

**TU HAI HA NAM
JOINT STOCK COMPANY**

Số: 041/2025/CBTT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ha Nam, April 02, 2025

INFORMATION DISCLOSURE

To: - *The State Securities Commission;*
- *Hanoi Stock Exchange.*

- * Company Name: Tu Hai Ha Nam Joint Stock Company.
- * Headquarters: Luong Trang Hamlet, Tan Liem Ward, Phu Ly City, Ha Nam Province, Vietnam.
- * Tel: 0963.036.598 – 0915.046.851
- * Submitted by: Ms. Nguyen Thi Mai Huong
- * Position: Director, Legal Representative
- * Type of information disclosed:

☐ 24h ☐ Requirement ☒ Irregular ☐ Periodic

- * Contents of disclosure:

Tu Hai Ha Nam Joint Stock Company announces information regarding the invitation and documents for the 2025 Annual General Meeting of Shareholders.

- Time: 08:00 a.m., Thursday, April 24, 2025.

- Venue: Tu Hai Ha Nam JSC headquarters - Luong Trang Hamlet, Tan Liem Ward, Phu Ly City, Ha Nam Province, Vietnam.

This information was also published on the website of Tu Hai Ha Nam Joint Stock Company as in the link:

<http://tuhaijsc.vn/quan-he-co-dong>

We hereby certify that the information provided is true and accurate, and we bear the full responsibility to the law.

Sincerely!

Recipients:

- As above;
- Archive: Office.

**PERSON AUTHORIZED TO DISCLOSE INFORMATION
CHAIRMAN**


Nguyễn Thị Mai Huong

INVITATION

To: The esteemed Shareholders of Tu Hai Ha Nam Joint Stock Company

The Board of Directors of Tu Hai Ha Nam Joint Stock Company would like to invite the esteemed shareholders to attend the 2025 Annual General Meeting of Shareholders (hereinafter referred to as the "Meeting") as follows:

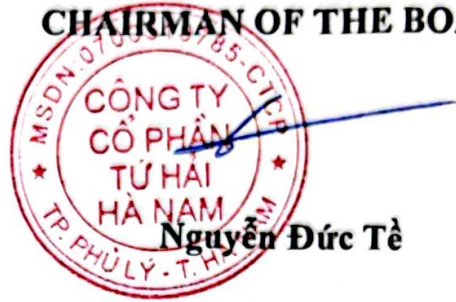
1. Time: 08:00 am, Thursday, April 24, 2025.
2. Venue: Headquarters of Tu Hai Ha Nam JSC - Luong Trang Hamlet, Tan Liem Ward, Phu Ly City, Ha Nam Province, Vietnam.
3. Participants: All shareholders whose names have been listed of shareholders of Tu Hai Ha Nam Joint Stock Company on March 27, 2025.
4. Authorization to attend the meeting: In case the esteemed shareholder cannot attend the meeting and wishes to authorize another person to attend on their behalf, please submit an Authorization Letter to attend AGM 2025 in accordance with civil law regulations or using the attached template. The authorized representative is requested to present a valid Authorization Letter during the registration process.
5. Agenda of the Meeting and Related Documents: Invitation to AGM 2025, Authorization Letter, and Meeting Agenda have been sent to your registered address. The Meeting documents are also available on the company's website: www.tuhaijsc.vn, Shareholder Relations section, under Information Disclosure. Shareholders are kindly requested to visit the aforementioned address to download and review the documents.
6. Shareholders or authorized representatives attending the Meeting are required to bring the following documents: (1) Invitation to AGM 2025; (2) National ID Card/Citizen ID Card/Passport for individuals; (3) Authorization Letter (in respect of person authorized to attend the meeting).
7. In the case that a shareholder does not receive the invitation due to objective reasons, they are still entitled to attend the 2025 Annual General Meeting of Shareholders.
8. Meeting Registration and Contact Information: For optimal preparation, shareholders or their authorized representatives are requested to register and confirm their attendance by calling 0972261979 (Mr. Trịnh Công Sơn) or emailing to: tuhaijsc.company@gmail.com before 16:00' on 2025, April, 22nd.



Shareholders are responsible for all travel and accommodation expenses incurred while attending the Meeting.

We look forward to your participation and a successful meeting.

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





TU HAI HA NAM JOINT STOCK COMPANY
 Address: Luong Trang Hamlet, Tan Liem Ward, Phu Ly
 City, Ha Nam Province, Vietnam
 Website: www.tuhaijsc.vn

AGENDA OF ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025

Time: 08:00, Thursday, 2025, April, 24th

Venue: Head office of Tu Hai Ha Nam JSC - Luong Trang Hamlet, Tan Liem Ward, Phu Ly City, Ha Nam Province, Vietnam

No	Time	Agenda
1	8:00– 8:30	- Welcome shareholders attending the AGM
		- Registration to attend the AGM
		- Distribution of AGM materials
2	8:30– 9:00	- Declaration of reasons, introduction of delegates and guests
		- Approval of the report on delegate check results of the AGM
		- Introduction of the Chairperson and approval of the Presidium
		- Approval of the Secretariat
		- Election of the Vote Counting Committee
		- Approval of the Meeting Agenda
3	9:00 – 9:30	- Approval of the Meeting Rules of Procedure
		- Presentation of Reports: ✓ Report of the Board of Directors in 2024 and orientations for 2025;
4	9:30 – 10:00	- Presentation of proposals: ✓ Proposal on approval of 2024 audited Financial Statements; ✓ Proposal for approval of the Business Plan for 2025-2026; ✓ Proposal for approval of the Board of Directors' remuneration; ✓ Proposal for selection of the 2025 Financial Statement Auditing unit; ✓ Proposal for Listing Registration; ✓ Proposal for Transactions with Related Parties.
		- Discussion of issues under the authority of the General Meeting of Shareholders
		- Instructions for voting at the AGM
		- Voting on the contents of the Reports and Proposals
		- Break, vote counting
		- Announcement of voting results
8	11:00 – 11:30	- Approval of the minutes of the meeting and closing of the General Meeting

No: 01/2025/QC-ĐHĐCĐ

Ha Nam, April 02, 2025

DRAFT

**WORKING REGULATIONS
ANNUAL GENERAL MEETING OF SHAREHOLDERS
TU HAI HA NAM JOINT STOCK COMPANY**

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its implementing guidelines;*
- *Law No. 03/2022/QH15 dated January 11, 2022;*
- The Charter of Tu Hai Ha Nam Joint Stock Company ("*Company*"),

To uphold the principles of transparency, fairness, and democracy, and to facilitate the efficient organization and conduct of the 2025 Annual General Meeting of Shareholders (the "Meeting"), the Organizing Committee hereby respectfully submits to the General Meeting of Shareholders for consideration and approval the Working Regulations of the Meeting as follows:

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Scope of Regulation

This regulation stipulates the order of the General Meeting, the rights and duties of the General Meeting, the rights and procedures for shareholders to exercise their rights, the responsibilities of the Chairperson, the Secretariat, the Voting Committee, as well as regulations on the minutes, resolutions of the General Meeting, and other related matters.

Article 2: Subjects of Application

Shareholders, shareholder-authorized representatives attending the General Meeting, and other participants of the Meeting are responsible for complying with the provisions of this Regulation..

**CHAPTER II
RIGHTS AND OBLIGATIONS OF THE GENERAL MEETING
PARTICIPANTS**

Article 3: Rights and Obligations of the General Meeting of Shareholders

- Approval of the Presidium, Secretariat, Ballot Counting Committee, Meeting Agenda, Working Regulations, and Regulations for electing additional members of the Board of Directors for the 2020-2025 term.
- Approval of the Minutes and Resolutions of the General Meeting.

Article 4: Rights and Obligations of Shareholders or Authorized Representatives Attending the General Meeting

4.1. Participants and Conditions for Attending the General Meeting:

Shareholders or their authorized representatives holding a Power of attorney from one or more shareholders whose names appear on the Company's shareholder list compiled on 2025-03-27.

4.2. Shareholder Rights:

- Directly attend or authorize another person to attend the General Meeting, express opinions, and discuss all matters on the meeting agenda approved by the General Meeting.

- Exercise voting rights directly, or through an authorized representative, or in other forms as prescribed by law and the Company's Charter. Each common share has 01 voting right. Shareholders or shareholder representatives, upon arrival at the General Meeting, will receive Voting Cards, Written Ballots, and Election Ballots to participate in voting and elections after registering their attendance with the Organizing Committee.

- Shareholders arriving late, but before the General Meeting concludes, have the right to register immediately and then participate in voting and elections at the General Meeting. The Presidium is not obligated to pause the General Meeting to accommodate late registrations, and the validity of previous voting results will remain unaffected..

- Other rights as prescribed by law and the Company's Charter.

4.3. Shareholder Obligations:

- Shareholders or authorized representatives attending the General Meeting in person must bring the following documents: (1) Invitation Letter; (2) Citizen Identity Card/Citizen Identification Card/Passport for individuals; (3) Power of Attorney (in case of authorized attendance).

- Strictly comply with the law, the Company's Charter, and these Regulations, respect the direction of the Chairperson of the General Meeting, and the results of the General Meeting.

- Other obligations as prescribed by law and the Company's Charter.

Điều 5: Rights and Obligations of the Chairperson of the General Meeting

5.1. Conduct the General Meeting in accordance with the agenda and regulations approved by the General Meeting.

5.2. Provide guidelines for the conference discussion and voting on the issues outlined in the agenda and any related matters during the AGM.

5.3. Direct the resolution of any issues arising during the AGM. The Chairperson's decisions in handling issues related to procedures, orders, or any arising events shall be final and binding.

5.4. The Chairperson reserves the right to abstain from responding to or simply acknowledge shareholder comments that deviate from the established agenda of the AGM.

5.5. Other rights and obligations as prescribed by law and the Company's Charter.

Article 6: Rights and Obligations of the General Meeting Secretariat

6.1. The General Meeting Secretariat, appointed by the Chairperson, comprises 01 Head of Secretariat and 01 to 02 supporting members.

6.2. The General Meeting Secretariat performs supportive tasks as assigned by the Chairperson of the General Meeting, including:

- Assisting the Chairperson and the Presidium in managing the AGM programs;
- Preparing minutes of the General Meeting that accurately and truthfully reflect the sequence of events, contributions, and discussions of the Chairperson and shareholders throughout the meeting;
- Presenting the draft minutes of the General Meeting for its approval;
- Drafting the resolutions of the General Meeting;
- Performing other tasks as assigned by the Chairperson.

Article 7: Rights and responsibilities of The Board of Examination of Shareholders' eligibility

7.1. The Board of Examination of Shareholders' eligibility comprises 01 Head and members appointed by the Company's BODs.

7.2. The Board of Examination of Shareholders' eligibility has the following rights and responsibilities:

- Receiving shareholders' invitation notice, power of attorney, and national identification/citizen identity cards/passports of attendees, verifying and confirming the eligibility of shareholders to attend the meeting;
- Distributing materials, voting cards, written ballots, and election ballots to shareholders and their authorized representatives;
- Denying or preventing ineligible individuals from attending the meeting;
- Preparing and reporting to the General Meeting the results of the verification of shareholder attendance before the commencement of the meeting and prior to any voting or elections, should there be changes in the number of registered shareholders.

Article 8: Rights and Responsibilities of the Vote Counting Committee

8.1. The Vote Counting Committee shall consist of one Head and members appointed by the General Meeting through a vote.

8.2. The Vote Counting Committee has the following responsibilities:

- The Vote Counting Committee must prepare the ballot counting minutes and be accountable to the Presidium and the General Meeting of Shareholders in carrying out its duties;
- Acting with integrity and objectivity;
- Guiding the voting and election procedures;
- Conducting the ballot counting and preparing the ballot counting minutes;
- Reviewing and reporting to the General Meeting of Shareholders on the results of the vote count, including any violations of voting procedures or complaints related to the vote count (if any).

CHAPTER III

REGULATIONS FOR CONDUCTING THE GENERAL MEETING

Article 9: Conditions for conducting the AGM

The AGM is conducted when shareholders present represent more than 50% of the total voting shares. If after 60 minutes from the commencement time stated in the agenda sent to shareholders, the registered shareholders present do not represent more than 50% of the total voting shares as per the shareholder list compiled on 2025-03-27, the meeting not eligible to proceed. In this case, the convening and conducting of the second AGM will be conducted in accordance with the provisions of the Company's Charter and the Law on Enterprises.

Article 10: Voting on Issues at the AGM

10.1. Each shareholder's voting rights are calculated based on the total number of shares they personally own and those they represent.

10.2. Resolutions of the General Meeting shall be passed when approved by shareholders holding more than 50% of the total votes of all shareholders attending and voting at the meeting.

10.3. Resolutions on the following issues shall be passed if approved by shareholders representing 65% or more of the total votes of all shareholders attending and voting at the meeting:

- Class of shares and the total number of shares of each class;
- Changes of the company's business lines, industries, and fields of operation;
- Changes of the organizational and management structure of the Company;
- Investment or the sale of assets with a value equal to or greater than 35% of the total asset value written in the Company's latest financial statements;
- Reorganization or dissolution of the Company;
- Other cases as stipulated in the Company's Charter.

10.4. The voting procedures:

a. Shareholders or authorized representatives attending the meeting will be provided with a yellow "Voting Card," a white "Written Ballot," and a blue "Election Ballot" by the Company. The Voting Card, Written Ballot, and Election Ballot used for approving the contents of the meeting are pre-printed forms, in accordance with the Company's template. These documents will contain the following information: the name of the shareholder or authorized representative, the number of voting shares (owned/represented and/or authorized), the items to be voted on/elected at the meeting, and the Company's official seal

b. Voting method:

✓ Shareholders will vote by raising the Voting Card for the following matters:

- (i) Approving the Conference Agenda, Working Regulations at the conference, and the Regulations for electing additional members to the Board of Directors for the 2020 - 2025 term;

- (ii) Approving the Presidium, Secretariat, and Ballot Counting Committee;
- (iii) Approving the meeting minutes and resolutions of the General Shareholders' Meeting.

✓ Shareholders will vote by using the Voting Slip for reports and proposals. Shareholders vote by selecting one of the following options for each item requiring approval.

+ If in favor of the proposed issue, shareholders should mark an "X" in column (1) and leave columns (2) and (3) blank;

+ If against the proposed issue, shareholders should mark an "X" in column (2) and leave columns (1) and (3) blank;

+ If there is no opinion on the proposed issue, shareholders should mark an "X" in column (3) and leave columns (1) and (2) blank.

For each item requiring a vote, each shareholder may only use one Written Ballot, on which the items for approval at the meeting are clearly specified.

If a shareholder selects two options or does not choose any option for a given issue, it will be counted as no opinion.

✓ Shareholders will vote by using the Ballot Slip for the election of additional members to the Board of Directors using the cumulative voting method, in accordance with the Regulations outlined in the Supplementary Election Rules for Board of Directors members for the 2020 - 2025 term.

c. Invalid Voting/Ballot Slips will not be counted, including those that:

- Do not follow the template issued by the Organizing Committee and lack the Company's seal;
- Are torn, crossed out, erased, or corrected;
- Contain additional information unrelated to the matters of the meeting;
- Do not have the signature of the shareholder or the authorized representative of the shareholder

d. Voting on each item in the voting/ballot slip is independent of the others, and the validity of the vote for one item will not affect the validity of the votes for other items.

Article 11: Discussion and expression of opinions at the General Meeting

At the General Meeting, shareholders or authorized representatives may express their opinions during the discussion segment of the meeting, subject to the following principles and conditions:

11.1. The discussion may only take place within the allocated time and must focus on the matters presented in the agenda of the General Shareholders' Meeting.

11.2. Shareholders or authorized representatives should raise the Voting Card when they wish to speak and may only do so when approved by the Chairperson. In case multiple shareholders wish to speak, the Chairperson will arrange the order of speakers based on registration and will also address shareholders' inquiries.

11.3. Shareholders should speak concisely and focus on topics relevant to the approved agenda. They should not repeat opinions already expressed by other

shareholders.

Article 12: Meeting Minutes and Resolutions of the AGM

12.1. All content, events, statements, and discussions relevant to the agenda approved by the General Meeting must be accurately and fully recorded by the Secretary in the minutes of the General Shareholders' Meeting.

12.2. The meeting minutes serve as the basis for preparing the resolutions of the meeting. The minutes and resolutions must be read and approved before the meeting is adjourned.

12.3. The items approved by the General Meeting must be reflected in the resolutions of the meeting.

CHAPTER IV TERMS OF IMPLEMENTATION

Article 13: Terms of Implementation

13.1. This regulation consists of 04 chapters and 13 articles, and was approved by the Annual General Shareholders' Meeting held on April 26, 2025, and is effective for the meeting of the same day.

13.2. This regulation may be amended or supplemented during the meeting upon the proposal of the Chairperson and must be approved by the General Meeting through a vote.

Recipients:

- GSM;
- Office Filing.

**ON BEHALF OF THE GENERAL
SHAREHOLDERS' MEETING
CHAIRPERSON**



Nguyễn Đức Tề

No: 01/2025/BC-HĐQT

Ha Nam, April 02, 2025

**REPORT ON OPERATIONS OF THE BOARD OF DIRECTORS
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Presidium!

Dear Esteemed Delegates and Shareholders!

On behalf of the Board of Directors ("BOD"), I am honored to present to the 2025 Annual General Meeting of Shareholders the report on the operations of the BOD. The specific details are as follows:

1. Personnel Structure of the Board of Directors in 2024.:

Information on members of the Board of Directors:

No.	Member of the Board of Directors	Title	Date of starting/no longer BOD's members	
			Appointment date	Dismissal date
1	Mr. Nguyen Duc Te	Chairman, non-executive BOD's Member	19/05/2024	-
2	Mdm. Nguyen Thi Mai Huong	BOD's Member	19/05/2024	-
3	Mr. Trịnh Công Sơn	Independent BOD's Member	19/05/2024	-

Meetings of the Board of Directors:

No.	Member of the Board of Directors	No. of meeting	Attendance rate	Reason of absence
1	Mr. Nguyễn Đức Tề	7/7	100%	-
2	Mdm. Nguyễn Thị Mai Hương	7/7	100%	-
3	Mr. Trịnh Công Sơn	7/7	100%	-

2. Remuneration, expenses, and other allowances of the BOD: None incurred in 2024

No: 01/2025/BC-HDQT

Ha Nam, April 02, 2025

**REPORT ON OPERATIONS OF THE BOARD OF DIRECTORS
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Presidium!

Dear Esteemed Delegates and Shareholders!

On behalf of the Board of Directors ("BOD"), I am honored to present to the 2025 Annual General Meeting of Shareholders the report on the operations of the BOD. The specific details are as follows:

1. Personnel Structure of the Board of Directors in 2024.:

Information on members of the Board of Directors:

No.	Member of the Board of Directors	Title	Date of starting/no longer BOD's members	
			Appointment date	Dismissal date
1	Mr. Nguyen Duc Te	Chairman, non-executive BOD's Member	19/05/2024	-
2	Mdm. Nguyen Thi Mai Huong	BOD's Member	19/05/2024	-
3	Mr. Trịnh Công Sơn	Independent BOD's Member	19/05/2024	-

Meetings of the Board of Directors:

No.	Member of the Board of Directors	No. of meeting	Attendance rate	Reason of absence
1	Mr. Nguyễn Đức Tề	7/7	100%	-
2	Mdm. Nguyễn Thị Mai Hương	7/7	100%	-
3	Mr. Trịnh Công Sơn	7/7	100%	-

2. Remuneration, expenses, and other allowances of the BOD: None incurred in 2024

3. Summary of Board of Directors' Meetings and Resolutions:

In 2024, the BODs effectively fulfilled its functions and duties, directing the Company's operations in compliance with the provisions of the Law on Enterprises, the Law on Securities, the Company's Charter, and the resolutions passed by the GMS.

Meetings of the Board of Directors:

No.	Resolution/Decision No.	Date	Content	Approval Rate
1	03/2024/NQ-HĐQT	08/03/2024	Convening the 2024 Annual General Meeting of Shareholders	100%
2	04/2024/NQ-HĐQT	04/04/2024	Approval of the 2024 AGM agenda	100%
3	105/2024/NQ-HĐQT	14/05/2024	Implementation of the private placement and stock issuance plan	100%
4	107/2024/NQ-HĐQT	01/07/2024	Adjustment of the implementation timeline for the private placement and stock issuance plan	100%
5	207/2024/NQ-HĐQT	16/07/2024	Finalization of the list of shareholders for the 2023 dividend distribution	100%
6	08/2024/NQ-HĐQT	20/08/2024	Amendment of business registration and the Company's Charter	100%
7	1610/2024/NQ-HĐQT	16/10/2024	Approval of loan transactions with related parties	100%

4. Report on Transactions between the Company and BOD Members and Their Related Parties:

All transactions between the Company and internal individuals or related parties were duly approved under the appropriate authority, in strict compliance with the Law on Enterprises, the Law on Securities, and the Company's Charter. These transactions were fully documented and transparently disclosed in the Report on Corporate Governance in 2024.

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5. Activities of the Audit Committee of the Board of Directors:

Information on members of the Audit Committee:

No.	Member of the Audit Committee	Position	Date of starting/no longer AC's members	Qualification
1	Mr. Trịnh Công Sơn	Chairman	13/07/2024	Bachelor's Degree
2	Mr. Nguyễn Đức Tề	Member	13/07/2024	Bachelor's Degree

Meetings of the Audit Committee:

STT	Members	No. of meetings attended	Attendance rate	Voting Ratio	Reasons for absence
1	Mr. Trịnh Công Sơn	2/2	100%	-	
2	Mr. Nguyễn Đức Tề	2/2	100%	-	

Supervisory activities of the Audit Committee over the BODs and the Board of Management:

The Audit Committee has effectively performed its supervisory role over the activities and compliance of the BODs and the Board of Management in accordance with the law and the Company's Charter. This was achieved through participation and contribution at BODs' meetings, monitoring the voting process among the Board members, and reviewing the Company's key reports.

6. Supervisory Results on the Board of Management:

The BODs has exercised comprehensive supervision over the Board of Management (BOM) through a structured periodic reporting system. The supervision process emphasizes strict compliance with the BOD's directives, ensuring that all resolutions, decisions, and instructions from the BOD/Chairman are consistently, systematically, and transparently implemented.

The BOD highly appreciates the dedication and efforts demonstrated by the BOM in managing business operations and overcoming the challenges faced in 2024.

The BOM has exhibited flexibility and responsiveness in its decision-making, providing timely and appropriate solutions tailored to the company's evolving circumstances, while steadfastly adhering to the strategic directions and policies established by the BODs.

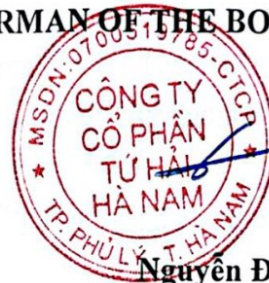
7. Plans and Orientation:

In 2025, the overall economy and the textile industry in particular are expected to face a mix of challenges and opportunities. The Board of Directors (BOD) remains

committed to adapting flexibly to economic and political fluctuations both domestically and internationally, with the goal of continued growth. Accordingly, the BOD members have reached a consensus on the following orientations for 2025:

- Continue exploring plans to expand production facilities based on existing infrastructure;
- Actively seek new partners and strive to increase both the volume and value of orders;
- Seek opportunities to acquire land and existing factories to scale up operations;
- Actively recruit and train employees with the goal of expanding the workforce to 1,000 employees;
- Ensure transparent and compliant governance and operations while pursuing the goal of transitioning from the Upcom exchange to listing on the HOSE, in alignment with the resolution of the 2024 Annual General Meeting of Shareholders.

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



Nguyễn Đức Tề



No: 01/2025/TTr-HĐQT

Ha Nam, April 02, 2025

PROPOSAL

Re: Approval of the audited financial statements for the year 2024

To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the Company's 2024 Financial Statements audited by Grant Thornton Limited Liability Company (Vietnam), issued on 2025-03-28.

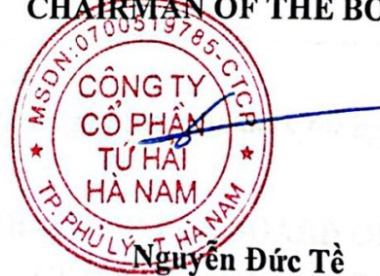
The financial statements have been fully published on the Company's website at <https://tuhaijsc.vn/quan-he-co-dong>.

Respectfully propose to the General Meeting of Shareholders for approval.

Recipients:

- As above;
- Archive: Office.

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



No.: 02/2025/TTr-HĐQT

Ha Nam, April 02, 2025

PROPOSAL

Re: Approval of the 2025-2026 Business Plan

To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company

- Pursuant to Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the Company's 2025-2026 Business Plan as follows:

No.	Indicators	Year 2025	Year 2026
1	Revenue	150 billion VND	170 billion VND
2	Profit after tax	9 billion VND	15 billion VND
3	Expected charter capital	121.528 billion VND	121,528 billion VND
4	Expected dividend rate	0%	8%

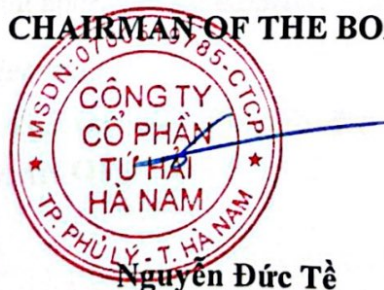
Respectfully propose to the General Meeting of Shareholders for approval.

Recipients:

- As above;
- Archive: Office.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOARD



Nguyễn Đức Tề

No.: 03/2025/TTr-HĐQT

Ha Nam, April 02, 2025

PROPOSAL

Re: Approval of the Board of Directors' remuneration

To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 and current legal documents;*
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;*

The Board of Directors respectfully submits to the General Meeting of Shareholders for Approval the Remuneration paid to the Board of Directors in 2024 and the Payment Plan for 2025 as follows:

1. Remuneration report for the members of the Board of Directors in 2024:

The Board of Directors agreed not to pay remuneration to the members of the Board of Directors despite being approved by the 2024 Annual General Meeting of Shareholders due to not achieving the profit target.

2. Proposed Remuneration level for 2025:

Based on the 2025 business plan, the Board of Directors proposes to the General Meeting of Shareholders to approve the budget for the Board of Directors' remuneration in 2025, which is a maximum of 5% of the actual profit after tax achieved in 2025; simultaneously, the General Meeting of Shareholders authorizes the Chairman of the Board of Directors to decide on the principles, forms, and specific remuneration levels for each member of the Board of Directors within the total approved remuneration budget.

Respectfully proposed to the General Meeting of Shareholders for approval

Recipients:

- As above;*
- Archive: Office.*

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



No.: 04/2025/TTr-HĐQT

Ha Nam, April 02, 2025

SUBMISSION

Re: Selection of an Auditing unit for the 2025 Financial Statements

To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company

- Pursuant to Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

As proposed by the Audit Committee, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the unit to audit the company's 2025 Financial Statements: Grant Thornton (Vietnam) Co., Ltd. In cases of necessary changes to the auditing unit, the General Meeting of Shareholders authorizes the Board of Directors to select another Auditing unit to replace Grant Thornton (Vietnam) Co., Ltd. and report on the above replacement selection at the nearest General Meeting of Shareholders.

Respectfully propose to the General Meeting of Shareholders for approval.

Recipient:

- As above;
- Archive: Office.

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



Nguyễn Đức Tề

No.: 05/2025/TTr-HĐQT

Ha Nam, April 02, 2025

PROPOSAL

Re: Proposal for Listing Registration

To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

Given that the company's charter capital has exceeded VND 120 billion and it has been classified as a large-scale public company since August 2024, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the plan to transfer the company's trading platform from UPCOM (the current exchange) to the Ho Chi Minh Stock Exchange (HOSE).

The General Meeting of Shareholders authorizes the Board of Directors to undertake all necessary procedures to apply for listing on the Ho Chi Minh Stock Exchange in compliance with applicable regulations.

Respectfully proposed to the General Meeting of Shareholders for approval

Recipients:

- As above;
- Archive: Office.

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



No.: 06/2025/TTr-HĐQT

Ha Nam, April 02, 2025

PROPOSAL

Re: Proposal for Transactions with Related Parties

To: The General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company

- Pursuant to the Enterprise Law No. 59/2020/QH14 and current legal documents;
- Pursuant to the Charter of Tu Hai Ha Nam Joint Stock Company;

1. In 2024, the Company engaged in transactions with related parties, including Appatex Joint Stock Company (the parent company) and Duc Manh Joint Stock Company (an associate of the parent company), concerning contract manufacturing services for the Company.
2. In 2025, to enhance autonomy in the procurement of goods and services to meet business operation needs and generate economic benefits, the Board of Directors (“BOD”) hereby submits to the General Meeting of Shareholders (“GMS”) for approval the transactions with related parties (hereinafter referred to as the “Related Transactions”) arising in 2025 and 2026 (until the 2026 Annual General Meeting of Shareholders), including but not limited to the following transactions between the Company and other organizations or individuals identified as related parties under Clause 23, Article 4 of the 2020 Law on Enterprises:
 - a. Transactions involving the purchase and sale of goods, raw materials, tools, and equipment; and
 - b. Transactions related to contract manufacturing, subcontracting, and personnel leasing; and
 - c. Transactions involving advance payments, deposits, and settlements under purchase or service contracts as mentioned in items (a) and (b) above; and
 - d. Investment cooperation and business collaboration transactions aimed at promoting business activities, fulfilling orders, and executing projects.



3. Authorization to the Board of Directors and the General Director, and permission for the Board of Directors and the General Director to further delegate authority to other Company executives to:

- a. Determine the specific terms and conditions of the Related Transactions and the relevant agreements, contracts, and documents, including any amendments, supplements, terminations, or replacements of such transactions (if any); and
- b. Sign and execute the Related Transactions and related agreements, contracts, and documents, including any amendments, supplements, terminations, or replacements of such transactions (if any).

Respectfully proposed to the General Meeting of Shareholders for approval

Recipients:

- As above;
- Archive: Office.

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



Nguyễn Đức Tê



DRAFT

RESOLUTION
OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2020;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company No. 01/2025/BB-AGM dated April 24, 2025.

RESOLVE:

Article 1. Approval of the Board of Directors' Report for 2024 (Report No. 01/2025/BC-HĐQT).

Article 2. Approval of the Audited Financial Statements for 2024 (as presented in Proposal No. 01/2025/TTr-HĐQT).

Article 3. Approval of the 2025-2026 Business Plan (as presented in Proposal No. 02/2025/TTr-HĐQT).

No.	Indicators	Year 2025	Year 2026
1	Revenue	150 billion VND	170 billion VND
2	Profit after tax	9 billion VND	15 billion VND
3	Expected charter capital	121.528 billion VND	121,528 billion VND
4	Expected dividend rate	0%	8%

Article 4. Approval of the remuneration plan for the Board of Directors (as stated in Submission No. 03/2025/TTr-HĐQT).

The GMS approves the 2025 remuneration budget for the BODs at a maximum of 5% of the actual profit after tax achieved in 2025. At the same time, the GMS authorizes the Chairman of the BODs to determine the principles, forms, and specific remuneration levels for each BODs member within the total approved remuneration budget.



Article 5. Approval of selecting Grant Thornton (Vietnam) Co., Ltd. as the auditing firm for the 2025 financial statements (as stated in Submission No. 04/2025/TTr-HĐQT).

Article 6. Proposal for Listing Registration (as stated in Submission No. 05/2025/TTr-HĐQT).

Article 7. Proposal for Transactions with Related Parties (as stated in Submission No. 06/2025/TTr-HĐQT).

Article 8. The Board of Directors, the Executive Board, and relevant departments are responsible for implementing this resolution. The resolution takes effect from the date of signing./.

Recipients:

- As stated in Article 8;
- Relevant agencies and organizations;
- Archive: Office.

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



Nguyễn Đức Tề



**TU HAI HA NAM JOINT STOCK COMPANY**

Address: Luong Trang Hamlet, Tan Liem Ward, Phu Ly

City, Ha Nam Province, Vietnam

Website: www.tuhaijsc.vn

WRITTEN BALLOT**At the 2025 Annual General Meeting of Shareholders****April 24, 2025**

Shareholder's full name: Shareholder code:

Authorized representative attending and voting (if any):.....

Number of Valid Voting Shares:.....shares

Mailing Address:

ID Card/Citizen ID Card/Passport No:dated:.....

Issued by.....

Voting options

Voting content	Approve (1)	Disapprove (2)	Abstain (3)
1: To approve the Annual Report of the Board of Directors for 2025s			
2: To approve the Audited Financial Statements for the year 2025			
3: To approve the 2025-2026 Business Plan			
4: To approve the Remuneration Plan for the Board of Directors			
5: To approve of the Selection of the Audit Firm for auditing the 2025 Financial Statements			
6: To approve of the Listing Registration			
7: To approve of the for Transactions with Related Parties			

Shareholder/Authorized representative*(Signature and full name)*



TU HAI HA NAM JOINT STOCK COMPANY
Address: Luong Trang Hamlet, Tan Liem Ward, Phu Ly
City, Ha Nam Province, Vietnam
Website: www.tuhaijsc.vn

VOTING CARD

**AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
APRIL 24, 2025**

Shareholder's full name:

Shareholder code:.....

Full name of Authorized representative attending and voting (if any):

.....

Number of Valid Voting Shares:.....shares



SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

....., 2025

POWER OF ATTORNEY

**For the participation in the 2025 Annual General Meeting of Shareholders
of Tu Hai Ha Nam Joint Stock Company**

1. Authorizing Party:

Shareholder's full name:
ID Card/Citizen ID/Passport/BRC No.:
Date of Issue:Place of Issue:
Permanent address/Registered office:.....
Owns shares of Tu Hai Ha Nam Joint Stock Company as of 2025 March 27th
(par value 10.000 VND/share).

2. Authorized Party:

Name of org. /individual:
ID Card/Citizen ID/Passport :
Date of Issue:Place of Issue:
Address:.....
No. of shares authorized:.....

3. Contents of authorization:

- The Authorized Party has the right to represent the Authorizing Party to attend at the
2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company at
08:00 am on Thursday, April 24th, 2025.

- Exercise the right to express opinions and vote on all matters to be approved at the
General Meeting in accordance with the law.

4. Term of authorization:

This Power of Attorney is valid only during the time of the 2025 Annual General
Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company.

5. Responsibilities of the Authorizer and Authorized:

- The Authorized Party may not re-authorize a third party to perform the tasks specified
in this Power of Attorney..

- The Authorizing Party and the Authorized Party shall take full responsibility for this
authorization and commit to strictly comply with the current provisions of the Law, the Charter
of Tu Hai Ha Nam Joint Stock Company and will not have any complaints later.

A UTHORIZING PARTY

(Signature and full name, seal – if any)

AUTHORIZED PARTY

(Signature and full name, seal – if any)

** Note: This Power of Attorney is only valid when it is the original Authorization letter and has the signatures of both parties. If the Authorized or the Authorizer is an organization, it must have the signature of the legal representative and the seal of the organization (if any). This Power of Attorney will expire when the 2025 Annual General Meeting of Shareholders concludes.*



TU HAI HA NAM JOINT STOCK COMPANY
Address: Luong Trang Hamlet, Tan Liem Ward, Phu Ly
City, Ha Nam Province, Vietnam
Website: www.tuhaijsc.vn

REGISTRATION FORM
FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To: **Organizing Committee of the 2025 Annual General Meeting of Shareholders**
Tu Hai Ha Nam Joint Stock Company

Individual/Organization Name:

ID/PassportNumber: Dol: Pol:

BRC (for institutional shareholders): ..

Permanent Address/Head Office:

Tel: Fax:

Confirm the registration for attending the 2025 Annual General Meeting of Shareholders of Tu Hai Ha Nam Joint Stock Company, with:

Number of voting shares is

(In words:) shares;

including:

- Number of owned shares: shares.
- Number of proxy shares: shares.

(Attached is a photocopy of the Proxy Authorization).

I/we commit to comply with the regulations of the General Meeting.

Confirmation of the Organizing Committee:

....., date ... month ... year 2025

REGISTRANT

(Signature, full name)

☐ Confirmation that the registrant is eligible to attend the General Meeting and vote.

☐ Confirmation of the validity of the Registration Form.

**ON BEHALF OF THE SHAREHOLDER
ELIGIBILITY VERIFICATION BOARD
SHAREHOLDER**

Note: The registration deadline is as specified in the Notice of the 2025 Annual General Meeting of Shareholders.