and sustainable development.
- Promote brand communication activities linked to business performance, strategic cooperation programs and the activities of member companies; thereby enhancing brand recognition, corporate reputation and the confidence of shareholders, investors, customers and partners.

B. PLAN FOR PROFIT DISTRIBUTION 2026

No.	Item	% of Net Profit
1	Bonus Fund	5% of Net Profit
2	Welfare Fund	1% of Net Profit
3	Development Investment Fund	3% of Net Profit
4	Tentative dividend	No dividend distribution

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the 2026 Business Plan and the Plan for Profit Distribution and Appropriation to Funds as set out above, and at the same time seeks the General Meeting of Shareholders' support in enabling the Board of Directors to proactively seize opportunities and decide on investment and business plans in order to achieve the highest results and benefits for the Company.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- *As mentioned;*
- *Company archives.*

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.14/2026/NQ-HĐQT dated 23/06/2026 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 450,000,000/month.
- Vice Chairman of the Board of Directors: VND 350,000,000/month.
- Member of the Board of Directors: VND 100,000,000/month.
- Corporate Governance Officer: VND 10,000,000/month.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



LE THONG NHAT

PROPOSAL

Re: The plan of increasing the Company's charter capital in 2026

To: GENERAL MEETING OF SHAREHOLDERS

NRC CORPORATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its implementing, amending and supplementing documents, if any;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated December 6, 2019 and its implementing, amending and supplementing documents, if any;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, providing detailed regulations on the implementation of a number of articles of the Law on Securities, and its amending and supplementing documents, if any;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors of NRC Corporation Joint Stock Company;
- Pursuant to the Charter of NRC Corporation Joint Stock Company.

The Board of Directors ("BOD") of NRC Corporation Joint Stock Company (the "Company") respectfully submits to the Annual General Meeting of Shareholders ("AGM") for consideration and approval the following matters:

1. Report on the implementation of the private placement plan for shares to increase charter capital under Resolution No.02/2025/NQ-ĐHĐCĐ dated October 25, 2025

The Company's General Meeting of Shareholders held on October 25, 2025 issued Resolution No.02/2025/NQ-ĐHĐCĐ dated October 25, 2025 approving the plan for private placement of shares to increase the Company's charter capital. Details are provided in Proposal No.16/2025/TT-HĐQT dated October 25, 2025 of the BOD.

However, due to unfavorable stock market conditions, the Company has not implemented the charter capital increase plan under Proposal No.16/2025/TT-HĐQT dated October 25, 2025. Therefore, the BOD respectfully submits to the AGM for approval the termination of the validity of this content under Resolution No.02/2025/NQ-ĐHĐCĐ dated October 25, 2025.

At the same time, the BOD respectfully submits to the AGM for consideration and approval the 2026 charter capital increase plan through private placement of shares to strategic investors, with the detailed contents set out below.

2. Approval of the plan of increasing charter capital through private placement of shares as follows:

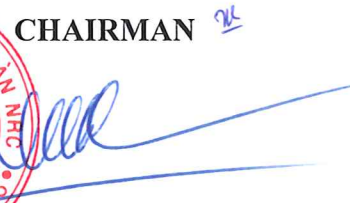
- Increase the charter capital by an additional VND 1,000,000,000,000 through private placement of shares to strategic investors in accordance with the plan stated in Proposal No.06/2026/TT-HĐQT dated June 26, 2026;
- Implementation period: In 2026 and 2027 after approval by the competent authority;
- Purpose: Details of the purpose of capital use are provided in Proposal No.06/2026/TT-HĐQT dated June 26, 2026.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- *As mentioned;*
- *Company archives.*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN 

LE THONG NHAT

PROPOSAL

Re: Approval of the private placement plan of shares to the strategic investor

To: GENERAL MEETING OF SHAREHOLDERS

NRC CORPORATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;
- Pursuant to the Law on Securities No. 54/2019/QH14, adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, providing detailed regulations on the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;
- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance, providing guidance on a number of matters relating to the offering and issuance of securities, public tender offers, share repurchases, registration of public companies and deregistration of public company status, as amended and supplemented by Circular No. 115/2025/TT-BTC dated December 15, 2025;
- Pursuant to the Charter of NRC Corporation Joint Stock Company;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors of NRC Corporation Joint Stock Company
- The Company's capital raising demands for its business operations and development strategy.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the plan for private placement of shares to strategic investors with the following contents:

I. PURPOSE OF ISSUANCE

Entering the 2026–2030 period, together with the recovery trend of the real estate market and the improvement of the investment and business environment, the Company is oriented toward focusing on the following key objectives:

- Continue restructuring capital sources and debts in order to enhance financial capacity, improve cash flows, and optimize the efficiency of capital utilization;



- Seek, acquire, and invest in projects with complete legal status, clear implementation progress, and the ability to generate revenue and profit in the short and medium term;
- Expand the scale of business operations through investment cooperation, project development, and M&A opportunities that are aligned with the Company's development strategy;
- Improve operational efficiency, ensure stable employment and income for employees, and at the same time increase enterprise value and shareholders' interests.

In order to achieve the above objectives, strengthening the Company's financial capacity through a private placement of shares is necessary and consistent with the Company's development strategy in the coming period. The proceeds raised are expected to be used to supplement capital for investment activities, expand the project portfolio, restructure capital sources, and enhance the Company's financial capacity.

The implementation of the private placement plan will not only enable the Company to proactively secure resources for its future development plans, but also create a foundation for expanding its scale of operations, enhancing its competitiveness, and increasing enterprise value. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the private placement plan for shares to increase the Company's charter capital, as detailed in this Proposal.

II. PLAN FOR ISSUANCE TO INCREASE CHARTER CAPITAL

1	Issuer	NRC Corporation Joint Stock Company
2	Name of securities	Shares of NRC Corporation Joint Stock Company
3	Securities code	NRC
4	Charter capital before the issuance	VND925,977,620,000
5	Number of shares before the issuance	92,597,762 shares
6	Number of outstanding shares	92,597,762 shares
7	Type of shares	Ordinary shares
8	Par value	VND10,000 per share
9	Issuance method	Private placement of shares to strategic investor(s)
10	Expected number of shares to be offered	100,000,000 shares
11	Value of shares issued at par value	VND 1,000,000,000,000
12	Offering price	VND 10,000 per share
13	Expected list of strategic investors participating in the offering	Thien Hoang Holdings Joint Stock Company, Enterprise Registration Certificate No.0319557620, expected to purchase all shares offered in this issuance
14	Criteria for selecting strategic investors	- Having financial capacity; - Having the ability to support the Company in investment and business development activities; - Having a commitment to long-term alignment of interests with the Company; - Satisfying the conditions prescribed by current laws.

15	Transfer restriction	All privately placed shares issued to strategic investors shall be subject to a transfer restriction for at least 03 (three) years from the completion date of the offering, except for cases prescribed by law.
16	Plan for handling undistributed shares	In the event that the strategic investor does not purchase all shares expected to be offered, the General Meeting of Shareholders authorizes the Board of Directors to decide on the distribution of the remaining shares to other strategic investors who satisfy the selection criteria approved by the General Meeting of Shareholders, provided that the selling price is not lower than the offering price approved by the General Meeting of Shareholders and is in accordance with applicable laws.
17	Expected issuance period	In 2026–2027, after the State Securities Commission (“SSC”) issues a notice confirming receipt of the registration dossier for the private placement of shares. The specific timing shall be decided by the Board of Directors.
18	Foreign ownership ratio	The investor participating in the offering is a domestic organization. The implementation of the offering plan will not cause the maximum foreign ownership ratio at the Company to be exceeded in accordance with the law.
19	Depository registration and additional listing	All additionally issued shares shall be registered for depository with the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional listing on the Hanoi Stock Exchange in accordance with the law.

III. PLAN FOR USE OF PROCEEDS FROM THE OFFERING

The entire proceeds from the offering, before deducting issuance expenses, are expected to be used as follows:

No.	Purpose of capital use	Amount	Objective
1	Full settlement of overdue tax liabilities	VND134 billion	Release of tax enforcement measures
2	Bond liabilities	VND160 billion	Eliminate pressure from bond liabilities
3	Repayment of bank loans	VND54 billion	Reduce interest expenses
4	Investment in and acquisition of real estate products, including condominium apartments, commercial and service floor areas, and other products under The Welltone Luxury Residence Project, located at Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City, from VHR Investment Joint Stock Company	VND652 billion	Develop a portfolio of income-generating assets and improve operational efficiency
	Total	VND 1,000 billion	

2. The General Meeting of Shareholders authorizes the Board of Directors to develop a detailed plan for the use of fund from the offering, ensuring the interests of shareholders and compliance with applicable laws. With respect to any temporarily idle funds that have not yet been disbursed in accordance with the detailed plan for use of proceeds approved by the Board of Directors, the Board of Directors shall be entitled to decide to open one or more term deposit contracts to earn interest, in line with the actual disbursement schedule under the plan for use of proceeds.

In the event that the capital raising progress from the offering is slower than the payment schedule under the plan for use of proceeds approved by the General Meeting of Shareholders and the Board of Directors, the Board of Directors shall be entitled to allocate other capital sources of the Company to fulfill payment obligations under the plan for use of proceeds. Thereafter, the proceeds from the offering shall be used to reimburse and offset the due payment obligations arising from the use of the Company's own capital as mentioned above, ensuring compliance with the plan for use of proceeds raised from the offering.

3. In the event that the share offering does not raise sufficient funds for the above-mentioned purposes of capital use, the General Meeting of Shareholders authorizes and assigns the Company's Board of Directors to implement plans to make up the capital shortfall in order to achieve the above purposes as follows: the Company may raise capital from other legitimate sources of capital, including cooperation with financially capable partners, bank loans, loans from organizations, loans from other individuals, and other legitimate sources, to ensure the implementation of the plan as proposed.

IV. AUTHORIZATION TO THE BOARD OF DIRECTORS

Based on the issuance plan approved by the General Meeting of Shareholders, in order to ensure that the implementation of the private placement of shares is carried out promptly and smoothly, the Board of Directors submits to the General Meeting of Shareholders for approval and authorization for the Board of Directors to perform, including but not limited to, the following tasks:

- Develop and approve the detailed issuance plan and select the specific timing for implementation. Decide on amendments, adjustments, and detailed explanations of the above issuance plan as requested by competent state authorities in order to implement this share issuance plan in the best interests of the shareholders and the Company and in accordance with current laws; decide on any adjustment, change, or supplement to the plan for use of proceeds from the offering where the value of such change is less than 50% of the proceeds from the offering; and select the implementation plan and disbursement timing suitable to the Company's plan in order to ensure the best interests of the shareholders and the Company. Any change to the plan for use of proceeds must be reported to the General Meeting of Shareholders at the nearest meeting;
- Select the appropriate offering time to conduct the share offering after the State Securities Commission issues a written notice confirming receipt of the Company's complete registration dossier for the private placement of shares to strategic investors, ensuring compliance with applicable laws;
- Proactively prepare and approve the detailed offering dossier and provide explanations for the registration dossier for the offering to be submitted to the State Securities Commission and other competent authorities. At the same time, proactively amend and adjust the Offering Plan and relevant dossiers as requested by the State Securities Commission and other competent authorities, in accordance with the law and the Company's Charter, and report to the General Meeting of Shareholders at the nearest meeting;

- Organize the selection of strategic investors and execute contracts, documents, and other materials related to the issuance;
- Carry out the additional registration of the additionally offered shares with the Vietnam Securities Depository and Clearing Corporation, and the additional listing of such shares on the Stock Exchange for the entire number of shares additionally offered according to the offering results;
- Amend and supplement the Company's Charter on organization and operation in relation to the change in shares and charter capital corresponding to the number of shares and the proceeds received, calculated at par value, from the offering, and register changes to the contents of the Enterprise Registration Certificate in accordance with regulations;
- Carry out all other necessary legal procedures as required by competent state authorities to complete the share issuance under this plan, in accordance with the law and the Company's Charter;
- The Board of Directors may assign or authorize the Chairman of the Board of Directors and/or the General Director to perform one or several of the authorized tasks mentioned above.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS



CHAIRMAN 

LE THONG NHAT



PROPOSAL

Re: Investment in Real Estate Products

To: GENERAL MEETING OF SHAREHOLDERS

NRC CORPORATION JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its implementing, amending and supplementing documents, if any;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated December 6, 2019 and its implementing, amending and supplementing documents, if any;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, providing detailed regulations on the implementation of a number of articles of the Law on Securities, and its amending and supplementing documents, if any;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors of NRC Corporation Joint Stock Company;
- Pursuant to the Charter of NRC Corporation Joint Stock Company.

Pursuant to the investment in real estate products approved by the General Meeting of Shareholders of NRC Corporation Joint Stock Company (“NRC”) under Resolution of the General Meeting of Shareholders No.02/2025/NQ-ĐHĐCĐ dated October 25, 2025, the Board of Directors (“BOD”) respectfully submits to the General Meeting of Shareholders for consideration and approval the continued investment in products under real estate projects, specifically as follows:

1. Approval of the investment in and acquisition of real estate products

In order to achieve the objective of investing in new projects that have completed legal procedures and are ready for sales implementation, thereby generating stable and prompt revenue, the BOD submits for shareholders’ approval of the investment in and acquisition of real estate products, including condominium apartments, commercial and service floor areas, and other products under The Welltone Luxury Residence Project, located at Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City, as follows:

- Project name: The Welltone Luxury Residence Project, located at Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City;
- Investor: VHR Investment Joint Stock Company;
- Project location: Con Tan Lap Residential Area, Xuong Huan Ward, Nha Trang City, Khanh Hoa Province, now Nha Trang Ward, Khanh Hoa Province;
- Expected total investment and acquisition value: VND 1,000 billion;
- Investment products: Condominium apartments, commercial and service floor areas, and other products under the project;
- Capital source: Fund raised from the private placement of shares in 2026 and other capital sources of the Company.

2. Approval of transactions for the purchase and sale of products under real estate projects with internal persons and related persons of internal persons

In order to implement the above investment, the BOD seeks shareholders' approval for the following matters:

- a. Approval of contracts for the purchase and sale of goods and services between NRC and VHR Investment Joint Stock Company, of which Mr. Le Thong Nhat, Chairman of the BOD of NRC Corporation Joint Stock Company, is concurrently the Chairman of the BOD of VHR Investment Joint Stock Company.
- b. Conditions for implementation of the transactions: The transactions shall comply with regulations on eligible transaction subjects and permitted transactions under the Law on Enterprises, the Law on Securities, and other relevant legal regulations.
- c. Contract value: Based on the actual amounts incurred. The parties may enter into one or more contracts in accordance with actual needs. The expected total value of the contracts to be signed is VND 1,000 billion.
- d. Draft of Principle Agreement: Attached to this Proposal.

The General Meeting of Shareholders authorizes the Board of Directors to direct the General Director to organize the implementation of and carry out all procedures related to the above investment transaction, including but not limited to negotiating, selecting investment products, deciding the purchase price of each product, signing the Principle Agreement, sale and purchase contracts, contract appendices, dossiers, documents, and other relevant papers in accordance with the law and the Company's Charter.

The General Meeting of Shareholders also authorizes the Board of Directors to consider and decide on adjustments to the total value of the contracts and transactions to be signed in order to suit the actual implementation situation, provided that the adjusted total value shall not exceed 120% of the total investment value approved by the General Meeting of Shareholders.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



LE THONG NHAT

DRAFT

**PRINCIPLE AGREEMENT
FOR THE SALE AND PURCHASE OF REAL ESTATE**

No.:

**PROJECT : PROJECT FOR IMPLEMENTATION OF PART OF THE CON TAN
LAP RESIDENTIAL AREA PROJECT, NHA TRANG WARD, ON
LAND LOTS HH1, HH2, HH3 (COMMERCIAL NAME: WELLTONE
LUXURY RESIDENCE)**

Address : Nha Trang Ward, Khanh Hoa Province

(Former address: Xuong Huan Ward, Nha Trang City, Khanh Hoa Province)

BETWEEN

VHR INVESTMENT JOINT STOCK COMPANY

AND

NRC GROUP JOINT STOCK COMPANY

....., dated

PRINCIPLE AGREEMENT FOR THE SALE AND PURCHASE OF REAL ESTATE

No.:

- Pursuant to the Commercial Law No. 36/2005/QH11 dated June 14, 2005;
- Pursuant to the Civil Code No. 91/2015/QH13 dated November 24, 2015;
- Pursuant to the Law on Real Estate Business No. 29/2023/QH15 dated November 28, 2024;
- Pursuant to the Law on Housing No. 27/2023/QH15 dated November 27, 2023;
- Pursuant to the Law on Protection of Consumers' Rights No. 19/2023/QH15 dated June 20, 2023;
- Pursuant to Law No. 43/2024/QH15 dated June 29, 2024 on amendments and supplements to a number of articles of the Land Law No. 31/2024/QH15, the Law on Housing No. 27/2023/QH15, the Law on Real Estate Business No. 29/2023/QH15, and the Law on Credit Institutions No. 32/2024/QH15;
- Pursuant to Decree No. 96/2024/ND-CP dated July 24, 2024 of the Government detailing the implementation of a number of articles of the Law on Real Estate Business;
- Pursuant to Decree No. 95/2024/ND-CP dated July 24, 2024 of the Government detailing a number of articles of the Law on Housing;
- Pursuant to Decree No. 55/2024/ND-CP dated May 16, 2024 of the Government detailing and guiding the implementation of a number of articles of the Law on Protection of Consumers' Rights;
- Pursuant to Circular No. 05/2024/TT-BXD of the Ministry of Construction detailing a number of articles of the Law on Housing;
- Pursuant to Enterprise Registration Certificate No. 0314999311 first issued by the Department of Planning and Investment of Khanh Hoa Province on April 18, 2018;
- Pursuant to Investment Registration Certificate No. 1784808118 first issued by the Department of Planning and Investment of Khanh Hoa Province on August 10, 2020;
- Pursuant to the needs and capacities of the Parties.

Today, on [...], [...], [...], at, between the following two Parties:

I. PARTY A:

VHR INVESTMENT JOINT STOCK COMPANY

Head office address: Map sheet No. 5, land plot No. 4, Lot HH-03, Con Tan Lap Residential Area, Nha Trang Ward, Khanh Hoa Province, Vietnam.

Tax code: 0314999311

Represented by:

Position:

II. PARTY B:

NRC GROUP JOINT STOCK COMPANY

Head office address: No. 3 Tran Nhat Duat Street, Tan Dinh Ward, Ho Chi Minh City.

Tax code: 0312695565

Represented by:

Position:

Party A and Party B are hereinafter individually referred to as a “Party” and collectively as the “Parties” or the “Two Parties”.

After discussion, the Parties agree to enter into this Framework Agreement (the “Agreement”) with the following terms and conditions:

ARTICLE 1: CONTENTS OF AGREEMENT

Party A agrees to sell and Party B agrees to purchase up to 250 products, including condominium apartments, commercial and service floor areas, and other products under the project (the “Real Estate Properties”) at the Project for implementation of part of the Con Tan Lap Residential Area Project, Nha Trang Ward, on land lots HH1, HH2, HH3, Nha Trang Ward (former address: Xuong Huan Ward, Nha Trang City), Khanh Hoa Province (commercial name: Welltone Luxury Residence), for which Party A is the investor, with the expected total transaction value of up to VND 1,000 billion. The detailed selling price for each product shall be agreed by the Parties in the Real Estate Sale and Purchase Agreement, on the principle of incentives for investors purchasing in large quantities and making payments according to schedule.

ARTICLE 2: TIME OF SIGNING REAL ESTATE SALE AND PURCHASE AGREEMENT AND PAYMENT

2.1 Based on Party B’s capital arrangement situation and needs, the Parties shall proceed to sign the Real Estate Sale and Purchase Agreement and agree on the payment schedule for each product on the principle of ensuring compliance with legal regulations on real estate transactions.

2.2 The form of the Real Estate Sale and Purchase Agreement shall be applied according to the form registered by Party A with the Department of Industry and Trade of Khanh Hoa Province, if applicable, or in accordance with the law.

ARTICLE 3: QUALITY OF APARTMENTS SOLD AND PURCHASED

3.1 Party A undertakes to ensure the quality of the Real Estate Properties stated in Article 1 of this Agreement in accordance with the requirements set out in the approved design.

3.2 Party B shall construct the technical infrastructure works and social infrastructure works serving Party B’s needs at the Project in accordance with the approved planning, design, contents, and implementation schedule of the project, and shall ensure quality in accordance with construction standards and technical regulations prescribed by the State.

3.3 Party A shall complete the construction of infrastructure works serving Party B’s essential accommodation needs at the Project in accordance with the approved project contents and schedule before Party A hands over the Real Estate Properties to Party B.

ARTICLE 4: RIGHTS AND OBLIGATIONS OF PARTY A

4.1 Rights of Party A

- a. To request Party B to sign the Real Estate Sale and Purchase Agreement and make payment in accordance with the agreements recorded in the Real Estate Sale and Purchase Agreement.
- b. To exercise the rights provided in the Real Estate Sale and Purchase Agreement.

4.2 Obligations of Party A

- a. To enter into the Real Estate Sale and Purchase Agreement within the period specified in this Agreement.

- b. To provide Party B with the apartment sale and purchase agreement form approved by the Department of Industry and Trade of Khanh Hoa Province.
- c. Not to transfer the Real Estate Properties promised to be sold to Party B to any other third party;
- d. To perform the obligations under the Real Estate Sale and Purchase Agreement.

ARTICLE 5: RIGHTS AND OBLIGATIONS OF PARTY B

5.1 Rights of Party B

- a. To request Party A to sign the Real Estate Sale and Purchase Agreement within the prescribed period.
- b. To request Party A to provide information related to the apartments.

5.2 Obligations of Party B

- a. To enter into the Real Estate Sale and Purchase Agreement within the prescribed period.
- b. To make full and timely payment to Party A in accordance with the Real Estate Sale and Purchase Agreement.
- c. To perform the obligations under the Real Estate Sale and Purchase Agreement.

ARTICLE 6: HANDOVER OF REAL ESTATE PROPERTIES

The handover of the Real Estate Properties shall comply with the provisions of the Real Estate Sale and Purchase Agreement.

ARTICLE 7: WARRANTY OF REAL ESTATE PROPERTIES

The warranty of the Real Estate Properties shall comply with the provisions of the Real Estate Sale and Purchase Agreement.

ARTICLE 8: UNDERTAKINGS OF THE PARTIES

8.1 Party A undertakes that:

- a. The Real Estate Properties stated in this Agreement are under Party A's ownership and are permitted to be transacted in accordance with the law.
- b. The Real Estate Properties stated in Article 1 of this Agreement are constructed in accordance with the approved planning and approved design, ensure quality, and use construction materials in accordance with the agreements in this Agreement.

8.2 Party B undertakes that:

- a. Party B has carefully studied and considered information on the Real Estate Properties.
- b. Party B has been provided by Party A with necessary information related to the Real Estate Properties, and Party B has carefully read and understood the provisions of this Agreement as well as the attached appendices.
- c. The payment money under the Real Estate Sale and Purchase Agreement is lawful and is not subject to any dispute with a third party.

8.3 The signing of this Agreement by the two Parties is entirely voluntary and is not made under coercion or deception.

8.4 The two Parties undertake to properly perform the agreements specified in this Agreement.

ARTICLE 9: TERMINATION OF AGREEMENT

This Agreement shall be terminated in one or more of the following cases:

9.1 The Parties complete their rights and obligations in accordance with this Agreement.

9.2 The two Parties agree in writing to terminate this Agreement.

9.3 Other termination cases as provided in the Real Estate Sale and Purchase Agreement signed between the Parties.

ARTICLE 10: DISPUTE RESOLUTION

In the event of any dispute relating to the contents of this Agreement, the two Parties shall discuss and resolve the dispute through negotiation. If the two Parties fail to reach a negotiated settlement, either Party shall have the right to request the competent People's Court to resolve the dispute in accordance with the law.

ARTICLE 11: EFFECTIVENESS

11.1 This Agreement and all appendices hereto, if any, constitute the entire agreement between the two Parties and supersede all previous agreements or memoranda, whether oral or written, between the two Parties in relation to the subject matter of this Agreement.

11.2 In the event that the two Parties agree to amend the contents of this Agreement or supplement specific contents, such amendment or supplement must be made in writing and signed by both Parties.

11.3 This Agreement takes effect from the date of signing and valid stamping, and is made in 04 (four) copies of equal legal validity, with each Party retaining 02 (two) copies.

REPRESENTATIVE OF PARTY A

REPRESENTATIVE OF PARTY B

PROPOSAL

Re: Approval of the Capital Raising Plan for Business Operations and Working Capital Supplement

To: GENERAL MEETING OF SHAREHOLDERS NRC CORPORATION JOINT STOCK COMPANY

- Pursuant to The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending and supplementing documents;
- Pursuant to The Charter on organization and operation of NRC Corporation Joint Stock Company;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated June 23, 2026 of the Board of Directors of NRC Corporation Joint Stock Company;
- The Company's capital needs for its business operations.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the capital raising plan to strengthen the Company's financial capacity and supplement capital for its investment and business activities and working capital, with the following contents:

I. THE NECESSITY OF CAPITAL RAISING FOR FINANCIAL RESTRUCTURING AND BUSINESS OPERATIONS

In the current period, the Company is implementing plans to expand its investment and business activities, seek opportunities to acquire land banks and real estate products, cooperate in investment, and develop potential projects in order to enhance operational efficiency and increase value for shareholders.

In order to ensure sufficient capital for regular business operations, meet payment obligations, maintain liquidity, and proactively secure financial resources for medium- and long-term development plans, the Company needs to raise additional capital from credit institutions, economic organizations, and individuals in accordance with the law.

The capital raising will contribute to enhancing the Company's financial capacity, improving its capital structure, increasing proactiveness in management and operations, and ensuring sufficient resources for the effective implementation of the Company's business plans.

II. CAPITAL RAISING PLAN

1. Purpose of capital raising

The capital raised shall be used to supplement working capital for the Company's production and business activities; meet capital needs for the acquisition of land banks, acquisition of real estate products, investment cooperation, business cooperation contracts (BCC), project development, and investment opportunities aligned with the Company's development strategy; and at the same time strengthen financial capacity, expand the scale of operations, and create resources to implement business plans from time to time.

The specific use of capital shall be decided by the Board of Directors based on the Company's actual needs and in compliance with applicable laws.

2. Capital raising limit

The maximum total capital raising value shall be VND 1,000,000,000,000 (One trillion Vietnamese dong), including all capital raising amounts arising under the plan approved by the General Meeting of Shareholders in this Proposal.

3. Capital providers

Credit institutions, economic organizations, domestic and foreign individuals, and other entities as prescribed by law.

4. Forms of capital raising

Including but not limited to short-term, medium-term, and long-term borrowings; investment cooperation; and other lawful forms of capital raising in accordance with the law.

5. Collateral

Where necessary, the Company may use assets under its lawful ownership or lawful use rights as collateral to secure obligations arising from capital raising activities in accordance with the law.

6. Implementation period

From the date of approval by the General Meeting of Shareholders until the General Meeting of Shareholders adopts another Resolution replacing or amending this plan.

III. AUTHORIZATION TO THE BOARD OF DIRECTORS

- The General Meeting of Shareholders assigns and authorizes the Board of Directors to organize the implementation of the above capital raising plan; decide on the capital providers, value of each capital raising transaction, term, interest rate, security measures, and other transaction conditions in accordance with the Company's actual needs and applicable laws;
- The Board of Directors shall have the right to decide on the use of the Company's assets to secure obligations arising from capital raising activities, if any; execute contracts, agreements, dossiers, and related documents; carry out necessary procedures with competent state authorities; and decide on other matters to complete the capital raising and use of capital in accordance with the contents approved by the General Meeting of Shareholders;
- The Board of Directors shall have the right to delegate or authorize the General Director and/or persons designated by the General Director to perform one or several specific tasks to implement the capital raising plan in accordance with the law and the Company's Charter.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

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

No: 10/2026/TT-HĐQT

Ho Chi Minh City, June 23, 2026.

PROPOSAL

**Re: Approval of the Dismissal and Election of Member of the Board of Directors
for the term 2022–2027**

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

- Pursuant to The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending and supplementing documents;
- Pursuant to The Charter on organization and operation of NRC Group Joint Stock Company;
- Pursuant to Resolution No.14/2026/NQ-HĐQT dated 23 June, 2026 of the Board of Directors of NRC Corporation Joint Stock Company;
- The resignation letter from the position of member of the Board of Directors submitted by Ms. Nguyen Thi Huong Giang

The Board of Directors of the Company for the term 2022–2027 consists of 05 members. On June 23, 2026, the Board of Directors received the resignation letter from Ms. Nguyen Thi Huong Giang as a member of the Board of Directors. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following matters:

1. Approval of the dismissal of a member of the Board of Directors

Based on the resignation letter submitted by Ms. Nguyen Thi Huong Giang as a member of the Board of Directors, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the dismissal of Ms. Nguyen Thi Huong Giang from the position of member of the Board of Directors.

2. Approval of the election of 01 member of the Board of Directors for the term 2022–2027

The Board of Directors respectfully submits to the General Meeting of Shareholders the following matters:

- Approval of the election of 01 (one) member of the Board of Directors at the 2026 Annual General Meeting of Shareholders. The list of candidate(s) is attached.
- Approval of the Regulation on election of members of the Board of Directors at the 2026 Annual General Meeting of Shareholders.

The BOD respectfully submits this Proposal to the General Meeting of Shareholders for consideration and approval.

Recipients:

- As mentioned;
- Company archives.

ON BEHALF OF THE BOARD OF DIRECTORS



CHAIRMAN

LE THONG NHAT

**LIST OF CANDIDATES NOMINATED AND STANDING FOR ELECTION AS MEMBERS OF THE BOARD OF DIRECTORS
OF NRC GROUP JOINT STOCK COMPANY FOR THE TERM 2022–2027**

No.	Full name of candidate	Current position/title (if any)	Position/title nominated for	Professional qualification	Management position at other companies
1	NGO THI NHU PHUONG	None	BOD member	Bachelor of Accounting	General Director of Thien Hoang Holdings Joint Stock Company