

No: 02 /NQ - ĐHĐCĐ2025

Hanoi, March 28, 2025

RESOLUTION**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025****2025 Annual General Meeting of Shareholders, March, 28, 2025****At SUDICO Building, Me Tri Street, My Dinh 1 Ward,****Nam Tu Liem District, Hanoi****ANNUAL GENERAL MEETING OF SHAREHOLDERS
SJ GROUP JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam and its guiding documents

Pursuant to the Charter of SJ Group Joint Stock Company (SJ GROUP);

Pursuant to the Board of Directors' Reports submitted to the 2025 Annual General Meeting of Shareholders;

Pursuant to the Minutes and documents at the 2025 Annual General Meeting of Shareholders, dated March 28, 2025 of SJ Group Joint Stock Company.

RESOLUTION:

Article 1. The 2025 Annual General Meeting of Shareholders of SJ Group Joint Stock Company unanimously approved the following contents:

1. Plan for profit distribution, dividend payment and setting up funds in 2024

No	Indicator	Unit	Amount
1	Net profit after tax in 2024	Dong	268.508.051.562
2	Cumulative net profit after tax as of December 31, 2024.	Dong	866.237.448.209
3	Stock dividend (75.1%)	Dong	862.565.110.000
	In there:		
3.1	Dividend distribution for 2018 ,2019, 2020 and 2021 (According to the resolution of the 2022 annual general meeting of shareholders 26%)	Dong	298.624.404.000
3.2	Planned dividend distribution for 2024 (49.1%)	Dong	563.940.706.000
4	Remaining net profit carried forward to the following year	Dong	3.672.338.209

2. Plan for Adjusting and Supplementing the Issuance of Shares to increase share capital from equity (Replacing the Share Issuance Plan under the Resolution of the 2022 Annual General Meeting of Shareholders)

The 2025 Annual General Meeting of Shareholders approved the adjustment and supplement of the plan to issue shares to increase share capital from equity capital, specifically as follows:

Issuers	SJ GROUP Joint Stock Company
Stock name	SJ GROUP Joint Stock Company Shares
Type of Shares	Common Shares
Face Value per Share	10.000 dong/shares
Number of Outstanding Shares	114.855.540 shares
Including: Treasury Shares	958.060 shares
Expected Number of Shares to be Issued	182.620.309 shares, including: Number of shares issued for dividend payment (issuance ratio 75.1%): 86,256,511 shares; Number of shares issued to increase charter capital from owner's equity (issuance ratio 83.9%): 96,363,798 shares.
Total Expected Value of Issued Shares (at face value)	1.826.203.090.000 dong
Purpose of Issuance	Issuance of Shares for Dividend Payment and Issuance of Shares to Increase Charter Capital from Owner's Equity
Eligible Recipients	Existing shareholders as of the record date for receiving dividend shares and newly issued shares to increase charter capital from owner's equity.
Issuance Ratio	159% , including: Issuance of shares for dividend payment (for the years 2018, 2019, 2020, 2021, and 2024): 75.1% Issuance of shares to increase charter capital from owner's equity: 83.9%
Rights Execution Ratio	100:159 (On the record date, shareholders holding 100 shares will receive 159 newly issued shares).

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Plan for settlement of fractional shares	The number of newly issued shares allocated to shareholders will be rounded down to the nearest whole share. Any fractional shares arising from rounding down (if any) will be canceled. Example: Shareholder A, listed in the shareholder registry, holds 110 SJS shares. Based on the issuance ratio of 159%, shareholder A would receive: $110 * 159\% = 174.9$ shares → Rounded down to 174 shares. The 0.9 fractional share will be canceled.
Source of Funds for the Planned Issuance	- For dividend share issuance: Retained earnings (Consolidated Financial Statements as of December 31, 2024): 862,565,110,000 Dong - For issuance to increase charter capital from owner's equity: - Development Investment Fund: 744,838,533,213 Dong - Share Premium: 218,799,446,787 Dong
Transfer of Rights to Receive Issued Shares	The right to receive additional shares issued from owner's equity cannot be transferred.
Conditions for Transfer of Issued Shares	Shares issued to increase charter capital from owner's equity are freely transferable.
Expected Issuance Timeline	In 2025, after approval from the State Securities Commission of Vietnam (SSC).
Expected Completion Timeline	Within 45 days after the SSC issues a notification confirming receipt of all required documents.
Listing and Securities Registration of Issued Shares	The issued shares will be listed on the Ho Chi Minh City Stock Exchange (HoSE) and registered for additional depository at the Vietnam Securities Depository (VSDC).

* **Total Share Value After Issuance:**

- Number of Outstanding Shares: 114.855.540 shares
Including: Treasury Shares: 958.060 shares
- Expected Number of Shares to be Issued: 182.620.309 shares.
- Total Expected Value of Issued Shares (at face value): 1.826.203.090.000 dong.
- Total Expected Number of Shares After Issuance: 297.475.849 shares.
- Total Expected Value of Shares After Issuance: 2.974.758.490.000 dong.

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* **The General Meeting of Shareholders authorizes the Board of Directors to carry out the following tasks:**

- Decide on amendments, supplements, and adjustments to the charter capital increase plan approved by the General Meeting of Shareholders; prepare, revise, and explain the related dossiers and procedures as required by regulatory authorities (if any) in accordance with the actual operational needs of SJ GROUP, legal regulations, and to ensure shareholders' rights.
- Determine the timing of the issuance, the record date for shareholder entitlements, and the schedule for issuing shares to increase charter capital while Ensuring shareholders' interests.
- Decide on the method of handling fractional shares arising from the aforementioned charter capital increase.
- Proactively carry out the necessary procedures for charter capital registration with the State Securities Commission of Vietnam (SSC) and other competent state authorities in accordance with legal regulations.
- Proactively complete legal procedures after the capital increase, including amending the Business Registration Certificate, updating the charter capital section in the Company's Charter of Organization and Operation, and adjusting other legal documents in compliance with regulations.
- Register for depository and additional listing of newly issued shares in accordance with securities and stock market regulations.
- Handle all other matters related to the charter capital increase as mentioned above.

Article 2. The General Meeting of Shareholders of SJ Group Joint Stock Company assigns the Board of Directors of the Company to base on the above contents to implement in accordance with the provisions of current law and the Company's regulations

Article 3. The Company's shareholders; Members of the Board of Directors; Members of the Supervisory Board; the General Director; the Deputy General Directors; the Chief Financial Officer; Directors of affiliated units; The Company's capital representative at companies with contributed capital; relevant units and individuals shall implement this Resolution accordingly.

Article 4. This Resolution was approved by the General Meeting of Shareholders of SJ Group Joint Stock Company at the 2025 Annual General Meeting of Shareholders, March 28, 2025 with a voting rate of 100%.

This Resolution takes effect from March, 28, 2025./.

Recipient:

- Article 3;
- Save: VT; VP. HĐQT.

**ON BEHALF OF ANNUAL
GENERAL MEETING OF**

**SHAREHOLDERS 2025
CHAIRMAN OF THE CONGRESS**



Bui Quang Bach