



An Giang, April 24, 2026

PROPOSAL**2026 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 and related amending and supplementing documents;
- 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 2025, and the operational plan for 2026.

Matter 2. Approval of the report of the Executive Board on business performance in 2025 and the business plan for 2026.

Matter 3. Approval of the report of the Supervisory Board on oversight activities in 2025 and strategic directions for 2026.

Matter 4. Approval of the Audited Financial Statements for 2025

- 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 2025 Audited Financial Statements for approval by the General Meeting of Shareholders (as attached in the 2025 Annual Report).

Matter 5. Profit Distribution and Dividend Payment for 2025

Based on the business performance achieved in 2025 and the retained earnings as reflected in the 2025 Audited Separate Financial Statements, the Board of Directors of Sao Mai Group



respectfully submits to the General Meeting of Shareholders the proposed profit distribution plan as follows:

Description	Amount (VND)
Cumulative undistributed after-tax profits as of December 31, 2025	184.316.802.993
- Cumulative undistributed profit as of the end of 2024	83.632.492.822
- Undistributed after-tax profit for the year 2025:	100.684.310.171

Against the backdrop of global volatility, prolonged geopolitical tensions in the Middle East, and a slow and uncertain global economic recovery, the domestic economy continues to face numerous risks and challenges, including high interest rates, persistent inflationary pressures, tight credit conditions, and stock market volatility.

To ensure the stability of the Company's operations amid the economic downturn and to avoid share dilution through stock dividends, the Board of Directors respectfully proposes to the General Meeting of Shareholders the following plan: **no dividend payment for 2025**, with all profits to be retained for reinvestment and to strengthen working capital for production and business activities.

When economic conditions stabilize and the Company's business performance improves, the Board of Directors will consider and submit an appropriate dividend payment plan to the General Meeting of Shareholders at a subsequent meeting.

Matter 6. Approval of the 2026 Business Plan

Based on the **business performance in 2025** and after careful consideration, the **Board of Directors** has unanimously agreed to submit the **2026 consolidated business plan targets** for approval by the **General Meeting of Shareholders**, as follows:

No	Key Indicator	Unit	Target
1	Net Revenue	Billion VND	13,735
2	Total After-Tax Profit	Billion VND	900

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 2026 Financial Statements

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the authorization for the Board of Directors to appoint an independent auditing firm from the list of approved auditing firms for issuers, listed companies, and securities trading organizations for 2026, as published by the State Securities Commission, to audit the 2026 financial statements of Sao Mai Group Corporation.

Matter 9. Approval of the Remuneration for the Board of Directors and the Supervisory Board for 2025 and the Proposed Remuneration for 2026

9.1. Report on the Remuneration Paid to the Board of Directors and the Supervisory Board in 2025

*** Board of Directors' Remuneration**

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

Total BOD Remuneration for 2025: VND 960,000,000

*** 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 2025: 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 2026

- 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 30,000,000/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 2026

- 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
TẬP ĐOÀN THANH
SAO MAI

Recipients:

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