

Hanoi, April 23, 2026

**REGULATION
ORGANIZATION OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS IN 2026
SJ GROUP JOINT STOCK COMPANY**

Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

Pursuant to the Charter of SJ Group Joint Stock Company.

**Chapter I
GENERAL PROVISIONS**

Article 1. Scope and subjects of application

1. This Regulation applies to the organization and administration of the 2026 Annual General Meeting of Shareholders (**the "General Meeting"**) of SJ Group Joint Stock Company (**the "Company" or "SJ GROUP"**).

2. This Regulation specifies the rights and obligations of shareholders and persons authorized to attend meetings; conditions and modalities for conducting the congress and voting on issues under the competence of the congress

3. Shareholders and persons authorized to attend the meeting shall comply with the provisions of this Regulation

**Chapter II
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTICIPANTS
OF THE GENERAL MEETING**

Article 2. Rights and obligations of shareholders or authorized representatives attending the General Meeting

1. Conditions for attending the General Meeting: Shareholders or authorized representatives in writing of one or more shareholders named in the list of shareholders on the closing date of the list of shareholders entitled to attend the General Meeting provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).

2. Rights of shareholders and authorized representatives of shareholders when attending the General Meeting:

a. To directly attend or authorize others to attend the General Assembly. The authorization document according to the Company's form or the authorization document shall be made in accordance with the provisions of civil law and must clearly state the name of the authorized shareholder, the name of the authorized individual or organization, the number of authorized shares, the contents of the authorization, the scope of authorization, etc duration of authorization, signatures of the authorizing party and the authorized party;

b. To discuss and vote on all matters under the competence of the General Meeting in accordance with the Law on Enterprises, other relevant legal documents and the Company's Charter;

c. Notified by the Organizing Committee of the Congress of the contents and program of the Congress, including:

- (i). *Report on the operation of the Board of Directors;*
- (ii). *Report on the operation of the Supervisory Board;*
- (iii). *Proposal of the Board of Directors (BOD) on the 2025 Business Results and the 2026 Business Plan;*
- (iv). *Proposal of the BOD on the 2025 Audited Financial Statements and the 2025 Plan for Profit Distribution, Dividend Payment, and Fund Appropriation;*
- (v). *Proposal of the BOD on the Settlement of 2025 Remuneration for the BOD and Supervisory Board (SB), and the Remuneration Plan for 2026;*
- (vi). *Proposal of the BOD on the Selection of an Independent Audit Firm for the 2026 Financial Statements;*
- (vii). *Proposal of the BOD on Amending and Supplementing the Company's Business Lines;*
- (viii). *Proposal of the BOD on changing the Company's head office address;*
- (ix). *Proposal of the BOD on amending and supplementing the Company's Charter, the Internal Regulations on Corporate Governance, and the Operation Regulations of the Board of Directors;*
- (x). *Proposal of the Board of Directors on the plan to increase charter capital;*
- (xi). *Other matters within the competence of the General Meeting of Shareholders*

d. Each shareholder or authorized person to attend the meeting when attending the General Meeting shall receive a Voting Card/Voting Slip after

registering to attend the General Meeting with the Shareholder Qualification Inspection Committee; and

e. The voting value of each ballot corresponds to the ratio of the number of voting shares owned or represented by the person registered to attend the General Meeting to the total number of voting shares of shareholders or authorized representatives of shareholders present at the General Meeting;

f. Shareholders and persons authorized to attend the meeting late when the General Meeting has not yet ended have the right to register and participate in voting right at the General Meeting for unvoted matters, then the Chairman is not responsible for stopping the General Meeting and the validity of the previously voted contents remains unchanged;

3. Obligations of shareholders and authorized representatives of shareholders when attending the General Meeting:

a. Shareholders or authorized persons attending the meeting must bring their Citizen ID/Passport, Notice of Invitation to the Meeting, Power of Attorney (for authorized representatives) and register to attend the General Meeting with the Shareholder Qualification Examination Committee;

b. Dress modestly;

c. The audio and video recording of the Congress must be publicly announced and approved by the Chairman of the Congress;

d. Register to speak at the Congress according to regulations, comply with the speech time and speech content within the agenda of the Congress;

e. Speaking and voting in accordance with the guidance of the Organizing Committee of the Congress and complying with the control of the Chairman of the Congress;

f. Do not obstruct or disrupt the order of the meeting so that the meeting cannot be conducted fairly and legally;

g. Comply with the executive authority of the Chairman of the General Meeting;

h. Comply with the provisions of this Regulation, respect the results of work at the Congress

Article 3. Rights and obligations of the Shareholder Qualification Inspection Board

The Shareholder Qualification Examination Committee consists of one (01) Head of the Board and members decided by the General Director of the Company to perform the following functions and tasks:

1. Check the status of shareholders or authorized representatives of shareholders attending the meeting: Request shareholders to attend the General Meeting and guests to present their Citizen Identity Cards/Passports, Notice of

Invitation to the Meeting, Power of Attorney (for authorized representatives);

2. Distributed to shareholders or persons authorized to attend the meeting: Voting cards/Ballots/Ballots and other relevant meeting documents;

3. Report to the General Meeting on the results of the examination of the eligibility of shareholders to attend the General Meeting at the following times:

- Before the opening of the Congress; and
- Before each vote of the General Meeting, if there is a change in the number of shareholders registering to attend the General Meeting (Shareholders who arrive late to register for the meeting).

4. Perform other tasks assigned by the Congress Organizing Committee or the Chairman of the Congress.

Article 4. Rights and obligations of the Vote Counting Board

1. The vote counting committee consists of one (01) Head and members proposed by the Chairman and voted by the General Meeting of Shareholders.

2. The Vote Counting Committee is responsible for guiding the use of Ballot Cards/Ballots/Ballots, voting methods and conducting vote counting for each voting and election content.

3. The Head of the Vote Counting Committee shall report to the Congress on the results of the vote counting.

4. The Vote Counting Board has the right to set up a assisting department to complete its tasks.

5. The vote counting committee is responsible for the accuracy and truthfulness of the announced vote counting results.

6. The Vote Counting Committee is responsible for keeping, preserving and handing over all voting papers, election ballots and vote counting minutes to the Board of Directors of the Company immediately after the end of the General Meeting.

Article 5. Rights and obligations of the Chairman and Secretary of the General Meeting

1. The Chairman of the Board of Directors shall preside over the General Meeting or authorize another member of the Board of Directors.

2. The chairman of the congress or the secretary of the congress may conduct such work as it deems necessary to conduct the congress in a valid and orderly manner; or for the General Meeting to reflect the wishes of the majority of shareholders attending.

3. The Chairman has the right to postpone the meeting of the General Meeting of Shareholders to another time (in accordance with the provisions of the Law on Enterprises and the Company's Charter) and at another location decided by the Chairman if abnormal circumstances occur outside the content of the General

Meeting when:

- a. The meeting venue does not have enough convenient seating for all attendees;
 - b. The information facilities at the meeting venue do not ensure that shareholders attending the meeting participate, discuss and vote.
 - c. There are people attending the meeting who obstruct or disrupt the order, which may cause the meeting to not be conducted fairly and legally.
4. The Chairman has the right not to reply or only record the comments of shareholders if the contents of contributions and proposals are outside the content of soliciting opinions of the General Meeting.
 5. The Chairman has the right not to reply or only record the comments of shareholders if the contents of contributions and proposals are outside the content of soliciting opinions of the General Meeting.
 6. Have the right to request the competent agency to maintain the order of the meeting; expelling those who show disruptive expressions, do not comply with the executive authority of the Chairman, prevent the normal development of the Congress.
 7. The Chairperson shall nominate the Secretary of the General Assembly to record the minutes of the meeting of the General Assembly and perform assisting tasks as assigned by the Chairperson.

Chapter III

FORMAT OF THE CONGRESS

Article 6. Conditions for conducting the General Meeting

1. The General Meeting shall be conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes according to the list of shareholders made at the time of closing the list of shareholders attending the General Meeting. In case it is more than 30 minutes from the time of opening of the General Meeting (stated in the meeting agenda sent to shareholders) or longer if the Chairman of the meeting deems it necessary, and the number of shareholders registering to attend the representative meeting is less than 50% of the total number of votes according to the list of shareholders made at the time of closing the list of shareholders, The meeting is considered ineligible to proceed.

2. In case the General Meeting is not eligible to proceed according to the above provisions, the convening and conduct of the next General Meeting of Shareholders shall be conducted in accordance with the provisions of the Company's Charter and the Law on Enterprises.

Article 7. Conducting the General Meeting

1. The congress will take place in accordance with the order of program content approved by the congress.

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2. The Congress will in turn discuss and approve the contents of the Congress program in the form of voting specified in Article 10 of this Regulation.

3. The General Meeting closes after the Minutes/Resolution of the General Meeting is passed.

Article 8. Approval of the decision of the General Meeting

1. For matters regarding changes to business lines and sectors, and amendments and supplements to the Company's Charter, decisions of the General Meeting shall be passed upon the approval of shareholders representing at least 65% of the total voting rights of all voting shareholders attending the meeting in person or via authorized proxies

2. For other contents, the decision of the General Meeting shall be approved upon the approval of the number of shareholders representing more than 50% of the total voting votes of the voting shareholders present in person or through an authorized representative at the General Meeting.

3. Shareholders or authorized representatives who come to the meeting shall vote to approve, disagree or have no opinions on issues that must be approved at the General Meeting under the provisions of Article 10 of this Regulation.

Article 9. Voting card, Voting ballot

Voting card and voting ballot must bear the seal of the Company issued by the Shareholder Qualification Inspection Board to shareholders or authorized representatives of shareholders attending the meeting.

- The voting card shall contain the full name and signature of the shareholder or authorized representative of the shareholder;

- Voting ballot containing voting contents in the Congress program; full names, signatures of shareholders or authorized representatives of shareholders and other technical factors to make the vote counting accurate and convenient.

Article 10. Voting format for approving issues at the Congress

- **Voting by Voting Card:** Shareholders or authorized representatives will vote to approve the General Meeting Program; Regulation on organization of the Congress; Regulation on election of members of the Board of Directors and the Control Board; Election of the Vote Counting Committee; Minutes and resolutions of the General Meeting and other issues (if any) by holding up voting card.

- **Voting by Voting ballot:** Shareholders or their authorized representatives shall vote on each issue in the General Meeting agenda by marking their Voting ballot with one of the following options: approval, disapproval, or no opinion. The Vote Counting Committee will then collect the Voting ballot and proceed with vote counting in accordance with this

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Article 11. Stipulating the counting of votes in the form of voting by voting

1. The vote counting committee shall count the votes according to the following regulations:

a. The vote counting committee works in 01 room or a separate area under the supervision of the Board of Directors of the Company. Apart from the Vote Counting Committee and the assigned assisting members, no other person is allowed to enter the vote counting area;

b. The vote counting committee may use electronic technical means in counting votes and employ necessary maid members;

c. Check the validity of the Voting ballot;

d. Check each of the Voting ballot one by one and record the results of the vote counting;

e. Sealing all Voting ballot and handing them over to the Board of Directors of the Company.

2. Preparation and publication of The Vote Counting Minutes:

a. After the vote counting is completed, the vote counting committee shall make a record of vote counting.

b. The contents of the vote counting record must contain the following principal contents:

- Time and place of vote counting;
- Composition of the Vote Counting Committee;
- Total number of shares of shareholders with voting rights to attend the meeting;
- Total number of shares of shareholders with voting rights;
- Number and percentage of valid votes and invalid votes;
- Number and percentage of voting rights for each issue;
- The vote counting record must be signed by the members of the Vote Counting Committee and certified by the Chairman of the Congress.

Article 12. Speech at the Congress

Shareholders or authorized representatives of shareholders who come to the meeting to express their opinions must register in the registration form for expressing opinions (according to the prescribed form). In the Registration Form, shareholders need to clearly state the question or the content of the statement. The registration form is forwarded to the Chairman of the Congress for processing. When speaking, the content of the speech should be concise and consistent with the content being discussed at the Congress and the Congress program. The duration of



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the speech shall not exceed 05 minutes. Shareholders do not restate opinions that have been expressed by other shareholders and only opinions that are in accordance with the content of the General Meeting program will be recorded in the Minutes of the General Meeting. The Chairman has the right to stop the opinions of shareholders when the above permitted time has expired or the opinions expressed are inconsistent with the content of the agenda of the General Meeting or have been answered at the General Meeting.

Article 13. Minutes of the General Meeting

1. The contents of the Congress shall be made into a Record. The Chairman of the Congress and the Secretary of the Congress are responsible for the accuracy and truthfulness of the Minutes of the Congress.

2. The minutes of the congress must be announced before the congress and approved by the congress before the closing of the congress.

3. Minutes of the General Meeting, Minutes of examination of shareholders' status, Minutes of vote counting and other documents recording the developments and results of the General Meeting must be archived at the Company's head office.

4. The minutes of the General Meeting must be sent to shareholders within fifteen (15) days from the closing date of the meeting or published on the Company's website.

5. Minutes of the General Meeting are the basis for issuing the Resolution of the General Meeting.

Article 14. Resolution of the Congress

Based on the results at the Congress, the Chairman prepares the Resolution of the Congress on the issues approved by the Congress. The Resolution of the General Meeting must be read at the General Meeting for approval by shareholders and sent to shareholders within fifteen (15) days from the closing date of the General Meeting or published on the Company's website.

Article 15. Enforcement effect of the Regulation

1. This Regulation consists of three (03) Chapters, fifteen (15) Articles and takes effect immediately after being voted and approved by the Congress;

2. The General Meeting of Shareholders shall decide on the amendment and supplementation of this Regulation.

ON BEHALF OF GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN



Bùi Quang Bách

BOARD OF DIRECTORS ACTIVITY REPORT

To: General Meeting of Shareholders

Today, at the 2026 Annual General Meeting of Shareholders of SJ GROUP Joint Stock Company (SJ GROUP). The Board of Directors of the Company would like to report to the General Meeting on the activities of the Board of Directors in 2025 and the Operation Plan in 2026 as follows:

I. General Information

- Name of Public Company: SJ Group Joint Stock Company (SJ GROUP).
- Head Office Address: Land Plot TT2, An Khanh, Hanoi
- Phone: 024.37684504/05/06 Email: info@sjgroups.com.vn
- Charter capital: **2.974.748.280.000đ** (Two trillion, nine hundred seventy-four billion, seven hundred forty-eight million, two hundred eighty thousand dong).
- Stock Code: **SJS**

1. Board of Directors:

- Mr. Bui Quang Bach - Chairman of the Board of Directors
- Mrs. Do Le Minh - Independent Member
- Mr. Phuong Xuan Thuy - Independent Member
- Mr. Tran Nhu Trung - Board Member
- Mr. Nguyen Viet Cuong - Board Member

2. Supervisory Board:

- Mrs. Le Thi Thuy - Head of the Supervisory Board
- Mrs. Tran Thi Thanh Huyen - Members of the Supervisory Board
- Mrs. Nguyen Thu Hien - Members of the Supervisory Board

3. Executive Board:

- Mr. Tran Nhu Trung - General Director.
- Mr. Nguyen Tran Dung - Permanent Deputy General Director.
- Mr. Tran Oanh - Deputy General Director
- Mr. Nguyen Viet Cuong - Deputy General Director



- Mr. Nguyen Cong Chinh - Deputy General Director
- Mr. Nguyen Hai Ninh - Chief Financial Officer

II. Board of Directors activities in 2025

1. Directed and successfully organized the 2025 Annual General Meeting of Shareholders on March 28, 2025
2. In implementation of Resolution No. 01/NQ-ĐHĐCĐ and Resolution No. 02/NQ-ĐHĐCĐ dated March 28, 2025 of the 2025 Annual General Meeting of Shareholders of SJ GROUP; within the scope of powers and responsibilities prescribed by the Law and the Charter of SJ GROUP, the Board of Directors of SJ GROUP has proceeded as follows
 - Number of formal meetings: 18 meetings.
 - Number of Resolutions issued: 143 Resolutions.
 - Number of Decisions issued: 07 Decisions.

Resolutions and Decisions of the Board of Directors are issued on the basis of compliance with laws and regulations of SJ GROUP.

3. Adopting Resolutions and Decisions of the Board of Directors, the Board of Directors shall direct and supervise the implementation of the General Director, the professional apparatus and the main contents:
 - Direct and supervise the implementation and implementation of the contents approved at the 2025 Annual General Meeting of Shareholders
 - Directing and supervising the implementation and implementation of Resolutions and Decisions of the Board of Directors in detail in each field - related to the activities of SJ GROUP and the Complex.
 - Directing and supervising the balance of liquidity, debt repayment, debt structure, negotiation of disbursed capital for projects of SJ GROUP and the Complex.
 - Directing and supervising the sale of products and solutions to increase the value of goods of SJ GROUP.
 - Directing and supervising the assurance of regimes for employees in accordance with the State's regulations; working environment conditions, implementation of collective labor agreements, other benefits for employees.
 - Directing and supervising other contents related to the responsibilities of the Board of Directors as prescribed by the Law and the SJ GROUP Charter.

4. Activities of Independent Board Members

Independent members of the Board of Directors have participated in planning activities, ensuring compliance with regulations on governance;

contributing opinions and criticizing strategies to promote measures to optimize the Company's interests.

III. Results of implementation of the production and business plan in 2025

1. Major economic indicators

No	Indicators	Unit	2025		
			Plan	Execute	%
1	Production and Business Value	10 ⁹ đ	2.479	820	33%
2	Investment Value	10 ⁹ đ	3.755	730	19%
3	Revenue	10 ⁹ đ	1.211	753	62%
4	Profit Before Tax	10 ⁹ đ	753	453	60%

2. Evaluation of the results of the implementation of key objectives

2.1 Investment

- *Nam An Khanh Project*: Signed a contract with the foreign consulting firm SOM for the overall adjustment of the project's 1/500 master plan; simultaneously deployed the partial planning adjustment and architectural concepts for the HH5, CT3, and CT4 building complexes. Completed the refurbishment of 41 houses in the Vista Palma subdivision; commenced the construction of 206 villas and townhouses in the Vista Serena and Vista Garden subdivisions. Traffic and lighting infrastructure for Routes I, A1B, and the Vista Garden area (Phase 1) have been completed. The landscape was upgraded with the Ecopath route and the planting of over 9,000 new trees; put the VICC Center into operation; completed the handover of the invested electrical system to EVN
- *Nam An Khanh Extension Project*: The project implementation schedule was extended by the City People's Committee. Regarding the remaining compensation and site clearance work: obstacles related to the service land policy are being reviewed by Hanoi authorities and included in the resolution list.
- *Van La Project*: The City People's Committee approved the partial adjustment of the 1/500 detailed master plan. Completed the restoration and supplementation of project boundary markers in accordance with the Land Allocation Decision. Submitted the Feasibility Study Report (FSR) to State Authorities for appraisal regarding the following items: CT2B, CT3B, the low-rise area, and service facilities CT2A and P3. Completed the undergrounding of the 110KV power line and are currently constructing basic technical infrastructure items to ensure eligibility for sales

- *Tien Xuan Project*: Completed signing consulting contracts for the 1/2000 master plan concept (with partner Perkins Eastman), the concept creation, planning tasks, and 1/500 detailed master plan adjustment project, as well as consulting for the current status survey and product development orientation. Successfully organized a seminar to announce the implementation of the Tien Xuan Smart City master plan with the theme: "Creating a Smart City Vision".
- *Hoa Hai Project*: Completed boundary marking, protective fence construction, and community consultation for the project's 1/500 detailed master plan
- *Ngoc Vung Project*: Completed the approval of the 1/500 Detailed Master Plan.
- *Thinh Lang - Hoa Binh Project*: Completed the confirmation of compensation and site clearance for Phase 1; worked with State Authorities on the compulsory land acquisition plan for 16 households.

2.2 Business:

- *Nam An Khanh Project*: Deployed sales for several low-rise units; executed procedures for issuing Land Use Right Certificates to homebuyers in the project.
- *My Dinh - Me Tri Project*: Completed leasing out the 1st-floor commercial spaces of buildings CT1, CT5, CT6, and CT9, as well as the 1st, 15th, and 16th floors of building HH3.

2.3 Financial work:

- Ensure the balancing of capital sources for production and business operations and the settlement of due debts.
- Execute divestment from underperforming financial investments.
- Continue to provide support for homebuyers and facilitate loan disbursements at banks.

2.4 Other administrative work:

- **Organizational Consolidation**: Completed the review and adjustment of the organizational structure, functions, tasks, and personnel arrangement at Departments/Branches; reviewed and perfected the internal management document system; issued a project-based management model and established Project Boards. Ensure the balancing of capital sources for production and business operations and the settlement of due debts.
- **Capacity Enhancement**: Recruited sufficient personnel to meet production and business needs; implemented target assignment and monthly performance evaluations.
- **Technological Solutions**: Successfully go live with the Base system to support task management, document control, and internal approvals.

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- Employee Experience: Successfully organized engagement activities (Green Vision 2025, company leadership sharing sessions) and sports activities (Pickleball, Football).

IV. Production and business plan in 2026

1. Major economic indicators:

No	Indicators	Unit	2026
1	Production and Business Value	10 ⁹ đ	1.925
2	Revenue	10 ⁹ đ	2.450
3	Profit before tax	10 ⁹ đ	1.195
4	Dividend	%	10% -:- 15%

2. Key tasks in 2026

- *Nam An Khanh Project:* Complete 100% of the construction volume for low-rise housing in the Vista Serena and Vista Garden subdivisions, finalize all technical infrastructure, and upgrade the landscape. Follow up closely with competent authorities to complete legal procedures in parallel with the planning adjustment schedule. These are crucial preparatory steps aimed at enhancing the added value of the products, creating favorable conditions for the sales launch and revenue recognition.
- *Van La Project:* Prioritize fulfilling financial obligations regarding additional land use fees and receiving the on-site land handover. This is the prerequisite for the project to meet the legal conditions to open sales for both low-rise and high-rise segments. On this basis, the Company plans to organize simultaneous construction for buildings CT2B, CT3B, the low-rise area, CT2A public service facilities, and accompanying social infrastructure, ensuring the fulfillment of necessary conditions and readiness to launch products to the market as soon as they are eligible.
- *Tien Xuan Project:* Finalize legal and planning conditions, as well as market research, to ensure readiness for project implementation.

3. Main target tasks:

3.1 Investment:

- *Nam An Khanh project:*
 - Regarding Legal and Planning matters: Complete the procedures for extending the project schedule; approve the adjusted 1/500 detailed master plan; approve the investment policy for high-rise buildings CT3, CT4, and

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HH5; and finalize the calculation of additional land use fees.

- Regarding Technical Infrastructure and Landscape Investment: Green the vacant lots with 10,000 trees and refurbish the technical infrastructure on main roads; complete the internal infrastructure for the Vista Serena and Vista Garden areas and basic infrastructure items for the Lavista area. Simultaneously, put public utility works such as parking lot P1, the greenery and sports complex at plot CX100, and public service facility CCDV1 into operation to increase urban value.
- Regarding Architectural Works: Complete the low-rise units in the Vista Serena and Vista Garden areas, which will be fully constructed for handover. Additionally, the project will commence construction of the Lavista low-rise subdivision.
- Regarding Site Clearance and Technical Infrastructure Handover: Completely resolve land-related obstacles in the Institute of Chemistry and An Duong Cooperative areas to ensure clean sites. In parallel, organize the preparation and handover of the technical infrastructure system, including the box culvert system and main roads, to the management unit for takeover.
- *Nam An Khanh Extension Project*
 - Coordinate closely with the An Khanh Commune People's Committee to report to the City People's Committee to completely resolve obstacles in the service land mechanism, serving as a basis for implementing the compensation and site clearance policy for the remaining 15.9 hectares; organize the steps of the compensation and site clearance process.
- *Van La Project*
 - Complete the appraisal of the feasibility study reports for CT2B, CT3B, the low-rise area, public service facilities CT2A, and P3; Pay land use fees, handover on-site boundary markers; Obtain permits to open sales for low-rise and high-rise areas and Extend the project investment schedule.
 - Complete the construction drawing designs for the Model Houses; High-rise buildings; Low-rise buildings; Public service facility CT2A; Kindergarten and schools; Overall landscape and gates; Green and smart elements
 - Complete the construction of basic technical infrastructure; Power supply and lighting; Traffic greenery; Land leveling and finishing of plots. Simultaneously construct High-rise housing; Low-rise housing; Schools and kindergarten; Public service facility CT2A; Complete the construction of the Model House for sales purposes.
- *Tien Xuan Project*: Obtain approval from the City People's Committee to continue project implementation; Complete the approval and adjustment of all planning levels (1/2000 master plan, 1/500 detailed master plan);

Deploy current status surveying and mapping, gradually implement site clearance in key areas; Finalize market research, determine the product mix and target customers

- *Hoa Hai - Da Nang Project*: Obtain approval for the 1/500 detailed master plan from State management agencies; Conduct market research to position products and segment investments.
- *Ngoc Vung Project*: Complete the approval of the investment policy; study the partial adjustment plan for the 1/500 master plan, integrating it with the zoning plan adjustment according to the orientation of the Van Don Special Economic Zone People's Committee
- *Think Lang Project*: Complete 100% of site clearance for the area; Execute surveying and current status mapping of the land plot; Conduct market research, develop the product mix, and define development orientation; Be allocated land by State management agencies and complete the payment of Land use fees; Deploy investment and construction of Technical infrastructure

3.2 **Business:**

- Deploy sales for several products at the Nam An Khanh, Van La, Think Lang, and Bac Tran Hung Dao projects.
- Complete capital collection for the commercial spaces that have been sold/leased. Continue the sales and leasing operations for the 17th floor and a portion of the 1st floor of building HHH3.
- Implement operation and management activities across the projects.

V. **Solutions to complete the 2026 plan**

1. **Regarding administrative and human resources management:**

- **Organizational Model Consolidation:** Standardize and optimize the organizational model of the Company and its member units, resolutely execute the project management model, and simultaneously standardize and simplify operational processes.
- **Organizational Capacity Enhancement:** Standardize the performance management system (Departmental/Individual KPIs), fulfill recruitment needs, develop leadership and project management capabilities, and strongly promote digital transformation in project management, data, and HR software.
- **Enhancing Employee Experience:** Complete the implementation of cultural development and internal engagement programs, and improve the service quality of the Human Resources - Administration (HR & Admin) and Information Technology (IT) departments.

2. **Regarding the promotion of sustainable business growth**

- **Finalizing Project Legalities:** Completely resolve the outstanding issues of existing projects and strictly appraise the legalities, planning, and financial obligations of

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new projects right from the M&A and bidding stages, aiming to reduce stagnation risks and enhance liquidity.

- **Product Strategy:** Conduct market research to structure utility products and apply green and smart city criteria to stay ahead of trends, meet real housing needs, and elevate the quality of life.
- **Financial and Cash Flow Optimization:** Develop detailed financial plans for each project, proactively restructure loans, and strictly control capital allocation to reduce capital costs, ease liquidity pressure, and ensure cash flow efficiency.
- **Digital Transformation and Operational Management:** Enhance the application of software (such as BIM, Customer Relationship Management (CRM), system administration, etc.) to reduce resource waste, minimize errors, and provide real-time data to support decision-making.

VI. Report of the Independent Members of the Board of Directors

1. Activities of the Independent Members of the Board of Directors

The Board of Directors (BOD) consists of 02 independent members. The independent BOD members possess professional competence and experience in the Company's core sectors, thereby making significant contributions to the Company's development orientation. In 2025, the independent BOD members fully participated in decisions/matters within the BOD's authority, ensuring transparency, controlling conflicts of interest, and protecting the interests of the Company and its shareholders.

2. Assessment of the BOD's activities by the independent BOD members

In 2025, the Board of Directors made flexible policies and provided timely strategic directives to ensure the Company's development. Additionally, the BOD appraised, issued resolutions, and approved activities within its authority, as well as strictly supervised the Board of Management in implementing the set objectives, strategies, and business plans.

Submit to the 2026 Annual General Meeting of Shareholders of SJ GROUP for consideration and approval.

Sincerely thanks!

Recipients:

- Shareholders (for reporting)
- Members of the BOD, Members of the Supervisory Board (for information);
- Archived: Admin Dept., BOD's Office

**ON BEHALF OF BOARD OF
DIRECTORS CHAIRMAN**



BUI QUANG BACH

REPORT
OF THE COMPANY'S SUPERVISORY BOARD
Submitted to the 2026 Annual General Meeting of Shareholders

To: - Distinguished Delegates
 - Valued Shareholders of the Company

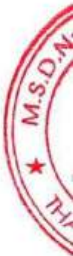
In execution of the functions and duties of the Supervisory Board in accordance with the Law on Enterprises and the Charter of Organization and Operation of SJ GROUP Joint Stock Company (SJ GROUP), the Supervisory Board of SJ GROUP hereby reports on the operational situation of SJ GROUP in 2025, specifically as follows:

I. Activities of the Supervisory Board in 2025

The activities of the Supervisory Board strictly complied with the Company's Charter of Organization and Operation and the Operating Regulations of the Supervisory Board. The implementation of monitoring, inspection, and control works within the Company was carried out according to the 2025 plan approved by the General Meeting of Shareholders. The Supervisory Board organized meetings and collected opinions to approve issues of SJ GROUP such as: appraising the audited 2024 Financial Statements submitted to the 2025 Annual General Meeting of Shareholders; participating with relevant departments to review and provide supplementary comments on documents submitted to the 2025 Annual General Meeting of Shareholders; reviewing the inspection and supervision plan of the Supervisory Board and the implementation of internal management regulations and rules; and contributing opinions to the corporate governance of SJ GROUP.

During the working process, the Supervisory Board regularly communicated via email and telephone to ensure its activities were carried out promptly, continuously, and with the highest efficiency. The inspection and supervision of SJ GROUP by the Supervisory Board in 2025 focused on the following issues:

- Supervising the management and executive direction of production and business activities;
- Supervising compliance with the Charter of Organization and Operation, and making recommendations to the Board of Directors regarding the implementation of contents in accordance with the Resolutions of the General Meeting of Shareholders and the Resolutions of the Board of Directors;
- Supervising the implementation of the 2025 production and business plan;
- Supervising the mobilization, utilization, and balancing of capital, as well as cash flow management and profit distribution;
- Supervising the restructuring process of the Company;
- Fully attending meetings of the Board of Directors, and making recommendations to the Board of Directors and the Board of Management regarding the implementation of the Resolutions of the General Meeting of Shareholders;



- Appraising the evaluation report on the management works of the Board of Directors and the executive direction of the General Director, the Business Report, and the 2025 Financial Statements of the Company; appraising the audit report of Ernst & Young Vietnam Audit Company, and reviewing the independent audit plan of Ernst & Young Vietnam.

II. Evaluation of the Supervisory Board on the Company's operations in 2025

1. Supervision results of the Board of Directors' activities

- The members of the Board of Directors have made great efforts in implementing the Resolutions approved by the General Meeting of Shareholders, establishing the orientation, directing the management of the Company, and discussing and resolving key issues. The Resolutions and Decisions of the Board of Directors are in accordance with its functions and powers as prescribed by law and the Company's Charter, specifically as follows:

- Directing and supervising the implementation of the Resolution of the 2025 Annual General Meeting of Shareholders of SJ GROUP;
- Supervising the deployment and implementation of the Resolutions and Decisions of the Board of Directors;
- Supervising risk management throughout the SJ GROUP Complex relating to investment activities, ensuring financial safety in SJ GROUP's operations;
- Supervising the implementation of the 2025 Business Plan; Supervising the implementation of SJ GROUP's sales activities;
- Supervising the assurance of benefit regimes in accordance with State regulations, working environment conditions, the implementation of the collective labor agreement, and other policies for employees;
- Regularly directing, inspecting, and keeping abreast of all aspects of the enterprise's operations; inspecting and listening to the General Director's reports on quarterly production and business results, and providing timely solutions for arising issues;
- For high-value contracts that require the approval and decision of the Board of Directors, or are authorized to the Board of Directors by the General Meeting of Shareholders, the Board of Directors reviewed and issued Resolutions of approval before assigning the General Director to sign and implement them;
- For projects implemented prior to the approval of the investment project, the Board of Directors reviewed and approved the scope of works along with their values, ensuring compliance with regulations and procedures for basic construction investment;
- Measures for directing and managing production and business activities submitted by the General Director were reviewed and approved by the Board of Directors on the principle of collective decision-making, ensuring objectivity and gathering the wisdom of the Board members.

2. Supervision results of the Board of Management's business executive activities

- During the management of production and business activities, the Board of Management proactively provided solutions and proposed opinions to the Board of Directors regarding matters under the decision-making authority of the Company's Board of Directors;
- The activities of the General Director were carried out in strict accordance with the Law, the Resolutions of the General Meeting of Shareholders, and the Resolutions and Decisions of the Board of Directors
- As of December 31, 2025, the number of personnel had increased by 27 people compared to the same period in 2024 to meet work requirements;
- Based on the evaluation of the targets of the 2025 Production and Business Plan and the implementation of key objectives, the main targets in the 2025 production and business plan have not been completed.

3 Evaluation of the coordination between the Supervisory Board, the Board of Directors, and the Board of Management of the Company

- The activities of the Board of Directors, the Board of Management, and the Supervisory Board of the Company are regulated by the Law on Enterprises and the Company's Charter of Organization and Operation. The coordination relationship among the Board of Directors, the Board of Management, and the Supervisory Board is a collaborative one based on their respective functions and duties;
- The Board of Directors and the Board of Management of the Company have supported and created favorable conditions for the Supervisory Board to perform its functions. The opinions of the Supervisory Board have always been fully and promptly responded to by the Board of Directors and the General Director;
- The Supervisory Board was invited to participate in all meetings of the Board of Directors, and the issues raised received high consensus from the members of the Board of Directors. Resolutions and Decisions were issued in a timely manner and fully provided to the Supervisory Board and relevant departments;
- The Board of Directors, the Supervisory Board, the Board of Management, and the management officers of the Company closely coordinated in the executive direction and management of production and business activities.

III. Evaluation of the Company's production and business operations in 2025

Based on the information and documents regarding the management and executive direction of the Company's production and business activities, the members of the Supervisory Board have conducted inspections and reviews, and hereby provide the following comments and evaluations:

1. Evaluation of the implementation of the accounting system and appraisal of the 2025 Financial Statements

- The semi-annual and annual 2025 Financial Statements were prepared on the basis of selecting appropriate accounting policies and applying them consistently, making reasonable and prudent judgments and estimates, and complying with the

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regulations, Vietnamese Accounting Standards, and the Vietnamese Corporate Accounting System;

- The semi-annual and annual 2025 Financial Statements fully and clearly presented information on events during the 2025 financial year in accordance with Vietnamese Accounting Standards and the Vietnamese Corporate Accounting System. These financial statements have been reviewed and audited by Ernst & Young Vietnam Limited with an unqualified audit opinion;
- State accounting, financial, and tax policies that changed in 2025 have been consistently applied and implemented by the Company in accordance with regulations and are specifically explained in the Company's 2025 Financial Statements;
- The Supervisory Board concurs with the independent auditors that the Company's 2025 Financial Statements give a true and fair view, in all material respects, of the financial position, cash flows, and changes in equity for the financial year ended on the same date, in accordance with Vietnamese Accounting Standards, the Vietnamese Corporate Accounting System, and relevant statutory requirements regarding the preparation and presentation of financial statements.

2. Results of production and business activities in 2025

No	Indicators	Unit	Cosolidated			Parent Company		
			Plan	Actual	%	Plan	Actual	%
1	Production and business value	Billion VND	2.479	820	33%	2.324	740	32%
2	Investment value	Billion VND	3.755	730	19%	2.379	690	29%
3	Revenue	Billion VND	1.211	753	62%	1.064	679	64%
4	Profit	Billion VND	753	453	60%	750	446	59%

Based on the summary table above: The Company has basically completed the targets of the 2025 production and business plan.

3. Financial position of the Company as of December 31, 2025

(According to the audited 2025 Consolidated Financial Statements)

No	Indicator	31/12/2024	31/12/2025
1	Liquidity ratios		
-	Current ratio (Current Assets/Current Liabilities)	2,23	2,25
-	Quick ratio {(Current Assets - Inventory) / Current Liabilities}	0,371	0,309
2	Debt management ratios		
-	Debt to Total Assets ratio	61,82%	56,28%
-	Debt to Equity ratio	162,01%	128,71%

3	Operational capacity ratios		
-	Inventory turnover (COGS / Average Inventory)	0,050	0,052
-	Net Revenue to Total Assets	8,2%	9,53%
4	Profitability ratios		
-	Net Profit Margin (Profit After Tax / Net Revenue)	41,70%	48,35%
-	Return on Equity (ROE) (Profit After Tax / Equity)	9,01%	10,53%
-	Return on Assets (ROA) (Profit After Tax / Total Assets)	3,44%	4,61%

4. Comments and Evaluations

With the results achieved by SJ GROUP in 2025, the Supervisory Board of SJ GROUP has the following comments:

4.1 Achievements:

4.1.1 Investment activities:

- **Nam An Khanh Project:** Signed a contract with the foreign consulting firm SOM to adjust the overall 1/500 scale master plan of the project; concurrently deployed the formulation of local adjustment planning and architectural concepts for the HH5, CT3, and CT4 building clusters. Completed the refurbishment of 41 houses in the Vista Palma subdivision; commenced construction of 206 villas and adjacent houses in the Vista Serena and Vista Garden subdivisions. Traffic and lighting infrastructure for Routes I, A1B, and the Vista Garden area (Phase 1) have been completed. Landscapes were upgraded with the Ecopath route and the planting of more than 9,000 new trees; put the VICC Center into operation; completed the handover of the invested electrical system to EVN;
- **Extended Nam An Khanh Project:** Granted an extension for the project implementation schedule by the City People's Committee. Regarding the remaining compensation and site clearance work: bottlenecks regarding the service land policy are being reviewed by the Hanoi City authority to be included in the resolution list;
- **Van La Project:** The City People's Committee has approved the local adjustment of the 1/500 detailed master plan. Completed the restoration and supplementation of project boundary markers according to the Land Allocation Decision. Submitted the Feasibility Study Report to State Agencies for appraisal regarding the following items: CT2B, CT3B, low-rise area, and service structures CT2A and P3. Completed the undergrounding of the 110KV power line and is currently deploying the construction of basic technical infrastructure items to ensure eligibility for sales;
- **Tien Xuan Project:** Completed the signing of a consulting contract to formulate the conceptual 1/2000 master plan (with partner Perkins Eastman), consulting on conceptual ideas, planning tasks, and the adjusted 1/500 detailed planning scheme, as well as consulting on surveying the project's current status and product development orientation. Successfully organized a seminar to announce

the planning for the Tien Xuan Smart City with the theme: "Shaping a Smart City Vision";

- **Hoa Hai Project:** Completed the placement of boundary markers, construction of protective fences, and collected community feedback on the 1/500 detailed planning scheme of the project;
- **Ngoc Vung Project:** Completed the approval of the 1/500 Detailed Planning Scheme;
- **Thinh Lang - Hoa Binh Project:** Completed the confirmation of compensation and site clearance for Phase 1; worked with State Agencies on the compulsory land recovery plan for 16 households.

4.1.2 Business and service activities:

- **Nam An Khanh Project:** Deployed the sales of a number of low-rise units; executed procedures to issue Land Use Rights Certificates for homebuyers at the Project;
- **My Dinh - Me Tri Urban Area Project:** Completed leasing out 1st-floor premises of buildings CT1, CT5, CT6, CT9, and the 1st, 15th, and 16th floors of building HH3.

4.1.3 Financial activities:

- Ensured capital balance for production and business activities and the payment of mature debts;
- Currently carrying out tax finalization work for the 2022-2024 period;
- Executed divestment from inefficient financial investments;
- Continued to support homebuyers with bank loan disbursements

4.1.4 Other governance and management activities:

- **Organizational consolidation:** Completed the review and adjustment of the structure, functions, tasks, and personnel arrangement at Departments/Branches; reviewed and perfected the internal governance document system; issued a project-based management model and established Project Management Boards;
- **Capacity enhancement:** Recruited sufficient personnel to meet production and business needs; deployed target assignments and monthly performance evaluations;
- **Technological solutions:** Successfully launched (go-live) the Base system to support work management, documentation, and internal approvals;
- **Employee experience:** Successfully organized engagement activities (Green Vision 2025, sharing sessions by Company leaders) and sports activities (Pickleball, Football).

4.2 Certain limitations

+ Debt recovery work has not been thoroughly resolved;

+As of December 31, 2025, on the Company's Consolidated Financial Statements, the inventory value remains quite large (over VND 4,246 billion), an increase of VND 40 billion compared to the beginning of the year;

+Regarding the economic indicators achieved in 2025, although the company basically completed the annual plan and some indicators showed positive changes—such as significantly reduced debt management ratios and increased profitability—when compared to peers in the same industry, the Company's rates remain low. This is disproportionate to the Company's capital scale and existing potential, indicating a failure to fully leverage advantages and real estate market fluctuations during the 2024–2025 period.

IV. Recommendations of the Supervisory Board

1. Continue to implement restructuring, recruit for missing positions to meet work requirements, and divest from inefficient financial investments;
2. Complete the tax finalization work for the 2022-2024 period;
3. Focus on recovering other receivables, trade receivables from customers, advances to suppliers, and personal debt advances. Arrange capital sources to settle payables and tax liabilities;
4. Continue to review, perfect, and issue internal management rules and regulations of the Company in accordance with current laws and the Company's practical situation. The Company and its subsidiaries need to issue regulations to restrict cash advance/reimbursement transactions, and strengthen the review process for accounting estimates regarding standard unit prices for commercial land development;
5. Need to have thorough capital recovery solutions for outstanding debts, and concentrate capital to accelerate the progress of completing infrastructure for the projects;
6. Develop plans to finalize investment capital for projects, works, and items that have been completed and put into use in accordance with regulations;
7. Select a reputable, experienced, and highly independent audit firm to Review the Semi-annual Financial Statements and Audit the 2026 Financial Statements of the Company.

V. Operational plan of the Supervisory Board in 2026

In order to accomplish the supervisory duties in accordance with the Law on Enterprises and the Company's Charter, the Supervisory Board of SJ GROUP plans its activities for 2026 as follows:

1. Supervise the management and executive direction of the Company by the Board of Directors and the General Director;
2. Supervise compliance with the Charter, Resolutions of the General Meeting of Shareholders/Board of Directors, Resolutions, Decisions, and Regulations of the Company, as well as the requests of major shareholders and shareholder groups;
3. Appraise the Semi-annual Financial Statements and the Annual Financial Statements of the Company;
4. Inspect and supervise the implementation of the Company's 2026 production and business plan;

5. Inspect and supervise legal compliance in the management and utilization of capital: the issuance and implementation of the Financial Regulations, internal Regulations of the Company, and the utilization of Funds;
6. Inspect and supervise cash flow management, inventory counting, and the implementation of regulations on norms;
7. Review the Management Letter from the independent auditors and the feedback from the Company's Board of Management;
8. Strengthen the regular inspection and supervision of the Company's activities through the Decisions of the Board of Directors and the Board of Management

The above is the report of the Supervisory Board on the operational situation in 2025 and the operational plan for 2026./.

Sincerely thanks!

Recipient:

- As above;
 - Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office.

**ON BEHALF OF THE
SUPERVISORY BOARD
HEAD OF THE BOARD**



LE THI THUY

PROPOSAL
OF THE BOARD OF DIRECTORS OF THE COMPANY
Regarding the Business Performance in 2025
and the Business Plan for 2026

To: The 2026 Annual General Meeting of Shareholders

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

Pursuant to the Charter of organization and operation of SJ GROUP Joint Stock Company (SJ GROUP).

The Board of Directors of the Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the business performance results for 2025 and the business plan for 2026 as follows:

1. Report on Business Performance in 2025

No	Indicators	Unit	Consolidated			Parent company		
			Plan	Execute	%	Plan	Execute	% HT
1	Production and business value	10 ⁹ đ	2.479	820	33%	2.324	740	32%
2	Investment value	10 ⁹ đ	3.755	730	19%	2.379	690	29%
3	Revenue	10 ⁹ đ	1.211	753	62%	1.064	679	64%
4	Profit before taxes	10 ⁹ đ	753	453	60%	750	446	59%

2. Business Plan for 2026

No	Indicators	Unit	Consolidated
1	Production and business value	10 ⁹ đ	1.925
2	Revenue	10 ⁹ đ	2.450
3	Profit after taxes	10 ⁹ đ	1.195
4	Dividend	%	10% - 15%

To ensure investment and business efficiency, it is proposed that the 2026 Annual General Meeting of Shareholders consider and approve authorizing the Board of Directors of SJ GROUP to proactively adjust the 2026 Production and Business Plan (if deemed necessary) to align with market conditions and developments, as well as the macroeconomic context in 2026.

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

Sincerely thanks!

Recipient:

- As above;
- Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office.

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN**



BUI QUANG BACH

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PROPOSAL
OF THE COMPANY'S BOARD OF DIRECTORS
Regarding the Approval of the Audited 2025 Financial Statements
& the 2025 Profit Distribution Plan

To: The 2026 Annual General Meeting of Shareholders

Pursuant to the Charter of organization and operation of SJ GROUP Joint Stock Company (SJ GROUP).

Pursuant to the 2025 audited financial statements.

The Board of Directors of SJ GROUP respectfully submits to the 2025 Annual General Meeting of Shareholders for approval the audited 2025 Financial Statements and the 2025 Profit Distribution Plan as follows:

1. Audited 2025 Financial Statements

Approval of the 2025 Financial Statements audited by Ernst & Young Vietnam Co., Ltd. (E&Y)

2. Profit Distribution plan, Dividend payment, and Fund allocation for 2025

2.1. Details of the profit distribution plan for 2025 (based on the audited financial statements)

No	Explanation	Unit	Value
1	Total accumulated undistributed after-tax profit according to the 2025 consolidated financial statements	VND	365.392.059.263
1.1	<i>Retained earnings brought forward from the end of the previous year</i>	<i>VND</i>	<i>3.890.088.209</i>
1.2	<i>Retained earnings for the current year</i>	<i>VND</i>	<i>361.501.971.054</i>
2	Profit distribution plan	VND	297.474.828.000
2.1	<i>Appropriation to funds</i>	<i>VND</i>	<i>0</i>
2.2	<i>Share dividend distribution (expected at 10% of the total outstanding ordinary shares at the record date for determining shareholders entitled to receive dividends)</i>	<i>VND</i>	<i>297.474.828.000</i>
3	Remaining retained earnings	VND	67.917.231.263

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

- Decide on the record date for determining shareholders entitled to exercise their rights, the timing of dividend payment, the dividend rate per share, the total payment amount, and organize the dividend distribution in accordance with applicable laws, provided that it does not exceed the above-mentioned proposed rate.
- Organize the implementation of profit distribution and decide on the use of accumulated undistributed after-tax profits and other equity sources of SJ GROUP in compliance with applicable laws and the Company's Charter, ensuring the interests of SJ GROUP as well as its shareholders.
- Proactively handle all matters arising in order to complete the profit distribution and dividend payment at SJ GROUP, depending on actual circumstances and requirements of the competent State authorities.

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

Sincerely thanks!

Recipient:

- As above;
- Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office.

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN**



BUI QUANG BACH



Shape the future
with confidence

Ernst & Young Vietnam Limited
2 Hai Trieu Street, Sai Gon Ward
Ho Chi Minh City, Vietnam

Tel: +84 28 3824 5252
Email: eyhcmc@vn.ey.com
Website (EN): ey.com/en_vn
Website (VN): ey.com/vi_vn

Reference: 11448693/68653713 - HN

INDEPENDENT AUDITORS' REPORT

To : The Shareholders of SJ Group Joint Stock Company

We have audited the accompanying consolidated financial statements of SJ Group Joint Stock Company ("the Company") and its subsidiaries (collectively referred to as "the Group") as prepared on 20 March 2026 and set out on pages 6 to 59, which comprise the consolidated balance sheet as at 31 December 2025, the consolidated income statement and the consolidated cash flow statement for the year then ended and the notes thereto.

Management's responsibility

Management is responsible for the preparation and true and fair presentation of these consolidated financial statements in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the consolidated financial statements, and for such internal control as management determines is necessary to enable the preparation and presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the Group's preparation and true and fair presentation of the separate financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

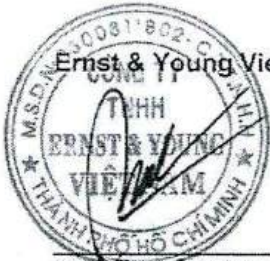
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



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Opinion

In our opinion, the consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of the Group as at 31 December 2025, and of the consolidated results of its operations and its consolidated cash flows for the year then ended in accordance with Vietnamese Accounting Standards, Vietnamese Enterprise Accounting System and the statutory requirements relevant to the preparation and presentation of the consolidated financial statements.



Ernst & Young Vietnam Limited

Phung Manh Phu
Deputy General Director
Audit Practising Registration
Certificate No. 2598-2023-004-1

Nguyen Van Huy
Auditor
Audit Practising Registration
Certificate No. 5592-2025-004-1

Hanoi, Vietnam

26 March 2026

CONSOLIDATED BALANCE SHEET
as at 31 December 2025

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance
100	A. CURENTS ASSETS		4,916,016,146,912	5,038,895,124,317
110	<i>I. Cash and cash equivalents</i>	4	153,004,638,105	172,907,922,346
111	1. Cash		142,212,112,328	155,271,833,314
112	2. Cash equivalents		10,792,525,777	17,636,089,032
120	<i>II. Short-term investments</i>		43,073,929,193	18,324,664,452
121	1. Held-for-trading securities	5.1	17,817,000,000	17,817,000,000
122	2. Provision for distribution in value of held-for-trading securities	5.1	(11,423,510,000)	(10,988,400,000)
123	3. Held-to-maturity investments	5.2	36,680,439,193	11,496,064,452
130	<i>III. Current accounts receivable</i>		446,418,857,128	623,255,756,061
131	1. Short-term trade receivables	6.1	211,088,313,470	213,928,461,543
132	2. Short-term advances to suppliers	6.2	136,407,375,220	43,782,834,765
135	3. Short-term loan receivables		-	6,000,000,000
136	4. Other short-term receivables	7	246,817,173,111	496,312,882,764
137	5. Provision for doubtful short-term receivables	8	(147,894,004,673)	(136,768,423,011)
140	<i>IV. Inventories</i>	9	4,241,946,683,698	4,201,847,486,703
141	1. Inventories		4,246,637,555,374	4,206,538,358,379
149	2. Provision for obsolete inventories		(4,690,871,676)	(4,690,871,676)
150	<i>V. Other current assets</i>		31,572,038,788	22,559,294,755
151	1. Short-term prepaid expenses	10	28,886,751,563	18,859,184,270
152	2. Value-added tax deductible	17	1,766,891,373	2,781,414,661
153	3. Tax and other receivables from the State		918,395,852	918,695,824

CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2025

Currency: VND

Code	ASSETS	Notes	Ending balance	Beginning balance
200	B. NON-CURRENT ASSETS		2,963,993,855,386	2,805,367,424,813
210	<i>I. Long-term receivables</i>		<i>212,936,269,542</i>	<i>117,053,467,975</i>
212	1. Long-term advance to suppliers	6.2	49,982,867,975	49,982,867,975
216	2. Other long-term receivables	7	162,953,401,567	67,070,600,000
220	<i>II. Fixed assets</i>		<i>214,329,600,985</i>	<i>220,499,841,314</i>
221	1. Tangible fixed assets	11	213,603,890,419	219,754,546,616
222	Cost		328,758,662,060	326,912,110,150
223	Accumulated depreciation		(115,154,771,641)	(107,157,563,534)
227	2. Intangible fixed assets		725,710,566	745,294,698
228	Cost		999,212,051	999,212,051
229	Accumulated amortisation		(273,501,485)	(253,917,353)
230	<i>III. Investment properties</i>	12	3,797,996,882	4,431,310,670
231	1. Cost		15,832,845,014	15,832,845,014
232	2. Accumulated depreciation		(12,034,848,132)	(11,401,534,344)
240	<i>IV. Long-term assets in progress</i>	14	2,454,544,937,010	2,383,769,630,914
241	1. Long-term work in process	14.1	2,440,785,393,220	2,370,682,770,951
242	2. Construction in progress	14.2	13,759,543,790	13,086,859,963
250	<i>V. Long-term investments</i>	15	41,931,268,026	42,598,642,330
253	1. Investment in other entities		58,243,068,750	58,243,068,750
254	2. Provision for long-term investments		(16,311,800,724)	(15,644,426,420)
260	<i>VI. Other long-term assets</i>		<i>36,453,782,941</i>	<i>37,014,531,610</i>
261	1. Long-term prepaid expenses	10	11,539,272,400	13,188,330,744
262	2. Deferred tax assets	29.3	24,914,510,541	23,826,200,866
270	TOTAL ASSETS		7,880,010,002,298	7,844,262,549,130


CONSOLIDATED BALANCE SHEET (continued)
as at 31 December 2025


Currency: VND

Code	RESOURCES	Notes	Ending balance	Beginning balance
300	C. LIABILITIES		4,434,659,289,265	4,850,384,833,056
310	<i>I. Current liabilities</i>		<i>2,181,139,358,889</i>	<i>2,257,149,727,818</i>
311	1. Short-term trade payables	16.1	91,686,333,371	113,384,793,963
312	2. Short-term advances from customers	16.2	681,101,864,139	655,544,874,240
313	3. Statutory obligations	17	117,892,685,242	186,036,837,668
314	4. Payables to employees		17,999,260,531	14,509,278,596
315	5. Short-term accrued expenses	18	422,601,890,034	659,810,021,510
318	6. Short-term unearned revenues		800,899,998	675,259,724
319	7. Short-term other payables	19	420,754,330,980	336,932,307,523
320	8. Short-term loan and finance lease obligations	20	335,880,000,000	197,380,000,000
322	9. Bonus and welfare fund	21	92,422,094,594	92,876,354,594
330	<i>II. Non-current liabilities</i>		<i>2,253,519,930,376</i>	<i>2,593,235,105,238</i>
332	1. Long-term advances from customers	16.2	193,208,327,754	193,208,327,754
333	2. Long-term accrued expenses	18	3,452,162,560	3,205,579,520
337	3. Other long-term liabilities	19	1,328,075,507,261	1,986,815,822,463
338	4. Long-term loans and finance lease obligations	20	728,462,018,689	408,046,870,000
342	5. Long-term provisions		321,914,112	1,958,505,501
400	D. OWNERS' EQUITY		3,445,350,713,033	2,993,877,716,074
410	<i>I. Capital</i>	22	<i>3,445,350,713,033</i>	<i>2,993,877,716,074</i>
411	1. Issued share capital		2,974,748,280,000	1,148,555,400,000
411a	- Ordinary shares with voting rights		2,974,748,280,000	1,148,555,400,000
412	2. Share premium		29,654,860,000	219,017,196,787
414	3. Other owners' capital		48,750,000,000	48,750,000,000
415	4. Treasury shares		-	(61,161,904,650)
418	5. Investment and development fund		4,431,939,342	749,270,472,555
420	6. Other funds belonging to owners' equity		7,523,041,519	7,523,041,519
421	7. Undistributed earnings		365,392,059,263	866,237,448,209
421a	- Undistributed earnings by the end of prior year		3,890,088,209	597,729,396,647
421b	- Undistributed earnings current year		361,501,971,054	268,508,051,562
429	8. Non-controlling interests	23	14,850,532,909	15,686,061,654
440	TOTAL LIABILITIES AND OWNERS' EQUITY		7,880,010,002,298	7,844,262,549,130

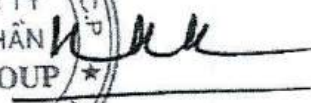
Hanoi, Vietnam

20 March 2026


Nguyen Thi Quynh
Preparer


Tran Viet Dung
Chief Accountant




Nguyen Hai Ninh
Chief Financial Officer

CONSOLIDATED INCOME STATEMENT
for the year ended 31 December 2025

Currency: VND

Code	ITEMS	Note	Current year	Previous year
01	1. Revenue from sale of goods and rendering of services	24.1	750,725,677,535	646,014,829,304
02	2. Deductions	24.1	-	-
10	3. Net revenue from sale of goods and rendering of services	24.1	750,725,677,535	646,014,829,304
11	4. Cost of goods sold and services rendered	25	(220,045,373,860)	(209,298,963,958)
20	5. Gross profit from sale of goods and rendering of services		530,680,303,675	436,715,865,346
21	6. Finance income	24.2	2,478,193,233	5,076,016,982
22	7. Finance expenses		(1,289,502,659)	445,016,788
23	<i>In which: Interest expenses</i>		-	(598,356,165)
25	8. Selling expenses		(9,200,232,148)	(2,248,077,257)
26	9. General and administrative expenses	26	(69,069,163,184)	(67,791,478,018)
30	10. Operating profit		453,599,598,917	372,197,343,841
31	11. Other income		16,035,207	975,226,592
32	12. Other expenses	27	(341,313,848)	(17,542,713,424)
40	13. Other loss		(325,278,641)	(16,567,486,832)
50	14. Accounting profit before tax		453,274,320,276	355,629,857,009
51	15. Current corporate income tax expense	29.1	(91,396,187,641)	(96,227,889,152)
52	16. Deferred tax income	29.3	1,088,309,674	9,987,771,807


CONSOLIDATED INCOME STATEMENT (continued)
for the year ended 31 December 2025

Currency: VND

Code	ITEMS	Note	Current year	Previous year (Restated)
60	17. Net profit after tax		362,966,442,309	269,389,739,664
61	18. Net profit after tax attributable to shareholders of the parent	22.1	361,321,074,397	268,508,051,562
62	19. Net profit after tax attributable to non-controlling interests	23	1,645,367,912	881,688,102
70	20. Basic earnings per share	31	1,220	910
71	21. Diluted earnings per share	31	1,220	910

Hanoi, Vietnam

20 March 2026



Nguyen Thi Quynh
Preparer



Tran Viet Dung
Chief Accountant





Nguyen Hai Ninh
Chief Financial Officer

CONSOLIDATED CASH FLOW STATEMENT
for the year ended 31 December 2025

Currency: VND

Code	ITEMS	Notes	Current year	Previous year
	I. CASH FLOWS FROM OPERATING ACTIVITIES			
01	Profit before tax		453,274,320,276	355,629,857,009
	<i>Adjustments for:</i>			
02	Depreciation of tangible fixed assets and investment properties		7,832,990,720	7,721,860,397
03	Provisions		12,228,065,966	26,229,847,569
05	Profits from investing activities		(2,478,193,233)	(5,508,471,528)
06	Interest expenses		-	598,356,165
08	Operating profit before changes in working capital		470,857,183,729	384,671,449,612
09	Increase in receivables		(31,958,234,211)	(197,212,847,471)
10	Increase in inventories		(109,349,372,139)	(108,568,406,050)
11	Increase in payables		40,021,613,790	877,553,098,507
12	Increase in prepaid expenses		(8,378,508,949)	(689,426,412)
14	Interest paid		(335,419,836,673)	(675,502,279,160)
15	Corporate income tax paid	17	(99,418,623,873)	(80,820,780,479)
17	Other cash outflows for operating activities		(597,154,032)	(922,470,632)
20	Net cash flows (used in)/from operating activities		(74,242,932,358)	198,508,337,915
	II. CASH FLOWS FROM INVESTING ACTIVITIES			
21	Purchase and construction of fixed assets and other long-term assets		(2,554,567,555)	(1,541,824,699)
22	Proceeds from the liquidation and sale of fixed assets and other long-term assets.		-	432,454,546
23	Loans to other entities and payments for purchase of debt instruments of other entities		(34,500,000,000)	(14,695,796,256)
24	Collections from borrowers		16,000,000,000	23,541,673,809
25	Payments for investments in other entities		(2,300,000,000)	(36,112,300,000)
26	Proceeds from sale of investments in other entities		96,117,198,433	10,500,000,000
27	Interest and dividends received		2,542,234,484	3,501,954,519
30	Net cash flows from/(used in) investing activities		75,304,865,362	(14,373,838,081)

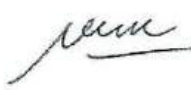
CONSOLIDATED CASH FLOW STATEMENT (continued)
for the year ended 31 December 2025

Currency: VND


Code	ITEMS	Notes	Current year	Previous year
	III. CASH FLOWS FROM FINANCING ACTIVITIES			
31	Capital contribution and issuance of shares		90,806,554,650	-
33	Drawdown of borrowings and business cooperation contracts		1,563,307,148,689	1,398,320,000,000
34	Repayment of borrowings and business cooperation contracts		(1,675,078,920,584)	(1,264,092,910,000)
36	Dividends paid		-	(213,672,958,000)
40	Net cash flows from financing activities		(20,965,217,245)	(79,445,868,000)
50	Net (decrease)/increase in cash for the year		(19,903,284,241)	104,688,631,834
60	Cash and cash equivalents at the beginning of the year		172,907,922,346	68,219,290,512
70	Cash and cash equivalents at the end of the year	4	153,004,638,105	172,907,922,346

Hanoi, Vietnam

20 March 2026




Nguyen Thi Quynh
Preparer



Tran Viet Dung
Chief Accountant





Nguyen Hai Ninh
Chief Financial Officer

**PROPOSAL
OF THE COMPANY'S BOARD OF DIRECTORS**

**Approval of the Remuneration Settlement for the Board of Directors and
the Supervisory Board for 2025 and the Remuneration Plan for the Board
of Directors and the Supervisory Board for 2026**

To: The 2026 Annual General Meeting of Shareholders

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

*Pursuant to the Charter of organization and operation of SJ GROUP Joint
Stock Company (SJ GROUP).*

The Company's Board of Directors respectfully submits to the 2026 Annual
General Meeting of Shareholders for consideration and approval the
Remuneration Settlement for the Board of Directors and the Supervisory Board
for 2025, as well as the Remuneration Plan for the Board of Directors and the
Supervisory Board for 2026, as follows:

**1. Remuneration Settlement for the Board of Directors and the
Supervisory Board for 2025**

In 2025, the completion rate of the production and business plan (evaluated
based on the profit target) achieved 60% of the plan. Therefore, it is proposed
that the General Meeting of Shareholders approve the remuneration for the
Board of Directors and the Supervisory Board for 2025 as follows:

<i>No</i>	<i>Content</i>	<i>Unit</i>	<i>Estimate</i>	<i>Settlement</i>
1	Board of Directors	Dong	504.000.000	302.400.000
2	Supervisory Board	Dong	216.000.000	216.000.000
	Total	Dong	720.000.000	518.400.000

2. Remuneration Plan for the Board of Directors and the Supervisory Board for 2026:

- **Proposed remuneration of the Board of Directors:** When the Company achieves $\geq 100\%$ of its business performance targets (based on profit as the evaluation criterion), the remuneration shall be paid in accordance with the table below.
- **Proposed remuneration of the Supervisory Board:** Not affected by the level of target achievement and shall be paid in accordance with the table below.

No	Title	Amount	No of Months	Remuneration/month (VND)	Total amount remuneration (VND)
1	Chairman	1	12	10.000.000	120.000.000
2	Member of the Board of Directors	2	12	8.000.000	192.000.000
3	Head of the Supervisory Board	2	12	8.000.000	192.000.000
4	Members of the Supervisory Board	1	12	8.000.000	96.000.000
	Total				720.000.000

When the Company's achievement rate of the business plan is less than 100% (evaluated based on profit targets), the remuneration for the Board of Directors shall be paid in proportion to the achievement rate of the plan.

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

Sincerely thanks!

Recipient:

- As above;
- Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office.

ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN



Bui Quang Bach
BUI QUANG BACH

Số: 06 /TTr-SJG-HĐQT

Hanoi, April 23, 2026

PROPOSAL
OF THE COMPANY'S BOARD OF DIRECTORS
Regarding the Approval of the List of Independent Auditing Firms

To: The 2026 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14;

Pursuant to the Charter of organization and operation of SJ GROUP Joint Stock Company (SJ GROUP)

The Board of Directors of the Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval the list of independent auditing firms and authorizes the Board of Directors to select one of the following firms to conduct the review of the semi-annual financial statements for the first half of 2026 and the audit of the 2026 financial statements of SJ GROUP Joint Stock Company.

- Ernst & Young Vietnam Co., Ltd. (E&Y)
- KPMG Vietnam Limited (KPMG)
- Pricewaterhouse Coopers Vietnam Co., Ltd. (Pwc)
- Deloitte Vietnam Co., Ltd. (Deloitte)
- AASC Auditing Firm Limited (AASC)

In the event that the auditing firms in the aforementioned list are unable to perform the review of the 2026 semi-annual financial statements and the audit of the 2026 financial statements, it is proposed that the General Meeting of Shareholders authorize the Company's Board of Directors to proactively select an alternative firm from the list of audit firms approved by the State Securities Commission to audit public interest entities in the securities sector in 2026, to carry out the review of the 2026 semi-annual financial statements and the audit of the 2026 financial statements for SJ GROUP.

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

Sincerely thanks!

Recipient:

- As above;
- Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office.

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN**



BUI QUANG BACH

Số: 07 /TTr-SJG-HĐQT

Hanoi, April 23, 2026

PROPOSAL
OF THE COMPANY'S BOARD OF DIRECTORS
Re: The approval of amendments and supplements to the Company's
business lines

To: The 2026 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14;

Pursuant to the Charter of organization and operation of SJ GROUP JC.

The Company's Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders to consider and approve the matters within the authority of the General Meeting of Shareholders as follows:

1. Amending and supplementing the Company's business lines to align with the Company's production and operational situation, specifically:
 - Add new business line codes: 24 codes.
 - Update and change business line codes in accordance with prevailing legal regulations (pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025, of the Prime Minister) as follows:
 - + Remove business line codes: 6820, 5510
 - + Add business line codes: 6821, 6829, 5510, 5520.
 - Amend and supplement the details of business line code: 7710.*(Detailed documents for amendments and supplements are attached)*
2. Amending and supplementing Clause 1, Article 4 of the Company's current Charter regarding business lines in accordance with the contents specified in Section 1 above.
3. The Board of Directors is authorized and assigned to finalize the contents and issue the Company's Charter according to the contents approved by the General Meeting of Shareholders. The Legal Representative of the Company is assigned to implement the procedures for registering the changes to the Company's business lines and other related procedures with competent State Authorities as prescribed by law.

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

Sincerely thanks!

Recipient:

- As above;
- Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office.

ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN



BUI QUANG BACH

APPENDIX

LIST OF CHANGED BUSINESS LINES

(Attached to the Proposal of the Board of Directors No.//TTr - SJG - HDQT dated 23/6/2026)

1. Add the following business lines (to be declared in case the enterprise notifies the addition of business lines to the list of business lines registered with the Business Registration Authority)

No	Name of the added business line	Code	Main business line
1	Intermediary services for real estate activities Details: Real estate brokerage services (Article 61, Law on Real Estate Business No. 29/2023/QH15)	6821	
2	Other real estate activities on a fee or contract basis.Details: - Real estate management services - Real estate consulting services (excluding real estate auction, auction of real estate use rights, real estate trading floors, and real estate legal consultancy) (pursuant to Article 3, Article 67, and Article 54 of the Law on Real Estate Business No. 29/2023/QH15)	6829	
3	Hotels and similar accommodation	5510	
4	Another short-stay accommodation	5520	
5	Construction of residential buildings	4101	
6	Construction of non-residential buildings	4102	
7	Construction of railway works	4211	
8	Construction of road works	4212	
9	Construction of electrical works	4221	
10	Construction of water supply and drainage	4222	

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No	Name of the added business line	Code	Main business line
	works		
11	Construction of telecommunications and communication works	4223	
12	Construction of other utility projects	4229	
13	Construction of hydraulic works	4291	
14	Construction of mining works	4292	
15	Construction of processing and manufacturing works	4293	
16	Demolition	4311	
17	Site preparation	4312	
18	Landscape care and maintenance service activities	8130	
19	Renting and leasing of motor vehicles	7710	
20	Renting and leasing of recreational and sports goods	7721	
21	Travel agency activities	7911	
22	Tour operator activities	7912	
23	Other tourism-related activities	7990	
24	Other passenger land transport Details: - Passenger transport business by contract (Article 7, Decree No. 158/2024/ND-CP dated December 18, 2024, regulating road transport activities); - Renting of vehicles with drivers for passenger transport, passenger transport contracts for sightseeing, tourism, or other purposes.	4932	
25	Operation of sports facilities	9311	

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No	Name of the added business line	Code	Main business line
26	Activities of sports clubs	9312	
27	Other sports activities	9319	
28	Other personal service activities Details: Vehicle parking services	9690	

2. Remove the following business lines (to be declared in case the enterprise notifies the removal of business lines from the list of business lines registered with the Business Registration Authority)

No	Name of the business line removed from the registered list	Code	Note
1	Real estate consultancy, brokerage, auction, auction of land use rights. Details: - Business and exploitation of services related to housing, urban areas, and industrial zones; - Real estate service business: - Real estate brokerage services; - Real estate valuation services; - Real estate trading floor services; - Real estate consulting services; - Real estate auction services (Operating under the practicing certificate of the legal representative); - Real estate advertising services; - Real estate management services	6820	
2	Short-stay accommodation. Details: Hotel business services (excluding the business of bars, karaoke rooms, and discotheques)	5510	

3. Amend the details of the following business lines (to be declared in case the enterprise notifies the change in detailed contents of the business lines registered with the Business Registration Authority)

No	Name of the business line with amended details	Code	Main business line
3	<p>Architectural and engineering activities and related technical consultancy</p> <p>Details:</p> <p>Construction planning design; (Article 150 of the 2014 Law on Construction, as amended and supplemented by Law No. 62/2020/QH14 amending and supplementing a number of articles of the Law on Construction)</p> <p>Project management consultancy; (Article 152 of the 2014 Law on Construction, as amended and supplemented by Law No. 62/2020/QH14 amending and supplementing a number of articles of the Law on Construction)</p> <p>Construction survey; (Article 153 of the 2014 Law on Construction, as amended and supplemented by Law No. 62/2020/QH14 amending and supplementing a number of articles of the Law on Construction)</p> <p>Construction design of works; (Article 154 of the 2014 Law on Construction, as amended and supplemented by Law No. 62/2020/QH14 amending and supplementing a number of articles of the Law on Construction)</p> <p>Construction supervision; (Article 155 of the 2014 Law on Construction, as amended and supplemented by Law No. 62/2020/QH14 amending and supplementing a number of articles of the Law on Construction)</p> <p>Management of construction investment projects; Construction investment cost management; (Article 156 of the 2014 Law on Construction, as amended and supplemented by Law No. 62/2020/QH14 amending and supplementing a number of articles of the Law on Construction)</p>	7110	



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Số: 08 /TTr-SJG-HĐQT

Hanoi, April 23, 2026

PROPOSAL
OF THE COMPANY'S BOARD OF DIRECTORS
Re: Change of the Company's head office address

To: The 2026 Annual General Meeting of Shareholders

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 guiding documents;

Pursuant to the Charter of organization and operation of SJ GROUP Joint Stock Company (SJ GROUP)

To facilitate business operations, the Company's Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders to consider and approve:

1. Changing the Company's head office address from the current address to the following specific address: **Plot CT6, Nam An Khanh New Urban Area, An Khanh Commune, Hanoi.**
2. Assigning the Board of Directors to proactively select the relocation time and execute all legal procedures related to the change of the Company's head office address (including the procedures to register changes to the Enterprise Registration Certificate and other related procedures with competent state authorities).
3. Authorizing the Board of Directors to amend the clause regarding the Company's registered office in the Company's Charter and other related contents in accordance with the law, and simultaneously issue the amended Company's Charter reflecting this change.

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

Sincerely thanks!

Recipient:

- As above;
- Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office.

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN**



BUI QUANG BACH

Số: 09 /TTr-SJG-HĐQT

Hanoi, April 23, 2026

PROPOSAL
OF THE COMPANY'S BOARD OF DIRECTORS

Re: the approval of amendments and supplements to the Company's Charter; amendments and supplements to the Internal Regulations on Corporate Governance; and amendments and supplements to the Operational Regulations of the Board of Directors

To: The 2026 Annual General Meeting of Shareholders

Pursuant to the Law on Enterprises No. 59/2020/QH14;

Pursuant to the Charter of organization and operation of SJ GROUP Joint Stock Company (SJ GROUP)

The Company's Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders to consider and approve the matters within the authority of the General Meeting of Shareholders as follows:

- 1. Amendments and supplements to the Company's Charter**
(Detailed document of amendments and supplements attached)
- 2. Amendments and supplements to the Internal Regulations on Corporate Governance**
(Detailed document of amendments and supplements attached)
- 3. Amendments and supplements to the Operational Regulations of the Board of Directors**
(Detailed document of amendments and supplements attached)

Assign the Board of Directors to finalize the contents and issue the Company's Charter; the Internal Regulations on Corporate Governance; and the Operational Regulations of the Board of Directors in accordance with the contents approved by the General Meeting of Shareholders.

Sincerely thanks!

Recipient:

- As above;
 - Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office

ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN



BUI QUANG BACH

RECOMMENDED CONTENT

AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF SJ GROUP JOINT STOCK COMPANY

Note: In the column of proposed amendments and supplements (column 3) in the table below

– **Bold letter**: is the part of the proposal to amend and supplement.

– *Italics*: is the part that is proposed to be deleted or removed

CLAUSE	COMPANY CHARTER	PROPOSED AMENDMENTS AND SUPPLEMENTS	REASON
(1)	(2)	(3)	(4)
Article 27, Clause 2, Point h	Approve contracts for purchase, sale, borrowing, and lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements; and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises.	Approve contracts for purchase, sale, borrowing, and lending, and other contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Points d and đ, Clause 1, Article 15 of this Charter , and Clauses 1 and 3, Article 167 of the Law on Enterprises.	Amend the reference to the Company's Charter.
Article 28, Clause 4	A member of the Board of Directors holding an executive position (including the position of Chairman or Vice Chairman), or a member of the Board of Directors working in the sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per occasion, salary,	A member of the Board of Directors holding an executive position (including the position of Chairman), or a member of the Board of Directors working in the sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, percentage of profit, or in other forms as	To align with the Company's practical situation.

CLAUSE	COMPANY CHARTER	PROPOSED AMENDMENTS AND SUPPLEMENTS	REASON
(1)	(2)	(3)	(4)
	commission, percentage of profit, or in other forms as decided by the Board of Directors.	decided by the Board of Directors.	
Article 29, Clauses 1, 4, 5	<p>Article 29. Chairman and Vice Chairman of the Board of Directors</p> <p>1. The Board of Directors must select from among its members to elect one Chairman and one or two Vice Chairmen. [...]</p> <p>4. In case both the Chairman and Vice Chairman of the Board of Directors submit their resignations or are dismissed or relieved of duty, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or relief of duty. [...]</p> <p>5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize the Vice Chairman in writing to perform the rights and obligations of the Chairman, provided that the Chairman has notified the Board of Directors of his/her absence or obligatory absence due to force majeure events or his/her inability to perform his/her duties. [...]</p>	<p>Article 29. Chairman of the Board of Directors</p> <p>1. The Board of Directors must select from among its members to elect a Chairman. [...]</p> <p>4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or relieved of duty, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or relief of duty. [...]</p> <p>5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to perform the rights and obligations of the Chairman, provided that the Chairman has notified the Board of Directors of his/her absence or obligatory absence due to force majeure events or his/her inability to perform his/her duties. [...]</p>	To comply with Clause 4, Article 156 of the 2020 Law on Enterprises, as amended in 2025, and to align with the Company's practical situation.

**PROPOSED
AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE
GOVERNANCE OF SJ GROUP JOINT STOCK COMPANY**

Note: In the column of proposed amendments and supplements (column 3) in the table below

- **Bold letter:** is the part of the proposal to amend and supplement.
- *Italics:* is the part that is proposed to be deleted or removed

<i>CLAUSE</i>	<i>COMPANY CHARTER</i>	<i>PROPOSED AMENDMENTS AND SUPPLEMENTS</i>	<i>REASON</i>
(1)	(2)	(3)	(4)
Article 6, Clause 7	<p>a. The Board of Directors must select from among its members to elect one Chairman and one or two Vice Chairmen. [...]</p> <p>b. In case the Chairman or Vice-Chairman of the Board of Directors submits a resignation or is dismissed or relieved of duty, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or relief of duty. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize the Vice-Chairman in writing to perform the rights and obligations of the Chairman, provided that the Chairman has notified the Board of Directors of his/her absence or obligatory absence due to force majeure events</p>	<p>a. The Board of Directors must select from among its members to elect a Chairman. [...]</p> <p>b. In case the Chairman of the Board of Directors submits a resignation or is dismissed or relieved of duty, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or relief of duty. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to perform the rights and obligations of the Chairman, provided that the Chairman has notified the Board of Directors of his/her absence or obligatory absence due to force</p>	To comply with Clause 4, Article 156 of the 2020 Law on Enterprises, as amended in 2025, and to align with the Company's practical situation.



<i>CLAUSE</i>	<i>COMPANY CHARTER</i>	<i>PROPOSED AMENDMENTS AND SUPPLEMENTS</i>	<i>REASON</i>
	or his/her inability to perform his/her duties. [...]	majeure events or his/her inability to perform his/her duties. [...]	
Article 7, Clause 4	A member of the Board of Directors holding an executive position (including the position of Chairman or Vice-Chairman), or a member of the Board of Directors working in the sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.	A member of the Board of Directors holding an executive position (including the position of Chairman), or a member of the Board of Directors working in the sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.	To align with the Company's practical situation.
Article 5, Clause 3, Point i	Approve contracts for purchase, sale, borrowing, and lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements; and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises	Approve contracts for purchase, sale, borrowing, and lending, and other contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Points d and d, Clause 1, Article 15 of the Company's Charter , and Clauses 1 and 3, Article 167 of the Law on Enterprises.	Amend the reference to the Company's Charter.

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**PROPOSED
AMENDMENTS AND SUPPLEMENTS TO THE OPERATIONAL REGULATIONS OF THE BOARD OF
DIRECTORS OF SJ GROUP JOINT STOCK COMPANY**

Note: In the column of proposed amendments and supplements (column 3) in the table below

- **Bold letter:** is the part of the proposal to amend and supplement.
- *Italics:* is the part that is proposed to be deleted or removed

<i>CLAUSE</i>	<i>COMPANY CHARTER</i>	<i>PROPOSED AMENDMENTS AND SUPPLEMENTS</i>	<i>REASON</i>
(1)	(2)	(3)	(4)
Article 7, Clause 4	In case the Chairman or <i>Vice-Chairman</i> of the Board of Directors submits a resignation or is dismissed or relieved of duty, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or relief of duty. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize <i>the Vice-Chairman</i> in writing to perform the rights and obligations of the Chairman, provided that the Chairman has notified the Board of Directors of his/her absence or obligatory absence due to force majeure events or his/her inability to perform his/her duties. [...]	In case the Chairman of the Board of Directors submits a resignation or is dismissed or relieved of duty, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal or relief of duty. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize another member in writing to perform the rights and obligations of the Chairman, provided that the Chairman has notified the Board of Directors of his/her absence or obligatory absence due to force majeure events or his/her inability to perform his/her duties. [...]	To comply with Clause 4, Article 156 of the 2020 Law on Enterprises, as amended in 2025, and to align with the Company's practical situation.



<i>CLAUSE</i>	<i>COMPANY CHARTER</i>	<i>PROPOSED AMENDMENTS AND SUPPLEMENTS</i>	<i>REASON</i>
(1)	(2)	(3)	(4)
Article 11, Clause 2, Point i	Approve contracts for purchase, sale, borrowing, and lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements; and contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clauses 1 and 3, Article 167 of the Law on Enterprises;	Approve contracts for purchase, sale, borrowing, and lending, and other contracts and transactions within the decision-making authority of the General Meeting of Shareholders as prescribed in Points d and d, Clause 1, Article 15 of the Company's Charter , and Clauses 1 and 3, Article 167 of the Law on Enterprises	Amend the reference to the Company's Charter.
Article 18, Clause 4	A member of the Board of Directors holding an executive position (including the position of Chairman or Vice-Chairman), or a member of the Board of Directors working in the sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors	A member of the Board of Directors holding an executive position (including the position of Chairman), or a member of the Board of Directors working in the sub-committees of the Board of Directors or performing other tasks outside the scope of the normal duties of a member of the Board of Directors, may be paid additional remuneration in the form of a lump-sum payment per occasion, salary, commission, percentage of profit, or in other forms as decided by the BOD.	To align with the Company's practical situation.

PROPOSAL
OF THE COMPANY'S BOARD OF DIRECTORS
Regarding the approval of the charter capital increase plan

To: The 2026 Annual General Meeting of Shareholders

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

Pursuant to the Charter of organization and operation of SJ GROUP Joint Stock Company (SJ GROUP).

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for review and approval the plan to issue shares to increase the charter capital to a maximum of VND 5,272,223,110,000, with details as follows:

1. General Information on the Share issuance plan to increase Charter Capital

- | | | | |
|----|---|---|--|
| 1 | Issuer | : | SJ GROUP Joint Stock Company |
| 2 | Name of share | : | Share of SJ GROUP Joint Stock Company |
| 3 | Stock code | : | SJS |
| 4 | Type of share | : | Common share |
| 5 | Par value | : | VND 10,000 (Ten thousand Vietnam Dong)/share |
| 6 | Charter capital before issuance: | : | VND 2,974,748,280,000 |
| 7 | Total issued shares | : | 297,474,828 shares |
| 8 | Number of outstanding shares | : | 297,474,828 shares |
| 9 | Total treasury shares | : | 0 shares |
| 10 | Number of shares expected to be issued, of which: | : | 229,747,483 shares |
| | - Public offering to existing shareholders | : | 200,000,000 shares |



- *Share issuance for 2025 : 29,747,483 shares*
dividend payment

11 Expected charter capital after : VND 5,272,223,110,000
issuance

2. Plan for Public offering to existing shareholders

1 Expected number of shares to be : 200,000,000 shares
offered

2 Expected offering price : Dong 10,000/shares

3 Total expected value of registered : Dong 2,000,000,000,000
offering shares (at par value)

4 Purpose of the offering : To invest in the Van La Housing Project.

5 Target investors : Existing shareholders named in the list at
the record date to finalize the List of
shareholders entitled to buy shares
provided by the Vietnam Securities
Depository and Clearing Corporation
(VSDC) ("The List").

6 Offering method : Public offering of additional shares to
existing shareholders.

7 Right execution ratio : Determined as the number of outstanding
shares divided (:) by the expected number
of shares to be offered.

At the date of approving the issuance
plan, the right execution ratio is
100:67.23, whereby a shareholder owning
01 share will receive 01 right to buy
additionally issued shares; for every 100
purchase rights, they are entitled to buy an
additional 67.23 newly issued shares.

Authorize the Board of Directors (BOD)
to determine the right execution ratio at
the time of implementing the offering,

ensuring it does not exceed the registered offering volume approved by the General Meeting of Shareholders (GMS).

8 Transfer of purchase rights

: Existing shareholders named in the list at the record date have the right to transfer their share purchase rights to others within the prescribed time and can only transfer them once (the transferee cannot transfer the purchase right to a third party).

The transferor and transferee shall execute the payment themselves and bear responsibility for fulfilling relevant obligations regarding the transfer as prescribed.

9 Transfer restrictions

: - The number of shares purchased by existing shareholders under the purchase rights, or shares purchased by investors due to the execution of purchase rights acquired from existing shareholders, are freely transferable.

- Fractional shares (as specified below) re-distributed by the BOD to other investors will not be subject to transfer restrictions according to Clause 4, Article 42 of Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities.

- Undistributed shares after the right execution period of existing shareholders (except for the aforementioned fractional shares) re-distributed by the BOD to other investors shall be restricted from transfer for 01 (one) year from the end date of the offering according to Clause 2, Article 42 of Decree 155/2020/ND-CP dated December 31, 2020.

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10 Rounding plan

: The number of shares each Shareholder receives upon issuance will be rounded down to the nearest whole number. Fractional shares (decimal parts) (if any) arising will be aggregated for the BOD to decide on distribution to other investors as prescribed.

Example: Shareholder A owns 100 shares, so they will have the right to buy 67.23 shares. According to the rounding down principle, Shareholder A will have the right to buy 67 shares. The fractional part of 0.23 shares will be aggregated with other arising fractional shares for the BOD to distribute to other investors as prescribed.

11 Plan for handling remaining undistributed shares (if any)

: The BOD has the right to distribute these remaining undistributed shares to other investors in a reasonable manner under conditions no more favorable than those offered to existing shareholders. These shares are restricted from transfer for 01 (one) year from the end date of the offering (except for fractional shares arising during the rounding process as specified above).

The distribution of the remaining undistributed shares must comply with Article 42 of Decree No. 155/ND-CP dated December 31, 2020, of the Government and Article 195 of the Law on Enterprises 2020.

In case the BOD does not distribute all of these shares, the remaining shares will be canceled, and the BOD will issue a decision to terminate the issuance.

12 Minimum successful offering ratio

: The target of the issuance is existing shareholders, and shares are offered



according to their ownership ratio; therefore, the minimum successful offering ratio according to Point d, Clause 2, Article 15 of the Law on Securities does not apply.

- 13 Distribution method : The issuer distributes directly to investors.
- 14 Expected offering time : In 2026, after receiving approval for issuance from the State Securities Commission (SSC).
- 15 Plan to ensure the share offering meets foreign ownership limits : Authorize the BOD to develop a plan to ensure compliance with the maximum ownership ratio for foreign investors.
- 16 Registration and Listing of additional shares : The additionally issued shares will be centrally deposited and registered for additional listing on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with regulations.

3. Plan for Issuing Shares to Pay 2025 Dividends

- 1 Expected number of shares to be issued : 29,747,483 shares
- 3 Total expected value of registered issuance shares (at par value) : VND 297,474,830,000
- 4 Purpose of issuance : To issue shares to pay dividends for the year 2025.
- 5 Target investors : Existing shareholders named in the shareholder list at the record date to finalize the List to execute the right to receive dividends in shares for 2025.
- 6 Issuance ratio (Expected number of issued shares divided (:) by outstanding shares) : At the time of approving the issuance plan, the issuance ratio is 10%.
- 7 Right execution ratio : Determined as the number of outstanding shares divided (:) by the expected number

of shares to be issued.

At the date of approving the issuance plan, the right execution ratio is 100:10, whereby a shareholder owning 01 share will receive 01 right to receive additionally issued shares; for every 100 rights, they will receive 10 additional newly issued shares.

Authorize the Board of Directors (BOD) to determine the right execution ratio at the time of registering the issuance, ensuring it does not exceed the registered issuance volume approved by the General Meeting of Shareholders (GMS).

8 Transfer of the right to receive : The right to receive additionally issued issued shares is non-transferable

9 Transfer restrictions : Shares issued to pay 2025 dividends are freely transferable. Shareholders subject to transfer restrictions (if any) will still receive shares from this issuance.

10 Plan for rounding and handling fractional shares : The number of shares each Shareholder receives upon issuance will be rounded down to the nearest whole number. Fractional shares (decimal parts) (if any) arising will be canceled.

Example: Shareholder A owns 115 shares; according to the issuance ratio, they are entitled to receive 11.5 shares.

According to the rounding down principle, Shareholder A will receive 11 shares. The fractional 0.5 shares will be canceled.

11 Capital source for capital increase : From Undistributed after-tax profits on the audited consolidated financial statements for 2025

- 12 Implementation method : Existing shareholders receive additional shares through the right execution method. The right to receive shares issued to pay dividends cannot be transferred
- 13 Transfer restrictions : Shares issued to pay dividends are not subject to transfer restrictions.
- 14 Expected issuance time : In 2026, after receiving approval for issuance from the State Securities Commission (SSC).
- 15 Distribution method : Shares are distributed directly to existing shareholders named in the shareholder list at the record date to execute the right to receive dividends.
- 16 Registration and Listing of additional shares : The additionally issued shares will be centrally deposited and registered for additional listing on the Ho Chi Minh City Stock Exchange (HOSE) in accordance with the law.

4. Plan for using the capital obtained from the share offering to existing shareholders

4.1. Plan for using the proceeds from the share offering to existing shareholders:

The entire proceeds from the share offering to existing shareholders, expected to be VND 2,000,000,000,000 (Two trillion VND), will be used for the construction of technical infrastructure and architectural works of the Van La Housing Project.

The proceeds from the offering will be disbursed according to the actual construction schedule, detailed as follows:



[Handwritten signature]

(Unit: Million VND)

No	Content	Total expected investment capital	Funding Source		Disbursement Schedule
			Issuance Capital	Funding Source: Other Capital	
I	Technical infrastructure	813,372	205,441	607,931	Quarter IV/2026
II	Architectural works				
1	Townhouses and villas	456,345	456,345	-	Quarter IV/2026
2	High-rise apartments	1,338,214	1,338,214	-	Quarter IV/2026
3	Primary school	36,110	-	36,110	Quarter IV/2026
4	Kindergarten	24,173	-	24,173	Quarter IV/2026
5	Commercial and service works	99,672	-	99,672	Quarter IV/2026
6	Above-ground parking	27,156	-	27,156	Quarter IV/2026
	Total	2,795,041	2,000,000	795,041	

4.2. Plan for compensating capital shortfall

In case the proceeds from the share offering are insufficient compared to the expected mobilized amount, the General Meeting of Shareholders authorizes the Board of Directors to consider and use individually, sequentially, or simultaneously the following solutions to cover the shortfall:

- Use self-owned equity;
- Use bank loans;
- Seek investors to contribute capital to the project;
- Issue bonds;
- Other solutions in accordance with the provisions of the law

5. The General Meeting of Shareholders authorizes the Company's Board of Directors to perform the following tasks

- Decide on amending, supplementing, and adjusting the Charter Capital Increase Plan approved by the GMS; prepare, revise, and explain the dossier and

procedures related to the issuance upon the request of regulatory authorities (if any) in accordance with the practical operational needs of SJ GROUP, in compliance with the law, and ensuring the rights of the Company's shareholders;

- Decide on the implementation timing for the contents of the issuance plan, the record date to finalize the shareholder list for right execution, and the timing and schedule of the share issuance to increase charter capital, ensuring shareholders' interests;
- Decide on the plan for handling fractional shares and undistributed shares related to the aforementioned charter capital increase, including but not limited to the right to decide on redistributing these shares to other investors and determining an appropriate distribution price in accordance with the law;
- Proactively implement procedures to register the charter capital increase related to the aforementioned charter capital increase at the State Securities Commission and other competent state agencies as prescribed by law;
- Proactively implement related legal procedures after completing the capital increase: amending the Business Registration Certificate, modifying the charter capital clause in the Company's Charter of Organization and Operation, and updating other legal documents as prescribed by law;
- Develop and approve a plan to ensure the share issuance complies with regulations on foreign ownership limits;
- Carry out additional securities registration at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additional listing on the Ho Chi Minh City Stock Exchange (HOSE) for all issued shares in accordance with the law on securities and the stock market;
- Perform other contents and tasks related to the aforementioned charter capital increase.

The Board of Directors of SJ GROUP respectfully submits the above contents to the General Meeting of Shareholders for consideration and approval.

Sincerely thanks!

Recipient:

- As above;
- Members of the BOD, Members of the Supervisory Board;
- Archived: Admin Dept., BOD's Office.

ON BEHALF OF BOARD
OF DIRECTORS
CHAIRMAN



BUI QUANG BACH

No: 01 /NQ-SJG-ĐHĐCĐ2026

Hanoi, April 23, 2026

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RESOLUTION**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**The 2026 Annual General Meeting of Shareholders, April 23, 2026
At VICC International Convention Center, Nam An Khanh New Urban
Area, An Khanh Road, An Khanh Commune, 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 Proposals of the Board of Directors submitted to the 2026 Annual General Meeting of Shareholders;

Pursuant to the Minutes and documents at the 2026 Annual General Meeting of Shareholders, dated April 23, 2026 of SJ Group Joint Stock Company

RESOLUTION:

Article 1. The 2026 Annual General Meeting of Shareholders of SJ Group Joint Stock Company unanimously approves the following contents

- 1. Report on the activities of the Board of Directors:** as detailed in Report No. 02/BC-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders.
- 2. Report on the activities of the Supervisory Board:** as detailed in Report No. 01/BC-CT-BKS dated April 23, 2026 of the Supervisory Board presented at the 2026 Annual General Meeting of Shareholders.
- 3. Report on the 2025 Business Results and the 2026 Business Plan:** as detailed in Proposal No. 03/TTr-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders.
 - 3.1 Report on the 2025 Business Results:** Key economic indicators



No	Indicators	Unit	Consolidated			Parent company		
			Plan	Execute	%	Plan	Execute	%
1	Production and business	10 ⁹ đ	2.479	820	33%	2.324	740	32%
2	Investment value	10 ⁹ đ	3.755	730	19%	2.379	690	29%
3	Revenue	10 ⁹ đ	1.211	753	62%	1.064	679	64%
4	Profit before taxes	10 ⁹ đ	753	453	60%	750	446	59%

3.2 Business Plan for 2026:

No	Indicators	Unit	Consolidated
1	Production and business value	10 ⁹ đ	1.925
2	Revenue	10 ⁹ đ	2.450
3	Profit after taxes	10 ⁹ đ	1.195
4	Dividend	%	10% - 15%

The 2026 Annual General Meeting of Shareholders approves the above-mentioned economic indicators, and concurrently approves authorizing the Board of Directors to proactively adjust the 2026 Business Plan (if deemed necessary) to align with the market conditions and developments, as well as the macroeconomic specifics in 2026

4. **Audited 2025 Financial Statements and the 2025 profit distribution plan:** as detailed in Proposal No. 04/TTr-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders
5. **Finalization of remuneration for the Board of Directors and the Supervisory Board in 2025; Remuneration plan for the Board of Directors and the Supervisory Board in 2026:** as detailed in Proposal No. 05/TTr-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders
- 5.1 Finalization of remuneration for the Board of Directors and the Supervisory Board in 2025

The General Meeting of Shareholders approves the remuneration for the

Board of Directors and the Supervisory Board in 2025 as follows.

No	Content	Unit	Estimate	Settlement
1	Board of Directors	Dong	504.000.000	302.400.000
2	Supervisory Board	Dong	216.000.000	216.000.000
	Total	Dong	720.000.000	518.400.000

5.2 Remuneration plan for the Board of Directors and the Supervisory Board in 2026.

- Estimated remuneration for the Board of Directors: When the completion rate of the Company's business plan targets (evaluated based on the profit target) is $\geq 100\%$, the remuneration shall be applied as per the calculation table below:
- Estimated remuneration for the Supervisory Board: Not affected by the completion rate, the remuneration shall be applied as per the calculation table below:

No	Title	Amount	No of Months	Remuneration/month (VND)	Total amount remuneration (VND)
1	Chairman	1	12	10.000.000	120.000.000
2	Member of the Board of Directors	2	12	8.000.000	192.000.000
3	Head of the Supervisory Board	2	12	8.000.000	192.000.000
4	Members of the Supervisory Board	1	12	8.000.000	96.000.000
	Total				720.000.000

When the completion rate of the Company's business plan is $< 100\%$ of the plan (evaluated based on the profit target), the remuneration of the Board of Directors shall be paid in proportion to the plan completion rate.

6. Approval of the list of independent audit firms to audit the 2026 Financial Statements: as detailed in Proposal No. 06/TTr-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders

The General Meeting of Shareholders approves the list of Audit Firms and authorizes the Board of Directors to select one of the following firms to review the semi-annual Financial Statements for the first 6 months of 2026 and audit the 2026 Financial Statements of SJ GROUP

- Ernst & Young Vietnam Limited (E&Y)
- KPMG Limited (KPMG)
- PricewaterhouseCoopers (Vietnam) Limited (PwC)
- Deloitte Vietnam Company Limited (Deloitte)
- AASC Auditing Firm Company Limited (AASC)

In the event that the Firms listed above are unable to review the semi-annual Financial Statements for the first 6 months of 2026 and audit the 2026

Financial Statements, the General Meeting of Shareholders authorizes the Company's Board of Directors to proactively select one of the audit firms approved by the State Securities Commission to audit public interest entities in the securities sector in 2026 to review the semi-annual Financial Statements for the first 6 months of 2026 and audit the 2026 Financial Statements of SJ GROUP.

7. Approval of the amendments and supplements to the Company's business lines: as detailed in Proposal No. 07/TTr-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders.

8. Approval of the change of the Company's head office address: as detailed in Proposal No. 08/TTr-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders.

9. Amendments and supplements to the Company's Charter; amendments and supplements to the Internal Regulations on Corporate Governance; amendments and supplements to the Operational Regulations of the Board of Directors: as detailed in Proposal No. 09/TTr-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders.

10. Approval of the plan to increase the Company's charter capital: as detailed in Proposal No. 10/TTr-SJG-HĐQT dated April 23, 2026 of the Board of Directors presented at the 2026 Annual General Meeting of Shareholders

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

Article 3. The Company's Shareholders; Members of the Board of Directors; Members of the Supervisory Board; General Director; Deputy General Directors; Chief Financial Officer; Directors of affiliated units; The Representative of the Company's capital at joint-stock companies with contributed capital; and relevant units and individuals are responsible for implementing this Resolution.

Article 4. This Resolution was approved by the General Meeting of Shareholders of SJ Group Joint Stock Company at the 2026 Annual General Meeting of Shareholders on March 24, 2026, with an affirmative voting rate of%.

This Resolution takes effect from April 23, 2026.

Recipient:

- As Article 3;
- Record: BOD.

**BEHALF OF ANNUAL GENERAL
MEETING OF SHAREHOLDERS 2025
CHAIRMAN OF THE CONGRESS**

BUI QUANG BACH