



An Giang, April 23, 2025

No.: 01/ TT-ĐHCĐTN-2025

## PROPOSAL

### 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*(Re: Approval of Various Matters at the Annual General Meeting)*

**To: The General Meeting of Shareholders of Sao Mai Group Corporation**

**Pursuant to:**

- The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- The Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Government Decree No. 155/2020/ND-CP detailing the implementation of certain provisions of the Securities Law;
- The Listing Regulations of the Ho Chi Minh City Stock Exchange (HOSE);
- The Charter of Sao Mai Group Corporation;
- The actual business situation and strategic development direction of the company.

The Board of Directors (“**BOD**”) respectfully submits the following matters for approval by the General Meeting of Shareholders (“**GMS**”):

**Matter 1. Approval of the report of the Board of Directors on corporate governance and performance in 2024, and the operational plan for 2025.**

**Matter 2. Approval of the report of the Executive Board on business performance in 2024 and the business plan for 2025.**

**Matter 3. Approval of the report of the Supervisory Board on oversight activities in 2024 and strategic directions for 2025.**

**Matter 4. Approval of the Audited Financial Statements for 2024**

- Point (f), Clause 1, Article 15 of the Charter of Sao Mai Group Corporation stipulates the rights and responsibilities of the General Meeting of Shareholders in approving the annual audited financial statements.
- The Board of Directors respectfully submits the 2024 Audited Financial Statements for approval by the General Meeting of Shareholders (as attached in the 2024 Annual Report).

**Matter 5. Profit Distribution and Dividend Payment for 2024**

Based on the business performance achieved in 2024 and the retained earnings as reflected in the 2024 Audited Separate Financial Statements, the Board of Directors of Sao Mai Group respectfully submits to the General Meeting of Shareholders for approval the profit distribution plan and dividend payment for 2024 as follows:

Description	Amount (VND)
<b>I.</b> Accumulated undistributed after-tax profit as of December 31, 2024	454,123,325,645
<b>II.</b> Proposed Dividend Payment for 2024: 10% of Charter Capital.	370,178,250,000
<b>III.</b> Dividend payment method	Stock dividends

#### 5.1. The stock issuance plan for the 2024 dividend payment is as follows:

- Stock Name: Sao Mai Group Corporation
- Stock Code: ASM
- Type of Stock: Ordinary shares
- Par Value: VND 10,000
- Current Outstanding Shares: 370,178,250 shares
- Purpose: Stock issuance for 2024 dividend payment
- Issuance Ratio: 10% (100:10) → Shareholders holding 100 shares will receive 10 new shares.
- Estimated Newly Issued Shares: 37,017,825 shares
- Total Issuance Value (at par): VND 370,178,250,000 (In words: Three hundred seventy billion, one hundred seventy-eight million, two hundred fifty thousand Vietnamese dong)
- Payment Source: Retained earnings from the company's audited financial statements as of December 31, 2024.
- Eligible Shareholders: Shareholders recorded in the final registration list.
- Fractional Shares Handling: Rounded down to the nearest whole number, fractional shares (if any) will be canceled.

#### **Example:**

Shareholder A owns 102 ASM shares at the record date. Applying the 100:10 ratio, they would receive 10.2 shares. After rounding, Shareholder A receives 10 shares, and 0.2 fractional shares are canceled.

- **Transferability:** Newly issued shares will not be restricted from transfer.
- **Estimated Payment Timeline:** Upon approval by the State Securities Commission of Vietnam (SSC).
- **Distribution Method:**
  - + **For Deposited Securities:** Shareholders holding deposited securities will receive their stock dividends through the depository members where their securities accounts are maintained.
  - + **For Non-Deposited Securities:** Shareholders holding non-deposited securities must complete the dividend collection process at the Head Office of Sao Mai Group Corporation, located at 326 Hung Vuong Street, My Long Ward, Long Xuyen City, An Giang Province, Vietnam. When processing the procedure, shareholders must present their Share Ownership Certificate and Citizen Identification Card.

#### 5.2 Approval of Additional Securities Registration with VSD and Listing on HOSE

Upon completion of the stock issuance, the General Meeting of Shareholders approves and authorizes the Board of Directors to complete the necessary procedures for registering the additional securities with the Vietnam Securities Depository (VSD) *and* listing the newly issued shares on the Ho Chi Minh City Stock Exchange (HOSE).

### **5.3 Approval of Charter Capital Adjustment and Business Registration Certificate Update**

The General Meeting of Shareholders approves the adjustment of the charter capital in the company's charter and the modification of the Business Registration Certificate at the An Giang Department of Planning and Investment after the State Securities Commission of Vietnam (SSC) approves the issuance result report.

### **5.4 Authorization for the Board of Directors**

The General Meeting of Shareholders authorizes the Board of Directors to execute all necessary tasks related to the stock issuance for the 2024 dividend payment, including:

- Deciding on modifications, additions, and finalization of the stock issuance plan, or making necessary adjustments upon request from regulatory authorities to ensure successful issuance.
- Selecting the issuance timeline, preparing, revising, and completing the stock issuance dossier for submission to the relevant authorities.
- Determining the record date for shareholder entitlements, establishing key issuance milestones, and completing shareholder record procedures in compliance with regulations.
- Amending and supplementing the relevant charter provisions to reflect the newly increased charter capital post-issuance.
- Approving the increase in charter capital and conducting the necessary legal procedures to reflect the new capital structure in the Business Registration Certificate, in accordance with the actual amount of shares issued.
- Carrying out necessary procedures with the SSC, Vietnam Securities Depository (VSD), Ho Chi Minh City Stock Exchange (HOSE), and the An Giang Department of Planning and Investment.
- Resolving any arising issues related to the stock issuance for dividend payment.

The Board of Directors respectfully submits this proposal for approval by the General Meeting of Shareholders

### **Matter 6. Approval of the 2025 Business Plan**

Based on the **business performance in 2024** and after careful consideration, the **Board of Directors** has unanimously agreed to submit the **2025 consolidated business plan targets** for approval by the **General Meeting of Shareholders**, as follows:

No	Key Indicator	Unit	Target
1	Net Revenue	Billion VND	13,600
2	Total After-Tax Profit	Billion VND	700

### **Matter 7. Approval of Authorization for the Board of Directors to Decide on Major Investments and Asset Transactions**

Point (d), Clause 1, Article 15 of the Charter of Sao Mai Group Corporation stipulates that the General Meeting of Shareholders (“**GMS**”) has the authority to approve investment decisions or

asset sales with a value equal to or exceeding 35% of the company's total assets, as recorded in the most recent audited financial statements.

The Board of Directors (BOD) respectfully submits to the GMS for approval the following:

- Authorize the BOD to decide on investment projects and asset transactions with a value equal to or exceeding 35% of the company's total assets, as recorded in the latest audited financial statements.
- The authorization period is one (01) year from the effective date of the GMS resolution, or until the GMS issues a new resolution.

The Board of Directors respectfully submits this proposal for approval.

**Matter 8. Approval of Authorization for the Board of Directors to Select the Auditor for the 2025 Financial Statements**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the authorization for the Board of Directors to select an independent auditing firm to conduct the audit of the 2025 financial statements of Sao Mai Group Corporation.

The selected auditing firm must be included in the list of approved auditing firms for issuers, listed companies, and securities business organizations as announced by the State Securities Commission of Vietnam for 2025.

The Board of Directors respectfully submits this proposal for approval

**Matter 9. Approval of the Remuneration for the Board of Directors and the Supervisory Board for 2024 and the Proposed Remuneration for 2025**

**9.1. Report on the Remuneration Paid to the Board of Directors and the Supervisory Board in 2024**

**\* Board of Directors' Remuneration**

- Chairman of the BOD: VND 360,000,000/year
- BOD Members: VND 214,615,000/year
- Independent BOD Members: VND 300,000,000/year

**Total BOD Remuneration for 2024: VND 874,615,000**

**\* Supervisory Board's Remuneration**

- Head of the Supervisory Board: VND 60,000,000/year
- Supervisory Board Members (each): VND 48,000,000/year

**Total Supervisory Board Remuneration for 2024: VND 108,000,000**

The Board of Directors respectfully submits this report to the General Meeting of Shareholders for review.

**9.2. Proposed Remuneration for the Board of Directors in 2025**

- Chairman of the Board of Directors: VND 30,000,000/month
- Vice Chairman of the Board of Directors: VND 25,000,000/month
- Independent Board Members: VND 25,000,000/month

The Board of Directors respectfully submits this proposal for approval by the General Meeting of Shareholders.

### **9.3. Proposed Remuneration for the Supervisory Board in 2025**

- Head of the Supervisory Board: VND 5,000,000/month
- Supervisory Board Members: VND 2,000,000/month

The Board of Directors respectfully submits this proposal for approval by the General Meeting of Shareholders.

### **Matter 10. Approval of Borrowing from Credit Institutions**

To ensure timely capital availability for upcoming investment projects and to meet funding requirements for business operations, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the authorization of the Board of Directors to engage with credit institutions and carry out the necessary procedures related to borrowing.

### **Matter 11: Approval of Transactions with Related Parties**

#### **11.1. Use of Company Assets for Loan Guarantees and Collateral**

The **BOD** respectfully submits to the **GMS** for approval the use of company-owned assets as guarantees or collateral for loans obtained by the company, its subsidiaries, affiliates, or joint ventures from credit institutions to enhance operational efficiency.

#### **11.2. Approval of Related-Party Transactions**

The **BOD** respectfully submits to the **GMS** for approval the authorization for Sao Mai Group Corporation to enter into contracts and transactions, including loan agreements with related companies, in accordance with Clause 2, Article 167 of the 2020 Law on Enterprises. However, such transactions must be conducted on a fair basis, ensuring that the terms are not less favorable than those offered by independent third parties.

### **Matter 12: Authorization for the Board of Directors to Implement AGM Resolutions**

The **BOD** respectfully submits to the **GMS** for approval the authorization for the **BOD** to carry out all necessary actions to implement the resolutions passed by the **GMS**.

Additionally, during the implementation process, if any issues arise that fall under the authority of the **GMS**, the **BOD** shall be fully authorized to handle and resolve them without the need to convene another **GMS** meeting for approval.

The Board of Directors respectfully submits this proposal for review and approval by the General Meeting of Shareholders.

**On behalf of the Board of Directors**  
**Chairman**  
**LE VAN THANH**

Recipients:

- As mentioned above;
- Filed at: Administration  
Department (HC), Shareholder  
Affairs Department (QHCD)