

Số: 50./2026/CBTT-API  
No: 50./2026/CBTT-API

Hà Nội, ngày 24 tháng 4 năm 2026  
Hanoi, day 24 month 4 year 2026

**CÔNG BỐ THÔNG TIN ĐỊNH KỲ**  
**PERIODIC 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

- Tên cổ chức/ *Name of organization*: Công ty Cổ phần Đầu tư Châu Á Thái Bình Dương/Asia – Pacific Investment Joint Stock Company  
- Mã chứng khoán/ *Stock code*: API  
- Địa chỉ/ *Adress*: Tầng 3, tòa nhà Grand Plaza, số 117 Trần Duy Hưng, P.Yên Hòa, Q. Cầu Giấy, Tp. Hà Nội/3rd Floor, Grand Plaza Building, No. 117 Tran Duy Hung Street, Yen Hoa Ward, Hanoi City  
- Điện thoại liên hệ/ *Tel*: 024 3577 1983  
- Email: [contact@apec.com.vn](mailto:contact@apec.com.vn)  
- Website: [www.apeci.com.vn](http://www.apeci.com.vn)
- Nội dung thông tin công bố/ *Contents of disclosure*:  
Công ty cổ phần Đầu tư Châu Á Thái Bình Dương (API) công bố Tài liệu họp Đại hội đồng cổ đông thường niên năm 2026.  
*Asia – Pacific Investment Joint Stock Company (API) announces the materials for the 2026 Annual General Meeting of Shareholders.*
- Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 24.4/2026 tại đường dẫn: [www.apeci.com.vn](http://www.apeci.com.vn)  
*This information was published on the company's website on 24.4/2026, as the link [www.apeci.com.vn](http://www.apeci.com.vn)*  
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 correct and we bear the full responsibility to the law.*

**Tài liệu đính kèm/ Attached documents**  
Tài liệu họp ĐHĐCĐ 2026/The materials  
for the 2026 AGM

**Đại diện tổ chức**  
**Organization representative**  
*Person authorized to disclose information*  
  
**TỔNG GIÁM ĐỐC**  
*Nguyễn Phương Dung*





ASIA – PACIFIC INVESTMENT JOINT STOCK COMPANY



**ANNOUNCEMENT THE INVITATION TO  
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear: Mr/Mrs: .....  
Address:.....  
Phone : .....

Asia Pacific Investment Joint Stock Company respectfully invites its shareholders to attend the Company's 2026 Annual General Meeting of Shareholders with the following details:

**I. Share Ownership Information**

- Shareholder Code: .....
- Ownership Registration Number: .....
- Number of Shares Held: .....

**II. Meeting time**

**Time Meeting:** 14:00 a.m, Wednesday, June 10, 2026

**Meeting Venue:** 3<sup>rd</sup> Floor, Grand Plaza Building, 117 Tran Duy Hung, Yen Hoa Ward, Ha Noi

**III. Meeting Agenda:**

- Report of the Board of Management on business results in 2025;
- Report of the Board of Directors on activities in 2025;
- Report of the Independent Member of the Board of Directors on activities in 2025;
- Report of the Supervisory Board on activities in 2025;
- Approval of the audited 2025 Financial Statements;
- Approval of the 2025 business performance results and the 2026 business plan;
- Approval of the selection of the auditing unit/review of the 2025 Financial Statements;
- Approval of the 2025 remuneration and the 2026 remuneration payment plan of the Board of Directors and the Supervisory Board;
- Other contents fall under the jurisdiction of the General Meeting of Shareholders.

**IV. Meeting Documents:**

Shareholders are kindly requested to access information and download the meeting materials under the Shareholder Notices section on the Company's website: [www.apec.com.vn](http://www.apec.com.vn)

**V. Eligibility to Attend:**

All shareholders holding shares of the Company as recorded in the shareholder list as of April 16, 2026, announced by Vietnam Securities Depository and Clearing Corporation, or their duly authorized representatives, are eligible to attend the Meeting.

**VI. Registration for Attendance:**

Shareholders or their authorized representatives attending the General Meeting of Shareholders are kindly requested to bring the following documents for registration procedures: (i) Citizen Identification Card / Passport / Copy of Enterprise Registration Certificate (for organizations); (ii) Invitation Letter; (iii) Proxy Form (in case of authorization).

*Yours sincerely./.*

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Chairman  
Nguyen Duc Quan**





ASIA – PACIFIC INVESTMENT JOINT STOCK COMPANY



## PROXY FORM

### ATTENDING THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### 1. Principal

Name of Individual/Organization: .....  
Citizen ID/Passport/Enterprise Registration Certificate No.: .....  
Date of Issue: .....  
Number of shares currently owned as of April 16, 2026: .....shares  
(In words: .....).

#### 2. Authorized Representative

Full Name: .....  
Citizen ID/Passport/Enterprise Registration Certificate No.: .....  
Date of Issue: .....

Address: .....

Number of authorized shares: .....shares  
(In words: .....).

#### 3. Scope of Authorization

The Authorized Representative is entitled to represent the Principal in attending and voting on matters submitted for consideration and approval at the 2026 Annual General Meeting of Shareholders of Asia Pacific Investment Joint Stock Company, corresponding to the number of authorized shares, in accordance with applicable laws and the Company's Regulations on the Organization of the General Meeting of Shareholders.

#### Responsibilities and Term of Authorization

- This Power of Attorney shall be effective from the date of signing until the conclusion of the 2026 Annual General Meeting of Shareholders of Asia Pacific Investment Joint Stock Company.
- The Authorized Representative may not re-authorize any third party to perform the matters stated in this Power of Attorney.
- In the event that the shareholder does not attend the Meeting and has not appointed any representative, the shareholder agrees to authorize:

☐ Mr. **Nguyen Duc Quan** – Chairman of The Board of Directors

....., date .... month .... year 2026

**Authorized Representative**<sup>1</sup>

(Sign and state full name)

**Principal**

(Sign and state full name; affix the seal  
if the shareholder is an organization)

*The Principal and the Authorized Representative shall bear full responsibility for this authorization and undertake to strictly comply with all applicable laws and the Charter of Asia Pacific Investment JSC.,.*

*Note: Please send the Confirmation Form/Proxy Form in advance to the following email address: [dichvukhachhang@apec.com.vn](mailto:dichvukhachhang@apec.com.vn)*

<sup>1</sup> The Authorized Representative attending the Meeting is required to bring a valid Citizen ID Card/Passport, the invitation letter, and the original Power of Proxy

# ASIA – PACIFIC INVESTMENT JOINT STOCK COMPANY



## VOTING BALLOT

### ANNUAL GENERAL MEETING OF SHAREHOLDERS

YEAR OF 2026

**Shareholder ID:**

Full name of shareholder / authorized representative	:
Shareholder registration number / authorized representative's registration number	:
Number of shares owned	:
Number of shares represented under authorization	:
<b>Total number of voting rights</b>	:



**THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
ASIA – PACIFIC INVESTMENT JOINT STOCK COMPANY  
WRITTEN VOTING OPINION FORM**

**I. Shareholder / Shareholder's Representative Information**

1. Shareholder ID: .....
2. Full name of shareholder: .....
3. Number of valid voting shares: .....

**II. Kết quả biểu quyết**

1.	Report of the Executive Board on business performance in 2025;	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
2.	Report of the Board of Directors on activities in 2025	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
3.	Report of the Independent Member of the Board of Directors on activities in 2025	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
4.	Report of the Supervisory Board on activities in 2025	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
5.	Approval of the audited financial statements for 2025	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
6.	Approval of the 2025 business results report and the 2026 business plan	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
7.	Authorization for the Board of Directors to select the auditing/review firm for the 2026 financial statements	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
8.	Approval of remuneration for 2025 and the remuneration plan for 2026 of the Board of Directors and the Supervisory Board	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
9.	Approve the dismissal of a member of the Board of Directors	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion
10.	Approval of authorizing the Board of Directors to decide on matters under the authority of the General Meeting of Shareholders	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree	<input type="checkbox"/> No opinion

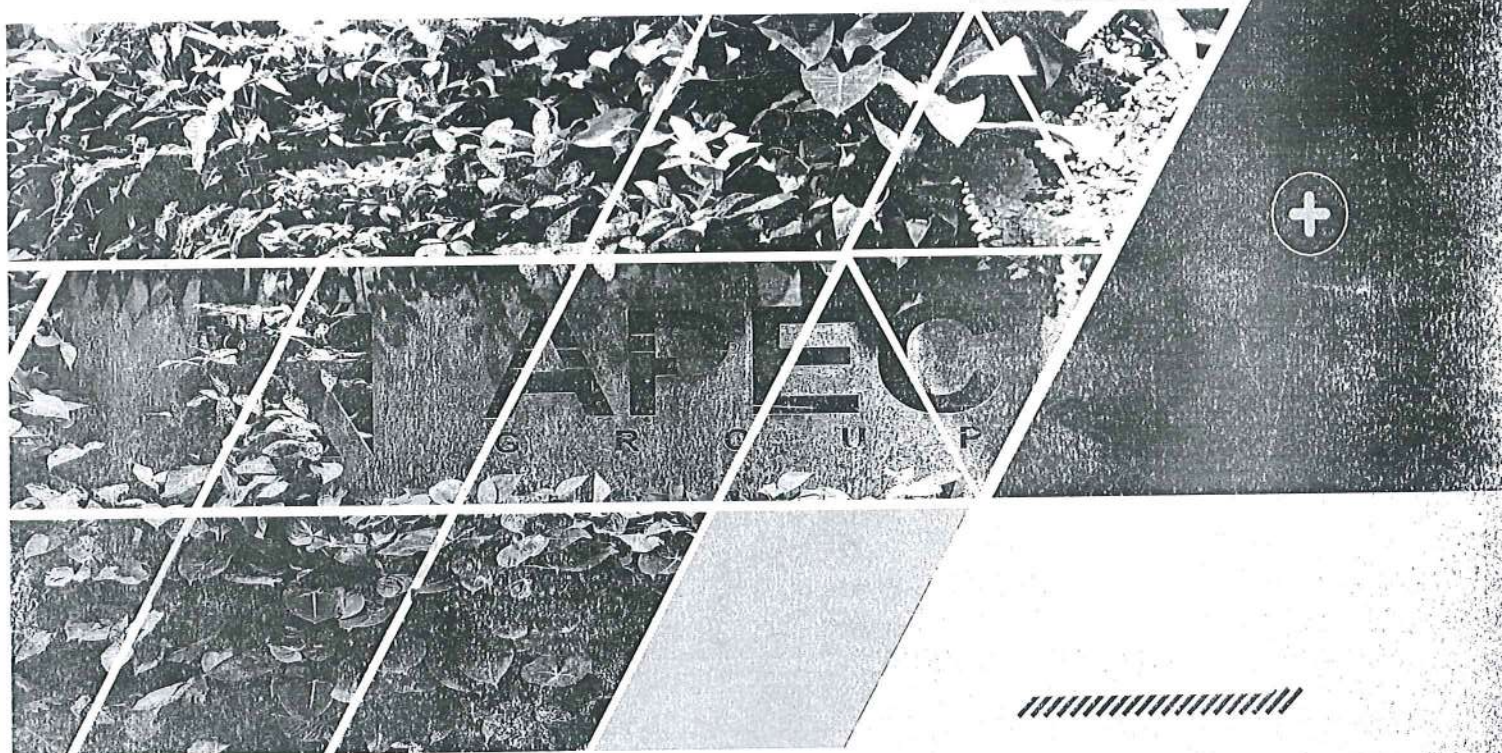
Date: ..... / ..... / 2026

Signature of shareholder / representative / authorized person  
((Sign and clearly state full name))



TÀI LIỆU

# ĐẠI HỘI CỔ ĐÔNG NĂM 2026



CÔNG TY CỔ PHẦN ĐẦU TƯ CHÂU Á THÁI BÌNH DƯƠNG

Add: Tầng 3, Grand Plaza, 117 Trần Duy Hưng, Hà Nội

Tel: 024.3577.1983

## TABLE OF CONTENTS

ANNUAL GENERAL SHAREHOLDERS' MEETING AGENDA 2026 .....	
WORKING REGULATIONS.....	
PRINCIPLES, VOTING RULES .....	
REPORT OF THE GENERAL DIRECTORATE .....	
REPORT OF THE BOARD OF DIRECTORS .....	
REPORT OF THE SUPERVISORY BOARD .....	
PROPOSAL 01 .....	
PROPOSAL 02 .....	
PROPOSAL 03 .....	
PROPOSAL 04 .....	
PROPOSAL 05 .....	
PROPOSAL 06 .....	



**ANNUAL GENERAL SHAREHOLDERS' MEETING AGENDA 2026**  
**ASIA – PACIFIC INVESTMENT JOINT STOCK COMPANY**

<b>PROGRAM</b>		<b>Duration</b>
<b>I Opening Procedure</b>		
1	Welcoming delegates to the meeting. Check the eligibility of shareholders to attend the General Meeting and distribute meeting documents	8h30-9h00
2	Organizing Committee: Announcement of reasons, introduction of the Chairman of the Congress	9h00-9h30
3	Chairman of the congress: Introduction of the presidium and appointment of the Secretary of the congress Report on inspection of shareholders' eligibility to attend the General Meeting	
4	Opening of the Congress; Introduction and approval of the Presidium; Secretariat, Vote Counting Committee, Shareholder Qualification Examination Board;	
5	The Chairman of the Congress introduced the program of the Congress; Approve the Working Regulations.	
<b>II Contents of the Congress</b>		
1	Presenting reports and submissions: a. Report of the Board of Management on business results in 2025; b. Report of the Board of Directors on activities in 2025; c. Report of the Independent Member of the Board of Directors on activities in 2025; d. Report of the Supervisory Board on activities in 2025; e. Approval of the audited 2025 Financial Statements; f. Approval of the 2025 business performance results and the 2026 business plan; g. Approval of the selection of the auditing unit/review of the 2025 Financial Statements; h. Approval of the 2025 remuneration and the 2026 remuneration payment plan of the Board of Directors and the Supervisory Board; i. Other contents fall under the jurisdiction of the General Meeting of Shareholders.	9h30 – 9h50
2	Discussion at the Congress on the content of the reports	9h50 – 10h20
3	The Congress voted on the presented contents	10h20 – 10h35
4	Breaks and vote counting	10h35 – 11h00
5	Announcement of vote counting results	
6	Presentation of the Minutes of the Congress and the Draft Resolution of the Congress	11h00 – 11h15
7	Approval of the Minutes and Resolution of the General Meeting of Shareholders	
<b>III Closing Summary</b>		
	The Chairman gave a closing speech at the Congress	11h15 – 11h30

WORKING REGULATIONS  
ANNUAL GENERAL SHAREHOLDERS' MEETING 2026

- Pursuant to the Enterprise Law No. 59/2020/QH14;
- Pursuant to the Securities Law No. 54/2019/QH14;
- Pursuant to the Charter of Operations of Asia - Pacific Investment Joint Stock Company;
- Pursuant to the functions, tasks and powers of the Board of Directors of Asia - Pacific Investment Joint Stock Company.

In order for the congress to achieve the highest consensus of shareholders, implement the plan and regulations of the Charter of Operations of Asia - Pacific Investment Joint Stock Company. The Company's Board of Directors develops the Working Regulations of the Congress with the following specific contents:

**Objectives:**

- Ensuring the principles of publicity, fairness, democracy and construction;
- For the benefit of shareholders;
- Creating favorable conditions for the organization and conduct of the General Meeting of Shareholders.

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of application:**

1.1 These regulations are used for organizing the annual General Meeting of Shareholders in 2026 of Asia - Pacific Investment Joint Stock Company (hereinafter referred to as "Company" or "API").

1.2 This regulation specifies the rights and obligations of parties participating in the Congress, conditions, and procedures for conducting the Congress.

1.3 Shareholders and participants are responsible for complying with the regulations in this document.

**Article 2. Objectives:**

- 2.1 Ensure the principle of publicity and transparency;
- 2.2 Facilitate the successful organization of the Congress in compliance with the law.

**CHAPTER II  
RIGHTS AND OBLIGATIONS OF PARTIES PARTICIPATING IN THE CONGRESS  
Article 3. Participants of the Annual General Shareholders' Meeting:**

All shareholders owning shares of the Company listed in the shareholder registry on the record date for participation in the Congress (April 16, 2026), the Organizing Committee of the Congress, and other individuals as approved by the Chairman of the Congress.

**Article 4. Rights and obligations of shareholders when attending the Congress:**

**4.1 Rights of shareholders when attending the Congress:**



- a. All shareholders of the company have the right to attend and vote on matters within the authority of the General Meeting of Shareholders.
- b. Shareholders may attend the General Meeting of Shareholders in one of the following forms:
  - Attend the General Meeting of Shareholders directly.
  - If unable to attend the Congress, shareholders may authorize another person to attend and vote on matters within their authority. This authorization must be in writing according to the form attached to the Invitation (notice of invitation) to the Company's General Meeting of Shareholders.
- c. Be publicly informed by the Organizing Committee of the Congress agenda.
- d. At the Congress, each shareholder or authorized representative, upon arrival, will receive a Ballot, a Written Opinion Poll, and a Ballot Paper (containing the shareholder code and the number of voting shares) after registering to attend the Congress with the Shareholder Qualification Verification Committee:
  - The Ballot and Written Opinion Poll contain information about the shareholder's name, shareholder code, number of owned shares, number of represented shares, and the number of shares entitled to vote by the shareholder or representative;
  - The Ballot Paper contains information about the shareholder's name, shareholder code, and the number of valid voting shares. The number of voting shares on the Ballot Paper is calculated as the total number of votes, corresponding to the total number of owned shares with voting rights multiplied by the number of members to be elected according to the cumulative voting method and the Election Regulations approved by the 2026 Annual General Meeting of Shareholders.
- e. Shareholders or authorized representatives arriving late to the Congress have the right to register immediately and then participate and vote immediately at the Congress, but the Chairman is not responsible for stopping the meeting, and the validity of previous votes will not be affected. If the Vote Counting Committee is in the process of counting votes, the shareholder does not have the right to vote. The Vote Counting Committee is responsible for adding the number of shares entitled to vote at the Congress to calculate the approval rate of the voting content later.

#### **4.2 Obligations of shareholders when attending the Congress:**

- a. Shareholders attending the congress must dress politely and formally;
- b. Shareholders or authorized representatives attending the Congress must bring the following documents:
  - Invitation to the Congress;
  - Valid Identification Card or Passport.
  - Power of Attorney according to the form attached to the invitation to the Congress (in case of authorized participation in the Congress: If the Shareholder is an individual, the power of attorney must be signed by that Shareholder; If the Shareholder is a legal entity/organization, the power of attorney must be stamped and signed by the legal representative of that legal entity/organization); The authorized person attending the Congress may not re-authorize a third party.
- c. Shareholders may only officially attend and vote at the Congress after completing the registration procedures and proving that their status as a Shareholder or/and authorized representative is valid with the Shareholder Qualification Verification Committee.



- d. Shareholders/representatives of shareholders attending the meeting must complete the registration procedures with the Congress Organizing Committee.
- e. During the Congress, shareholders/representatives of shareholders must comply with the guidance and direction of the Chairman, respect the working results of the Congress, behave civilly and politely, and not cause disorder.
- f. If a Shareholder leaves the meeting before the Congress votes without notifying the Vote Counting Committee, that shareholder is considered to have a different opinion from all issues to be voted on at the Congress.
- g. Comply with the conditions and procedures specified in this Regulation.

#### **Article 5. Rights and obligations of the Chairman of the Congress:**

##### **5.1 *Chairman of the Congress:***

The Chairman of the Congress is the Chairman of the Board of Directors or a person authorized by the Chairman of the Board of Directors, who plays the role of presiding over the General Meeting of Shareholders. The authorized person must be a member of the Board of Directors.

##### **5.2 *The Chairman of the Congress has the following rights and obligations:***

- a. Conduct the Congress to implement the working program in a valid and orderly manner;
- b. When events arise outside the program of the General Meeting of Shareholders, the Chairman will discuss with other members of the Organizing Committee (before the Congress begins), or the Presidium (during the Congress) to find a solution. In case of many different opinions, the opinion supported by the Chairman will be decisive;
- c. Has the right to take necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved program and reflecting the wishes of the majority of attendees;
- d. Has the right to postpone the Congress that has enough delegates to another time and place decided by the Chairman without consulting the Congress, if it finds that:
  - The meeting place does not have enough convenient seating for all attendees;
  - An attendee has behaviors that obstruct, cause disorder, and risk making the meeting not conducted fairly and legally;
  - The postponement is necessary for the work of the congress to be carried out in a valid manner. The maximum postponement time is no more than three days from the date the meeting is scheduled to open.

#### **Article 6. Responsibilities of the Shareholder Qualification Inspection Committee:**

6.1 The Shareholder Qualification Inspection Committee is nominated by the Chairman of the Board of Directors and approved at the Congress, with the following functions and tasks:

- Check the eligibility of shareholders and authorized representatives of shareholders to attend the meeting based on the documents they present: Check ID card/Passport, Meeting invitation, Power of attorney and accompanying documents (if any);
- Issue to shareholders or authorized representatives of shareholders Voting ballots, Written shareholder opinion ballots, Election ballots and Congress documents;
- Summarize and report to the Congress on the results of checking the qualifications of shareholders attending the Congress.

6.2 In case the person attending the meeting does not have full qualifications to attend the Congress, the Shareholder Qualification Inspection Committee has the right to refuse the person's right to attend the meeting, refuse to issue Voting ballots, Written shareholder opinion ballots, Election ballots and Congress documents.

**Article 7. Responsibilities of the Congress Secretariat:**

7.1 The secretariat is nominated by the Chairman and approved by the Congress through voting to assist the Congress. The secretariat is responsible to the Chairman and the Congress for its tasks.

7.2 The Secretariat performs assistance work as assigned by the Chairman, with the task of:

- Fully and truthfully record the entire content of the Congress proceedings and the issues that have been approved or noted by the shareholders at the Congress;
- Draft and present the Minutes of the Congress and Resolutions on issues that have been approved at the Congress.

**Article 8. Responsibilities of the Vote Counting Committee:**

8.1 The Vote Counting Committee is nominated by the Chairman of the Board of Directors and approved at the Congress. Members of the Vote Counting Committee must not be named on the list of nominations for members of the Board of Directors and members of the Supervisory Board.

8.2 The Vote Counting Committee has the task of:

- Guiding the principles and rules of voting;
- Counting the number of votes for each type: in favor, against, no opinion immediately after the Congress votes;
- Issue and collect Written shareholder opinion ballots. Confirm valid information on written shareholder opinion ballots;
- Record the results of Voting ballots and Written shareholder opinion ballots. Summarize and report to the Congress on issues that are approved or not approved in accordance with the Voting Regulations approved by the Congress;
- Summarizing, preparing minutes of vote counting and announcing the results to the Congress before approving the Minutes of the General Meeting of Shareholders;
- Performing other assigned tasks.

### **CHAPTER III CONGRESS PROCEDURE**

**Article 9. Conditions for conducting the Congress:**

The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents at least 50% of the total number of voting shares of the Company according to the list of shareholders invited to the meeting when deciding to convene the Congress.

**Article 10. How to conduct the Congress:**

10.1 The Congress will discuss and approve the contents stated in the Program of the General Meeting of Shareholders in turn.

10.2 The order of conducting the Congress is specified in detail in the Program of the General Meeting of Shareholders.

**Article 11. Adoption of Decisions of the Annual General Meeting of Shareholders:**



11.1 Resolutions of the General Meeting of Shareholders related to the following contents are passed when 65% or more of the total number of voting shares of all attending shareholders agree:

- Type of shares and total number of shares of each type;
- Changes in industries, occupations, and business lines;
- Changes in the company's management organizational structure;
- Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements, unless the company's charter stipulates a different ratio or value;
- Reorganization, dissolution of the company.

11.2 Except as provided in Clause 11.1 above, Decisions of the General Meeting of Shareholders are passed when 50% or more of the total number of votes of all attending Shareholders agree.

**Article 12. Handling cases where the General Meeting of Shareholders fails to take place:**

12.1 If within 30 minutes from the scheduled opening time of the meeting, there is not enough of the required number of shareholder representatives as stipulated in Article 9 of this regulation, then within 30 days from the date of the first meeting, the second meeting must be convened.

12.2 The second General Meeting of Shareholders shall be conducted when the number of attending shareholders represents 33% or more of the total number of voting shares. If the second congress does not have enough of the required number of delegates within 30 minutes from the scheduled opening time of the meeting, then within 20 days from the date of the second meeting, the third meeting must be convened.

12.3 The third General Meeting of Shareholders shall be conducted regardless of the total number of votes of the attending shareholders and shall have the right to decide on all matters of the Annual General Meeting of Shareholders.

**Article 13. Minutes of the Annual General Meeting of Shareholders:**

The chairman of the General Meeting of Shareholders and the secretary of the meeting are responsible for the accuracy of the Minutes and must organize the storage of the minutes of the General Meeting of Shareholders. The minutes of the meeting are read and approved before the meeting is closed and are kept at the company.

## **CHAPTER IV OTHER REGULATIONS**

**Article 14. Some other regulations:**

14.1 Shareholders attending the congress who wish to speak must obtain the consent of the Chairman of the Congress. Shareholders should speak briefly and focus on the key contents to be exchanged, in accordance with the content of the congress program that has been approved. The Chairman of the Congress will arrange for shareholders to speak in the order of registration, and at the same time assign people in the Presidium or the Board of Directors to answer shareholders' questions;

14.2 Shareholders will be stripped of their right to attend the General Meeting of Shareholders by the Presidium of the Congress if they intentionally fail to comply with the regulations of the congress, cause disturbances, disrupt order, or take actions that directly affect the administration of the Congress.



**CHAPTER V**  
**IMPLEMENTATION PROVISIONS**

**Điều 2. Effectiveness of the Regulation:**

This Regulation includes 5 chapters, 15 articles, and is applied by the Organizing Committee of the General Meeting of Asia - Pacific Investment Joint Stock Company to the 2026 Annual General Meeting of Shareholders of Asia - Pacific Investment Joint Stock Company and takes effect immediately after being approved by the General Meeting of Shareholders./.

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

**Nguyen Duc Quan**

**PRINCIPLES AND RULES OF VOTING**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
- Pursuant to the Law on Securities No. 54/2019/QH14;
- Pursuant to the Charter of Operations of Asia - Pacific Investment Joint Stock Company.

**I. Voting principles**

- In accordance with the provisions of law, the company's charter and accuracy.
- Shareholders, shareholder representatives, or proxies of shareholders shall exercise their voting rights at the 2026 Annual General Meeting of Shareholders of Asia - Pacific Investment Joint Stock Company by using "Ballots" and "Written Opinion Ballots".
- Each shareholder has the number of voting shares equal to the number of shares that person owns and/or represents ownership of by proxy.
- "Ballots" and "Written Opinion Ballots" are pre-printed according to the form of the Organizing Committee, with the seal of Asia - Pacific Investment Joint Stock Company.
- "Ballots" and "Written Opinion Ballots" are only valid if they are valid according to regulations.
- The voting result is calculated according to the percentage between the total number of shares of valid ballots and the total number of shares of all attending shareholders.

**1. General Regulations**

- Voting on the approval of reports, submissions, and resolutions of the Annual General Meeting of Shareholders shall be conducted publicly and directly under the direction of the Presidium of the Congress and shall only use ballots issued by the Organizing Committee of the Congress.
- Shareholders or authorized representatives of shareholders (hereinafter referred to as shareholders) attending the General Meeting of Shareholders with voting rights will be issued 01 Ballot and 01 Written Opinion Ballot, used to vote on the contents presented at the Congress.
- Classification of Ballots and Written Opinion Ballots:
  - + Valid Ballot: is a Ballot pre-printed according to the form issued by the Organizing Committee of the Congress, with the company's seal, the Ballot is not torn, erased, scraped, repaired and marked/commented according to the regulations on the Ballot.
  - + Invalid Ballot: is a Ballot that does not comply with the regulations of a valid Ballot.

**2. Voting Method**

- For the presented contents at the Congress, if the Shareholders agree, disagree or have other opinions, they should fill in their answers on the "Written Opinion Ballot" for each content and submit it to the Vote Counting Board at the Congress. In case the shareholder does not fill in the answer on the "Written Opinion Ballot", it will be recorded that the shareholder has a different opinion.

- When voting on other contents at the Congress, if the Shareholders agree, disagree or have other opinions, they should raise the "Ballot" in turn, with the front of the Ballot facing the Chairman of the Congress.

### **3. Result Synthesis**

- After each vote using the "Ballot", the Vote Counting Board will announce the result of the number or percentage of votes.
- For the content voted by "Written Opinion Ballot", the voting result will be summarized by the Vote Counting Board and announced before the approval of the Minutes of the General Meeting of Shareholders.
- Any complaints or questions regarding voting will be resolved immediately at the Congress.
- The voting result must be recorded in the Minutes of the General Meeting of Shareholders.

## **II. Approval of Voting Results**

1. Resolutions, Decisions, and Submissions of the Congress are only valid when the number of shareholders owning and representing ownership is 50% or more of the total number of voting rights of all shareholders with voting rights present directly or through authorized representatives present at the General Meeting of Shareholders.
2. For Decisions and Submissions of the Congress related to Amendments and Supplements to the Charter; Types of shares and the total number of shares of each type offered for sale; Changes in the company's management organization structure; Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the company's most recent financial statements; Reorganization or dissolution of the company will only be approved when the number of shareholders owning and representing ownership is 65% or more of the total number of voting rights of all shareholders with voting rights present directly or through authorized representatives present at the General Meeting of Shareholders.

## **III. Effectiveness**

The Principles and Rules of Voting and Speaking are effective immediately upon approval at the 2026 Annual General Meeting of Shareholders of Asia - Pacific Investment Joint Stock Company.

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

**Nguyen Duc Quan**



**REPORT OF THE GENERAL DIRECTORATE  
ASIA - PACIFIC INVESTMENT JOINT STOCK COMPANY**

**Dear: Shareholders of Asia - Pacific Investment Joint Stock Company**

- *Pursuant to the Charter on organization and operation of Asia - Pacific Investment Joint Stock Company;*
- *Pursuant to the business operations and management - administration of Asia - Pacific Investment Joint Stock Company.*

The General Directorate would like to report to the General Meeting of Shareholders of Asia - Pacific Investment Joint Stock Company the following contents:

**I. REPORT ON BUSINESS RESULTS IN 2025**

**1. Assessment of the general situation in 2025**

The year 2025 marks a significant turning point for Vietnam's real estate market—a phase of recovery, restructuring, and the establishment of new development standards following a period of adjustment. In the context of a stable macroeconomic environment, well-controlled inflation, and the official implementation of amended laws on Land, Housing, and Real Estate Business from the beginning of the year, the market is entering a more transparent and sustainable growth cycle.

The implementation of the 2024 Land Law, the Housing Law, and the Real Estate Business Law not only completes the legal framework but also creates a foundation for enterprises with long-term vision, strong execution capabilities, and pioneering spirit to proactively seize opportunities, reposition strategies, and achieve breakthroughs in the new phase.

The hospitality and resort sector recorded strong growth, with Vietnam's tourism industry experiencing a breakthrough year in 2025, affirming its position as the fastest-growing destination in Southeast Asia. International arrivals surged (increasing by more than 20% compared to 2024). Wellness-integrated resort models began contributing a significant share of industry revenue.

The year 2025 is also a pivotal milestone as Vietnam officially commercialized nationwide 5G and completely phased out 2G networks, with revenue from data services and digital solutions for enterprises (Cloud, AI) surpassing traditional voice and messaging services.

The education sector expanded its system of private and international schools in response to growing demand from the middle class, while 2025 also saw the rapid rise of the "Hybrid Learning" model with the application of artificial intelligence in teaching management.

Concluding 2025 with positive results across most sectors, Vietnam's economy has established a solid foundation for the next phase of growth. In this context, API expects 2026 to bring new opportunities, serving as an important stepping stone for the Company to realize its ambitious growth targets for the 2026–2030 period..

**2. Management Board's Assessment Report**

**2.1 Business Results in 2025**

In this context, API has chosen a proactive and differentiated approach. Over the past year, the Company has focused its resources on resolving legal obstacles for multiple projects in key localities, considering this a crucial foundation for future growth. In Bac Giang and Lang Son, API

has actively implemented projects to leverage the advantages of their locations along the Hanoi–Lang Son expressway, as well as the growth momentum generated by industrial zones in the region. At the same time, with expectations that Resolution 170 will be expanded for nationwide application, projects in Hue and several other localities are anticipated to gradually overcome legal challenges, opening up opportunities for effective implementation in the near future.

Beyond real estate, 2025 also marks API's pioneering step in diversifying its investment portfolio. The Company has proactively expanded into the telecommunications sector, focusing on the development of data-based telecom services, while continuing to deepen its investment in the education sector. These moves reflect a breakthrough mindset beyond traditional industry boundaries, aiming to build a multi-sector ecosystem that creates additional growth drivers and enhances adaptability to market fluctuations..

*Unit: VND*

No.	Indicators	2025	2025
1	Net Revenue		
2	Profit Before Tax		
3	Profit After Tax		

*(Source: 2025 Audited Consolidated Financial Statements)*

## **2.2 Business Operation Deployment Status in 2025**

Resort real estate has been API's core business throughout its formation and development. With a strong orientation toward innovation, API's projects have gradually established themselves as iconic developments. Each project launched by API has attracted significant attention and is expected to become a prominent destination, contributing to the growth of tourism and commercial activities.

API's ecosystem is not limited to real estate. Its development strategy focuses on continuously researching, evaluating, and investing in promising sectors that deliver benefits to shareholders, society, and employees.

### **Real Estate Sector:**

Potential projects such as OCT5 Bac Giang and Apec Golden Palace Lang Son are currently being finalized in terms of legal procedures, creating a foundation for implementation in 2026. At the same time, API continues to accelerate sales of remaining inventory from completed projects such as Apec Mandala Phu Yen, Apec Aqua Park Bac Giang, and Apec Royal Park Hue to recover capital and strengthen the Company's financial resources.

### **Hospitality – Resort Sector:**

API collaborates with MHG Management Group to continuously upgrade facilities and develop new services, better meeting the increasingly diverse needs of customers. With its existing hotel system, including Mandala Hotel & Suites Bac Giang, Mandala Hotel & Spa Bac Ninh, and Mandala Hotel & Spa Phu Yen, API aims to maintain a strong market position while achieving stable growth in the coming period.

### **Telecommunications Sector:**



API has successfully negotiated and won bids with EVN, initiated the process of selecting contractors for installation on EVN's cable infrastructure, and proactively approached customers, gradually bringing telecom operations into practical implementation.

#### **Education Sector:**

API continues to expand investment in education, including experiential learning and higher education, to diversify the APEC ecosystem. The application of advanced technologies in education not only supports business expansion but also contributes to sustainable value creation for society. Currently, API is gradually developing educational experience zones and university systems based on existing APEC projects, creating a foundation for stable revenue growth once these projects become operational in the future.

#### **Capital Sources:**

API focuses on strengthening its financial capacity by mobilizing and balancing various funding sources, including equity, shareholder capital, customer advances, bank loans, and bond issuance, to ensure financial stability. Within its capital structure, the proportion of bank loans and bonds is maintained at a low level, helping API minimize the impact of economic fluctuations and establish a solid financial foundation for the implementation of large-scale projects in the near future.

## **II. BUSINESS OPERATION PLAN FOR 2026**

### **1. Project implementation plan 2026**

Based on a long-term development orientation and alignment with key economic trends, the Company has set a goal to become, by 2030, a sustainable multi-industry enterprise with strong competitiveness, transparent operations, and the ability to create long-term value for shareholders, partners, and the community. Accordingly, the key objectives and strategies are as follows:

#### **1.1 Residential Real Estate Sector**

##### ***Apec Royal Park Hue Project:***

In 2025, Hue welcomed inspection delegations from both provincial authorities and the Government. In December 2025, the National Assembly decided to expand the scope of application of Resolution No. 170/2024/QH15. As a result, initial legal solutions have emerged to resolve outstanding issues of the project. In 2026, API expects that obstacles will be addressed and the project will be restarted from Q2/2026. Currently, the project continues to complete landscape infrastructure and construction works, and will proceed with handover procedures to customers as soon as legal issues are resolved. Estimated revenue from the project is expected to exceed VND 300 billion in 2026.

##### ***85 Le Dai Hanh – Lang Son Project:***

In 2025, API completed the extension of project timelines and construction permits. In March 2026, the Company officially commenced construction. Given market potential, the management aims to closely coordinate design finalization and technical control to maximize sales efficiency. The project is expected to generate revenue of VND 910 billion, with estimated pre-tax profit of VND 200 billion.

Implementation plan:

- Q1/2026: Project groundbreaking
- Q3/2026 – Q4/2027: Sales launch and construction
- 2028: Completion, acceptance, and operation

### ***OCT 5 – Bac Giang Project:***

In 2025, API completed the extension of project timelines and construction permits. Bac Giang is considered one of the provinces with the highest growth rates in investment and industrial zones nationwide. With current growth momentum, Bac Giang is viewed as an attractive market for services catering to foreign experts living and working in the province.

Notably, under regional planning and administrative restructuring policies, Bac Giang and Bac Ninh are being oriented toward merging into a new provincial-level administrative unit, with the administrative center expected to be located in Bac Giang City. This is a strategic factor that will significantly boost urban, administrative, and service infrastructure development in the new central area.

The project is located in a prime position in Bac Giang City, at the intersection of key transportation routes and the province's administrative, economic, and educational centers. With outstanding advantages in location, regional connectivity, and long-term development potential, the project is identified as a strategic and high-potential investment of the Company. It is expected to generate revenue of VND 950 billion and pre-tax profit of VND 300–400 billion.

Implementation plan:

- Q1/2026: Project groundbreaking
- Q3/2026 – Q4/2027: Sales launch and construction
- 2028: Completion, acceptance, and operation

### ***Gia Sang Project:***

Based on the resolution approved at the 2024 Annual General Meeting of Shareholders, the Executive Board is implementing adjustments to the investment policy (including reducing project scale and revising timelines) as a basis for completing other legal procedures in accordance with inspection conclusions.

It is expected that in Q2–Q3/2026, API will complete documentation for adjustments to the investment project of a commercial-service complex, office-for-lease buildings, and a high-end hotel in Gia Sang Ward, Thai Nguyen City.

## **1.2. Hospitality and Resort Sector**

### **Mandala Bac Giang**

Currently, the Apec Aqua Park Bac Giang project has been put into operation and has become one of the first model residential complexes in the city, meeting high standards in scale and living quality.

API has partnered with Mandala Hospitality Group to operate part of the project under a 5-star hotel brand and standard, thereby enhancing the project's positioning and quality in the local market.

### **Mandala Phu Yen**

The project has been in official operation since April 2022. Upon completion, it has become an iconic landmark of Tuy Hoa City.

API has cooperated with Mandala Hospitality Group to operate the project under the Mandala Hotel & Spa Phu Yen brand, following high-end standards. This integrated commercial and luxury resort complex has reached international standards and contributed to elevating the prestige and sophistication of the city.

## **1.3. Industrial Real Estate Sector**

API is expanding into diversified real estate segments to mitigate risks associated with fluctuations in any single segment, while also recognizing the strong growth potential of industrial



parks. The Da Hoi Industrial Park project has been selected as the initial step in this expansion strategy.

#### **1.4. Telecommunications (Telecom) Sector**

API is investing in the construction of high-capacity transmission systems using DWDM/IP technology to provide transmission channel services, thereby increasing revenue and profit while establishing a new business pillar in the technology sector.

The Company aims to become one of the Top 3 telecommunications enterprises in Vietnam providing high-capacity, secure, and high-quality transmission channel services, contributing to the development of the core digital infrastructure for national digital transformation.

In 2025, API invested capital in VTTRIA Telecommunications Joint Stock Company.

#### **1.5. Education and Training Sector**

API collaborates with domestic and international partners to implement short-term training programs, while also researching and seeking partners to develop school models and professional vocational training systems.

The Company is developing the Edva.vn online education platform with more than 800 courses across various fields, expanding access to education for all segments of society.

API also organized the International Conference “200,000 CEOs,” considered a strategic initiative in the education and training sector, demonstrating the Company’s ambition and commitment to working alongside the Government in developing high-level leadership human resources for the economy.

### **2. Solutions for Implementing the 2026 Plan**

In the 2026–2030 period, API’s development strategy is oriented toward stability, prudence, and sustainability. The Company does not prioritize expanding the number of new projects, but instead focuses on optimizing efficiency, improving operational quality, and enhancing the value depth of its existing projects.

At the same time, API continues to accelerate sales of remaining inventory in projects such as Apec Mandala Phu Yen and Apec Aqua Park Bac Giang, thereby recovering cash flow and strengthening capital resources to support business operations.

In addition to project development, API emphasizes building a closed-loop ecosystem in the resort real estate sector, proactively implementing the entire value chain—from design, construction, marketing, and sales to management and operations. This model helps ensure a stable customer base while enhancing the long-term value of investors’ assets.

In particular, the Company focuses on strengthening its financial capacity by diversifying funding sources, including capital from shareholders, owners, customers, banks, and bond issuance. The proportion of bank loans and bonds is maintained at a low level. This prudent capital structure helps API mitigate the impact of macroeconomic fluctuations while establishing a solid financial foundation for implementing large-scale projects in the coming period.

### **3. Business plan targets for 2026:**

<b>No.</b>	<b>Content</b>	<b>Value (VND)</b>
1	Total revenue	
2	Profit before tax	
3	Profit after tax	

## **III. CONCLUSION**

With the foundations built in 2025, along with high determination, innovative thinking, and a sense of responsibility, the Management Board of API is committed to making maximum efforts to

complete the set targets, creating a breakthrough development for the Company in 2026 and the following years, while bringing practical benefits to shareholders, partners, and the whole society.

Sincerely thank you, esteemed shareholders./.

**ON BEHALF OF THE GENERAL  
MANAGEMENT BOARD  
GENERAL DIRECTOR**

**Nguyen Phuong Dung**



**REPORT OF THE BOARD OF DIRECTORS  
ASIA - PACIFIC INVESTMENT JOINT STOCK COMPANY**

**Dear: Shareholders of Asia - Pacific Investment Joint Stock Company**

The Board of Directors of Asia - Pacific Investment Joint Stock Company would like to send to the Shareholders a report including the following main contents:

**1. Remuneration, operating expenses and other benefits of the Board of Directors and each member of the Board of Directors**

API's Board of Directors consists of 05 members, including:

1. Mr. Nguyen Duc Quan - Chairman
2. Mr. Ho Xuan Vinh - Member
3. Mr. Dinh Quoc Duc - Member
4. Ms. Nguyen Do Hoang Lan - Member
5. Ms. Nguyen Phuong Dung - Member

The actual remuneration of the Board of Directors in 2025 is: VND .... (In words: .... dong)

**2. Meetings of the Board of Directors and decisions of the Board of Directors in 2025**

In 2025, the Board of Directors held 16 meetings with the participation of members of the Board of Directors. The Board of Directors closely followed the orientation of the Resolution of the 2025 Annual General Meeting of Shareholders and the actual situation of the Company to manage the Company's activities; approved issues according to management decentralization for the General Director and specialized departments to implement.

No	No of Resolution	Date	Subject
1	02/2025/NQ-HĐQT	17/02/2025	Resolution of the Board of Directors on capital contribution to establish UEP Education Group Joint Stock Company
2	04/2025/API/NQ-HĐQT	10/3/2025	Resolution on reducing capital contribution in subsidiary E-ACADEMY
3	06/2025/API/NQ- HĐQT	28/03/2025	Resolution on organizing the 2025 Annual General Meeting of Shareholders
4	2503/2025/API-QĐ	25/03/2025	Decision on adjusting the investment project of Gia Sang Commercial Complex – Thai Nguyen
5	10/2025/QĐ-API	23/05/2025	Decision on adjusting the APEC Lang Son project
6	12/2025/QĐ-API	13/06/2025	Decision on adjusting the APEC Golden Palace Lang Son investment project
7	14/2025/API/NQ-HĐQT	01/07/2025	Regarding personnel changes: dismissal of Ms. Vu Thi Thanh Loan and appointment of Ms. Tran Thuy Ha
8	16/2025/API/NQ-HĐQT	07/08/2025	Regarding approval of A&C as the auditing firm
9	18/2025/API/NQ-HĐQT	19/08/2025	Regarding capital contribution to establish PVF-CAND Education Joint Stock Company
10	19/2025/NQ-HĐQT	15/09/2025	Regarding approval of transactions between related persons and internal persons

11	21/2025/NQ-HĐQT	25/09/2025	Regarding approval in principle of share acquisition to own VTRRIA Telecommunications Joint Stock Company
12	23/2025/NQ-HĐQT	14/10/2025	Regarding approval of share acquisition from DPA Company
13	23b/2025/NQ-HĐQT	03/11/2025	Regarding share transfer to acquire ownership in VTRRIA Telecommunications Joint Stock Company
14	25/2025/NQ-HĐQT	03/12/2025	Regarding approval of signing cooperation contracts with related persons of internal persons
15	26/2025/NQ-HĐQT	03/12/2025	Regarding acquisition of shares in Kim Boi Trading and Tourism Joint Stock Company
16	28/2025/NQ-HĐQT	24/12/2025	Regarding approval of signing transaction contracts between Asia-Pacific Investment Joint Stock Company and related persons

3. Report on transactions between the company, subsidiaries, companies where the public company holds control of 50% or more of the charter capital with members of the Board of Directors and related persons of that member; transactions between the company and companies in which members of the Board of Directors are founding members or business managers in the 03 years prior to the transaction.

No.	Organization / Individual	Relationship with the Company	Transaction Time	Details
1	IDJ Vietnam Investment Joint Stock Company	Related company of internal persons	2025	API rents office; API provides loans; IDJ repays loan principal; Interest income received; Offset of API's payables; Offset of API's receivables.
2	APEC Land Hue Joint Stock Company	Subsidiary	2025	API repays loan principal; Interest expenses payable by API under contract
3	APEC Tuc Duyen Investment Joint Stock Company	Subsidiary	2025	API contributes capital
4	APEC Group Joint Stock Company	Company with shared key management personnel	2025	Brokerage fees payable; Accrued loan interest income; Investment cooperation (offset of loans and receivables)
5	E-Academy Education Joint Stock Company	Subsidiary	2025	Capital contribution; Collection/payment on behalf of electricity expenses
6	UEP Education Group Joint Stock Company	Subsidiary	2025	Capital contribution
7	DPA Joint Stock Company	Company with shared key management personnel	2025	Acquisition of shares in Hanoi Real Estate Investment Joint Stock Company
8	Asia-Pacific Securities Joint Stock Company	Related company of internal persons	2025	Corporate governance consulting services; Securities depository fees



9	Dubai International Investment Joint Stock Company	Subsidiary	2025	API pays loan interest; API liabilities under agreement minutes; API payables to the company
10	VTRRIA Telecommunications Joint Stock Company	Subsidiary	2025	API borrows funds; API repays loans; API provides loans

The Board of Directors has consistently complied with disclosure requirements for related-party transactions, ensuring that all business activities remain transparent and in full accordance with legal regulations.

#### 4. Supervisory Results over the Executive Board

The Board of Directors maintained close supervision over the Executive Board's activities, ensuring the proper implementation of the 2025 Annual General Meeting of Shareholders' resolutions and key decisions of the Board. Through regular meetings, the Board conducted comprehensive evaluations of operational performance, provided timely directives, and set strategic orientations to optimize the Company's efficiency.

In addition, the Board strictly monitored compliance with the Law on Enterprises, the Company's Charter, and governance regulations, ensuring transparent and compliant operations. The Board also directed the timely, accurate, and complete disclosure of information, thereby strengthening the confidence of shareholders and partners in the Company's sustainable development.

The Board of Directors assessed the CEO's performance in 2025 as follows:

- The year 2025 witnessed a clear shift in the market toward sustainable development, focusing on quality growth, legal transparency, operational efficiency, and real-use value. These changes have laid an important foundation for a more stable and in-depth development cycle in the coming years. In this context, API's target markets continued to show positive signals.
- In the real estate sector, the synchronized implementation of new laws on Land, Housing, and Real Estate Business has helped remove legal bottlenecks, strengthening investor and market confidence. Resort real estate segments such as apartments, villas, shophouses, and condotels continued to play a key role, particularly those aligned with wellness and improved quality of life, in line with evolving consumer trends.
- For new sectors in which API is investing and developing, including telecommunications and education, 2025 saw significant changes driven by technology, particularly artificial intelligence (AI). This transformation has opened up long-term growth opportunities while also requiring higher levels of adaptability, innovation in business models, and effective corporate governance.

In this context, the Board of Directors and the Executive Board effectively fulfilled their roles in governance, strategic orientation, and operational oversight. The Board provided timely direction to the Executive Board in implementing flexible solutions to address existing project issues, while also guiding the development of new projects and investment areas to create momentum for future growth. At the same time, the Board continued to enhance transparency, strengthen accountability,

and comply with corporate governance standards, thereby reinforcing shareholder confidence and building a solid foundation for API's stable and sustainable development in the coming years.

## 5. Board of Directors' operating plan for 2026

In 2026, API will continue to invest in and develop real estate projects on land banks currently owned by the Company:

- **Apec Royal Park Hue:** API has proactively accelerated the construction of landscape works and completion of project components. At the same time, once legal obstacles are resolved, the Company will focus on developing and refining product concepts with a unique and differentiated approach, creating a distinct market identity and preparing for sales launch in 2026.
- **The Parc One (OCT5-Bac Giang) Project:** API is expediting construction and plans to launch sales in Q2/2026.
- **Golden Palace Lang Son Project – 85 Le Dai Hanh:** API is accelerating construction and plans to launch sales in Q3/2026.
- **Education:** API aims to build an educational brand that serves as a cradle for fostering and nurturing global thinking, becoming a core driver for sustainable development.
- **Telecommunications (Telecom):** API plans to complete telecommunications infrastructure in Q2/2026, and proceed with negotiations and contract signings to generate revenue from Q3/2026 through its subsidiary, Mera AI.

Business Plan for 2026:

No.	Item	Value (VND)
1	Total revenue	
2	Profit before tax	
3	Profit after tax	
4	Dividend payout ratio	-

In 2026, with many opportunities from the real estate market, the Board of Directors requests members to actively innovate and be creative to increase business efficiency and create sustainable value for shareholders and the community.

Sincerely thank you, esteemed shareholders./.

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

**Nguyen Duc Quan**



## **REPORT OF THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**

To: The 2026 Annual General Meeting of Shareholders

### **1. List of Independent Members of the Board of Directors**

In 2025, the Company's Board of Directors consisted of 05 members, including 01 independent member, Mr. Dinh Quoc Duc.

Asia - Pacific Investment Joint Stock Company (API) has complied with legal regulations and the Company's Charter regarding the required number of independent members on the Board of Directors.

### **2. Assessment of the Board of Directors' Activities**

#### **a. Organization of Board Meetings**

- Meetings of the Board of Directors were convened and conducted according to a clear schedule, with documents fully prepared in accordance with established principles. Board members actively and fully participated in all meetings. Meeting contents were thoroughly discussed, debated, and carefully evaluated to determine the best directions and solutions for the Company.
- Issues related to business strategy, financial strategy, corporate culture, and management system development were closely discussed and supervised between the Board of Directors and the Executive Board. The Company's operations were carried out under a clearly defined delegation framework, with risks proactively identified and analyzed to ensure stable, safe operations in compliance with legal regulations and in line with plans approved by the General Meeting of Shareholders.

#### **b. Supervision of the Executive Board**

- Overall, the Board of Directors effectively performed its supervisory role over the Executive Board, ensuring that the Company's operations were strictly controlled, aligned with strategic direction, and promptly adjusted when necessary.
- Board members holding positions within the Executive Board regularly attended both periodic and extraordinary meetings of the Executive Board. Key decisions were reported, consulted, and guided by the Board of Directors/Chairman to ensure optimal solutions in the Company's best interests. As a result, the Board consistently maintained a clear understanding of the Company's operations and was promptly updated on practical requirements.
- Board members proactively recognized their roles and responsibilities in supporting the Executive Board, sharing experience, and maintaining active interaction and communication.
- The Board paid particular attention to risk management solutions, supporting early identification of issues and helping the Company maintain sustainability and operational stability while protecting the interests of shareholders and investors.

#### **c. Activities of Board Members**

- Members of the Board of Directors properly fulfilled their rights and obligations in accordance with legal regulations, the Company's Charter, the Board's operational

regulations, and other relevant provisions. They demonstrated cooperation, responsibility, and diligence in fulfilling assigned duties.

**d. Overall Assessment of the Board of Directors' Performance**

- In line with its operational plan, the Board's activities in 2025 were carried out in accordance with resolutions of the General Meeting of Shareholders, the Company's Charter, governance regulations, and best practices in corporate governance.
- The Board respected and facilitated the Supervisory Board in exercising its authority to review the legality and appropriateness of management and operations, and seriously addressed and rectified shortcomings identified through supervisory inspections.
- The Board proposed timely and effective solutions to help the Executive Board overcome operational challenges, while ensuring strict compliance with legal regulations.
- In 2025, the Board of Directors successfully fulfilled its functions, duties, authority, and responsibilities in accordance with legal regulations, the Company's Charter, and its operational rules, working with a high sense of responsibility, prudence, integrity, and transparency in managing a listed company. The Board also created favorable conditions for independent members to fully exercise their rights and responsibilities.

**THE INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS**



S

**REPORT OF THE SUPERVISORY BOARD  
ASIA - PACIFIC INVESTMENT JOINT STOCK COMPANY**

**Dear: Shareholders of Asia - Pacific Investment Joint Stock Company**

**1. Remuneration, operating expenses and other benefits of the Supervisory Board and each member of the Supervisory Board.**

API's Supervisory Board consists of 03 members, including:

Ms. Nguyen Thi Ngoc Ha - Head of the Board

Ms. Nguyen Thi Thom – Member

Ms. Dinh Thi Thu Hang - Member

The total actual remuneration of the Supervisory Board in 2025 is: ..... VND (In words: ....dong)

**2. Summary of meetings of the Supervisory Board and the conclusions and recommendations of the Supervisory Board**

In 2025, the Supervisory Board held two meetings. These meetings were conducted in accordance with the procedures and regulations stipulated in the Law on Enterprises, the Company's Charter, and internal regulations, including those governing the Supervisory Board, to oversee the Company's operational and financial activities.

Based on the rights and responsibilities of the Supervisory Board as prescribed in Article 170 of the Law on Enterprises No. 59/2020/QH14 and the Company's Charter, the Supervisory Board carried out the following tasks:

- Reviewing and evaluating the activities of the Board of Directors, the Executive Board, and the Company's management system throughout the fiscal year in relation to the implementation of the 2025 business plan approved by the General Meeting of Shareholders;
- Supervising compliance with legal obligations and information disclosure requirements (including tax obligations, social insurance, health insurance, and other financial obligations);
- Reviewing information related to cash flows and key contracts of the Company;
- Examining the reasonableness, legality, accuracy, and prudence in the organization of accounting work; reviewing quarterly financial statements, semi-annual reviewed financial statements, and the 2025 annual financial statements audited by UHY Audit and Consulting Co., Ltd.;
- Appraising business performance reports and financial statements; analyzing and evaluating the Company's financial position, operational efficiency, and its ability to preserve and develop capital;
- Reviewing and inspecting accounting procedures and the circulation of accounting documents;
- Monitoring and reviewing the Company's investment activities.

No.	Document No.	Meeting content
1	01/2025/API-BKS dated 16/04/2025	Summary of 3-month operation evaluation in 2025
2	02/2025/API-BKS dated 14/11/2025	Summary of 9-month operation evaluation in 2025

**3. Results of monitoring the company's operational and financial situation.**

*Regarding the operational situation:*

Indicators	Parent Company FS	Consolidated FS
Revenue from sales and service provision		
Cost of goods sold		
Gross profit from sales and service provision		
Net profit from business activities		
Other profits		
Profit before tax		
Profit after tax		
Total assets		
Short-term assets		
Long-term assets		
Total liabilities		
Equity		

*(Source: Parent company FS and self-prepared consolidated FS in 2025 of API)*

***Regarding the financial situation:***

Based on the 2025 financial statement data, the Supervisory Board checks the data and related documents, and the Supervisory Board records that the reported data accurately and truthfully reflects the financial situation, cash flow and business results of the company.

The Company's financial statements have been prepared in accordance with current Vietnamese accounting standards and regulations. In financial accounting, the system of books and forms is relatively clear, and accounting is done in accordance with accounting regulations. The Company's periodic inventory of assets has no shortages or losses, and the quantity is correct according to the book reports.

The financial statements fairly and reasonably reflect, in all material respects, the financial situation as of December 31, 2025, the business results, and cash flows for the financial period from January 1, 2025 to December 31, 2025, in accordance with the provisions of the current accounting system and relevant legal regulations.

**4. Report on internal transactions.**

Transactions with insiders comply with the provisions of the Enterprise Law, Securities Law, Company Charter, and comply with the regulations on information disclosure as prescribed by Law and related decrees and circulars.

**5. Supervisory results for the Board of Directors and General Management**

In 2025, the Supervisory Board noted that the Board of Directors (BOD) and the General Director Board have seriously and fully performed their management and administration functions in accordance with the law, the Company's Charter, and the resolutions of the General Meeting of Shareholders. The management and implementation of business operations are carried out in the right direction, ensuring capital safety and compliance with legal principles.



The BOD maintains regular and unscheduled meetings to promptly discuss and agree on important policies. The issued resolutions demonstrate a clear leadership role, closely following the production and business plan, and are built on the foundation of compliance with laws and internal regulations. The BOD also actively coordinates with the Executive Board, accompanying them in removing difficulties and closely monitoring market developments to proactively adjust development orientations.

Regarding operations, the General Director Board has effectively implemented the BOD's policies, ensuring that financial activities are tightly controlled, with no losses or violations occurring. The management of resources – including capital, assets, and personnel – is carried out in a transparent, cautious, and procedural manner. In addition, the Executive Board regularly reviews business plans, evaluates operational efficiency, and makes flexible adjustments according to the actual context to maintain stability and sustainable development.

**6. Results of evaluating the coordination of activities between the Supervisory Board and the Board of Directors, General Director, and shareholders.**

The coordination of activities between the Supervisory Board and the BOD, the Executive Board, and the shareholders is assessed as effective, ensuring independence and continuousness. Especially in activities such as:

- Periodically, every month and quarter, the Supervisory Board organizes meetings with relevant departments in the Company, then reports to the Board of Directors and the General Director Board. Functional departments need to prepare data and documents at least 1 week before the meeting. If signs of violations of regulations or the Company's Charter are detected, the Supervisory Board will promptly work and report to the General Meeting of Shareholders.

- The Supervisory Board is provided with full and timely documents and information related to the management, administration, and business operations of the Company, in accordance with regulations.

- The Supervisory Board maintains regular exchanges with members of the Board of Directors and the Executive Board on management and administration issues, and participates in meetings of the Board of Directors.

- The Supervisory Board regularly monitors and updates the fluctuation situation in the list of major shareholders.

- The recommendations of the Supervisory Board sent to the Board of Directors and the Executive Board are always seriously considered and responded to promptly.

Sincerely./.

**Recipient:**

- *API GMS;*
- *BOD, SB;*

**ON BEHALF OF THE SUPERVISORY BOARD**

PROPOSAL 01

*Re: Approval of audited financial statements for 2025*

**To: 2026 Annual General Meeting of Shareholders**

- Pursuant to the Consolidated Audit Report No. ... dated ..., and the Parent Company Audit Report ... dated ..., audited by UHY Auditing and Consulting Co., Ltd.

Implementing the authorization in the Resolution of the 2025 Annual General Meeting of Shareholders, the Board of Directors has selected UHY Auditing and Consulting Co., Ltd. to conduct the audit of the 2025 Financial Statements. In which, some basic financial indicators are as follows:

No.	Indicator	Unit	Parent Company FS	Consolidated FS
1	Total assets	VND		
2	Short-term assets	VND		
3	Long-term assets	VND		
4	Total liabilities	VND		
5	Equity	VND		
6	Net revenue	VND		
7	Net profit from business activities	Dong		
8	Other profits	Dong		
9	Profit before tax	Dong		
10	Profit after tax	Dong		

*Submitted to the General Meeting of Shareholders for consideration and approval.  
Sincerely./.*

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN

Nguyen Duc Quan



PROPOSAL 02

*Re: Approving the 2025 performance results, business plan for 2026*

**To: Annual General Meeting of Shareholders 2025**

*Based on the Consolidated Audited Report No. .... dated ....., audited by UHY Auditing and Consulting Co., Ltd.*

The Board of Directors of the Company reports the business results for 2025 and the business plan for 2026 as follows:

**Business results in 2025:**

No.	Content	Value (VND)
1	Profit after tax achieved in 2025	
2	Accumulated undistributed profit after tax as of December 31, 2025	
-	<i>Profit after tax distributed to the end of the previous period</i>	
-	<i>Undistributed profit after tax in 2025</i>	

**Business plan for 2026:**

No.	Content	Value (VND)
1	Total revenue	
2	Profit before tax	
3	Profit after tax	

*Submitted to the General Meeting of Shareholders for consideration and approval.  
Sincerely./.*

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN

Nguyen Duc Quan

PROPOSAL 03

*Re: Selecting an auditing/reviewing firm for the Company's 2026 financial statements*

**To: Annual General Meeting of Shareholders 2026**

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
- Pursuant to the Law on Securities No. 54/2019/QH14;
- Pursuant to the Charter on organization and operation of Asia - Pacific Investment Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the plan to select an independent auditing company to perform the audit/review of the Company's 2026 financial statements as follows:

1. Select an auditing company that operates legally in Vietnam, is on the list of eligible auditing firms to provide auditing services in 2026, and is approved by the State Securities Commission to audit listed companies; has a reputation for audit quality; and has audit fees that are appropriate for the quality and scope of the audit.
2. The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide on the selection of an independent auditing company from the above list to perform the audit/review of the 2026 Financial Statements.

***Submitted to the General Meeting of Shareholders for consideration and approval.***

***Sincerely./.***

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

**Nguyen Duc Quan**



PROPOSAL 04

*Re: Approval of Remuneration for the Board of Directors and Supervisory Board*

**To: Annual General Meeting of Shareholders 2026**

- Pursuant to the provisions of law and the Charter of Asia - Pacific Investment Joint Stock Company.

The Board of Directors and the Supervisory Board report to the General Meeting of Shareholders on the payment of remuneration to the Board of Directors and the Supervisory Board in 2025 and the remuneration plan for the Board of Directors and the Supervisory Board in 2026. Specifically, as follows:

**1. Finalization of remuneration for the Board of Directors and Supervisory Board in 2025**

The total actual remuneration of the Board of Directors and Supervisory Board in 2025 is: VND ... VNĐ (... Dong), equivalent to .....% compared to the expected remuneration plan for 2025 (approved by the 2025 General Meeting of Shareholders).

**2. Approval of the salary and remuneration plan for the Board of Directors and Supervisory Board 2026:**

Based on the expected plan for 2026, we respectfully submit to the General Meeting of Shareholders for approval the remuneration payment level for the Board of Directors and Supervisory Board in 2026 as: VND 1,000,000,000 (One billion Vietnamese Dong).

The Board of Directors and the Supervisory Board propose assigning the Chairman of the Board of Directors to decide on the specific remuneration level for the members of the Board of Directors and the Head of the Supervisory Board to decide on the specific remuneration level for the members of the Supervisory Board within the total remuneration level mentioned above.

*Respectfully submit to the General Meeting of Shareholders for consideration and approval.  
Sincerely./.*

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

**(Signed)**

**Nguyen Duc Quan**

PROPOSAL 05

*Re: Authorizing the Board of Directors to decide on certain matters under the authority of the  
General Meeting of Shareholders*

**Submitted to: Annual General Meeting of Shareholders 2026**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019; Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to the Charter on Organization and Operation of Asia - Pacific Investment Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the authorization for the Board of Directors to decide on certain matters under the authority of the General Meeting of Shareholders:

- Authorize the Board of Directors to decide on the allocation of the approved salary and remuneration fund for each member of the Board of Directors and the Supervisory Board.
- Authorize the Board of Directors to receive and grant loans or provide guarantees to members of the Board of Directors, Supervisors, the Chief Executive Officer, other managers, and related individuals or organizations of these persons; and to approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, detailing the implementation of certain provisions of the Law on Securities.

*Respectfully submit to the General Meeting of Shareholders for consideration and approval.  
Sincerely./.*

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

**Nguyen Duc Quan**



**PROPOSAL 06**

*Re: Approval of the dismissal of a member of the Board of Directors*

**Submitted to: Annual General Meeting of Shareholders 2026**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter on Organization and Operation of Asia - Pacific Investment Joint Stock Company.

On .../.../2026, the Board of Directors received a resignation letter from Mr. Dinh Quoc Duc – Member of the Board of Directors of Asia-Pacific Investment Joint Stock Company.

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the dismissal of Mr. Dinh Quoc Duc as a member of the Board of Directors.

We respectfully submit this matter to the General Meeting of Shareholders for consideration and approval.

Sincerely,

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

**Nguyen Duc Quan**

No: ...../2026/API/NQ-DHĐCĐ

Hanoi, ....., 2026

**RESOLUTION**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

**ASIA - PACIFIC INVESTMENT JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Charter on Organization and Operation of Asia - Pacific Investment Joint Stock Company;
- Pursuant to the Minutes of Meeting No. .... /2026/API/BB-DHĐCĐ dated .../.../2026 of Asia - Pacific Investment Joint Stock Company.

**RESOLVES**

**Article 1. Approving the Report on the activities of the General Director in 2025**

**Article 2. Approving the Report on the activities of the Board of Directors in 2025**

**Article 3. Approving the Report on the activities of the Supervisory Board in 2025**

**Article 4. Approving the Audited Financial Statements for 2025 of the Company**

Implementing the authorization in the Resolution of the 2025 Annual General Meeting of Shareholders, the Board of Directors has selected UHY Auditing and Consulting Co., Ltd. Hanoi Branch to carry out the audit of the 2025 Financial Statements. In which, some basic financial indicators are as follows:

No.	Indicator	Unit	Parent Company Financial Statements	Consolidated Financial Statements
1	Total assets	Dong		
2	Short-term assets	Dong		
3	Long-term assets	Dong		
4	Total liabilities	Dong		
5	Equity	Dong		
6	Net revenue	Dong		
7	Net profit from business activities	Dong		
8	Other profit	Dong		
9	Profit before tax	Dong		
10	Profit after tax	Dong		



**Article 5. Approving the 2025 operating results, 2026 business plan**

**2025 operating results:**

No.	Content	Value (VND)
1	Profit after tax achieved in 2025	
2	Undistributed after-tax profit accumulated to 31/12/2025	
-	<i>After-tax profit distributed to the end of the previous period</i>	
-	<i>Undistributed after-tax profit in 2025</i>	

**Company's business plan for 2026:**

No.	Content	Value (VND)
1	Total revenue	
2	Profit before tax	
3	Profit after tax	
4	Dividend rate	

**Article 6. Approval of the selection of an auditing/reviewing unit for the 2026 financial statements**

Approve the selection of an independent auditing firm to conduct the audit/review of the Company's 2026 financial statements as follows:

1. Selecting an auditing company that operates legally in Vietnam, is on the list of eligible auditing firms to provide auditing services in 2026, and is approved by the State Securities Commission to audit listed companies; has a reputation for audit quality; has audit fees that are appropriate for the quality and scope of the audit.
2. The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide on the selection of an independent auditing company from the above list to perform the audit/review of the 2026 Financial Statements.

**Article 7. Approval of remuneration for the Board of Directors and Supervisory Board.**

**1. Finalization of remuneration for the Board of Directors and Supervisory Board in 2025**

The total actual remuneration of the Board of Directors and the Supervisory Board in 2025 is: VND .... (.... VND), equal to ....% compared to the expected remuneration plan for 2025 (approved by the 2025 General Meeting of Shareholders).

**2. Approval of the plan to pay salaries and remuneration to the Board of Directors and Supervisory Board in 2026:**

Based on the expected plan for 2026, we respectfully submit to the General Meeting of Shareholders for approval the level of remuneration payment for the Board of Directors and Supervisory Board in 2026 as: VND 1,000,000,000 (*One billion VND*).

The Board of Directors and the Supervisory Board propose assigning the Chairman of the Board of Directors to decide on the specific remuneration level for the members of the Board of Directors and the Head of the Supervisory Board to decide on the specific remuneration level for the members of the Supervisory Board within the total remuneration level mentioned above.

**Article 8. Approval of the authorization for the Board of Directors to decide on certain matters under the authority of the General Meeting of Shareholders**

- Authorize the Board of Directors to receive and grant loans or guarantees to members of the Board of Directors to decide on the allocation of the approved salary and remuneration fund for each member of the Board of Directors and the Supervisory Board.
- Authorize the Board of Directors to receive and grant loans or provide guarantees to members of the Board of Directors, Supervisors, the Chief Executive Officer, other managers, and related individuals or organizations of these persons; and to approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, detailing the implementation of certain provisions of the Law on Securities.

**Article 9. Approval of the dismissal of Mr. Dinh Quoc Duc as a member of the Board of Directors**

Approve the dismissal of Mr. Dinh Quoc Duc as a member of the Board of Directors.

**Article 10. Effectiveness**

This resolution takes effect from the date of signing.

Members of the Board of Directors, the Supervisory Board, and the General Director Board of the company, based on their functions, duties, and powers, are responsible for implementing the contents of this resolution.

**To:**

- GMS;
- SSC, HNX;
- Members of BOD, BoM, BoS;
- Archive.

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

**Nguyen Duc Quan**





