

ANNUAL GENERAL MEETING DOCUMENTS OF SHAREHOLDERS – 2025

Ho Chi Minh City, June 1, 2025

CONTENT AND AGENDA
OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
(Tentative Start Time: 08:30 AM, June 1, 2025)

Time	Agenda Item
Before 08:30	Registration of Delegates.
08:30 – 08:45	<ul style="list-style-type: none"> • Statement of purpose and introduction of delegates; • Report on verification of delegates' eligibility to attend the General Meeting; • The Chair introduces the Presidium and appoints the Secretary of the Meeting; • The Chair nominates and proposes the Vote Counting Committee for election; • Approval of the agenda and contents of the General Meeting; • Approval of the Meeting Regulations;.
08:45 – 09:00	<ul style="list-style-type: none"> • Report of the Board of Directors (BOD); • Report of the Independent Member of the Board of Directors in the Audit Committee (AC).
09:00 – 09:20	<p>Proposals to the Meeting:</p> <ul style="list-style-type: none"> • Approval of the BOD reports and the report of the independent member of the BOD in the AC; • Approval of the audited financial statements for fiscal year 2024; • Approval of the authorization for the Board of Directors to assess and select an auditing firm for the 2025 financial statements; • Approval of the business plan for 2025; • Approval of the report on remuneration of the Board of Directors and Executive Board for 2024 and the operational budget plan for 2025; • Approval of the cancellation of the private placement plan; • Approval of the continued implementation of the plan to transfer fixed assets attached to land at Long Thanh Industrial Park; • Approval of the profit distribution plan for 2024 and the share issuance plan to increase charter capital from equity for existing shareholders; • Approval of the policy to contribute capital with foreign partners to establish a joint venture in Vietnam and to invest in or acquire high-tech enterprises or enterprises owning patents in the fields of new materials, IoT, and AI.
09:20 – 09:30	<ul style="list-style-type: none"> • Voting Process: • Explanation of the voting process, followed by the vote.
09:30 – 09:50	<ul style="list-style-type: none"> • Discussion • Break time
09:50 – 10:00	<ul style="list-style-type: none"> • Announcement of Voting Results: • Announcement of vote count and results..
10:00 – 10:15	<ul style="list-style-type: none"> • Reading of Draft Minutes and Resolutions: • The Secretariat reads the draft minutes and resolutions of the AGM; • The AGM votes on the approval of the minutes and resolutions.
10:15	<ul style="list-style-type: none"> • Closing of the Meeting.

WORKING REGULATIONS

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

SAMETEL JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its guiding documents;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020;*
- *The Charter of Sametel Joint Stock Company and the Company's Internal Corporate Governance Regulations.*
- *Resolution of the Board of Directors No. 1104/2025/NQ-HĐQT dated April 11, 2025 and the Meeting Invitation Notice dated May 10, 2025 regarding the 2025 Annual General Meeting of Shareholders.*

The Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") the Working Regulations for the 2025 Annual General Meeting of Shareholders ("the Meeting") as follows:

Article 1. Purpose

- To ensure proper order, conduct, and voting principles at the Meeting of Sametel Joint Stock Company in accordance with regulations and to ensure its successful organization.
- Resolutions adopted by the GMS shall reflect the collective will of the shareholders, safeguard shareholder rights and interests, and comply with applicable laws.

Article 2. Scope and Subjects of Application

- Subjects of application: All shareholders, authorized representatives of shareholders holding shares of Sametel JSC, and invited guests attending the Meeting.
- Scope of application: These Regulations apply to the organization of the 2025 Annual General Meeting of Shareholders of Sametel JSC on June 1, 2025.

Article 3. Conditions for Convening the Meeting

- The Meeting shall be validly convened when shareholders attending represent more than 50% of the total voting shares.

Article 4. Participants of the Meeting

- All shareholders of the Company as per the list of registered shareholders dated May 5, 2025, provided by the Vietnam Securities Depository and Clearing Corporation, have the right to attend or authorize a representative to attend the Meeting.
- Members of the Board of Directors and Audit Committee of the Company.
- Invited guests:

- + Relevant parties invited and management personnel of the Company or members of the Meeting Organizing Committee who are not shareholders but are invited to attend.
- + Invited guests are not allowed to speak at the Meeting unless invited by the Chair or have registered in advance and received approval from the Chair.

Article 5. Rights and Obligations of Shareholders

1. Rights of Shareholders:

- a. Attend the Meeting in person or authorize one or more individuals/organizations in writing to attend. The power of attorney must clearly state the names of the principal and the proxy, number of shares authorized, content and scope of authorization, duration, and must be signed by both parties. Authorized persons must present the power of attorney at registration.
- b. Vote on all matters within the authority of the General Meeting of Shareholders.
- c. Shareholders or authorized representatives arriving after the opening of the Meeting may register and participate in voting from the time of registration onward. The Chair is not obligated to pause the Meeting for latecomers, and prior resolutions remain effective.

2. Obligations of Shareholders:

- a. Comply with these Regulations, Organizing Committee instructions (timeliness, proper attire, valid ID documents, etc.), and the Chair's instructions.
- b. When attending, shareholders/representatives must bring the Invitation Letter, ID card/Citizen ID/Passport, Power of Attorney (if any) for registration and will receive:
 - Meeting documents
 - Voting ballot
 - Voting card corresponding to the number of shares owned and/or authorized.

Article 6. Chair and Presidium

- The Chair of the BOD shall preside over the Meeting convened by the BOD.
- The Presidium includes 1 Chair and 1 member. The Chair of the BOD shall be the Chair of the Meeting or authorize another BOD member. In case of absence or other scenarios per the Company Charter (Article 19, Clause 2, Points a & b).
- Duties of the Presidium:
 - Introduce the Presidium for approval by the Meeting;
 - Introduce the Vote Counting Committee for approval by the Meeting;
 - Conduct the Meeting per agenda and approved regulations;
 - Assign BOD members, Audit Committee members, or Company executives to present reports;
 - Guide discussions and vote collection;
 - Decide on procedure/order for matters arising outside the agenda;
 - Respond to questions and record all matters discussed;
 - Approve and issue Meeting Minutes, Resolutions, and documents after the Meeting.

Article 7. Credentials Verification Committee

1. The Credentials Verification Committee of the General Meeting shall consist of one Head and other members (if deemed necessary), established by the Board of Directors and introduced to the Meeting by the Chairperson.
2. Duties of the Credentials Verification Committee:
 - Receive and verify the validity of documents submitted by shareholders or shareholder representatives attending the Meeting;
 - Distribute Meeting materials and Voting Ballots to shareholders or their representatives;
 - Report the results of the credentials verification before the official commencement of the General Meeting of Shareholders.

Article 8. Secretary of the Meeting

- The Chair shall nominate 01 person as the Secretary of the Meeting.
- Duties of the Secretary:
 - + Take minutes of the Meeting, prepare the Meeting Minutes and Resolution of the General Meeting of Shareholders;
 - + Assist the Chair and Presidium in administrative and procedural matters.

Article 9. Vote Counting Committee

1. The Vote Counting Committee of the General Meeting shall consist of one Head and other members, nominated by the Chairperson and elected by the General Meeting of Shareholders.
2. Duties of the Vote Counting Committee:
 - Inspect and supervise the voting and ballot-casting process of shareholders or their representatives;
 - Organize the counting of Voting Ballots submitted by shareholders or their representatives and accurately determine the voting results for each matter presented at the Meeting;
 - Prepare the Vote Counting Minutes;
 - Report the voting results of all matters to the General Meeting and submit the results to the Meeting Secretary.

Article 10. Discussion at the General Meeting

1. Discussions shall only be conducted within the designated time frame and limited to the topics listed in the approved agenda of the General Meeting of Shareholders.
2. Only shareholders and authorized representatives are allowed to participate in the discussion.
 - Shareholders who wish to speak must register their comments with the Organizing Committee before or during the Meeting and obtain approval from the Chairperson.
 - Shareholders should keep their comments brief and focused on key issues relevant to the approved agenda.
3. Responses to shareholders' questions:

Based on the Question Slips submitted by shareholders or their authorized representatives, the Chairperson or an appointed member will respond to the questions.

4. In the event that time constraints prevent questions from being answered during the Meeting, the Company will provide written responses afterward.

Article 11. Voting at the General Meeting

1. Principles:

All matters in the agenda of the General Meeting must be openly discussed and voted upon by the General Meeting of Shareholders.

Voting Cards and Voting Ballots are printed, stamped with the Company's seal, and distributed directly to each Delegate attending the Meeting (together with the Meeting documents). Each Delegate will receive one Voting Card and one Voting Ballot, both containing the Delegate's code, full name, number of shares held, and authorized voting rights.

Voting at the 2025 Annual General Meeting of Shareholders shall be conducted as follows:

- **By show of Voting Cards:** applied for voting on items such as the Meeting agenda, Working Regulations, approval of the Chairing Panel, Vote Counting Committee, Meeting Minutes, Resolutions, and other matters (if any).
- **By Voting Ballots:** applied for voting on items such as Reports and Proposals presented at the Meeting.

2. Voting Method:

Delegates shall vote "Approve," "Disapprove," or "Abstain" by either raising their Voting Cards or marking the appropriate option on the Voting Ballot for each matter.

When voting by show of hands, the front of the Voting Card must face the Chairing Panel. If a Delegate does not raise the Voting Card in all three rounds (Approve, Disapprove, Abstain), it shall be considered as a vote of approval. If a Delegate raises the Voting Card more than once in a voting round, the vote shall be considered invalid.

When voting by Voting Ballot, Delegates shall mark an "X" in one of the three boxes: "Approve," "Disapprove," or "Abstain" for each item. The Voting Ballot must bear the Delegate's signature and full handwritten name.

3. Validity of Voting Ballots:

- Valid Voting Ballots must follow the standard format issued by the Organizing Committee, without erasures, corrections, tears, or additions, and must include the Delegate's signature and full handwritten name.
- For each item, a vote is valid when only one of the three boxes is marked. Any other markings shall be deemed invalid. Items left unmarked or unsubmitted Ballots shall be considered as "Abstain" votes.

4. Voting Rules:

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- Each share entitles the shareholder to one vote. Each Delegate may represent one or more voting rights.
- As of the record date (May 5, 2025), the total number of voting shares of the Company is 5,467,432, corresponding to 5,467,432 voting rights.
- For matters voted in person or via proxy, resolutions are passed when approved by more than 51% of the total voting shares present. For matters falling under Clause 3, Article 21 of the Company Charter, approval requires at least 65% of the voting shares present.

Note:

- Shareholders or authorized representatives with related interests shall not vote on transactions valued at 35% or more of the Company's total assets as per the latest audited financial statements. These transactions require approval by at least 65% of the remaining voting shareholders (pursuant to Clause 4, Article 167 of the Law on Enterprises 2020).
- Shareholders or authorized representatives holding 51% or more of the voting shares, or their related persons, are not entitled to vote on transactions exceeding 10% of the Company's total assets with themselves (as stipulated in Points b, Clause 3 and Clause 4, Article 167 of the Law on Enterprises 2020).

5. Vote Counting Results:

The Vote Counting Committee shall check, compile, and report the voting results of each item to the Chairperson. The Chairperson shall announce the results before closing the Meeting.

Article 12. Meeting Minutes and Resolutions

- The Resolutions of the General Meeting of Shareholders must be read aloud and adopted before the Meeting is adjourned.
- The Meeting Minutes and Resolutions shall be archived and published on the Company's website at <https://sametel.com.vn>.

Article 13. Implementation Provisions

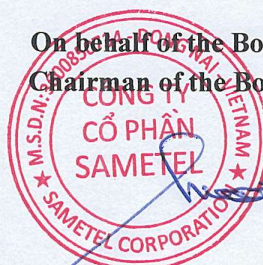
- Shareholders, authorized representatives, and guests attending the General Meeting of Shareholders must strictly comply with these Working Regulations. Any violations of these Regulations by shareholders, authorized representatives, or guests shall, depending on the severity, be reviewed and handled by the Presidium in accordance with the Company's Charter and the Law on Enterprises.
- Any matters not specifically provided for in these Regulations shall be governed by the Company's Charter, the Law on Enterprises 2020, and other applicable laws and regulations of the State.
- These Regulations shall take effect immediately upon approval by the General Meeting of Shareholders of the Company.



SAMETEL JOINT STOCK COMPANY

Website: <https://sametel.com.vn> |

**On behalf of the Board of Directors
Chairman of the Board of Directors**



Nguyen Dong Hung



BOARD OF DIRECTORS' ANNUAL REPORT FOR 2024

To: Shareholders of Sametel Joint Stock Company

The Board of Directors (BOD) respectfully submits to the Annual General Meeting of Shareholders (AGM) this report on the BOD's activities in 2024, as follows:

PART I: BOD'S ACTIVITIES AND RESULTS IN 2024

1. BOD Members in 2024 and as of Reporting Date:

The BOD consisted of 4 members.

No	BOD Member	Title	Start/End Date of Board Membership	
			Appointment Date	Dismissal/Resignation Date
1.	Mr Nguyen Dong Hung	Chairman (Non-executive Board Member)	14/11/2022	
2.	Mr Nguyen Ngoc Huy	Non-executive Board Member	14/11/2022	
3.	Ms Tran Thuy Linh	Non-executive Board Member	14/11/2022	
4.	Mr Do Tu Cuong	Non-executive Board Member	14/11/2022	

2. BOD's Activities in 2024

2.1. Board Meetings:

In 2024, the BOD held 13 meetings.

No	Member Name	Meetings Attended	Attendance Rate	Absence Reason
1.	Mr Nguyen Dong Hung	13/13	100%	
2.	Mr Nguyen Ngoc Huy	13/13	100%	
3.	Ms Tran Thuy Linh	13/13	100%	
4.	Mr Do Tu Cuong	13/13	100%	

2.2. Key Resolutions Adopted in 2024.

No	Resolution No.	Date	Subject	Approval Rate
1.	1001/2024/NQ-HĐQT	10/01/2024	Approval of criteria and investor list for private share placement	100%
2.	1101/2024/NQ-HĐQT	11/01/2024	Appointment of Chief Accountant	100%
3.	2102/2024/NQ-HĐQT	21/02/2024	Approval of company transactions	100%
4.	1604/2024/NQ-HĐQT	16/04/2024	Approval of private share offering registration documents	100%
5.	2404/2024/NQ-HĐQT	24/04/2024	Extension of the 2024 AGM deadline	100%
6.	1405/2024/NQ-HĐQT	14/05/2024	AGM organization plan	100%
7.	0706/2024/NQ-HĐQT	07/06/2024	Issuance of information disclosure regulations	100%
8.	2806/2024/NQ-HĐQT	28/06/2024	Appointment of BOD personnel and Corporate Governance Officer	100%
9.	1907/2024/NQ-HĐQT	19/07/2024	Capital contribution to establish subsidiary: SMT Manufacturing Co., Ltd.	100%
10	0909/2024/NQ-HĐQT	09/09/2024	Withdrawal of private share offering registration	100%
11	1810/2024/NQ-HĐQT	18/10/2024	Dismissal and reappointment of Chief Accountant	100%
12	2712/2024/NQ-HĐQT	27/12/2024	Approval of related-party transactions	100%
13	3012/2024/NQ-HĐQT	30/12/2024	Approval of asset acquisition investment	100%

3. Corporate Governance in 2024

- **Governance orientation** followed the direction defined and announced at the 2024 AGM, especially in the context of increasing market competition. The Company focused on product quality and improving productivity and operational efficiency.
- **Performance-based evaluation** applied across all levels—from management to staff—to enhance governance methods and strengthen competitiveness.
- The BOD consistently emphasized **cost-saving, continuous improvement, and effective resource management**, while ensuring cautious investment and procurement.
- Transparency in corporate governance:
 - + All required information was disclosed to shareholders and published via the State Securities Commission, Hanoi Stock Exchange, and the Company's website.
 - + Business, investment, and financial operations were closely monitored by both the BOD and the Audit Committee.
 - + Financial statements were audited by an eligible auditing firm approved for listed companies.
 - + Internal compliance with the Charter and company regulations was regularly monitored.

4. Business Performance in 2024:

Indicator	2024 Actual (VND Billion)	2024 Target (VND Billion)	% of Target Achieved
Revenue	98,49	120	82.08%
Profit	1,19	3	39.67%

5. BOD Remuneration in 2024:

No	BOD Member	Title	Remuneration 2024 (VND)
1.	Mr Nguyen Dong Hung	Chairman (Non-executive Board Member)	Not received
2.	Mr Nguyen Ngoc Huy	Non-executive Board Member	Not received
3.	Ms Tran Thuy Linh	Non-executive Board Member	Not received
4.	Mr Do Tu Cuong	Non-executive Board Member	Not received

PART II: STRATEGIC DIRECTION OF THE BOD FOR 2025 AND BEYOND

1. Development Strategy

- Business restructuring:
 - Eliminate or reduce inefficient business lines; discontinue production of composite cabinets and optical cables.
 - Streamline operational processes, optimize cost control, and boost competitiveness.
 - Invest in IT systems to strengthen enterprise management and support modern business operations.
 - Diversify business lines and markets.
- Expansion into trade and distribution:
 - Distribution of electrical, automation, industrial equipment, and auxiliary materials for industry.
 - Production of construction materials, furniture, and building equipment.

2. Implementation Plan

- 2025 Business Targets:
 - Net Revenue: **VND 200 billion**
 - Profit Before Tax: **VND 35 billion**
- Successfully organize the 2025 AGM and submit key issues for shareholder approval.
- Drive business development and restructure production, service delivery, and personnel.
- Continue effective cooperation with peer companies.
- Support Management in identifying and investing in profitable new projects.
- Enhance risk management and cost control
- Emphasize **human resources as a key factor** for sustainable development through training, development, and succession planning.

The BOD believes that despite upcoming challenges, Sametel will strive to fulfill its 2025 goals.

We sincerely thank all staff members for their dedication, our partners for their support in 2024, and look forward to continued cooperation in 2025 and beyond. Together with the Management Board and all employees, the BOD will make every effort to overcome difficulties and fulfill the 2025 business plan.

Wishing the General Meeting great success.

Ho Chi Minh City, June 1, 2025
ON BEHALF OF
THE BOARD OF DIRECTORS
Chairman



NGUYEN DONG HUNG



REPORT
BY THE INDEPENDENT MEMBER OF
THE BOARD OF DIRECTORS IN THE AUDIT COMMITTEE

Pursuant to the duties, powers, and responsibilities of the Audit Committee as stipulated in the Charter of Sametel Joint Stock Company.

The Audit Committee (AC) respectfully submits to the 2025 Annual General Meeting of Shareholders (AGM) the report evaluating activities in 2024 as follows:

1. Organizational Structure and Remuneration of the AC:

- The AC consisted of two members:
 - Mr. DO TU CUONG – Chairman of the AC.
 - Ms. TRAN THUY LINH – Member of the AC.
- According to the 2020 Enterprise Law, in cases where the Company does not operate under a Supervisory Board model, at least 20% of the Board of Directors (BOD) members must be independent, and an AC must be established under the BOD. The standards, conditions for AC members, and the functions and duties of the AC are stipulated in the 2020 Enterprise Law and Decree 155/2020/NĐ-CP. Based on this, the BOD approved:
 - The issuance of the AC's operational regulations in compliance with legal provisions (Regulations issued along with Resolution No. 02/2023/NQ-BOD dated January 4, 2023);
 - Appointment of BOD members to the AC..
- In 2024, the AC convened semi-annual meetings to review and improve its oversight and governance skills as stipulated in the approved operational regulations.
- The AC supervised the BOD and Management Board activities in the following areas:
 - Monitoring compliance with legal regulations in the Company's management and implementation of AGM and BOD resolutions;
 - Supervising investment activities, capital usage, and capital management;
 - Reviewing quarterly and annual financial statements to assess the accuracy and reasonableness of financial data in accordance with accounting standards and financial policies;
 - Performing other tasks as per its assigned functions and responsibilities.
- In 2024, the AC did not receive any remuneration.

2. Oversight Results of the AC:

a. Financial Statements and Operational & Financial Performance:

- Financial statements were prepared and disclosed in accordance with applicable accounting standards and legal regulations. The financial statements reasonably and truthfully reflected the Company's financial position.
- Resolutions and decisions were issued in accordance with the law, with proper authority, and in compliance with public disclosure obligations applicable to large-scale public companies.
- The selected audit firm ensured credibility, objectivity, compliance with auditing timelines, professional regulations, and maintained independence and transparency in its audit opinions and disclosures.

b. Transactions between the Company and Insiders/Related Parties:



- The Company complied with approval authority regulations, monitored, and disclosed transactions between the Company and its insiders; and related parties of insiders with the Company, subsidiaries, or controlled entities. These transactions were disclosed in accordance with legal requirements.

c. Evaluation of the Internal Control and Risk Management System:

- The AC worked closely with the Management Board to regularly track market developments, make forecasts, and propose appropriate business strategies to mitigate environmental, economic, legal, industry-specific, and other risks.
- The Management Board reviewed, updated, and issued regulations/guidelines on the structure and operations of departments to enhance the efficiency of the internal control system.
- The AC identified legal updates relevant to the activities of the BOD, AC, and internal audit; advised the BOD on restructuring in line with new legal regulations, market practices, and Company needs.

d. Oversight of the BOD, CEO, and Other Executives:

- Compliance with BOD meeting regulations:
 - BOD meetings were convened or conducted through written consultation as per procedures outlined in the Company Charter. Topics were discussed thoroughly and transparently, ensuring fair decision-making aligned with the Company's best interests;
 - Quarterly BOD meetings were held to assess business performance and financial status, leading to strategic discussions and resolutions to enhance management systems and governance;
 - All decisions made during BOD meetings or through written votes were consistent with the law, Company Charter, internal governance regulations, AGM resolutions, and strategic directions approved by shareholders.
- Monitoring of the CEO and Management Board: The AC monitored the implementation of AGM and BOD resolutions, business operations management, and compliance with laws and the Company Charter, while preserving the initiative and creativity of the executive team.

e. Coordination Between AC, BOD, CEO, and Shareholders:

- The AC maintained active collaboration with the BOD, CEO, and shareholders to fulfill its responsibilities in accordance with its operational regulations.

3. Conclusion and Recommendations:

- Conclusion: Based on its activities in 2024, the AC found that the Company operated in compliance with the law and adhered to resolutions passed by the AGM and BOD. The Company also fulfilled its disclosure obligations as required for listed companies.
- Recommendations: To enhance monitoring and control efforts, the AC proposes the following 2025 action plan:
 - Continue to improve internal regulations to comply with evolving legal requirements.
 - Strengthen internal audits and risk management across group companies to improve overall efficiency.
 - Seek AGM approval for the list of independent audit firms for fiscal year 2025.
 - Regularly update and standardize the Company's internal governance and management documents, and optimize department operations.
 - Increase meetings between independent BOD members and the Management Board

to strengthen independent oversight and minimize operational risks.

- Carry out other tasks as prescribed by the AC's operational regulations.

This report on the AC's 2024 activities is respectfully submitted to the 2025 AGM. The AC would like to sincerely thank the BOD, Management Board, and departments of Sametel JSC for their support in fulfilling its responsibilities..

Respectfully submitted.

ON BEHALF OF THE AUDIT COMMITTEE

Chairman of the Audit Committee



DO TU CUONG



Ho Chi Minh City, June 1, 2025

PROPOSAL

Re: Approval of the Report of the Board of Directors and the Report of the Independent Member of the Board of Directors in the Audit Committee.

To: The General Meeting of Shareholders of Sametel Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of Sametel Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following reports:

- Report of the Board of Directors;
- Report of the Independent Member of the Board of Directors in the Audit Committee.

Respectfully submitted.

**On behalf of the Board of Directors
Chairman of the Board of Directors**



Nguyen Dong Hung

Ho Chi Minh City, June 1, 2025

PROPOSAL

Re: Approval of the Audited Financial Statements for 2024.

To: The General Meeting of Shareholders of Sametel Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of Sametel Joint Stock Company;
- Based on the audited Financial Statements for 2024.

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the Financial Statements for the year ended December 31, 2024 of Sametel Joint Stock Company, which were audited and issued by UHY Auditing and Consulting Co., Ltd. on March 31, 2025.

The audited Financial Statements for 2024 have been published in detail on the Company's official website.

Respectfully submitted.

**On behalf of the Board of Directors
Chairman of the Board of Directors**



Nguyen Dong Hung

Ho Chi Minh City, June 1, 2025

PROPOSAL

Re: Approval of the 2025 Business Plan of Sametel Joint Stock Company

To: The General Meeting of Shareholders of Sametel Joint Stock Company

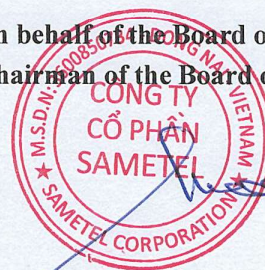
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, effective from January 1, 2021;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, effective from January 1, 2021;
- Pursuant to the Charter of Sametel Joint Stock Company,

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2025 business plan of the Company as follows:

No.	Item	Amount (VND billion)
1	Net revenue	150
2	Profit before tax	35
3	Dividends (in cash and/or shares): To be submitted for approval at the 2026 Annual General Meeting of Shareholders.	

Respectfully submitted.

**On behalf of the Board of Directors
Chairman of the Board of Directors**



Nguyen Dong Hung

Ho Chi Minh City, June 1, 2025

PROPOSAL

Re: Selection of the Auditing Company for the 2025 Financial Statements.

To: The General Meeting of Shareholders of Sametel Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, effective from January 1, 2021;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, effective from January 1, 2021;
- Pursuant to the Charter of Sametel Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the authorization of the Board of Directors to evaluate and select the auditing firm for the 2025 financial statements of Sametel Joint Stock Company as follows:

1. **Criteria for selecting an independent auditing firm:**
 - Must be a legally operating company in Vietnam;
 - Must be an independent auditing organization included in the list of auditing firms approved by the State Securities Commission of Vietnam in accordance with applicable regulations and laws on independent auditing;
 - Must have experience in auditing Vietnamese public companies;
 - Must have a strong reputation for audit quality, with a team of highly qualified and experienced auditors;
 - Must be able to meet requirements in terms of audit scope and schedule;
 - Must offer reasonable audit fees that are appropriate to the quality and scope of services provided.
2. **List of proposed independent auditing firms:**
 - NVA Auditing Co., Ltd.
 - UHY Auditing and Consulting Co., Ltd.
 - RSM Vietnam Auditing and Consulting Co., Ltd. (RSM)

The Board of Directors respectfully requests the General Meeting of Shareholders to authorize the Board to select a suitable auditing firm from the list above to audit the Company's financial statements for the year 2025. In case negotiations with the firms on this list are unsuccessful, the Board proposes that the General Meeting of Shareholders approve full authorization for the Board of Directors to decide on the selection of an independent auditing firm based on the criteria set out in Section 1 of this proposal.

Respectfully submitted.

**On behalf of the Board of Directors
Chairman of the Board of Directors**



Nguyen Dong Hung

Ho Chi Minh City, June 1, 2025

PROPOSAL

Re: Report on Remuneration and Salaries of the Board of Directors and Executive Board for 2024 and Budget Allocation Plan for the Board of Directors and Executive Board for 2025.

To: The General Meeting of Shareholders of Sametel Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Sametel Joint Stock Company;
- Pursuant to the business results of 2023 and the business plan for 2024 of Sametel Joint Stock Company.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the report on the remuneration and salaries of the Board of Directors and Executive Board for 2024 and the budget allocation plan for the Board of Directors and Executive Board for 2025 as follows:

1. Report on the income of the Board of Directors and Executive Board in 2024:

Detailed by each member receiving income:

No.	Name	Title	Income (VND)	Note
1	Mr Nguyen Dong Hung	Chairman of the Board	0	
3	Mr Nguyen Ngoc Huy	Board Member (Non-executive)	0	
4	Ms Tran Thuy Linh	Board Member (Non-executive)	0	
5	Mr Do Tu Cuong	Independent Board Member	0	
6	Ms Vu Thi Phuong	CEO	279.572.103	
	Total		279.572.103	

2. Budget allocation plan for the Board of Directors and Executive Board for 2025:

Bonus budget for the Board of Directors and the Executive Board: up to 5% of after-tax profit.
The Board of Directors shall implement the payment in accordance with applicable regulations.

Respectfully submitted.

On behalf of the Board of Directors
Chairman of the Board of Directors



Nguyen Dong Hung

Hồ Chí Minh City, June 1, 2025

PROPOSAL

Re: Cancellation of the private placement share issuance plan.

To: The General Meeting of Shareholders of Sametel Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
- Pursuant to the Law on Securities No. 54/2019/QH14;
- Pursuant to Decree No. 155/2020/ND-CP detailing the implementation of several provisions of the Securities Law;
- Pursuant to Circular No. 118/2020/TT-BTC guiding certain matters on securities offerings, public offers, share buybacks, public company registration, and the revocation of public company status;
- Pursuant to the Charter of Sametel Joint Stock Company,

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the cancellation of the private placement share issuance plan, as detailed in Resolution No. 2104/2023/NQ-AGM approved at the 2023 Annual General Meeting of Shareholders.

Reason: The issuance plan is no longer aligned with the Company's current strategic direction, financial situation, and market conditions.

Respectfully submitted.

**On behalf of the Board of Directors
Chairman of the Board of Directors**



Nguyen Dong Hung

Ho Chi Minh City, June 1, 2025

PROPOSAL

Re: Continuing the Plan for the Transfer of Assets Attached to Land at Long Thanh Industrial Park of Sametel Joint Stock Company.

To: The General Meeting of Shareholders of Sametel Joint Stock Company

In order to implement the investment expansion and business development plans of Sametel Joint Stock Company, based on Resolution No. 2104/2023/NQ-DHĐCĐ approved at the Annual General Meeting of Shareholders in 2023 regarding the plan for the transfer of assets attached to land at Long Thanh Industrial Park, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval to continue with the plan as follows:

1. Transfer of all assets attached to the land and the land use rights at Long Thanh Industrial Park, Tam An Commune, Long Thanh District, Dong Nai Province, Vietnam, covering 12,709.6 square meters of land owned by the Company.
2. The General Meeting of Shareholders authorizes the Board of Directors to negotiate, decide the timing, and determine the transfer price of the assets, including factories, office buildings, and ancillary structures attached to the land, and to complete the transfer procedures.

Respectfully submitted.

**On behalf of the Board of Directors
Chairman of the Board of Director**



Nguyen Dong Hung

Ho Chi Minh City, June 1, 2025

PROPOSAL

Re: Profit Distribution Plan for 2024;
Share Issuance Plan to Increase Charter Capital from Owners' Equity for Existing Shareholders.

To: The General Meeting of Shareholders of Sametel Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
 - Pursuant to the Law on Securities No. 54/2019/QH14;
 - Pursuant to Decree No. 155/2020/NĐ-CP providing detailed regulations for the implementation of a number of articles of the Law on Securities;
 - Pursuant to the audited financial statements for the year 2024;
 - Pursuant to the Charter on organization and operation of Sametel Joint Stock Company;
- The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the Profit Distribution Plan for 2024 and the Plan for Share Issuance to Increase Charter Capital from Owners' Equity for Existing Shareholders, as follows:

1. Profit Distribution Plan for 2024:

No.	Item	Amount (VND)
1	Undistributed After-Tax Profit	3.940.580.057
	1.1. Accumulated undistributed after-tax profit by year-end	2.745.422.579
	1.2. Current year's undistributed after-tax profit	1.195.157.478
2	Profit Distribution Plan	
	2.1. Dividend payment for 2024 in cash (5%), equivalent to VND 500/share (*)	Up to 2.733.716.000
	2.2. Share issuance to increase charter capital from owners' equity to existing shareholders, including:	Up to 10.934.860.000
	2.2.1. Share premium	3.816.120.000
	2.2.2. Development investment fund	6.929.018.235
	2.2.3. Undistributed after-tax profit	Up to 189.721.765
	2.3. Remaining undistributed after-tax profit: to be retained, not yet distributed to shareholders.	

(*) The General Meeting of Shareholders authorizes the Board of Directors to implement the cash dividend payment for 2024 at a rate of 5%.

Estimated timeline: To be carried out in Quarter II and Quarter III of 2025.

2. Share Issuance Plan to Increase Charter Capital from Owners' Equity for Existing Shareholders:

- Share name: Sametel Joint Stock Company
- Stock code: SMT
- Type of shares to be issued: Common shares
- Par value: VND 10,000/share
- Expected number of shares to be issued: 1,093,486 shares
- Total par value of the issuance: VND 10,934,860,000

(In words: Ten billion, nine hundred thirty-four million, eight hundred sixty thousand Vietnamese dong.)

- Targeted recipients: All existing shareholders of Sametel Joint Stock Company whose names appear in the shareholder registry on the record date for the share issuance from owners' equity, as provided by the Vietnam Securities Depository and Clearing Corporation.
- Issuance ratio: 10:2 (Shareholders holding 10 existing shares will receive 2 additional new shares)
- Handling of fractional shares:

The number of shares each shareholder receives will be rounded down to the nearest whole number. Any fractional shares (decimal portions) will be canceled and not issued.

Example: Shareholder A owns 189 shares. Based on the 10:2 ratio (equivalent to 20%), A is entitled to $189 \times 20\% = 37.8$ shares. Rounded down, A will receive 37 new shares. The fractional 0.8 share will be canceled and not issued.

- Source of funds for the issuance:
Share premium, Development Investment Fund, and Undistributed After-Tax Profit, in the following order of utilization:
 - Share premium (as of 31/12/2024 per the audited 2024 financial statements): VND 3,816,120,000
 - Development Investment Fund (as of 31/12/2024): VND 6,929,018,235
 - Undistributed after-tax profit (as of 31/12/2024): VND 3,940,580,057
 - After deducting the cash dividend for 2024 (5%), equivalent to VND 500/share, with a maximum value of VND 2,733,716,000, the remaining undistributed after-tax profit is estimated at VND 1,206,864,057.
 - The amount expected to be used from this profit for the share issuance: up to VND 189,721,765.

Source of capital	Amount (VND)
1. Share premium	3,816,120,000
2. Development Investment Fund	6,929,018,235
3. Undistributed after-tax profit	Up to 189,721,765
Total	10,934,860,000

- Transfer restriction conditions: Shares issued to increase capital from owners' equity will be freely transferable and not subject to transfer restrictions.

- Implementation timeline: Expected to be in Quarter II – III of 2025, after receiving written confirmation from the State Securities Commission of Vietnam regarding the receipt of full issuance documentation.
- Adjustment of registered and listed securities information:
The number of shares issued from owners' equity to existing shareholders will be registered with the Vietnam Securities Depository and Clearing Corporation and additionally listed on the Stock Exchange in accordance with legal regulations once the issuance is completed.
- Authorization to the Board of Directors (BoD):
The General Meeting of Shareholders authorizes the Board of Directors to perform all tasks related to the share issuance, including:
 - Preparing and submitting the application dossier to the State Securities Commission (SSC) and relevant authorities. Adjusting the issuance plan and related documents as necessary based on the actual situation of the Company, feedback from the SSC or authorities, or in order to comply with applicable laws.
 - Deciding the record date for shareholder entitlement and other related timelines, and executing procedures to finalize the shareholder list.
 - Amending relevant articles on charter capital and shares in the Company's Charter after receiving the SSC's notice on the receipt of the issuance result report.
 - Carrying out procedures to update the Company's business registration related to charter capital changes based on the actual result of the issuance.
 - Taking necessary steps to adjust the registered number of shares with the Vietnam Securities Depository and to apply for additional share listing with the Stock Exchange for the newly issued shares.
 - Where applicable, the BoD may delegate specific tasks to the General Director.
 - Making decisions on any other arising matters related to the implementation of the issuance plan.

Respectfully submitted.

**On behalf of the Board of Directors
Chairman of the Board of Directors**



Nguyen Dong Hung

Hồ Chí Minh City, June 1, 2025

PROPOSAL

Re: Approval of the Policy on Capital Contribution with Foreign Partners to Establish a Joint Venture in Vietnam, and on Investment, Acquisition, and Merger of High-Tech Enterprises and Patent-Holding Companies in the Fields of New Materials, IoT, and AI.

To: The General Meeting of Shareholders of Sametel Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14;
- Pursuant to the Charter on the organization and operation of Sametel Joint Stock Company;
- Based on the Company's medium- and long-term development strategy in the field of technology and innovation;

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

1. Approval of the policy on capital contribution with foreign partners to establish a joint venture in Vietnam

- Approve that the Company may actively negotiate and contribute capital with foreign partners to establish a joint venture company operating in Vietnam, in sectors aligned with the Company's development strategy.
- Authorize the Board of Directors to study and select appropriate partners, capital contribution models, and operational structures, ensuring compliance with legal regulations and safeguarding shareholders' interests.

2. Approval of the policy on acquisition and/or merger of high-tech enterprises

- Approve that the Company may engage in share acquisition and/or mergers with high-tech companies and entities owning intellectual property and patents in the following areas:
 - o New materials
 - o Internet of Things (IoT)
 - o Artificial Intelligence (AI)
 - o And other pioneering technologies with growth potential
- Assign the Board of Directors to oversee the due diligence, negotiation, and formulation of specific plans to be submitted to competent authorities (if necessary) and to ensure implementation in accordance with applicable laws.

3. Authorization:

The General Meeting of Shareholders authorizes the Board of Directors and/or the legal representative of the Company to:

- Proactively carry out all related legal procedures;
- Negotiate and sign contracts and necessary documents;
- Conduct investment, capital contribution, share acquisition, and merger procedures in accordance with current legal regulations.





CÔNG TY CỔ PHẦN SAMETEL

Website: www.sametel.com.vn | Email: cbtt@sametel.com.vn

Respectfully submitted.

**On behalf of the Board of Directors
Chairman of the Board of Directors**



Nguyen Dong Hung



LETTER OF AUTHORIZATION

(Re: Attending the 2025 Annual General Meeting of Shareholders)

1. AUTHORIZING PARTY:

Full name of individual/organization:
ID Card/Citizen ID/Passport/Enterprise Registration Certificate No.....
Date of issue: Issued by:
Shareholder code:
Address:
Phone: Email:
Number of shares held/represented: (In words: shares)

2. AUTHORIZED PARTY:

Full name:
ID Card/Citizen ID/Passport/Enterprise Registration Certificate No.:
Date of issue: Issued by:
Address:
Phone: Email:
Number of shares authorized: (In words: shares)

***Note:** In case the shareholder is unable to attend the Meeting in person or authorize another individual, please authorize one of the following members of the Board of Management or Board of Directors:*

No.	Full Name	Position	Select (✓)	No. of Shares Author
01	Mr Nguyen Dong Hung	Chairman of the BOD		
02	Mr Nguyen Ngoc Huy	Member of the BOD		
03	Ms Tran Thuy Linh	Member of the BOD		
04	Mr Do Tu Cuong	Member of the BOD		
05	Ms Vu Thi Phuong	General Director		

Instructions: Please place an (X) next to the name of the individual you wish to authorize to represent all of your shares.

3. SCOPE OF AUTHORIZATION:

- The Authorized Party is authorized to represent the Authorizing Party to attend the General Meeting and exercise all rights and obligations at the 2025 Annual General Meeting of Shareholders in accordance with the number of shares authorized.
- This Letter of Authorization is valid only during the time of the 2025 Annual General Meeting of Shareholders of SAMETEL Joint Stock Company.
- We accept full responsibility for this authorization and commit to strictly comply with the current laws and the Charter of SAMETEL Joint Stock Company.

AUTHORIZED PARTY
(Signature, Full Name)

Date:/...../2025
AUTHORIZING PARTY
(Signature, Full Name)