SMC
A PROFESSIONAL STEEL DISTRIBUTOR

Số/No.: 377 /2026/CV- SMC

CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập - Tự do - Hạnh phúc
THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

TP. HCM, ngày 20 tháng 08 năm 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi:
- **Ủy Ban Chứng khoán Nhà Nước/ State Securities Commission of Vietnam**
- **Sở Giao dịch Chứng khoán Việt Nam/ Vietnam Exchange**
- **Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh /Hochiminh Stock Exchange**

I. Tên tổ chức/*Name of organization*:

Công Ty Cổ Phần Đầu tư Thương mại SMC/ *SMC Trading Investment Joint Stock Company*

- Mã chứng khoán/*Stock code: SMC*
- Địa chỉ/Address: 124-126 Ung Văn Khiêm, Phường Thạnh Mỹ Tây, TP. Hồ Chí Minh
  124-126 Ung Van Khiem Street, Thanh My Tay Ward, HCM City
- Điện thoại/Tel.: (08) 3899 2299 Fax: (08) 3898 0909
- Email: smc@smc.vn

II. Nội dung thông tin công bố/*Contents of disclosure*:

Công ty CP Đầu Tư Thương Mại SMC Công bố Tài liệu Đại hội cổ đông bất thường năm 2026/ *SMC Trading Investment Joint Stock Company Announces Documents for the 2026 Extraordinary General Meeting of Shareholders*

III. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 20/08/2026 tại đường dẫn: https://smc.vn

/This information was published on the company's website on 20/08/2026 (date), as in the link: https://smc.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.*

CÔNG TY CP ĐẦU TƯ THƯƠNG MẠI SMC
SMC TRADING INVESTMENT JOINT STOCK COMPANY
Người được ủy quyền CBTT/ *Organization representative*
Phó Tổng giám đốc/*Deputy General Director*

CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC

NGUYỄN NGỌC Ý NHI

Signature Not Verified
Ký bởi: CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC
Ký ngày: 20/8/2026 16:26:53

SMC

CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC
M.S.D.N: 0303522206-C.T.C.P
THÀNH PHỐ HỒ CHÍ MINH

AGENDA OF THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

SMC TRADING INVESTMENT JOINT STOCK COMPANY

Time:	**8:30 a.m. - Friday - September 11, 2026**
Venue:	**Tan Son Nhat Hotel – Pavillon – Peridot Hall.**
	202 Hoang Van Thu Street, Duc Nhuan Ward, Ho Chi Minh City

8:30 – 9:00	**Welcome shareholders**
9:00 – 9:15	**Report on the attendance rate of shareholders at the Meeting.** Approval of the Meeting Working Regulations. Introduction and approval of the Presidium, Secretariat and Vote Counting Committee
9:15 – 9:20	**Approval of the Meeting Agenda**
9:20 – 10:00	**The Board of Directors reports on the Company's situation and the reasons for convening the EGM** The Board of Directors submits the following proposals to the Meeting: 1. Proposal on the implementation status of the 2026 Annual General Meeting of Shareholders Resolution and the business results for the first six months of 2026. 2. Proposal on changing the governance model from the Supervisory Board to the Audit Committee 3. Proposal on amendments and supplements to the Company Charter – updating the governance model with the Audit Committee under the Board of Directors 4. Proposal on the policy for debt/bond restructuring and issuance of shares for debt swap 5. Proposal on cancellation of the 2026 Employee Stock Ownership Plan (ESOP) share issuance plan 6. Other matters.
10:00 – 10:30	**Discussion and Q&A**
10:30 –11:00	**Voting on the matters submitted to the 2026 Extraordinary General Meeting of Shareholders**
11:00 –11:15	**Approval of the Meeting Minutes. Closing of the Meeting**

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No.: 369/2026/TT - EGMS

Ho Chi Minh City, August, 20. 2026

PROPOSAL

TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Re: Report on the implementation of the 2026 AGM of Shareholders' Resolution and business performance for the first six months of 2026 SMC Trading Investment Joint Stock Company

Respectfully submitted to: General Meeting of Shareholders - SMC Trading Investment Joint Stock Company

Pursuant to:

- *Resolution No. 203/2026/NQ-ĐHĐCĐ dated 24/04/2026 of the 2026 Annual General Meeting of Shareholders of SMC Trading Investment Joint Stock Company*
- *The reviewed interim financial statements for the first six months of 2026 of SMC Trading Investment Joint Stock Company*
- *The Company's production and business operations.*

I. The Board of Directors of SMC Trading Investment Joint Stock Company hereby reports on the implementation of the contents of the 2026 Annual General Meeting of Shareholders Resolution as follows:

1. Submission on updating business activity codes in accordance with Decision No. 36/2025/QD-TTg and Decree No. 245/2025; and amending and supplementing the Company Charter, Internal Corporate Governance Regulations, and Regulations on the Operation of the Board of Directors

The Board of Directors has completed the updates, amendments and supplements to the Company Charter, Internal Corporate Governance Regulations, and Regulations on the Operation of the Board of Directors, and has disclosed the above information in accordance with applicable regulations.

2. Submission on the restructuring policy and SMC development strategy for the 2026-2031 period.

In implementing the restructuring policy, during the first six months of 2026, the Company focused on comprehensively reviewing and reorganizing its operations and business lines; reducing inefficient steel manufacturing activities with limited competitive advantages; while concentrating on its strengths in steel trading and Coil Center operations, prioritizing improved efficiency and capital safety over volume growth.

The General Meeting of Shareholders approved the continued implementation of the restructuring policy and SMC development strategy for the 2026-2030 period in accordance with the plan approved at the 2026 Annual General Meeting of Shareholders.

3. Regarding the submissions on share issuance and increase of the Company's charter capital:

- Submission on the plan for a public offering of additional shares to existing shareholders

The Board of Directors approved the following resolutions regarding the issuance of shares to existing shareholders:

- Board of Directors Resolution No. 227/2026/NQ-HĐQT dated 12/05/2026 on approving the implementation of the public offering of additional shares to existing shareholders.
- Board of Directors Resolution No. 228/2026/NQ-HĐQT dated 12/05/2026 on approving the share issuance plan in compliance with regulations on foreign ownership limits.
- Board of Directors Resolution No. 239/2026/NQ-HĐQT dated 20/05/2026 on approving the registration dossier for the public offering of additional shares to existing shareholders.

The Board of Directors approved the submission of the share issuance dossier for existing shareholders to the State Securities Commission. The State Securities Commission has provided feedback, and SMC has submitted explanations as requested. The Company expects to receive further feedback from the State Securities Commission shortly and then proceed with the next steps.

- Submission on the private placement plan: *not yet implemented*
- Submission on the employee stock ownership plan (ESOP): *proposed for cancellation under the Submission included in the 2026 Extraordinary General Meeting of Shareholders materials*

4. Approval of the selection of the auditor for the 2026 Financial Statements

The Board of Directors issued Resolution No. 256/2026/NQ-HĐQT dated 04/06/2026 approving the selection of the audit firm for the Company's 2026 audited financial statements:

Firm name: MOORE AISC Auditing and Informatics Services Company Limited

Head office address: 389A Dien Bien Phu Street, Ban Co Ward, Ho Chi Minh City

II. The Board of Directors reports the Company's business performance for the first six months of 2026 as follows:

During the first six months of 2026, the steel industry continued to face uncertainty from geopolitical tensions, rising raw material and logistics costs. Domestic demand gradually recovered, supported by public investment and a warming real estate market. However, product segments remained differentiated, competition was intense, demand recovered slowly, and capital-market constraints on credit growth together with sharply higher lending rates directly pressured steel companies' operations and efficiency.

At SMC, production and business operations and business efficiency during the first six months of 2026 improved compared with the previous year: gross margin increased, finance and operating management costs decreased, and other operating results improved. Detailed figures are as follows:

- Steel sales volume reached nearly 144,000 tonnes, down 43% year-on-year; net revenue was VND 2,381.6 billion, down 37.3% from the same period in 2025.
- Gross profit was VND 61.9 billion, improving from a VND 2.8 billion gross loss in the same period; gross margin was 2.6%.
- Finance costs were VND 75 billion; interest expense fell 25% year-on-year due to the liquidation and transfer of underperforming assets, reducing finance-cost and debt pressure.
- Selling and administrative expenses were tightly controlled. The Company also intensified recovery and settlement of outstanding receivables and reversed provisions. Total selling and administrative expenses were VND 9.7 billion versus VND 121.1 billion in the same period last year.
- Consolidated profit after tax reached nearly VND 42 billion, significantly improving from a VND 81 billion loss in the same period last year.

Although the core business improved, revenue and gross margin remain modest. SMC will therefore continue its restructuring direction to deliver sustainable efficiency while ensuring capital safety and improving the Company's capital structure.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0303522206-C.T.C.P
CÔNG TY
CỔ PHẦN
ĐẦU TƯ THƯƠNG MẠI
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No.: 370/2026/TT - EGMS

Ho Chi Minh City, August, 20. 2026

PROPOSAL
TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Re: Approval of the Company governance structure without a Supervisory Board, to be replaced by an Audit Committee under the Board of Directors

To: General Meeting of Shareholders - SMC Trading Investment Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amendments and supplements;*
- *The Charter on organization and operation of SMC Trading Investment Joint Stock Company;*
- *The need to change the governance model and the actual business operations of SMC Trading Investment Joint Stock Company.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the change to the Company's governance structure as follows:

I. NECESSITY OF CHANGING THE GOVERNANCE MODEL

Under the current Law on Enterprises, a joint stock company may choose one of the following two governance models:

1. A model with a Supervisory Board; or
2. A model without a Supervisory Board, in which the Board of Directors establishes an Audit Committee under the Board of Directors and includes independent Board members in accordance with law.

During its operations, the Company has found that transitioning to a model without a Supervisory Board and establishing an Audit Committee under the Board of Directors offers several advantages for the management and operation of the enterprise:

- Align with advanced corporate governance practices and the governance models of modern listed companies;
- Enhance the direct supervisory role of the Board of Directors over governance, risk management and internal control activities;

- Strengthen independence, effectiveness and professionalism in inspection and supervision;
- Optimize the organizational structure and reduce overlapping functions among governance bodies;
- Improve corporate governance effectiveness and meet the requirements of investors, shareholders and financial institutions.

II. PROPOSED CONTENT:

1. Approve the Company governance structure under a model without a Supervisory Board in accordance with the Law on Enterprises and the Company Charter.
2. Terminate the operation of the Supervisory Board from the effective date of the new governance model pursuant to the Resolution of the General Meeting of Shareholders.
3. Establish an Audit Committee under the Board of Directors to perform supervisory functions in accordance with law and the Company Charter.
4. The Audit Committee shall operate under regulations issued by the Board of Directors and shall have the following principal duties:
   - Supervise the completeness, truthfulness and reasonableness of the financial reporting system;
   - Supervise the internal control, risk management and compliance systems;
   - Assess the independence and effectiveness of internal audit (if any);
   - Recommend the selection of an independent audit firm;
   - Perform other duties in accordance with law, the Company Charter and assignments of the Board of Directors.

III. IMPLEMENTATION PLAN:

1. The General Meeting of Shareholders approves the change to the Company governance model.
2. Authorize the Board of Directors to:
   - Issue the Operating Regulations of the Audit Committee;
   - Determine the number of members, organizational structure and personnel of the Audit Committee in accordance with law;
   - Carry out procedures to amend and supplement the Company Charter and relevant internal regulations;
   - Make required information disclosures and complete necessary legal procedures in accordance with regulations.

IV. RECOMMENDATIONS TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS:

The Board of Directors respectfully submits to the 2026 Extraordinary General Meeting of Shareholders for approval:

1. Approve the Company governance structure under a model without a Supervisory Board, replacing it with an Audit Committee under the Board of Directors.
2. Approve amendments and supplements to the Company Charter and relevant internal regulations to conform with the new governance model.
3. Assign and authorize the Board of Directors to carry out all necessary tasks and procedures to implement the Resolution of the General Meeting of Shareholders and complete the transition of the Company governance model in accordance with law.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.
Respectfully submitted.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0303522206-C.T.C.P
CÔNG TY
CỔ PHẦN
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No.: 371/2026/TT - EGMS

Ho Chi Minh City, August, 20. 2026

PROPOSAL
TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Re: Approval of amendments and supplements to the Company's Articles of Association; Internal Regulations on Corporate Governance; and Regulations on the Operation of the Board of Directors - to align with the transition of the governance model from the Supervisory Board to the Audit Committee under the Board of Directors

Respectfully submitted to: General Meeting of Shareholders - SMC Trading Investment Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its implementing guidance documents;*
- *Law on Securities No. 54/2019/QH14 and its implementing guidance documents;*
- *The current Articles of Association of SMC Investment Trading Joint Stock Company;*
- *The Proposal on organizing the Company under a governance model without a Supervisory Board, replacing it with an Audit Committee under the Board of Directors.*

To ensure consistency among the Company's Articles of Association, Internal Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors, and the new governance model after its approval by the General Meeting of Shareholders, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration the following amendments and supplements to the Company's Articles of Association, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Board of Directors:

I. PURPOSE OF AMENDING THE ARTICLES OF ASSOCIATION AND RELATED REGULATIONS:

- Update the Company's governance model in accordance with the 2020 Law on Enterprises.;
- Repeal provisions relating to the Supervisory Board that will no longer be applicable after the Company transitions to a governance model without a Supervisory Board.
- Add provisions on the Audit Committee under the Board of Directors in accordance with applicable laws.

- Ensure consistency and alignment among the Company's Articles of Association, Internal Regulations on Corporate Governance, Regulations on the Operation of the Board of Directors, and relevant legal provisions.

II. CONTENTS OF AMENDMENTS AND SUPPLEMENTS:

1. In the Company's Articles of Association, Internal Regulations on Corporate Governance, and other related regulations, repeal all provisions relating to:
   - Organizational structure of the Supervisory Board;
   - Standards and eligibility requirements for members of the Supervisory Board;
   - Rights and obligations of the Supervisory Board;
   - Procedures for election, dismissal and removal of members of the Supervisory Board;
   - Operations, working regime and remuneration of the Supervisory Board;
   - Other matters related to the Supervisory Board.
2. Amend the provisions on the Company's governance structure in the Articles of Association and Internal Regulations on Corporate Governance:

   The Company's governance structure shall comprise:

   - General Meeting of Shareholders;
   - Board of Directors;
   - Audit Committee under the Board of Directors;
   - General Director and executive management apparatus.
3. Add provisions on the Audit Committee to the Articles of Association, Internal Regulations on Corporate Governance, and other related regulations:
   - The Audit Committee is a body under the Board of Directors, with the function of advising and supporting the Board of Directors in overseeing:
   - The truthfulness and reasonableness of the financial statements;
   - The internal control system;
   - Risk management;
   - Compliance with laws and internal regulations;
   - Independent audit and internal audit activities (if any).
   - The Audit Committee shall operate in accordance with regulations issued by the Board of Directors in compliance with applicable laws and the Company's Articles of Association.
   - Effective date
   - The above amendments and supplements to the Articles of Association shall take effect from the date on which the Resolution of the General Meeting of Shareholders is adopted.

III. AUTHORIZATION FOR IMPLEMENTATION:

The General Meeting of Shareholders assigns and authorizes the Board of Directors to:

- Finalize the amended and supplemented Articles of Association, Internal Regulations on Corporate Governance, and other related regulations based on the Resolution adopted by the General Meeting of Shareholders.
- Issue the Company's amended and supplemented Articles of Association, Internal Regulations on Corporate Governance, and other related regulations.
- Carry out registration procedures, information disclosure, and other necessary legal procedures in accordance with applicable laws.

IV. PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS

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

- Approval of the amendments and supplements to the Company's Articles of Association, Internal Regulations on Corporate Governance, and other related regulations to align with the governance model without a Supervisory Board and with an Audit Committee under the Board of Directors.
- Approval of the assignment and authorization to the Board of Directors to finalize and issue the amended Articles of Association, Internal Regulations on Corporate Governance, and other related regulations, and to carry out the necessary procedures in accordance with applicable laws.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully!

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0303522206-C.T.C.P
CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC
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No.: 372/2026/TT - EGMS

Ho Chi Minh City, August, 20. 2026

PROPOSAL

TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Re: Approval of the policy on debt/bond restructuring and issuance of shares for debt swap

Respectfully submitted to: General Meeting of Shareholders - SMC Trading Investment Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and its amendments and supplements;*
- *Law on Securities No. 54/2019/QH14 dated 26/11/2019 and its amendments and supplements;*
- *Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP;*
- *Circular No. 118/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance providing guidance on certain matters regarding the offering and issuance of securities, public tender offers, share repurchases, registration of public companies and cancellation of public company status, and its amendments and supplements;*
- *Circular No. 115/2025/TT-BTC amending Circular No. 118/2020/TT-BTC providing guidance on matters regarding the offering and issuance of securities, public tender offers, share repurchases, registration of public companies and cancellation of public company status, issued by the Minister of Finance.*
- *The Charter on organization and operation of SMC Trading Investment Joint Stock Company;*
- *Resolution No. 203/2026/NQ-DHDCD dated 24/04/2026 of the 2026 Annual General Meeting of Shareholders;*
- *The SMC restructuring policy and development strategy for the 2026-2031 period approved by the General Meeting of Shareholders;*
- *Based on the Company's financial position, capital structure, debt obligations and financial restructuring needs.*

The Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the policy on debt restructuring and share issuance for debt swap, with the following contents:

I. NECESSITY AND OBJECTIVES

In the course of implementing the restructuring policy and development strategy of SMC for the 2026–2031 period, the Company has been implementing a number of coordinated solutions to reorganize its business operations, restructure its asset and investment portfolio, improve capital utilization efficiency, recover and resolve outstanding receivables, and gradually reduce debt pressure and financial costs.

To further strengthen its financial foundation, improve its capital structure and enable the Company to focus resources on its core business activities, the BOD considers that proactively negotiating with creditors to restructure the Company's debts, including converting part or all of eligible debt obligations into equity through the issuance of shares for debt swap, is a necessary and appropriate solution at this stage.

The debt restructuring and share issuance for debt swap are aimed at the following key objectives:

1. Restructure the Company's financial obligations, reduce debt repayment pressure and financial costs;
2. Improve capital structure indicators, reduce the debt ratio and strengthen the Company's financial capacity;
3. Supplement and strengthen equity without immediately generating cash payment obligations for the portion of debt being swapped;
4. Create a basis for the Company to conduct comprehensive negotiations with creditors and increase its flexibility in handling and restructuring outstanding debts;
5. Focus financial resources on core business operations, improve operating efficiency and gradually stabilize the Company's financial position;
6. Ensure a balance of interests among the Company, shareholders, creditors and related parties on the basis of compliance with applicable laws.

II. POLICY AND PRINCIPLES FOR DEBT RESTRUCTURING

The BOD respectfully submits to the GMS for approval the policy allowing the Company to restructure its debts/bonds and financial obligations in one or several appropriate forms, including but not limited to:

1. Negotiate adjustments to the terms, maturities and payment schedules of debts/bonds;

2. Negotiate adjustments to interest rates, penalty interest and related financial costs;
3. Pay, settle or partially or fully repurchase debts/bonds before maturity when financial conditions permit;
4. Use proceeds from business operations, collection of receivables, transfer or restructuring of assets and investments, and other lawful sources of funds to repay debts/bonds;
5. Convert part or all of the debt into equity through the Company's issuance of shares for debt swap;
6. Implement other debt restructuring solutions in accordance with applicable laws, the Company's Charter and the interests of the Company and its shareholders.

The selection of debts, creditors, restructuring methods and timing shall be based on the Company's actual financial position, the results of negotiations with each creditor and applicable laws at the time of implementation.

III. POLICY ON SHARE ISSUANCE FOR DEBT SWAP

The GMS approves the policy and framework principles for the Company to issue shares to swap part or all of its eligible debts, based on the following principles:

1. Purpose of issuance

To issue shares for debt swap in order to reduce the Company's debt obligations, improve its financial structure, increase equity and enhance the Company's going concern capability and sustainable development.

2. Type of shares proposed to be issued

Ordinary shares of SMC Investment Trading Joint Stock Company.

3. Par value

VND 10,000/share.

4. Eligible creditors

Creditors holding debts eligible for debt swap under applicable laws, who wish and agree in writing to receive SMC shares in exchange for part or all of the Company's debt obligations.

The debts selected for the swap must satisfy the conditions prescribed by law at the time of implementation, including requirements regarding recognition and presentation in the audited financial statements and other relevant legal conditions.

5. Value of debt to be swapped

The maximum expected total value of debts/bonds to be swapped is VND 272,000,000,000 (two hundred and seventy-two billion Vietnamese dong).

The actual total value of debts/bonds to be swapped shall be determined based on:

- The outstanding balance and actual value of eligible debts;
- The results of reconciliation and confirmation of debts between the Company and creditors;
- Agreements between the Company and each creditor;
- The Company's financial balancing capacity and financial restructuring needs; and
- Applicable laws at the time of implementation.

6. Issue price and swap ratio

The issue price of shares for debt swap (the "Swap Price") shall be determined based on negotiation and agreement between the Company and each creditor, in accordance with the value of the debt confirmed by the parties, the conditions and restructuring plan of each debt, the Company's financial position and applicable laws at the time of implementation.

The issue price of shares for debt swap is expected not to be lower than the book value stated in the latest audited/reviewed financial statements prior to the debt swap.

(The book value per share according to the unaudited semi-annual 2026 consolidated financial statements is VND 14,551/share.

The book value per share according to the unaudited semi-annual 2026 separate financial statements is VND 15,616/share.)

Based on the agreed Swap Price, the swap ratio and the number of shares issued for debt swap shall be determined in proportion to the actual debt value agreed by the parties to be included in the swap.

The Swap Price, swap ratio and number of shares issued may differ for each creditor and/or each debt, depending on the results of negotiations and agreements between the Company and creditors, and must ensure compliance with applicable laws.

7. Expected number of shares to be issued

The actual number of shares to be issued shall be determined based on the total value of debt approved for the swap and the issue price/swap ratio determined according to the above principles, while ensuring compliance with the limits approved by the GMS and applicable laws.

8. Transfer restrictions

Shares issued for debt swap shall be subject to transfer restrictions for the period and in the cases of exemption prescribed by law at the time of implementation.

9. Rights of additionally issued shares

Shares issued for debt swap are ordinary shares and shall have rights and benefits equal to those of the Company's outstanding ordinary shares from the date of completion of the issuance, except for restrictions prescribed by law and the approved issuance plan.

10. Foreign ownership ratio and other ownership limits

The issuance must comply with regulations on foreign ownership ratios, cross-ownership and other ownership limits under applicable laws, the Company's Charter and regulations of competent authorities at the time of implementation.

IV. EXPECTED IMPACTS

The implementation of debt restructuring, including the issuance of shares for debt swap, is expected to have the following positive impacts:

1. Reduce the Company's outstanding debt and cash payment obligations;
2. Reduce interest expenses and related financial costs;
3. Increase equity and improve financial safety indicators;
4. Improve access to credit facilities, funding sources and business partners in the future;
5. Enhance the Company's ability to focus resources on core business operations and implement its restructuring strategy.

In addition to the above benefits, the issuance of additional shares may increase the number of shares outstanding and result in dilution of the ownership ratio, voting rights and certain per-share indicators of existing shareholders. The BOD will consider these factors comprehensively when formulating and deciding on the detailed plan to ensure the overall interests of the Company and its shareholders.

V. AUTHORIZATION TO THE BOARD OF DIRECTORS

To ensure proactivity, flexibility and timeliness in the negotiation and implementation of debt restructuring, the BOD respectfully submits to the GMS for approval the delegation and authorization to the BOD, based on the policy and principles approved by the GMS in this Proposal and within the scope permitted by law, to:

1. Review and select appropriate debts and creditors for restructuring and/or debt-to-equity conversion;
2. Negotiate, agree, decide and adjust the Swap Price, swap ratio, value of debt to be swapped and number of shares issued to each creditor, based on the agreement between the Company and creditors, in accordance with the policy approved by the GMS and applicable laws at the time of implementation.

3. Formulate, finalize and decide on the detailed contents of the debt restructuring plan and share issuance plan for debt swap within the scope of the policy, principles and limits approved by the GMS;
4. Decide on the actual value of debt to be swapped, issue price, swap ratio, number of shares issued to each creditor and implementation timing based on compliance with applicable laws and ensuring the interests of the Company;
5. Decide on the list of creditors participating in the swap and the number of shares allocated to each creditor;
6. Prepare, execute, amend, supplement and submit dossiers and documents; carry out registration procedures with the State Securities Commission of Vietnam and other competent state authorities;
7. Carry out procedures for additional registration, additional depository registration and additional listing/additional trading registration for the newly issued shares in accordance with regulations;
8. Carry out procedures for registration of the increase in charter capital and amendment of the Company's Charter corresponding to the actual issuance results;
9. Fulfill information disclosure obligations and other procedures in accordance with laws on enterprises, securities and the securities market;
10. Adjust and supplement the plan and dossier at the request of state management authorities or to comply with changes in law, provided that such adjustments do not fundamentally change the objectives and principles approved by the GMS;
11. Decide to suspend, postpone or discontinue all or part of the plan if market conditions, negotiation results or actual circumstances are deemed not to ensure the interests of the Company and its shareholders;
12. Decide on and carry out all other necessary tasks related to debt restructuring and share issuance for debt swap in accordance with applicable laws.

The BOD may delegate or authorize the Chairman of the BOD, the General Director and/or relevant individuals or entities to perform one or more specific tasks within the scope of the authorization granted by the GMS above.

If, under applicable laws at the time of implementation, one or more detailed matters of the issuance plan are required to be decided by the GMS, the BOD shall submit such matters to the GMS for consideration and approval prior to implementation.

VI. RECOMMENDATIONS TO THE GENERAL MEETING OF SHAREHOLDERS

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

1. The policy on restructuring the Company's debts and financial obligations in accordance with the principles set out in this Proposal;
2. The policy and framework plan for the Company to issue ordinary shares to swap part or all of eligible debts, in order to reduce debt obligations, increase equity and improve the Company's financial structure;
3. The scope of delegation and authorization to the Board of Directors to negotiate, formulate, finalize, decide on and implement the detailed plan within the scope approved by the GMS and in compliance with applicable laws;
4. Assign the BOD responsibility for ensuring that the implementation of the plan complies with applicable laws and the Company's Charter, while ensuring transparency and the legitimate interests of the Company and its shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Respectfully.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

M.S.D.N: 0303522206-C.T.C.P
CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC
THÀNH PHỐ HỒ CHÍ MINH

PHAM HOANG ANH

SMC
A PROFESSIONAL STEEL DISTRIBUTOR

No.: 373/2026/TT - EGMS

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
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Ho Chi Minh City, August, 20. 2026

PROPOSAL

TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

Re: Cancellation of the 2026 Employee Stock Ownership Plan (ESOP) share issuance plan

Respectfully submitted to: General Meeting of Shareholders - SMC Trading Investment Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its amending and supplementing documents;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its amending and supplementing documents;*
- *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, as amended and supplemented by Decree No. 245/2025/ND-CP;*
- *Circular No. 118/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain matters regarding public offering and issuance of securities, tender offers, share repurchases, registration of public companies and cancellation of public company status, and its amending and supplementing documents;*
- *Circular No. 115/2025/TT-BTC amending Circular No. 118/2020/TT-BTC guiding matters regarding public offering and issuance of securities, tender offers, share repurchases, registration of public companies and cancellation of public company status, issued by the Minister of Finance.*
- *The Charter on organization and operation of SMC Trading Investment Joint Stock Company;*
- *Resolution of the General Meeting of Shareholders No. 203/2026/NQ-ĐHCĐ dated April 24, 2026 approving the 2026 Employee Stock Ownership Plan share issuance plan;*
- *The actual business operations of SMC Trading Investment Joint Stock Company.*

The Board of Directors of SMC Trading Investment Joint Stock Company (the "Company") respectfully submits to the General Meeting of Shareholders for consideration and approval the cancellation of the 2026 Employee Stock Ownership Plan (ESOP) share issuance plan, with the following contents:

1. ESOP Plan Approved by the General Meeting of Shareholders

Pursuant to Resolution of the General Meeting of Shareholders No. 203/2026/NQ-ĐHCĐ dated April 24, 2026, the General Meeting of Shareholders approved the 2026 Employee Stock Ownership Plan share issuance plan with the following key terms:

- Type of shares: Ordinary shares
- Par value: VND 10,000/share.
- Expected number of shares to be issued: Up to 3,680,341 shares.
- Total par value of shares expected to be issued: VND 36,803,410,000.
- Issue price: VND 10,000/share.
- Total expected proceeds from the issuance: VND 36,803,410,000.
- Expected issuance ratio to the number of outstanding shares: 5%.
- Issuance method: Issuance of shares under the Employee Stock Ownership Plan (ESOP).
- Eligible participants: Employees of the Company and its subsidiaries ("Employees") who satisfy the eligibility criteria for participation in the 2026 ESOP Program in accordance with the 2026 ESOP Regulations attached to the Proposal.
- Other terms: In accordance with the issuance plan approved by the General Meeting of Shareholders.

2. Reasons for the Proposed Cancellation of the 2026 ESOP Issuance Plan

After reviewing the actual operating situation, the Board of Directors considers that the Company is capable of balancing its funding sources for production and business activities while fully ensuring the benefits, policies and welfare for employees who have long-term commitment to the Company.

3. Matters Submitted to the General Meeting of Shareholders for Approval

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration the cancellation in its entirety of the 2026 Employee Stock Ownership Plan (ESOP) share issuance plan approved under Resolution of the General Meeting of Shareholders No. 203/2026/NQ-ĐHCĐ dated April 24, 2026.

4. Authorization to the Board of Directors

The General Meeting of Shareholders authorizes the Board of Directors to:

- Carry out all necessary procedures to complete the cancellation of the 2026 ESOP issuance plan in accordance with applicable laws;
- Make information disclosures, reports and/or notifications to state regulatory authorities, the Stock Exchange and relevant agencies and organizations as required;

- Sign, issue and implement all necessary dossiers and documents relating to the cancellation of the ESOP plan;
- Proactively handle any matters arising in connection with the cancellation of the ESOP plan to ensure the lawful rights and interests of the Company and its shareholders, in accordance with applicable laws and the Company Charter.

5. Effectiveness

The cancellation of the 2026 ESOP share issuance plan shall take effect from the date it is approved by the General Meeting of Shareholders.

The Board of Directors respectfully submits the above matters to the General Meeting of Shareholders for consideration, discussion and approval by vote.

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0303582206-C.T.C.P
CÔNG TY
CỔ PHẦN
ĐẦU TƯ THƯƠNG MẠI
SMC
THÀNH PHỐ HỒ CHÍ MINH

PHAM HOANG ANH

SMC
A PROFESSIONAL STEEL DISTRIBUTOR

M.S.D.N: 0303522206 C.T.C.P
CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC
THÀNH PHỐ HỒ CHÍ MINH

DRAFT

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

---o0o---

Ho Chi Minh City, September …., 2026

Base on:

- *The current Law on Enterprises and its guiding documents;*
- *The current Law on Securities and its guiding documents;*
- *The Charter of Organization and Operation of SMC Trading Investment Joint Stock Company;*

Submitted to: The Extraordinary General Meeting of Shareholders of SMC Trading Investment Joint Stock Company

REGULATIONS ON WORKING PROCEDURES AT THE 2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SMC INVESTMENT TRADING JOINT STOCK COMPANY

OBJECTIVES

- Ensure the principles of transparency, fairness, democracy and compliance with the law.
- Facilitate the organization and conduct of the 2026 Annual Extraordinary Meeting of Shareholders.

ARTICLE 1:MEETING ORDER

1. Shareholders entering the Meeting room must sit in the seats arranged by the Organizing Committee.
2. No smoking in the meeting room.
3. No private conversations and no use of mobile phones during the Meeting. Mobile phones should be turned off or set to silent/vibrate mode.

ARTICLE 2: RESPONSIBILITIES OF THE PRESIDIUM

1. The Presidium is nominated and approved by the Meeting to preside over all activities of the Meeting.

2. Conduct the Meeting in accordance with the approved agenda and regulations. The Chairperson works under the principle of democratic centralism and decisions are made by majority vote.
3. Guide the Meeting in discussions and voting on issues within the agenda and related matters throughout the Meeting.
4. Handle issues arising during the Meeting.

ARTICLE 3: RESPONSIBILITIES OF THE SECRETARIAT

1. Record fully and accurately all proceedings and matters approved or noted by shareholders at the Meeting.
2. Prepare the Minutes of the Meeting and Resolutions on matters approved by the Meeting.

ARTICLE 4: VOTING

1. Principles:

All agenda matters must be approved by direct voting at the Meeting. Each shareholder will receive a voting card stating the shareholder's full name and the number of shares owned or represented with voting rights.

2. Voting method:

Cổ đông biểu quyết bằng cách giơ phiếu biểu quyết theo điều khiển của chủ tọa.

Shareholders vote by raising their voting cards as directed by the Chairperson.

3. Voting rule:

Each share owned or represented corresponds to one vote.

ARTICLE 5: SPEECHES

1. Principles:

Shareholders wishing to speak must register their topics or raise their voting cards and obtain the Chairperson's approval.

2. Speaking procedure:

- Speak briefly and focus on agenda matters.
- The Chairperson arranges speaking order and answers questions.
- Each speech lasts 5–10 minutes.
- Complaints/denunciations are not accepted during the Meeting; submit in writing for resolution within 7 days.
- Written opinions are considered official opinions.

ARTICLE 6: MINUTES & RESOLUTIONS

All contents must be recorded in the Minutes. The Minutes and Resolutions must be read and approved before closing.

ARTICLE 7: IMPLEMENTATION

This is the Working Regulation of the 2026 Extraordinary General Meeting of Shareholders of SMC Trading Investment JSC, submitted for approval.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

PHẠM HOÀNG ANH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness
---o0o---

No.: /2026/NQ-EGMS

CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC
M.S.D.N: 0303522206-C.T.C.P
THÀNH PHỐ HỒ CHÍ MINH

Ho Chi Minh City, day month year 2026

DRAFT

RESOLUTION

2026 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
SMC TRADING INVESTMENT JOINT STOCK COMPANY

Re: Approval of key matters of the 2026 Extraordinary General Meeting of Shareholders

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed on 17 June 2020 by the National Assembly of the Socialist Republic of Vietnam*
- *Charter of SMC Trading Investment Joint Stock Company*
- *Minutes of the meeting, voting results and election results of the 2026 Extraordinary General Meeting of Shareholders of SMC Trading Investment Joint Stock Company held on 11 September 2026*

RESOLVES

The 2026 Extraordinary General Meeting of Shareholders of SMC Trading Investment Joint Stock Company discussed and unanimously approved this Resolution with the following principal contents:

Article 1:

The 2026 Extraordinary General Meeting of Shareholders approves the report on the implementation status of the matters set out in the 2026 Annual General Meeting of Shareholders Resolution, in accordance with the attached proposal.

Voting results

- *In favor: ... % corresponding to voting shares: .... shares*
- *Against: ... % corresponding to voting shares: ... shares*
- *No opinion: ... % corresponding to voting shares: ... shares*

Article 2:

The Extraordinary General Meeting of Shareholders approves the organization of the Company's governance under a model without a Supervisory Board, to be replaced by an Audit Committee under the Board of Directors, in accordance with the attached proposal.

Voting results

- *In favor: ... % corresponding to voting shares: ... shares*
- *Against: ... % corresponding to voting shares: ... shares*
- *No opinion: ... % corresponding to voting shares: ... shares*

Article 3:

The General Meeting of Shareholders approves the amendment and supplementation of the Company Charter; Internal Governance Regulations; and Regulations on the Operation of the Board of Directors, to align with the transition of the governance model from a Supervisory Board to an Audit Committee under the Board of Directors.

Voting results

- *In favor: ... % corresponding to voting shares: ... shares*
- *Against: ... % corresponding to voting shares: ... shares*
- *No opinion: ... % corresponding to voting shares: ... shares*

Article 4:

The 2026 Extraordinary General Meeting of Shareholders approves the policy on restructuring the Company's debts/bonds and issuing shares for debt swap purposes.

Voting results

- *In favor: ... % corresponding to voting shares: ... shares*
- *Against: ...% corresponding to voting shares: ... shares*
- *No opinion: ... % corresponding to voting shares: ... shares*

Article 5:

The 2026 Extraordinary General Meeting of Shareholders approves the cancellation of the 2026 share issuance plan under the Employee Stock Ownership Plan (ESOP), in accordance with the attached proposal.

Voting results

- *In favor: ... % corresponding to voting shares: ... shares*
- *Against: ... % corresponding to voting shares: ... shares*
- *No opinion: ...% corresponding to voting shares: ... shares*

<u>Article 6:</u>

Authorization:

The 2026 Extraordinary General Meeting of Shareholders of SMC Trading Investment Joint Stock Company held on 11 September 2026 agrees to fully authorize the Board of Directors to proactively implement in detail the matters and policies approved at the Meeting.

<u>Voting results</u>

- *In favor: ... % corresponding to voting shares: ... shares*
- *Against: ... % corresponding to voting shares: ... shares*
- *No opinion: ... % corresponding to voting shares: ... shares*

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
OF SMC TRADING INVESTMENT JOINT STOCK COMPANY
FOR AND ON BEHALF OF THE PRESIDIUM
CHAIRMAN

PHAM HOANG ANH

CÔNG TY CỔ PHẦN ĐẦU TƯ THƯƠNG MẠI SMC M.S.D.N: 0303522206 THÀNH PHỐ HỒ CHÍ MINH

NHÀ PHÂN PHỐI THÉP CHUYÊN NGHIỆP

DRAFT

REGULATIONS
ON THE OPERATION OF THE AUDIT COMMITTEE
UNDER THE BOARD OF DIRECTORS
SMC TRADING INVESTMENT JOINT STOCK COMPANY

HO CHI MINH CITY

SEPTEMBER - 2026

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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

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No.: /2026/BC- HĐQT

Ho Chi Minh City, 11 September 2026

REGULATIONS ON THE OPERATION OF THE AUDIT COMMITTEE

Under the Board of Directors of SMC Trading Investment Joint Stock Company

***Pursuant to*:**

- *Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 (as amended and/or supplemented from time to time);*
- *Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019 (as amended and/or supplemented from time to time);*
- *Decree No. 155/2020/ND-CP issued by the Government on 31 December 2020, detailing the implementation of a number of articles of the Law on Securities (as amended and/or supplemented from time to time);*
- *Circular No. 121/2020/TT-BTC issued by the Ministry of Finance on 31 December 2020, regulating the operations of securities companies (as amended and/or supplemented from time to time);*
- *Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance, providing guidance on a number of provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government, detailing the implementation of a number of articles of the Law on Securities (as amended and/or supplemented from time to time);*
-
- *The current Charter of **SMC Trading Investment Joint Stock Company** (hereinafter referred to as the **"Company"**);*

- *Resolution of the Board of Directors No. ..../2026/NQ-HDQT dated .... on the promulgation of the Regulations on the Operation of the Audit Committee of SMC Trading Investment Joint Stock Company.*

The Board of Directors hereby promulgates the Regulations on the Operation of the Audit Committee of SMC Trading Investment Joint Stock Company. The Regulations on the Operation of the Audit Committee (hereinafter referred to as the "Regulations") include the following provisions:

Article 1. Scope of Regulation and Subjects of Application

1. **Scope of regulation:** These Regulations on the Operation of the Audit Committee stipulate the organizational and personnel structure, operating principles, powers and obligations of the Audit Committee and its members in order to ensure that the Audit Committee operates in accordance with the Law on Enterprises, the Company's Charter and other relevant laws and regulations.
2. **Subjects of application:** These Regulations shall apply to the Audit Committee, members of the Audit Committee and other relevant persons and entities.

Article 2. Operating Principles of the Audit Committee

1. The Audit Committee under the Board of Directors shall report directly in writing to the Board of Directors and shall not be subject to interference in the performance of its duties, in order to ensure the Company's compliance with all applicable laws and regulations.
2. Members of the Audit Committee shall comply with applicable laws and relevant regulations, including but not limited to the Company's Charter and these Regulations, and shall not engage in any activities that may adversely affect their professional reputation.
3. Members of the Audit Committee shall not disclose any information provided to them, except where such disclosure is required by law.
4. Members of the Audit Committee shall act independently and honestly and shall not be influenced or controlled by any person in forming or reaching their conclusions.

Article 3. Powers and Obligations of the Audit Committee

The Audit Committee shall have the following powers and obligations:

1. To supervise the truthfulness and reasonableness of the Company's financial statements and official disclosures relating to the Company's financial position and business performance.

2. To supervise and evaluate the activities of the Company's Internal Audit Department, including the following:

   a. Reviewing and discussing significant internal audit findings reported by the Internal Audit Department to the Executive Management, the Executive Management's responses thereto, and the progress of implementing remedial action plans;

   b. Reviewing and assessing the adequacy, effectiveness and independence of the work performed by the Internal Audit Department, and ensuring that the internal audit function is independent and has sufficient resources to fulfill its duties, including implementation of the annual audit plan;

   c. Developing and proposing amendments to the Internal Audit Regulations for submission to the Board of Directors for approval and promulgation; approving the Internal Audit Manual and related documents to ensure consistency and compliance with applicable laws and the Company's governance requirements;

   d. Pursuant to authorization by the Board of Directors, reviewing and approving the annual internal audit plan and ensuring that such plan is developed on a risk-based approach and identifies any limitations that may prevent the Internal Audit Department from implementing the annual audit plan. The Audit Committee shall report to the Board of Directors at the nearest semi-annual periodic meeting of the Board of Directors; and

   e. Pursuant to authorization by the Board of Directors, reviewing and approving the annual operating budget of the Internal Audit Department, after consultation with the General Director and within the scope of the Company's annual operating budget and financial plan. The Audit Committee shall report to the Board of Directors at the nearest semi-annual periodic meeting of the Board of Directors.

3. To supervise other activities in order to ensure that the Company complies with applicable laws and regulations, requirements of regulatory authorities, the Company's Charter and other internal regulations, including the following:

   a. Reviewing and discussing with the Executive Management, at least once a year:

   i. The Company's material policies, procedures and guidelines, which are developed based on risk considerations and operational effectiveness;

   ii. Material risks, particularly financial, legal and compliance risks, and the measures implemented by the Executive Management to monitor and control such risks;

b. Assessing the appropriateness of, and level of compliance with, applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders, decisions and resolutions of the Board of Directors, and other internal regulations of the Company;

c. Receiving, reviewing and discussing with the Executive Management periodic reports regarding:

i. Significant inspection and examination results within the Company;

ii. Matters that may attract the attention of competent regulatory authorities;

iii. Significant legal projects currently being implemented;

iv. Control activities in high-risk business areas;

v. Existing or proposed laws and regulations that may have a material impact on the Company's business operations;

d. Discussing with the Executive Management the Company's compliance governance strategy and significant legal matters, including:

i. Integration of compliance objectives into governance objectives and performance evaluations;

ii. Mechanisms for handling and imposing disciplinary measures in respect of serious compliance violations;

e. Receiving and discussing with the Executive Management reports relating to:

i. Serious ethical violations;

ii. Compliance with internal control requirements;

iii. Fraud and losses arising from business operations; and

iv. Information technology security and other technology-related risks;

f. Proposing measures to improve the internal control system and to prevent and address risks; and supervising the implementation of approved risk management measures.

4. To recommend the selection of an independent audit firm, the remuneration and audit service fees, and the terms and conditions of the audit engagement with the independent audit firm before submission to the Board of Directors for consideration and to the Annual General Meeting of Shareholders for approval.
5. To monitor and assess the independence and objectivity of the independent audit firm and the effectiveness of the independent audit process, particularly where the Company uses non-audit or advisory services provided by the independent audit firm, including:

a. Reviewing the scope and types of non-audit services provided;

b. Assessing potential conflicts of interest;

c. Recommending restrictions on non-audit services where such services may adversely affect the independence of the independent audit firm.

6. To periodically hold meetings with the Executive Management and the independent audit firm. Such meetings shall be held separately from the formal meetings of the Audit Committee. The Audit Committee shall have the right to request representatives of the independent audit firm to attend meetings of the Audit Committee and respond to matters relating to the audited financial statements.
7. To review the internal control and risk management systems; and, with respect to operational risks, to review matters relating to the effectiveness of the Company's control environment and the status of remedial action plans.
8. To review and recommend to the Board of Directors for approval policies on risk identification and management, as well as measures to address and control risks arising from the Company's operations.
9. Together with the Executive Management, to review and assess the organizational structure of internal controls and the Company's financial reporting process and, periodically and at least twice a year, to review the Executive Management's conclusions regarding the effectiveness of internal control procedures and measures, including any material deficiencies or weaknesses in such controls and procedures.
10. To review transactions with Related Persons that fall within the approval authority of the Board of Directors or the General Meeting of Shareholders and to make recommendations regarding transactions requiring approval of the Board of Directors or the General Meeting of Shareholders.
11. To have the right to access documents relating to the Company's operations and to communicate with other members of the Board of Directors, the General Director, Chief Accountant and other Managers in order to obtain information necessary for the Audit Committee's activities.
12. To ensure that personnel performing the internal audit function and independent auditors are not restricted from accessing the Audit Committee.
13. To engage external legal, accounting, financial or other professional advisors when necessary.

14. To prepare and submit a written report to the Board of Directors upon identifying that any member of the Board of Directors, the General Director or any other Manager has failed to fully perform his or her responsibilities in accordance with the Law on Enterprises and the Company's Charter.
15. To regularly report to the Board of Directors on the activities of the Audit Committee and to review and report annually to the Board of Directors on the effectiveness of the Audit Committee's performance. This responsibility is separate from the obligation of the independent member of the Board of Directors who is a member of the Audit Committee to report to the Annual General Meeting of Shareholders.
16. To review and assess the adequacy of these Regulations and propose amendments and supplements for approval by the Board of Directors.
17. To exercise other powers and perform other obligations in accordance with applicable laws and the Company's Charter.

Article 4. Meetings of the Audit Committee

1. The Audit Committee shall meet at least two (02) times per year. Minutes of meetings shall be prepared in a detailed and clear manner and shall be properly maintained and retained. The minute-taker and all members of the Audit Committee attending the meeting shall sign the meeting minutes.
2. A meeting of the Audit Committee may be convened by any member of the Audit Committee whenever deemed necessary; however, the Chairperson of the Audit Committee shall have priority in convening meetings. The Chairperson of the Audit Committee shall chair the meeting.
3. Notices of meetings and relevant documents shall be sent to all members of the Audit Committee at least three (03) working days prior to the meeting date, unless the members unanimously agree to a shorter notice period.
4. The Audit Committee may adopt resolutions or decisions by voting at an in-person meeting, by online conference, by written consultation, or by other means. Each member of the Audit Committee shall have one vote. A resolution or decision of the Audit Committee shall be adopted if approved by a majority of the members attending the meeting. In the event of an equality of votes, the final decision shall follow the position supported by the Chairperson of the Audit Committee.

5. Resolutions or decisions adopted by written consultation, email or other electronic means shall have the same legal validity as those adopted at an in-person meeting, provided that all members of the Audit Committee have been provided with the relevant documents and all members have clearly communicated their opinions.
6. Only members of the Audit Committee shall be entitled to attend meetings of the Audit Committee. In addition to its members, the Audit Committee may invite other personnel to attend a meeting where deemed necessary. Invitees may present their opinions at the request of the Audit Committee but shall have no voting rights.
7. The Audit Committee shall have the right to request representatives of the approved independent audit firm to attend meetings of the Audit Committee and respond to matters relating to the audited financial statements.

Article 5. Composition of the Audit Committee

1. The Audit Committee shall consist of at least two (02) members, with the specific number of members for each term of office to be determined by the Board of Directors. The Chairperson of the Audit Committee shall be an independent member of the Board of Directors. Other members of the Audit Committee shall be non-executive members of the Board of Directors.
2. Unless otherwise decided by the Board of Directors, the term of office of the Audit Committee shall coincide with that of the Board of Directors. Upon expiration of the term of the Board of Directors, the Audit Committee shall continue to perform its duties until the new Board of Directors appoints replacement members.
3. Members of the Audit Committee shall possess knowledge of accounting and auditing and have a general understanding of applicable laws and the Company's operations, and shall not fall into any of the following categories:

   a. Working in the accounting or finance department of the Company;

   b. Being a member or employee of an approved independent audit firm that has audited the Company's financial statements during the preceding three (03) consecutive years.
4. The Chairperson of the Audit Committee shall hold a university degree or higher qualification in one of the following disciplines: economics, finance, accounting, auditing, law or business administration.
5. The appointment of the Chairperson and other members of the Audit Committee shall be approved by the Board of Directors at a meeting of the Board of Directors.

Article 6. Nomination, Candidacy and Appointment of Members of the Audit Committee

1. Members of the Board of Directors may nominate themselves as members of the Audit Committee if they consider that they satisfy all applicable qualifications and requirements for membership of the Audit Committee.
2. The Chairperson and other members of the Audit Committee shall be nominated by the Board of Directors and shall not be Executives of the Company.
3. Members of the Board of Directors who nominate themselves or are nominated for membership of the Audit Committee shall be entitled to participate in voting at the meeting of the Board of Directors on the appointment of the Chairperson and members of the Audit Committee in accordance with Article 35 of the Company's Charter.

Article 7. Dismissal and Removal of Members of the Audit Committee

1. A member of the Audit Committee shall be dismissed in any of the following circumstances:
   a. The member no longer satisfies the qualifications and requirements for membership of the Audit Committee as stipulated in Article 5 of these Regulations; or
   b. The member submits a resignation and such resignation is accepted by the Board of Directors.
2. A member of the Audit Committee shall be removed in any of the following circumstances:
   a. Failure to complete assigned duties or tasks;
   b. Failure to exercise his/her powers or perform his/her obligations for six (06) consecutive months, except in the event of force majeure;
   c. Repeated or serious breach of the obligations of a member of the Audit Committee as prescribed by applicable laws, the Company's Charter, the Internal Regulations on Corporate Governance and these Regulations; or
   d. Other circumstances as determined by a resolution of the Board of Directors.
3. Any decision on the replacement, new appointment, reappointment, dismissal or removal of a member of the Audit Committee, or receipt of a resignation from a member of the Audit Committee, shall be reported to the competent State regulatory authority and disclosed in accordance with applicable disclosure requirements within twenty-four (24) hours from the date of the relevant decision on dismissal or removal or receipt of the resignation.

Article 8. Report on the Activities of the Independent Member of the Board of Directors on the Audit Committee at the Annual General Meeting of Shareholders

1. The independent member of the Board of Directors serving on the Audit Committee shall be responsible for reporting on his/her activities at the Annual General Meeting of Shareholders.
2. The activity report of the independent member of the Board of Directors serving on the Audit Committee presented at the Annual General Meeting of Shareholders shall include the following:

   a. Remuneration, operating expenses and other benefits (if any) of the Audit Committee and each member of the Audit Committee;

   b. A summary of meetings of the Audit Committee and the conclusions and recommendations made by the Audit Committee;

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

   d. An assessment of transactions between the Company, its subsidiaries or other companies in which the Company controls more than 50% of the charter capital, on the one hand, and members of the Board of Directors, the General Director, other Executives of the Company and their Related Persons, on the other hand; and transactions between the Company and companies in which members of the Board of Directors, the General Director or other Executives of the Company have been founding members or enterprise managers during the three (03) years immediately preceding the transaction;

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

   f. Results of the supervision of the Board of Directors, the General Director and other Executives of the Company; and

   g. Results of the assessment of coordination between the Audit Committee and the Board of Directors, the General Director and the Shareholders.
3. The report specified in Clause 2 of this Article shall be submitted in advance to the Board of Directors for review, coordination and consistency of the information to be presented at the Annual General Meeting of Shareholders.
4. The Audit Committee's report shall be made available to Shareholders by publication on the Company's website and/or by inclusion with the meeting materials for the Annual General Meeting of Shareholders in accordance with applicable laws and the Company's Charter.

Article 9. Operating Budget of the Audit Committee; Remuneration, Bonuses and Other Benefits of Members of the Audit Committee

1. The annual operating budget of the Audit Committee shall be allocated by the Board of Directors and shall form part of the operating budget of the Board of Directors approved by the General Meeting of Shareholders. The remuneration, allowances, bonuses and other benefits (if any) of members of the Audit Committee shall be determined by the Board of Directors.
2. The operating expenses of the Audit Committee and remuneration of its members (if any) shall be reported to the Board of Directors and the Annual General Meeting of Shareholders and disclosed in the Company's Annual Report in accordance with applicable laws and the Company's Charter.

Article 10. Transitional Provisions

In the event of any changes in personnel, the existing Audit Committee shall continue to perform its duties in accordance with these Regulations until the Board of Directors decides on the appointment or reconstitution of the Audit Committee with new personnel in compliance with these Regulations.

Article 11. Effectiveness

These Regulations on the Operation of the Audit Committee of **SMC Trading Investment Joint Stock Company**, comprising eleven (11) Articles, shall take effect from .... 2026.

FOR AND ON BEHALF OF THE AUDIT COMMITTEE

CHAIRMAN

(Signature, full name and seal)