

No: 03/2025/TTr-HĐQT

Hanoi, March 31st 2025

**BOARD OF DIRECTORS' PROPOSAL**

*(Approval of some contents under the authority of the General Meeting of Shareholders)*

**Respectfully to: 2025 Annual General Meeting of Shareholders**

- Pursuant to Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the Charter of Hanoi Investment General Corporation;
- Pursuant to Resolution No.:01/2024/NQ-ĐHĐCĐ date April 22, 2024 of 2024 Annual General Meeting of Shareholders;
- Pursuant to Resolution No.:02/2024/NQ-ĐHĐCĐ date December 24, 2024 of 2024 Annual General Meeting of Shareholders.
- Pursuant to the actual situation and the Company's 2025 business plan.

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

**1. Issue 1: Regarding the approval of transactions within the authority of the General Meeting of Shareholders by the General Meeting of Shareholders.**

Due to actual needs arising during the Company's operations, in order to ensure timely actions to optimize the benefits of shareholders and the Company, as well as to effectively take advantage of business opportunities, the Board of Directors respectfully submits the following proposal for the General Meeting of Shareholders' consideration and approval:

- a) Approval of the policy for signing/executing contracts/transactions within the authority of the General Meeting of Shareholders in 2025, as follows
  - Contracting parties: Organizations and individuals (including but not limited to transactions between the Company and members of the Board of Directors, the General Director, and other related parties as defined by the Law on Enterprises).
  - Types of contracts/transactions: Loan/borrowing transactions, guarantees (pledges, mortgages, guarantees, etc.), sales, investments, and other transactions within the authority of the General Meeting of Shareholders.
  - Value of contracts/transactions:
    - ✓ Investment contracts or asset sales transactions with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent financial statements.

- ✓ Loan, borrowing, or asset sale transactions with a value exceeding 10% of the total asset value of the Company (as per the most recent financial statements) between the Company and a shareholder holding 51% or more of the total voting shares, or a related party of such shareholder.
- ✓ Contracts or transactions defined under Clause 1, Article 167 of the Law on Enterprises, with a value equal to or exceeding 35% of the total asset value recorded in the Company's most recent financial statements.
- Contract/transaction execution period: Transactions taking place from after the date of the 2025 Annual General Meeting of Shareholders until before the date of the 2026 Annual General Meeting of Shareholders.
- b) The General Meeting of Shareholders assigns and authorizes the Board of Directors to decide on the detailed content of each contract/transaction; to sign and implement the above contracts/transactions to ensure compliance with legal regulations and the Company's interests. The Board of Directors is authorized to re-authorize the General Director to sign and implement the above contracts/transactions (if necessary).

**2. Issue 2: Regarding the addition of the Company's registered business lines; Termination of operations of the HANIC Hanoi Labor Training and Export Branch and amendment of the Company's Charter as follows:**

2.1 In order to expand business lines to meet the business needs of the Company, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval to amend and supplement the Company's registered business lines as follows:

- **Addition of the following business lines** (*to be declared in case the enterprise notifies the business registration authority of the addition of business lines to the registered list*):

No	Additional business name	Code	Main business lines
1.	Renting of machinery, equipment and other tangible goods without operator. Details: - Renting of electric motorbikes without operator - Renting of electric vehicle batteries (Except aircraft and balloons)	7730	



2.	Motor Vehicle Rental	7710	
3.	Electricity transmission and distribution Details: Electricity distribution activities <i>(Article 31 of Decree 137/2013/ND-CP signed on October 21, 2013) (Enterprises can only conduct business in this industry when they meet all conditions as prescribed by law)</i>	3512	
4.	Scientific research and technological development in the field of science, engineering and technology	7212	

- Authorize the General Director to sign the necessary documents, carry out and direct the implementation of procedures for amending and adding the Company's business lines, and update the enterprise registration details in accordance with legal regulations.
- Amend and supplement Appendix 03 of the Company's Charter to align with the above content.

## 2.2. Termination of operations of HANIC Hanoi Labor Training and Export Branch

- The Business Registration and Corporate Finance Department has issued Notice No. 105056/25 dated March 13, 2025, regarding the termination of operations of HANIC Hanoi Training and Labor Export Branch.
  - Amend and supplement Appendix 02 of the Company's Charter to reflect this change
- Authorize the Board of Directors (BOD) to direct, supervise, and issue the amended and supplemented Charter in accordance with legal regulations.

## 3. **Issue 3: Authorization for the Board of Directors to Decide on Other Arising Issues**

To ensure timely business operations, the Board of Directors proposes that the General Meeting of Shareholders approve the authorization for the BOD to decide on total outstanding debt, bank loan limits, and other matters under the General Meeting's authority. Authorization period: Until the 2026 Annual General Meeting of Shareholders.

## 4. **Issue 4: Approval of Payment Deferral Policy for Thang Long Thermal Power JSC (TLP)**

The General Meeting of Shareholders approves the policy allowing Thang Long Thermal Power JSC (TLP) to defer payments for goods, service fees, and late payment interest as follows:

- Maximum deferred amount : **VND 2.500.000.000.000.**

*(In words: Two trillion five hundred billion dong)*

- Late payment interest will be applied based on the outstanding amount and a reasonable interest rate.

#### **5. Issue: Handling Plan for Doubtful Accounts Receivable**

The Board of Directors submits for the General Meeting of Shareholders' approval to reclassify fully provisioned doubtful accounts as off-balance-sheet items in the standalone financial statements, starting from the six-month reporting period ending June 30, 2025. Total amount: VND 282,823,497,368, including:

- Short-term loans receivable: VND 236,025,000,000
- Short-term trade receivables: VND 3,184,586,767
- Other short-term receivables: VND 37,076,910,601
- Other long-term receivables: VND 6,537,000,000.

The adjustment to off-balance sheet monitoring will reduce the recorded accounts receivable and decrease the provisions for short-term and long-term doubtful debts accordingly on the balance sheet from the reporting period as of June 30, 2025. Since these receivables have already been fully provisioned (100%), the company's total current assets, long-term assets, total assets, and owner's equity will not be affected. The outstanding debts will be monitored in off-balance sheet accounts in the financial statements, ensuring that this adjustment does not impact the company's debt recovery process or its rights over these receivables.

The Board of Directors is authorized to adjust and transfer any other doubtful debts that have been fully provisioned (100%), beyond those already mentioned, to off-balance sheet monitoring based on the actual situation, for the purpose of preparing and presenting the company's annual financial statements in the current and following years.

Respectfully submit to the General Meeting of Shareholders for consideration and approval of the above contents.

Respectfully thank you!

#### **Recipients:**

- Shareholders;
- Members of the BOD and Supervisory Board;
- Office records./.

On behalf of the Board of Directors  
**CHAIRMAN**



**Hoàng Trọng Diem**