NAM LONG INVESTMENT CORPORATION

NAM LONG

THE AUDIT COMMITTEE'S OPERATIONAL CHARTER

Ho Chi Minh City, dated 20/10/ 2026

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AUDIT COMMITTEE OPERATIONAL CHARTER
NAM LONG INVESTMENT CORPORATION

- *Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 and its guiding, amending and supplementing legal documents ("**Law on Securities**");*
- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 and its guiding, amending and supplementing legal documents ("**Law on Enterprises**");*
- *Pursuant to Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities and its guiding, amending and supplementing legal documents;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance providing guidance on a number of articles of corporate governance applicable to public companies under Government Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities, as amended or supplemented from time to time;*
- *Pursuant to the Charter of Nam Long Investment Corporation ("**Company**"), adopted under Resolution No. 01/2026/NQ/DHDCD/NLG of the General Meeting of Shareholders dated 25 April 2026 ("**Company Charter**");*
- *Pursuant to the Company's Internal Regulations on Corporate Governance, adopted under Resolution No. 02/2025/NQ/DHDCD/NLG of the General Meeting of Shareholders dated 26 April 2025 ("**Corporate Governance Charter**");*
- *Pursuant to the Operating Regulations of the Company's Board of Directors, adopted under Resolution No. 02/2025/NQ/DHDCD/NLG of the General Meeting of Shareholders dated 26 April 2025 ("**BOD Charter**");*
- *Pursuant to Resolution of the Board of Directors ("**BOD**") No. 37/2026 dated 20th Oct 2026 promulgating the Company's Audit Committee ("**AC**") Operational Charter, comprising the following provisions:*

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The AC Operational Charter stipulates the organizational structure, operating principles, rights and responsibilities of the AC and AC members in accordance with the Law on Enterprises, the Company Charter, the Corporate Governance Charter, the BOD Charter, and other applicable laws.
2. Subjects of application: This AC Operational Charter applies to the AC, AC members and all relevant units, divisions, functions, departments and positions within the Group.
3. Unless otherwise provided herein, terms used in this Charter shall have the same meanings as those used in the Company Charter, the Corporate Governance Charter, the BOD Charter.

Article 2. Operating principles of the Audit Committee

1. The AC reports to the BOD and shall not be subject to any interference in performing its duties to ensure the Company complies with all applicable laws and regulations.
2. The AC members shall perform their duties in compliance with applicable laws and relevant regulations and shall not engage in any conduct or activity that may adversely affect their professional reputation.
3. The AC members shall not disclose information provided to them unless such disclosure is required by law.
4. The AC members must act honestly and shall not be influenced by any person in making their conclusions.
5. Within the scope of its oversight function, the AC shall report its oversight results to the BOD/Chairman of the BOD and communicate with the person or authority directly responsible for managing the subject under oversight.

Article 3. Functions of the Audit Committee

1. Oversee the integrity of the financial statements of the Company and its Subsidiaries; assess their compliance with accounting standards, financial reporting processes, internal controls over financial reporting and financial statement audit activities.
2. Oversee and assess compliance with processes and control systems relating to legal and regulatory requirements, disclosure regulations, and the Company's internal guidelines and policies.
3. Oversee the corporate governance process; coordinate the assessment of compliance with the Company Charter, the BOD Charter, the Corporate Governance Charter, the resolutions of the General Meeting of Shareholders, and other internal regulations of the Company in relation to the activities of the BOD Committees and the Board of Management ("**BOM**") in accordance with the authority delegated by the BOD.
4. Oversee and evaluate the independence, competence, service quality and compliance with professional standards of the external auditors ("**EA**"); recommend to the BOD the appointment of an appropriate EA.
5. Oversee and assess Internal Audit activities.
6. Oversee and assess the procedures and control systems relating to information disclosure, and compliance with the Company's Code of Ethics.
7. Oversee and assess the operating performance of the Company and its Subsidiaries.
8. Oversee and assess the Risk Management system; oversee the BOM's establishment of controls to prevent and detect material risks.
9. Oversee and assess the implementation of special projects when necessary or as requested by the BOD or the Chairman of the BOD.
10. Other purposes as prescribed by law, the Company Charter, the Corporate Governance Charter, the BOD Charter, and the BOD resolutions from time to time.

Article 4. Rights and Responsibilities of the Audit Committee

In addition to the rights and responsibilities set out in the Company Charter, the AC shall have the following rights and responsibilities:

1. Rights of the AC:

a. The AC has the power to conduct inspections, perform oversight and assessment of matters within its remit and obtain external legal accounting or other professional advice and assistance, as necessary, to discharge its duties and responsibilities. The scope of work of such consultants or advisers and other related matters shall be determined by the Head of AC on a case-by-case basis.

b. When performing its duties and responsibilities, the AC has the right to request and obtain access to any necessary information and reports from the BOM, employees, officers, members of BOD, or external parties to support the AC.

c. The BOD shall provide an appropriate budget as proposed by the AC, for the payment of professional fees for EA, consultants, and other administrative expenses that the AC considers necessary or appropriate for the performance of its duties.

2. Responsibilities of the AC:

a. Oversight of business operations

(i) Oversee and assess the effective implementation of key projects, including township development, design management, project management, construction management, cost budgets and contracts, sales and marketing, township ecosystems and customer service.

(ii) Oversee and assess the Group's operating performance against the approved Business Plan.

(iii) Oversee and assess the operations of its Subsidiaries.

(iv) Meet periodically with the BOM to assess operating results and matters relating to business operations.

b. Review of accounting documents/reports/information

(i) Review this Operational Charter at least annually and recommend any necessary amendments to the BOD.

(ii) Meet with the BOM and the EA to review and discuss the Group's annual financial statements and half-year financial statements and other reports issued by the EA (or summaries thereof).

(iii) Review the internal audit reports sent to the BOM (or summaries thereof) prepared by the Group Internal Audit ("**Group IA**"), as well as the BOM responses.

(iv) Review periodic and ad hoc reports submitted to the AC by the Group Risk Management Department ("**Risk Management**") in accordance with the Company's Enterprise Risk Management Framework and Policy.

c. External Audit

(i) The AC is responsible for assessing the EA and recommending its appointment, reappointment or dismissal to the BOD for consideration and submission to the General Meeting of Shareholders for approval.

(ii) Oversee the work performed by the EA.

(iii) Oversee the selection process where a change of external auditor is proposed. Establish policies for the appointment of the EA that are consistent with applicable laws and the Company's internal regulations. Review and approve the terms and conditions of audit engagements and non-audit engagements to be provided by the EA, together with the related fees. Review the effectiveness, independence, and objectivity of EA. Consider whether the provision of non-audit services affects the independence of EA or not.

(iv) Review the scope of the EA's work and create good conditions for them to conduct this scope. The EA shall communicate directly with the AC and the AC will oversee the resolution of any disagreements between the BOM and EA (if any).

(v) Oversee the implementation of the EA's post-audit recommendations.

(vi) Meet and discuss regularly with the EA regarding:

- The matters relating to the half-year / annual financial statement of the Group.
- The risks of the Group.
- The difficulties and limitations encountered during the audit process, and
- Other matters that the AC or the EA consider necessary.

d. Financial reporting processes, accounting policies and internal control structure

(i) In consultation with the EA and the Group IA, review the integrity of the Group's financial reporting processes.

(ii) Understand the scope of the EA's examination of internal control over financial reporting.

(iii) Receive and review information from the Group Chief Executive Officer ("**CEO**"), the Group Chief Financial Officer and the Group Chief Accountant relating to the Group's published quarterly and annual reports.

(iv) Review significant matters relating to accounting principles and financial statement presentation.

(v) Review and assess related-party transactions. Discuss with the EA the assessment and presentation of related-party relationships in accordance with applicable laws.

(vi) Oversee procedures for the receipt, retention and handling of complaints relating to accounting, auditing, internal control and risk management.

e. Group Internal Audit

(i) Interview, appoint, replace and dismiss the Group Chief Audit Executive (**CAE**), after consultation and alignment with the assessment of the BOD Human Resources Committee (**HRC**).

(ii) Oversee and approve the Audit Plan and scope of work of Group IA (including the three (03)-year audit plan and annual audit plan, staffing plan, operating budget plan within the AC's delegated authority, and other matters subject to the AC's approval).

(iii) Review the Group IA reports on weaknesses in control, recommendations and responses of the BOM and recommend appropriate solutions to the BOD where necessary.

(iv) Oversee and follow up with the BOM on the implementation of remedial commitments arising from Group IA recommendations.

(v) Facilitate Group IA's work to avoid inappropriate restrictions or limitations in the performance of its duties.

(vi) Review Group IA's effectiveness and operating results.

(vii) Review and approve the remuneration, bonuses and other benefits of the Group CAE and Group IA members in accordance with the Company's internal regulations and policies.

(viii) Discuss with the Group CAE about matters that the AC or Group IA considers significant to the governance and operation of the Group.

(ix) Annually, review and recommend necessary changes (if any) to the Group IA Operational Charter.

(x) Receive reports and hold direct discussions with the Group CAE in accordance with the Group IA Operational Charter. Conduct professional reviews and advise the BOD/Chairman of the BOD in evaluating the quality and effectiveness of Group IA's work (including consideration of engaging an independent external assessment providers).

f. Legal, Compliance and Risk Management

(i) Coordinate with the Company's legal counsel, consultants, advisers and relevant departments to review legal compliance and legal matters that may have a material impact on the Group.

(ii) Review and assess compliance by the BOD and BOD Committees with the Company Charter, the Corporate Governance Charter, the BOD Charter, General Meeting of Shareholders resolutions, annual operating plans, and the Company's internal regulations and policies.

(iii) Oversee the BOM's compliance with decisions of the General Meeting of Shareholders and the BOD and with the Company's internal regulations, policies and procedures.

(iv) Review policies relating to risk assessment and risk management, including the Group's material risks and the measures required to control such risks; Meet periodically with Risk Management to review the organization's top risks (top 10 risks) and assess the adequacy and appropriateness of risk management processes.

(v) Consider the risk of management's override of the Company's internal control system.

g. Reporting

(i) Report periodically to the BOD on the implementation of the AC's operating plan, relevant matters, recommendations and proposals.

(ii) Report periodically to the BOD and report promptly to the Chairman of the BOD upon the occurrence of exceptional matters on the BOM's implementation of the annual plan and targets approved by the BOD. Alert the BOD/Chairman of the BOD to risks affecting achievement of the annual business plan and recommend appropriate solutions.

(iii) Report to the Annual General Meeting of Shareholders on the AC's operating results.

(iv) The Chairman of the BOD shall attend the AC's periodic meetings.

h. Other responsibilities

(i) Conduct an annual performance assessment in relation to the purpose, duties and responsibilities of the AC set out above.

(ii) Perform other inspection, oversight and assessment activities in accordance with applicable laws, the Company Charter, the Corporate Governance Charter, the BOD Charter and decisions of the General Meeting of Shareholders and the BOD.

(iii) Maintain the confidentiality of Group information accessed or provided.

Article 5. Composition of the Audit Committee

1. Organizational structure of the AC:

The AC shall comprise at least three (03) members. The Head of AC must be an independent BOD member. Other AC members must be non-executive BOD members. The Head and other members of the AC shall be nominated by the BOD HRC and shall not be Company Executives. If the number of Audit Committee members falls below three (03), the BOD shall appoint additional members to maintain a minimum of three (03) members. From the occurrence of a vacancy until the BOD completes the appointment of an additional member, the AC may continue to operate and exercise its rights and duties, provided that it has at least two (02) members, including the Head of AC.

2. Qualifications of AC members:

a. AC members shall have knowledge of accounting and auditing and a general understanding of applicable laws and the Company's operations, and shall not:

(i) Work in the Company's accounting or finance department;

(ii) Be a member or employee of an approved audit firm that audited the Company's financial statements during the preceding three (03) consecutive years.

b. The Head of AC must hold at least a university degree in economics, finance, accounting, auditing, law or business administration.

c. AC members must satisfy at least one (01) of the following requirements:

(i) Have working experience in companies or organizations with operations and scale comparable to those of the Group;

(ii) At least one (01) AC member must possess strong analytical skills and sound knowledge of finance, accounting and auditing;

(iii) Possess skills in group management and the real estate sector;

(iv) Be capable of working effectively as part of a team;

(v) Have sufficient time to devote to Audit Committee activities.

3. **Appointment:** The appointment of the Head and other members of the AC must be approved by the BOD. The Head of AC shall be nominated by the BOD HRC. The remaining members shall be proposed by the Head of AC and assessed by the BOD HRC.

4. **Removal/dismissal:** Based on the assessment and proposal of the Head of AC (for AC members) and the BOD HRC (for the Head of AC), the BOD shall decide on the removal, dismissal or replacement of an AC member in any of the following circumstances:

a. The member no longer fully satisfies the standards and conditions prescribed by law, the Company Charter and Article 5 of this Charter; or

b. The member fails to perform, inadequately performs or does not complete assigned duties or tasks for six (06) consecutive months, except in cases of force majeure or for legitimate reasons approved by the BOD;

c. The member repeatedly or seriously breaches the duties of an AC member under applicable laws, the Company Charter, the Corporate Governance Charter, the BOD Charter or this Charter;

d. The member submits a resignation that is accepted in writing by the BOD; or

e. Other circumstances as decided by the BOD.

5. **Term of office:** The term of office of an AC member shall correspond to the term of the BOD, being five (05) years, unless the BOD decides on earlier removal or replacement.

Article 6. Meetings of the Audit Committee

1. The AC shall meet periodically at least four (04) times per year and at least once (01) per quarter to review financial statements before their disclosure in accordance with applicable laws. When necessary, the AC may hold an extraordinary meeting at the request of the Chairman of the BOD or more than 50% of AC members to address urgent matters.

2. Minutes of meetings shall be prepared in a detailed and clear manner and retained in full. The minute-taker and AC members attending the meeting shall sign the meeting minutes (including, without limitation, by handwritten signature or electronic signature).

3. The AC shall adopt decisions by voting at meetings, obtaining written opinions, electronic voting or other methods permitted under the Company Charter or determined by the AC. Each AC member shall have one (01) vote. A decision shall be adopted if approved by a majority of the members participating in the relevant decision, whether by attending the meeting, submitting written opinions, casting electronic votes or using another permitted method; in the event of a tie, the side supported by the Head of AC shall prevail. This casting-vote provision shall not apply while the AC has only two (02) members; in such case, if the members fail to reach consensus after discussion, the Head of AC shall report the matter to the Chairman of the BOD for consideration and decision, together with the opinion of each member.

4. The Head of AC shall convene and preside over all AC meetings; if absent for a legitimate reason, the Head of AC shall authorize another AC member to preside; a meeting shall be valid when at least two-thirds (2/3) of the members are present.

Article 7. Working arrangements of the Audit Committee

1. The Head of AC shall directly lead the inspections or reviews of complex matters and shall organize and assign duties to each AC member for the performance of tasks assigned by the BOD. Each member shall be accountable for assigned duties to the Head of AC and the BOD.

2. The AC shall prepare an annual work program for submission to the BOD. In addition to the annual work program, ad hoc inspections and oversight shall be conducted in the following circumstances:

   a. At the request of the BOD/Chairman of the BOD;

   b. By decision of the Head of AC in respect of matters requiring the early detection and prevention of errors provided that such inspection or oversight does not disrupting the Group's normal operations; in such case, the Head of AC shall promptly report to the Chairman of the BOD.

Article 8. Activity report of the Independent BOD Member serving on the Audit Committee to the Annual General Meeting of Shareholders

1. The independent BOD member serving on the AC shall report on the AC's activities at the Annual General Meeting of Shareholders.

2. The activity report of the independent BOD member serving on the AC at the Annual General Meeting of Shareholders shall include the following:

   a. Remuneration, operating expenses and other benefits of the AC and each AC member in accordance with the Law on Enterprises and the Company Charter;

   b. A summary of AC meetings and the AC's conclusions and recommendations;

   c. Results of oversight of the Company's financial statements, operations and financial position;

d. An assessment report on transactions between the Company, its Subsidiaries or other companies in which the Company controls more than 50% (fifty percent) of the charter capital to BOD members, the Group CEO, other Company Executives or their related persons; and transactions between the Company and a company in which a BOD member, the Group CEO or another Company Executive was a founding member or enterprise manager during the three (03) years immediately preceding the transaction date;

e. Results of the assessment of the Company's internal control and risk management systems;

f. Results of oversight of the BOD, the Group CEO and other Company Executives;

g. Results of the assessment of coordination between the AC and the BOD, the Group CEO and shareholders;

h. Other matters required by law, the Company Charter and this Charter.

Article 9. Effectiveness of implementation

1. The AC Operational Charter of Nam Long Investment Corporation comprises 09 Articles and shall take effect from the date of issuance by the BOD.
2. If any provision of applicable law, the Company Charter, the Corporate Governance Charter or the BOD Charter governing the operation of the AC is inconsistent with this Charter, the relevant provision of law or such other governing document shall prevail.
3. The AC, Group CEO, Divisions, Departments of the Company and Subsidiaries are responsible for implementing this Charter.
4. This AC Operational Charter is made in Vietnamese and English, both versions having equal legal validity and being retained at the Company's head office. In the event of any discrepancy between the two versions, the Vietnamese version shall prevail.
5. Upon the effective date of this AC Operational Charter, the AC Operatonal Charter issued on 18 October 2021 shall cease to be effective.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0301438936 C.T.C.P CÔNG TY CỔ PHẦN ĐẦU TƯ NAM LONG P.TÂN MỸ

NGUYEN XUAN QUANG