



INTRESCO

CÔNG TY CỔ PHẦN ĐẦU TƯ - KINH DOANH NHÀ
INVESTMENT AND TRADING OF REAL ESTATE JSC

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No: 06 /ĐTKDN-HĐQT

Hochiminh City, April 01st, 2025

PROPOSAL

Re: Revise and supplement the contents of the Company's Organization and Operation Charter

Respectfully To: The Annual General Meeting of Shareholders

- Pursuant to the Charter of Investment and Trading of Real Estate Co.,
- Pursuant to 2020 Law on Enterprises;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance

The Board of Directors proposes to revise and supplement contents of the Company's Organization and Operation Charter as follows:

CURRENT CONTENT	REVISED CONTENT
Article 1. Definitions	Article 1. Definitions 1. For the purpose of this Charter, the terms below are construed as follows: <i>(Supplement):</i> k) “shareholder” means an individual or organization that owns at least one share of the Company; l) “founding shareholder” means a shareholder that holds at least one ordinary share and is included in the Company’s list of founding shareholder;

	g) “ <i>Stock Exchanges</i> ” include Vietnam Exchange (VNX) and its subsidiary companies
<p>Article 9. Transfer of shares</p> <p>2. In the case of the death of a shareholder, the executors or administrators of the dead’s asset shall be recognized by the Company as the only person(s) having rights to or interest in the shares, but this provision does not release the deceased shareholder’s asset from any liability in respect of any shares held by him/ her.</p>	<p>Article 9. Transfer of shares</p> <p>2. In the case of the death of a shareholder, the inheritance of shares shall be subject to the provisions of relevant laws.</p>
<p>Article 10. Withdrawal of shares</p> <p>5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still have to pay all related amounts plus interest (not exceeding 1.5 times the 12-month loan interest rate of the Bank for Foreign Trade of Vietnam) at the time of withdrawal under the decision of the Board of Directors from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal or may reduce payment of part or all of that amount.</p>	<p>Article 10. Withdrawal of shares</p> <p>5. The shareholder holding the withdrawn shares will no longer be shareholder of these shares but still has the liability in proportion to the total nominal value of the subscribed shares upon withdrawal under the decision of the Board of Directors for the period from the date of withdrawal to the date of payment. The Board of Directors has the full authority to enforce payment for the entire value of the share certificate at the time of withdrawal</p>
<p>Article 13. Obligations of shareholders</p>	<p>Article 13. Obligations of shareholders</p> <p><i>(Supplement)</i></p> <p>1. Do not withdrawn capital contributed in ordinary shares in any form, except the shares are repurchased by the Company or another person.</p> <p>In case the shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, that shareholder</p>

<p>2. Participate in the GMS and exercise the right to vote in person or authorized representative or electronic votes. Shareholders authorize a member of the Board of Directors to represent them at the General Meeting of Shareholders.</p>	<p>and the related-interest person in the Company shall be jointly liable for the debts and other obligations of the Company within the value of the withdrawn shares and any damages incurred.</p> <p>2. Protect the confidential of information provided by the Company in accordance with the Company's Charter and the law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by the Company to any other organizations and individuals</p> <p>3. Participate in the GMS and exercise the right to vote in the following manners:</p> <p>a) Participate and vote in person at the meeting;</p> <p>b) Authorize other organizations and individuals to participate and vote at the meeting;</p> <p>c) Participate and vote at online meeting; cast electronic votes or in other electronic forms;</p> <p>d) Send votes by mail, fax or email;</p> <p>d) Send votes by [other means] prescribed in the Company's Charter</p>
<p>Article 15. Rights and obligations of General Meeting of Shareholders</p>	<p>Article 15. Rights and obligations of General Meeting of Shareholders (GMS)</p> <p><i>Clause 2. The GMS shall discuss and approve the following issues:</i></p> <p><i>(Supplement)</i> Contracts, transactions of borrowing, lending, selling assets with a value greater than 10% of the total value of the company's assets recorded in the last financial report between the company and shareholder owning from 51% of the total voting shares or a person related to that shareholder.</p>

<p>Article 27. Rights and obligations of the Board of Directors</p> <p>h. Approve contracts for purchase, sale, borrowing, lending and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial report, except Company's Charter stipulates a different ratio or value and the contract or transaction falls under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises</p>	<p>Article 27. Rights and obligations of the Board of Directors</p> <p>h. The Board of Directors approve major contracts and transactions of the Company (including but not limited to contracts, transactions of purchase, sale, borrowing, lending, merger, acquisition, joint venture and other contracts and transactions) with a value equal to or greater than thirty-five percent (35%) of the total value of assets recorded in the Company's last financial report, except for contracts and transactions under the authority of the General Meeting of Shareholders as prescribed in Points o and q, Clause 2, Article 15 of this Charter.</p> <p>r. Approve contracts, transactions in accordance with the provisions of Clause 1, Article 167 of the Enterprise Law and with a value of less than 35% of the total value of the enterprise's assets recorded in the last report. In this case, the company's representative signing the contract or transaction must notify the Board of Directors and the Supervisory Board about the subjects related to the transaction or contract and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receipt of the notice. Board members that have interests related to parties in contracts and transactions do not have voting rights.</p>
<p>Article 32. Managing people</p>	<p>Article 32. Person in charge of company administration</p> <p><i>(Supplement)</i> The Company's executives include the General Director, Deputy General Directors and Chief Accountant.</p>

Article 36. Responsibility for honesty and prevention of conflict of interest (Deleted due to duplication with Article 43)	
Article 37. Responsibility for damage and compensation (Deleted due to duplication with Article 44)	

The Board of Directors respectfully submits to the Annual General Meeting of Shareholders for consideration and approval of supplement the contents of the Company's Organization and Operation Charter.

Best Regards.

**ON BEHAFE OF BOD
CHAIRMAN**



NGUYỄN MÃNH