



## INVITATION LETTER

### TO ATTEND ANNUAL GENERAL SHAREHOLDER MEETING 2025

**To: SH's name:**

Address:

Phone No.:

Shareholders code:

ID. No:

Iss.date:

Saigon 3 Group Investment and Development Joint Stock Company respectfully announces and invites the valuable shareholders to attend the 2025 Annual General Meeting of Shareholders as follows

Time : **13:00 - Saturday, April 26<sup>th</sup>, 2025.**

Method : Online Meeting

Venue : The Chairman of the AGM manages the online meeting at (Meeting venue):  
No.47, Road 17, Quarter 3, Hiep Binh Phuoc Ward, Thu Duc City, HCMC

We are pleased to welcome you.

Ho Chi Minh City, April 04<sup>th</sup>, 2025

**On behalf of the Board of Directors**

**CHAIRMAN**



**NGUYEN KHANH LINH**

#### Notices:

- To attend the Online meeting:** Shareholders please scan the above QR code or accessing the link: <https://dhcd.saigon3group.com.vn>. Login time is as follows:
  - From 08:30 to 17:00 on April 25<sup>th</sup>, 2025: To check login information and test the online meeting system.
  - From 13:30PM on April 26<sup>th</sup>, 2025: To officially attend the online meeting.
- Authorization and Information Update:** In case of authorization or updating on any changes in information (ID. No, Phone No., ...) compared to the shareholder list provided by VSDC, shareholders are kindly requested to fill out the "Proxy form cum Information updating paper" (as attachment) and submit it to the Company before April 26<sup>th</sup>, 2025, via one of the following ways:
  - [i] By post mail to:  
**Saigon 3 Group Investment and Development Joint Stock Company**  
**Address: No.47, Road 17, Quarter 3, Hiep Binh Phuoc Ward, Thu Duc City, HCMC**
  - [ii] Gửi qua Fax theo số/By fax: (028) 3727 1143
  - [iii] Gửi bản scan qua email/By email (scanned copy): [info@saigon3group.com.vn](mailto:info@saigon3group.com.vn).
- Voting method:** Conducted on electronic voting system via the link "<https://dhcd.saigon3group.com.vn>". Voting time starts at 08:30AM and ends as controlled by the Chairman of the meeting on April 26<sup>th</sup>, 2025 according to the Meeting rules
- Meeting materials:** The meeting documents are available on the website: <https://saigon3group.com.vn>[About /Investor Relations/General Meeting of Shareholders/AGM 2025 (April 26<sup>th</sup>, 2025)].
- Support Information:** (028) 3727 1140 hoặc 0903 162 054 (Support Information AGM)  
0908 298 454 (Support Technical when online meetings)



\_\_\_\_\_, date \_\_\_\_ month \_\_\_\_ 2025

## PROXY FORM CUM INFORMATION UPDATING PAPER

To attend the Annual General Shareholder Meeting  
Saigon 3 Group Investment and Development Joint Stock Company

### 1. Shareholder information in the Shareholder Registration Book provided by VSDC:

- SH's name: XXX Shareholders code: XXX
- ID. No.: XXX Iss.date: XXX
- Mobile No.: xxx
- Địa chỉ/Address: XXX
- Holding a total number of: XXXX share (s)

### 2. Updated information to log into the online meeting system (Please specify in details):

- SH's name: .....
- ID. No.: ..... Iss.place: ..... Iss.date: .....
- Mobile No.: .....
- Email: .....

### 3. Information of the authorized person (Please specify in details):

- Name of authorized person: .....
- ID. No.: ..... Iss.place: ..... Iss.date: .....
- Mobile No.: .....
- Email: .....

#### Or authorization:

(Please tick ☐ or ☐ to the box)

One of the following BOD member:

- |  |                        |
|--|------------------------|
| <input type="checkbox"/> Mr. Nguyen Khanh Linh | Chairman               |
| <input type="checkbox"/> Mr. Pham Xuan Hong    | Vice Chairman          |
| <input type="checkbox"/> Mrs. Nguyen Ngoc Diep | BOD Member             |
| <input type="checkbox"/> Mr. Nguyen Quoc Viet  | BOD Member             |
| <input type="checkbox"/> Mr. Nguyen Dang Khoa  | Independent BOD Member |

*to attend and execute all shareholders' rights in The Annual General Meeting of Shareholders to be held on April 26<sup>th</sup>, 2025 or at any adjournment thereof to any other date, time and venue.*

*This proxy shall be effective from the signing date and expires when the above-mentioned authorization is completed.*

*Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our act(s) in all respects.*

**The Authorized person,**  
(Sign, full name)

**Shareholder (Grantor),**  
Sign, full name, seal (if any))





## **AGENDA OF ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025 ORGANIZED ON APRIL 26<sup>th</sup>, 2025**

- 13:00 – 13:30** : Shareholders register to attend the General Meeting.
- 13:30 – 13:40** : Opening Speech of the Congress  
Introduction of Participants  
Reporting the shareholders' meeting attendance.
- 13:40 – 13:45** : Introducing the Chairing panel and voting for adoption.
- 13:45 – 13:50** : Introducing the Secretary of the meeting.  
Introducing the VCC and voting for adoption.
- 13:50 – 14:00** : Presenting and voting for adoption:  
(1) The Meeting rules.  
(2) The Agenda.
- 14:00 – 14:25** : Present reports and proposals:  
(a) Report of the Board of Directors in 2024 and the Strategic Plan in 2025.  
(b) Report on business results in 2024 and the business plan in 2025.  
(c) Report of the Board of Supervisors in 2024.  
(d) Present proposals:  
(1). Proposal for Approval of the 2024 Audited Financial Statements;  
(2). Proposal selection of an independent auditing company in 2025;  
(3). The proposal Remuneration, reward for the Board of Directors, the Board of Supervisors in 2024 and plan in 2025;  
(4). The proposal Payment Dividend and profit distribution in 2024;  
(5). The proposal Change company name;  
(6). The proposal Report on the failure to implement the listing of shares as approved by the General Meeting of Shareholders and the proposal to the General Meeting of Shareholders to suspend the listing of shares on the Ho Chi Minh City Stock Exchange.
- 14:25 – 14:45** : Q & A - The company and shareholders
- 14:45 – 15:00** : Vote to adopt the reports and proposals.
- 15:00 – 15:05** : Announce the result
- 15:05 – 15:20** : Presentation of the Draft Minutes of the Meeting and the Resolution of the 2025 Annual General Meeting of Shareholders.
- 15:20 – 15:30** : Vote to approve the Minutes and Resolution, closing remarks and Close the meeting.

Ho Chi Minh City, 26 April 2025

**DRAFT**



## **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

### **SAIGON 3 GROUP INVESTMENT AND DEVELOPMENT JSC**

#### **MEETING RULES**

The 2025 Annual General Meeting of Shareholders (for the fiscal year 2025) of Saigon 3 Group Investment and Development JSC is held in a hybrid format, combining both offline and online participation. Secure online meeting and electronic voting technology is implemented to facilitate shareholder participation in the Annual General Meeting of Shareholders.

To ensure the General Meeting operates effectively, follows the planned agenda, and complies with the regulations of the Charter of Saigon 3 Group Investment and Development JSC, the Board of Directors has established the Meeting Organization and Working Regulations with the following objectives: (i) Ensuring the principles of transparency, fairness, and democracy; (ii) Facilitating shareholder participation and the full exercise of shareholder rights; (iii) Better support for organization and execution of the General Meeting of Shareholders.

#### **CHAPTER I**

##### **GENERAL PROVISIONS**

###### **Article 1. Scope of application**

- 1.1 This rules is applied to the organization of the Annual General Meeting of Shareholders dated April 26, 2025, of Saigon 3 Group Investment and Development JSC (hereinafter referred to as the "Company").
- 1.2 This rules specifically stipulates the rights and obligations of the parties participating in the General Meeting of Shareholders (hereinafter referred to as the "General Meeting" or the "Meeting"), as well as the conditions and procedures for conducting the Meeting.

###### **Article 2. Applicable subjects**

Shareholders or shareholder representatives (hereinafter referred to as "Shareholders") and other participating parties are responsible for complying with the provisions of this regulation.

#### **CHAPTER II**

##### **RIGHTS AND OBLIGATIONS OF PARTICIPATING PARTIES IN THE GERNERAL MEETING**

###### **Article 3. Participants in the AGM 2025**

Shareholders holding the Company's shares in the Shareholder Registration Book provided by VSDC with record date as at March 31, 2025.

###### **Article 4. Rights and obligations of Shareholders**

###### **4.1 Rights of Shareholers attending the General Meeting:**

- a. All shareholders of the company have the right to attend and vote on matters within the authority of the General Meeting of Shareholders.
- b. In case a shareholder is unable to attend the Meeting, they may authorize another person to attend and vote on matters within their authority. This authorization must be made in writing



using the Company's prescribed form and must be signed in accordance with the following regulations:

- For individual shareholders, the authorization document must bear the signatures of both the shareholder and the authorized representative attending the meeting;
- For corporate shareholders, the authorization document must bear the signature of the head of the organization/legal representative, the organization's seal, the full name of the signatory, and the signature of the authorized representative attending the meeting.
- In case of authorization or a change in information (Shareholder registration number, Phone number, email, etc.) compared to the information in the shareholder list provided by VSDC, Shareholders may request the Shareholder Eligibility Verification Committee to perform directly on the day of the Meeting or please fill in the complete information in the "Information Provision Form cum Letter of Authorization" (as attachment) and send it to the Company before April 26, 2025, via one of the following forms:
  - By postal mail to:  
**Saigon 3 Group Investment and Development Joint Stock Company**  
**Address: No.47, Road 17, Quarter 3, Hiep Binh Phuoc Ward, Thu Duc City, HCMC**
  - By fax: (028) 3727 1143
  - By email (scanned copy): [info@saigon3group.com.vn](mailto:info@saigon3group.com.vn).
- **To attend the Online meeting:** Shareholders please scan the above QR code or accessing the link: <https://dhcd.saigon3group.com.vn/>. Please note the following login times:
  - From 08:30 to 17:00 on April 25th, 2025: To check login information and test the online meeting system.
  - From 13:30PM on April 26th, 2025: To officially attend the online meeting.
- Shareholders registering to attend the General Meeting in offline and online can log in and vote on the electronic system by scanning the QR code printed on the invitation letter or accessing the link: <https://dhcd.tesc.vn>. Time is able to log in and vote from 08:30 on April 26, 2025.
- c. Shareholders who joint the AGM late have the right to register immediately and then have the right to participate and vote at the General Meeting, and the validity of previously conducted votes will not be affected.

#### 4.2 Obligations of Shareholders/Representatives Attending the General Meeting:

- a. Shareholders or their representatives attending the meeting must complete the registration procedures;
- b. Comply with the conditions and procedures stipulated in the Company's Charter and this Regulation;
- c. Strictly adhere to the working rules of the General Meeting and respect the outcomes of the Meeting.

### Article 5: Rights and Obligations of the Chairman of the General Meeting

#### 5.1 Chairman of the General Meeting:

The Chairman of the General Meeting is either the Chairman of the Board of Directors or a person elected by the General Meeting, who presides over the meeting of the General Meeting of Shareholders. The location where the Chairman presides over the General Meeting is considered the official venue of the Meeting.

#### 5.2 The Chairman of the General Meeting has the following rights and obligations:

- a. Conduct the General Meeting in accordance with the agenda in a proper and orderly manner;
- b. In the event of unexpected situations arising outside the agenda, the Chairman shall consult with other members of the Organizing Committee (before the Meeting begins) or the Presidium (during the Meeting) to determine an appropriate resolution. However, if there are differing opinions, the opinion supported by the Chairman shall be decisive;

- c. Take necessary measures to manage the meeting effectively, in an orderly manner, in line with the approved agenda, and reflecting the will of the majority of attendees;
- d. Postpone the General Meeting, even if the required number of Shareholders/Representatives is present, to a later time and/or different location as decided by the Chairman without seeking the approval of the General Meeting, if any of the following circumstances occur:
  - The meeting venue does not ensure the necessary conditions for all participants to follow the online meeting;
  - The communication facilities at the meeting venue are inadequate for shareholders to participate in discussions and voting;
  - The postponement period shall not exceed 03 (three) working days from the scheduled opening date of the meeting.

#### **Article 6: Rights and Obligations of the Presidium**

- 6.1 Presidium: The Presidium consists of members of the Board of Directors, the Company's Executive Management, or Shareholders of the Company and must be approved by the General Meeting.
- 6.2 Duties of the Presidium:
  - a. Act as the highest authority in managing the proceedings of the General Meeting;
  - b. Guide and address shareholders' inquiries regarding matters outlined in the agenda of the General Meeting;
  - c. Oversee and preside over the voting process for issues presented at the General Meeting in accordance with the law and the Company's Charter.

#### **Article 7: Rights and Obligations of the Secretary of the General Meeting**

- 7.1 The Secretary of the General Meeting is appointed by the Chairman and is responsible for assisting the Chairman in recording and drafting the minutes of the General Meeting of Shareholders;
- 7.2 The Secretary is responsible for ensuring the accuracy, truthfulness, and completeness of the Minutes and Resolutions of the General Meeting of Shareholders;
- 7.3 The Secretary shall perform other tasks assigned by the Chairman during the Meeting.  
The Secretary shall perform other tasks assigned by the Chairman during the Meeting.

#### **Article 8: Rights and Obligations of the Shareholder Qualification Verification Committee and the Vote Counting Committee**

- 8.1 The Shareholder Qualification Verification Committee is established by the Organizing Committee of the General Meeting and is responsible for:
  - a. Preparing the list of shareholders attending the General Meeting;
  - b. Verify authorization information and updating any changes (if applicable) as requested by shareholders;
  - c. Assisting shareholders/representatives in logging into the online meeting system;
  - d. Preparing a verification report on shareholder qualifications to determine whether the General Meeting can proceed in accordance with the Company's Charter.



- 8.2 The Vote Counting Committee is nominated by the Chairman of the General Meeting and must be approved by the General Meeting. It consists of three (03) members, introduced by the Chairman for election by the General Meeting. Members of the Vote Counting Committee cannot simultaneously serve as the Secretary of the General Meeting. The Committee is responsible for: guiding shareholders on the voting process, supervising the voting procedure, organizing the vote counting process, preparing the Vote Counting Minutes, announcing or providing the voting results to the Chairman for public disclosure at the General Meeting, submitting the Vote Counting Minutes to the Chairman of the General Meeting.
- 8.3 The Vote Counting Committee is responsible for ensuring the truthfulness and accuracy of the voting results.

### **CHAPTER III**

#### **PROCEDURES FOR CONDUCTING THE GENERAL MEETING**

##### **Article 9: Conditions for Conducting the General Meeting**

###### **9.1 Determination of Conditions for Holding the General Meeting**

- 9.1.1 Shareholders/Representatives are considered to have attended the Meeting validly and fully when they follow one of the following forms:

Attending the meeting onsite: registering directly at the meeting venue during the meeting time (before the end of voting).

Attending the online meeting: Successfully logged in and authenticated on the online meeting system by scanning the QR code printed on the invitation letter or by accessing the link: <https://dhcd.saigon3group.com.vn>.

- 9.1.2 The Shareholder Qualification Verification Committee determines the attendance rate as a basis for proceeding with the General Meeting

###### **9.2 Conditions for Conducting the General Meeting**

The General Meeting of Shareholders may proceed if shareholders attending the meeting represent more than 50% of the total voting shares of the Company, as per the list of shareholders invited to the Meeting when the General Meeting was convened.

If the first convened Meeting does not meet the required attendance ratio, the Company shall organize the second and third Meetings in accordance with the Law on Enterprises.

##### **Article 10: Procedure for Conducting the General Meeting**

- 10.1 The General Meeting will sequentially discuss and approve the issues listed in the Meeting Agenda, as approved by the shareholders.
- 10.2 The General Meeting shall proceed in accordance with the sequence outlined in the Meeting Agenda.

##### **Article 11: Electronic Voting at the General Meeting of Shareholders**

###### **11.1 Electronic Voting**

###### **11.1.1 Voting Procedure:**

- Shareholders/Representatives shall select one of the three voting options: Approve, Disapprove, or Abstain for each matter presented for voting at the General Meeting via the integrated electronic voting system.
- Shareholders/Representatives must then confirm their vote for the electronic voting system to record the result.

###### **11.1.2 Additional Regulations on Electronic Voting:**

- If a Shareholder/Representative does not vote on all matters listed in the General Meeting agenda, any unvoted matters will be considered as if the Shareholder/Representative did not cast a vote on those issues.

- In case of arising or changing issues outside the submitted agenda of the General Meeting, Shareholders/Representatives can vote again. If Shareholders/Representatives do not vote on arising or changing issues, it is considered that Shareholders/Representatives did not vote on such arising or changing issues.
- Shareholders/Representatives may change their voting results (but cannot cancel them), including votes on newly arising or changing issues outside the submitted agenda of the General Meeting. The online system will only recognize the final vote recorded at the end of the electronic voting period.

#### 11.1.3 Electronic Voting Period:

- Shareholders/Representatives may vote on agenda items from 08:30AM on April 26, 2025, until the Chairman announces the end of the voting period for each agenda item.
- Shareholders/Representatives can access the electronic voting system (following the instructions in the invitation letter) to cast their votes. Once the voting period ends, the system will no longer accept any additional votes.

#### 11.2 Voting Rules and Ballots

##### 11.2.1 Voting on matters in the meeting shall be conducted publicly.

##### 11.2.2 Each eligible shareholder or representative attending the General Meeting will be issued an electronic voting ballot, which includes: Voting items related to reports and proposals as per the meeting agenda.

##### 11.2.3 The voting ballot shall include the following details: Shareholder's name; number of shares owned; matters to be voted on. A valid voting ballot is one generated within the electronic system in the standardized format.

##### 11.2.4 The number of votes per shareholder is calculated based on the total number of shares they own and/or represent.

##### 11.2.5 In the event of a force majeure situation that prevents access to electronic voting ballots, the Chairman may decide to print voting ballots to distribute to shareholders as an alternative. The value and validity of these printed ballots are equivalent to electronic voting ballots.

#### 11.3 Validity of Voting Ballots

##### 11.3.1 Valid Voting Ballots:

- Voting ballots in a standardized format on the electronic system or other alternative ballots in case of force majeure;
- A valid voting ballot must have a selection (Approve / Disapprove / Abstain) for each voting item, made before the Chairman announces the closing of the voting session.

##### 11.3.2 Invalid Voting Ballots:

Any voting ballot that does not meet the requirements stated in Section 11.3.1 is considered invalid.

#### 11.4 Voting Results

##### 11.4.1 Voting results are calculated as a percentage (%) and rounded to two (02) decimal places.

##### 11.4.2 Resolutions and decisions of the General Meeting are valid if more than 50% of the voting shares of all attending shareholders/representatives approve the decision.

For certain critical decisions, such as: Types and quantity of shares to be issued; changes in business lines and industries; changes in the company's management structure; investments or asset sales valued at 35% or more of the company's total assets (as per the latest financial statements); company restructuring or dissolution; a minimum approval rate of 65% of the voting shares of all attending shareholders/representatives is required.

##### 11.4.3 Voting results shall be recorded in the Vote Counting Minutes and the General Meeting Minutes, including at least the following:

- The number of votes Approving / Disapproving / Abstaining from shareholders/representatives attending and voting at the meeting;
- The percentage (%) of Approving / Disapproving / Abstaining votes out of the total votes cast.



- 11.4.4 If a shareholder or representative disputes the voting results, the Chairman shall review and decide on the matter immediately during the General Meeting

**Article 12: Speaking at the General Meeting**

- 12.1 Shareholders may ask questions directly or submit questions using the Speech Registration Form via email ([info@saigon3group.com.vn](mailto:info@saigon3group.com.vn)) or through the online meeting platform at <https://dhcd.saigon3group.com.vn>.
- 12.2 Shareholders who wish to speak at the General Meeting must obtain approval from the Chairman. Shareholders must keep their remarks brief and focused on key points relevant to the approved meeting agenda. The Chairman will arrange speaking turns based on the order of registration and will also address shareholders' concerns.
- 12.3 A shareholder may be disqualified from attending the General Meeting by the Presidium if they deliberately violate meeting regulations, engage in disruptive behavior, cause disorder, or take actions that directly affect the orderly conduct of the Meeting.

**Article 13: Minutes and Resolutions of the General Meeting of Shareholders**

All discussions and decisions made during the General Meeting must be recorded in the Minutes and Resolutions, prepared by the Meeting Secretary. The Minutes and Resolutions shall be read and approved before the meeting concludes and will be kept on record at the company.

**CHAPTER IV**

**IMPLEMENTATION PROVISIONS**

**Article 14: Effectiveness of the Regulations**

These Regulations consist of 4 chapters and 14 articles and have been established by the Board of Directors of Saigon 3 Group Investment and Development Joint Stock Company for application to the 2025 Annual General Meeting of Shareholders, scheduled to take place on April 26, 2025.

**On behalf of the Board of Directors  
CHAIRMAN**

**NGUYỄN KHÁNH LINH**

April 26<sup>th</sup>, 2025



## VOTING SLIP

Shareholders code: **SGIXXX**

Shareholder's Name/Shareholder's Representative: **XXX**

Shareholder Registration Number: **XXX**

Date of Issue: **XXX**

Number of Shares Owned: **xxx** cổ phần

Number of Voting Rights: **xxx** phiếu

After reviewing the contents of the reports and proposals at the 2025 Annual General Meeting of Shareholders of Saigon 3 Group Investment and Development Joint Stock Company, I cast my vote on each matter as follows:

No.	Voting Content	Agree	Disagree	No opinion
01	Approving by the Chair of the Panel.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
02	Approving by the Vote Counting Committee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
03	Approving the Meeting rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
04	Approving the Agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
05	Approving the Report of the Board of Directors in 2024 and the Strategic Plan in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
06	Approving the Report on business results in 2024 and the business plan in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
07	Approving the Report of the Supervisory Board in 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
08	Approving the proposal 01: Audited Financial Statements in 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
09	Approving the proposal 02: selection of an independent auditing company in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approving the proposal 03: Remuneration, reward for the Board of Directors, the Board of Supervisors in 2024 and plan in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



No.	Voting Content	Agree	Disagree	No opinion
12	Approving the proposal 05: Change company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Approving the proposal 06: Report on the failure to implement the listing of shares as approved by the General Meeting of Shareholders and the proposal to the General Meeting of Shareholders to suspend the listing of shares on the Ho Chi Minh City Stock Exchange	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	Approving the AGM's minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15	Approving the AGM's resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SHAREHOLDER/SHAREHOLDER  
REPRESENTATIVE**  
*Sign, and write full name*

Ho Chi Minh City, April 26<sup>th</sup>, 2025

Group  
**SAIGON 3**  
QUALITY - SAFETY - DIFFERENCE

Số: 01/2025/NQ-ĐHĐCĐ



**DRAFT RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

- Based on the current applicable laws and regulations of Vietnam;
- Based on the Charter of Saigon 3 Group Investment and Development Joint Stock Company ("SG3 Group");
- Based on the Minutes of the General Meeting of Shareholders ("GMS") No. 01/2025/BB-ĐHĐCĐ on April 26<sup>th</sup>, 2025

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON 3 GROUP INVESTMENT DEVELOPMENT JOINT STOCK COMPANY**  
**RESOLVED:**

**Article 1:** Approving the Report of the Board of Directors in 2024 and the Strategic Plan in 2025 of SG3 Group.

*The approval voting rate ....%*

**Article 2:** Approving the Report on business results in 2024 and the business plan in 2025 of SG3 Group.

*The approval voting rate ....%*

**Article 3:** Approving the Report of the Supervisory Board in 2024 of SG3 Group

*The approval voting rate ....%*

**Article 4:** Approving the audited Financial Statements in 2024

*The approval voting rate ....%*

**Article 5:** Approving the selection of an independent auditing company in 2025.

*The approval voting rate ....%*

**Điều 6:** Approving the Remuneration, reward for the Board of Directors, the Board of Supervisors in 2024 and plan in 2025.

*The approval voting rate ....%*

**Article 7:** Approving the payment of dividends and profit distribution in 2024

*The approval voting rate ....%*

**Article 8:** Approving the change of company name of SG3 Group.

*The approval voting rate ....%*

**Article 9:** Approving the Report on the failure to implement the listing of shares as approved by the General Meeting of Shareholders and the proposal to the General Meeting of Shareholders to suspend the listing of shares on the Ho Chi Minh City Stock Exchange.



*The approval voting rate ....%*

**Article 10** This Resolution has been made, announced, and passed by and in front of all the shareholders at ..... dated 26/04/2025.

**ON BEHALF OF GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN**

**NGUYEN KHANH LINH**



## **REPORT OF THE BOARD OF DIRECTORS IN 2024 AND THE STRATEGIC PLAN IN 2025**

### **I. SITUATION CHARACTERISTICS**

In 2024, the global situation will still face many difficulties and challenges due to numerous uncertain economic and political factors. The world economy will continue its slow and uneven recovery, with prolonged risks to international supply chains and commodity prices, although global inflation has improved significantly.

Domestically, the economy has recovered with the growth of the processing and manufacturing industries, the strong recovery of tourism and the stable development of the agricultural sector with a record increase in agricultural exports. However, the recovery and growth of the industries have not been uniform; textile and garment enterprises have to face challenges from the market, such as exchange rate fluctuations, high raw material costs, and increasingly strict requirements on quality and sustainability. In 2024, the stock market has experienced many difficulties and challenges with tense exchange rates, record net selling by foreign investors, and the market has many potential fluctuations and risks.

### **II. PRODUCTION AND BUSINESS RESULTS IN 2024**

Saigon 3 Group operates under the Holdings model with many subsidiaries. Therefore, the Parent Company has no revenue from business activities but revenue from financial activities.

With an unfavorable market situation, the business activities of some member companies face many challenges and difficulties. Business results in 2024 have not met the plan set by the 2024 Annual General Meeting of Shareholders, details are as follows:

<b>No.</b>	<b>Items</b>	<b>Plan in 2024 (billion VND)</b>	<b>Implementat ion in 2024 (billion VND)</b>	<b>% of implementatio n compared to the 2024 plan</b>
1	Net revenues	1.428,2	1.569,3	109,9%
2	Revenues	1.622,5	1.950,9	120,2%
3	Total accounting profit before tax	125,3	10,1	8,1%
4	Profit after tax	92,9	2,2	2,4%
5	Profit after tax of Parent Company	53,3	7,7	14,4%



### III. REPORT OF THE BOARD OF DIRECTORS IN 2024

- The Board of Directors is elected by the Annual General Meeting of Shareholders in 2024 with a new term of 2024 – 2029, including the following members:

No.	Full name	Position
1	Mr. Nguyen Khanh Linh	Chairman Non-executive
2	Mr. Pham Xuan Hong	Vice Chairman Non-executive
3	Ms. Nguyen Ngoc Diep	BOD Member Non-executive
4	Mr. Nguyen Quoc Viet	BOD Member cum General Director Executive Member
5	Mr. Nguyen Dang Khoa	Independent BOD Member

- In 2024, the Board of Directors has conducted 16 meetings held by the law. Members of the Board of Directors participate in giving opinions and orienting the Company's activities, deciding on issues within their powers in accordance with the prescribed order and procedures, well implementing the Resolution of the General Meeting of Shareholders ("AGM"), directing the timely settlement of arising issues, ensuring the Company's activities in accordance with the development orientation and efficiency.

For more details about the meetings of the Board of Directors, please see more in the 2024 Corporate Governance Report, which is published and posted on the Company's website

- Remuneration, operating expenses and other benefits of the Board of Directors:  
Report on the income of members of the Board of Directors and the Board of Supervisors in the group in 2024, please refer to the Audited Consolidated Financial Statements for 2024 (page 54).
- Activities of independent members of the Board of Directors:  
In 2024, independent members of the Board of Directors have fully attended Board of Directors meetings, made comments and advised the Board of Directors on policies and risk management and compliance to improve the Group's production and business activities.
- Transactions with related parties:  
Report on transactions between related parties please refer to the Audited Separate Financial Statements for 2024 (pages 18, 19, 25) and the Audited Consolidated Financial Statements for 2024 (pages 38, 53, 54).
- The Board of Directors has been oriented and regularly attached to the Company's activities. The Board of Directors has directed and provided timely solutions on investment, market, and personnel to help the Company operate smoothly and effectively.
- In 2024, the Board of Directors has implemented the payment of 10% cash dividends (the remaining 5% of dividends in 2022 and 5% of dividends in 2023).



- Other activities: The Board of Directors has approved and is conducting a public tender offer for shares of Ho Chi Minh City Medical Import-Export Joint Stock Company (Yteco). Upon completion, Yteco will become a subsidiary of the Company to increase its competitive advantage and optimize production and business activities in the field of medical equipment and supplies of the group.

#### **IV. ASSESSMENT OF THE BOARD OF DIRECTORS ON THE PERFORMANCE OF THE EXECUTIVE BOARD IN 2024**

Based on provisions of law and the Company's charter, the Board of Directors has supervised the activities of the General Director and the Executive Board of the subsidiaries. The Board of Directors participates in periodic meetings, monitors and supervises the results of management and administration of the implementation of the business plan through monthly reports on the Company's activities and upcoming plans. Through the process of monitoring the Company's activities in 2024, the Board of Directors has the following comments:

- The Board of Directors highly appreciates the efforts of the Executive Board of member companies in building a management system and improving business methods to bring efficiency. However, due to objective factors of the market and customers, the consolidated profit results in 2024 have not completed the plan. The results of the production and business activities of member companies will be presented by the General Director in the report on production and business activities in 2024.
- The activities of the Company and its subsidiaries are managed by the law and the Company's Charter.

The Board of Directors finds that the General Director and its subsidiaries have strictly implemented the Resolution of the Board of Directors and the General Meeting of Shareholders and promptly reported information to the Board of Directors to carry out supervision by regulations

#### **V. REPORT TO THE GENERAL MEETING OF SHAREHOLDERS ON THE CONTENTS THAT HAVE NOT BEEN IMPLEMENTED:**

##### **1. Listing of SGI shares on HOSE:**

The Board of Directors reports to Shareholders on the non-implementation of the Resolution of the Annual General Meeting of Shareholders No. 02/2024/NQ-DHDCHD dated 20/06/2024 of the General Meeting of Shareholders on the listing of SGI shares on HOSE:

The Company's shares (Stock Code: SGI) were approved by the General Meeting of Shareholders to list shares on the Ho Chi Minh City Stock Exchange (HOSE) according to Resolution No. 02/2024/NQ-DHDCHD dated June 20, 2024. However, due to the unfavorable market situation for listing and the benefit of shareholders, the Company has not implemented the procedures for listing SGI shares on HOSE in 2024.

The Board of Directors will make a report on the suspension of the listing of SGI shares on HOSE, which has been approved by the 2024 Annual General Meeting of Shareholders.

#### **VI. SITUATION AND ORIENTATION IN 2025**

##### **1. Assessment of the situation:**



- On April 2, 2025, the reciprocal tariff policy announced by the US is considered a shock to the world economy, in the context that many countries have just escaped the period of record-high inflation after the Covid-19 pandemic and are facing pressure from accumulated debt as well as geopolitical conflicts.
- The inclusion of Vietnam in the group of countries subject to the highest reciprocal tariff - up to 46% % - will increase costs for businesses. Part of the increased cost can be factored into the selling price to the end consumer, tariffs can cause prices to rise, reduce revenue and narrow business profit margins.
- The stock market had the sharpest decline in the history of nearly 25 years, the VN-Index fell nearly 88 points on the first day after the information was announced, and all fluctuations were difficult to judge.
- As a multi-industry corporation in which the main activities are garment production and securities, 2025 will be quite a challenging year for Saigon 3 Group. The company needs to change drastically to match market trends, restructure and improve the quality of human resources to achieve the 2025 target

## 2. Plans and orientations for 2025:

### 2.1. Consolidated production and business plan in 2025:

No.	Items	Plan for 2025 (billion VND)
1	Net revenues	1.781,83
2	Revenues	2.091,67
3	Total accounting profit before tax	127,32
4	Profit after tax	85,28
5	Profit after tax of Parent Company	37,04
6	Expected Dividend (%)	5% in cash or stock

The General Meeting of Shareholders assigns/authorizes the Board of Directors to decide on the implementation and implementation of dividend payment to shareholders based on the actual situation.

### 2.2. Business orientation in 2025:

- Focus on implementing the consolidated revenue and profit targets of Saigon 3 Group and its subsidiaries in 2025.
- Strong restructuring of the management apparatus, people, and streamlined and efficiency-oriented work processes
- The orientation will promote digital transformation and technology, apply artificial intelligence (AI) to production - business - service activities to improve efficiency and competitiveness.
- Improve the corporate governance system of member companies.

- Safe and effective management of shareholders' capital.
- Update accurate, transparent and timely information for investors and shareholders about the Company's operation.

Ho Chi Minh City, April 04<sup>th</sup>, 2025  
**On behalf of the Board of Directors**  
**CHAIRMAN**

**NGUYEN KHANH LINH**





## SAIGON 3 GROUP INVESTMENT AND DEVELOPMENT JSC

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Company Code: 0315205307

# REPORT ON BUSINESS RESULTS IN 2024 AND THE BUSINESS PLAN IN 2025

## I. GENERAL SITUATION

In 2024, amid the unpredictable global economic and political situation, some production, business, and investment activities of the member companies within the Group were affected.

### 1. Regarding the garment manufacturing activity - wash:

- Due to the fluctuations in the global economy, escalating inflation has led consumers to reduce unnecessary spending, resulting in a global decrease in purchasing power in 2024. As a consequence, many large brands had to close some of their stores for restructuring. This has impacted the operations of the garment manufacturing industry. The business performance of Saigon 3 Garment Joint Stock Company ("SG3 Garment") did not meet the set targets
- Additionally, with the trend towards sustainable development, customers are demanding green practices, better welfare for workers, but the product prices must be competitive. This significantly impacts the already low profit margins of garment companies in general and SG3 Garment in particular.
- The business operations of Saigon 3 Jean Co., Ltd. ("SG3 Jean") did not achieve the results as planned, but there have been positive highlights, including the development of new customers, the addition of potential customers, and the support of the garment factory's operations.
- SG3 Garment is currently working with the wash factory in an effective collaboration to create an interconnected and optimized production chain, supporting each other.

### 2. Regarding the manufacturing and business activities of medical equipment:

In 2024, Bông Bạch Tuyết and Bạch Tuyết Kotton quickly adapted to changes in consumer trends, not only protecting their market share in traditional distribution channels but also significantly growing sales on e-commerce platforms to maintain their growth.

In addition to expanding the market, the company has diversified its products and developed higher-value products. By controlling costs and managing risks better, it has created a sustainable foundation for development. As a result, the profit achieved is very positive and exceeds the set plan.

### 3. Regarding investment, finance, and securities activities:

The year 2024 is one in which opportunities and challenges appear intertwined in business activities. The market still harbors many fluctuations, and liquidity has yet to improve. The Board of Directors of the Company and the Executive Board of the subsidiary companies continuously monitor market developments and promptly adjust business operations accordingly.



SG3 Group always prioritizes capital safety, so it is quite cautious with investment activities during periods of market instability. The business, investment, and service operations of its member companies have achieved over 93% of the targeted profit plan, reflecting the efforts of the member companies' executive boards.

## II. RESULTS OF IMPLEMENTATION OF TARGETS IN 2024

### 1. About business operations (Consolidated report):

The consolidated financial performance report of the Parent Company and the business results of the subsidiary companies are as follows:

No.	Items	Plan in 2024 (billion VND)	Implementa tion in 2024 (billion VND)	% of implementatio n compared to the 2024 plan
1	Net revenues	1.428,2	1.569,3	109,9%
2	Revenues	1.622,5	1.950,9	120,2%
3	Total accounting profit before tax	125,3	10,1	8,1%
4	Profit after tax	92,9	2,2	2,4%
5	Profit after tax of Parent Company	53,3	7,7	14,4%

### *Results of operations of subsidiaries of Saigon 3 Group in 2024:*

No.	Company	Revenue (VND)	Profit before tax (VND)	Notes
01	Saigon 3 Group Development Investment Joint Stock Company	66.833.766.252	29.278.454.829	Private Reports
02	Saigon 3 Capital Investment Co., Ltd.	102.242.922.603	28.182.931.690	
03	Saigon 3 Garment Joint Stock Company	1.336.141.359.844	53.707.136.803	The profit does not include the SG3 Jean provision
04	Saigon 3 Jean Co., Ltd.	124.802.797.721	(44.401.197.063)	
05	Saigon Leather Garment Joint Stock Company	26.349.805.894	(21.349.676.967)	
06	Thanh Cong Securities & Investment Fund	230.434.836.324	58.770.444.380	



No.	Company	Revenue (VND)	Profit before tax (VND)	Notes
07	Bong Bach Tuyet & Kotton Bach Tuyet	249.522.402.691	25.272.932.095	

## 2. About other activities:

- Continuing the tradition of companionship and sharing, Saigon 3 Group has organized a program to award scholarships and support difficulties for children and employees in difficulties. The program is implemented from a combination of heart, contributions of Leaders, employees of the Company and sponsorship of member companies:
  - + Saigon 3 Garment Joint Stock Company sponsored: 260,300,000 VND
  - + Individual members of the Board of Directors, Executive Board and employees support: 130,932,000 VND.
  - + Along with many gifts such as books, school supplies...
- Saigon 3 always focuses on developing policies to take care of the material and spiritual life of employees in the group. The "Saigon 3 People" support fund has always accompanied the Saigon 3 Group family throughout the years and supported many cases of sick workers, deferred loans and gave many trade union shelters to workers' families.

## III. BUSINESS PLAN FOR 2025

### 1. General plan:

Focus and stick to the revenue and profit targets approved by the General Meeting of Shareholders. Strictly implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors to ensure the efficiency of production and business activities and comply with the provisions of law.

### 2. Consolidated production and business plan in 2025:

No.	Items	Plan for 2025 (billion VND)
1	Net revenues	1.781,83
2	Revenues	2.091,67
3	Total accounting profit before tax	127,32
4	Profit after tax	85,28
5	Profit after tax of Parent Company	37,04

**The business plan for the main areas in 2025.**

<b>Stt</b>	<b>Company</b>	<b>Turnover (VND)</b>	<b>Profit before tax (dong)</b>	<b>Notes</b>
01	Saigon 3 Group Development Investment Joint Stock Company	76.500.679.169	26.232.214.156	Private Reports
02	Saigon 3 Capital Investment Co., Ltd.	61.097.976.303	2.816.666.667	
03	Saigon 3 Garment Joint Stock Company	1.409.971.997.824	17.783.580.005	SG3 Jean spare not included
04	Saigon 3 Jean Co., Ltd.	175.737.144.879	489.032.280	
05	Saigon Leather Garment Joint Stock Company	4.661.184.170	(22.297.058.170)	
06	Thanh Cong Securities & Investment Fund	276.590.000.000	125.260.000.000	
07	Bong Bach Tuyet & Kotton Bach Tuyet	335.459.343.577	21.013.071.249	

Ho Chi Minh City, April 04<sup>th</sup>, 2025  
**CHIEF EXECUTIVE OFFICER**

**NGUYEN QUOC VIET**





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# REPORT OF THE BOARD OF SUPERVISORS IN 2024

## To: GENERAL SHAREHOLDERS MEETING

- Based on the functions and tasks of the Supervisory Board specified in the Charter of Saigon 3 Group Development Investment Joint Stock Company and the provisions of law;
- Based on the results of inspection and supervision of financial and business activities in 2024 of the Supervisory Board at Saigon 3 Group Development Investment Joint Stock Company;

The Supervisory Board of Saigon 3 Group Development Investment Joint Stock Company (SGI) would like to submit to the 2025 Annual General Meeting of Shareholders (AGM) the Supervisory Board's Activity Report in the fiscal year 2024 with the following contents:

### **I/ ACTIVITIES OF THE CONTROL BOARD:**

#### **1- Personnel of the Supervisory Board:**

The personnel of the Supervisory Board in 2024 consists of 03 members as follows:

- Ms. Pham Viet Lan Anh - Head of the Supervisory Board
- Mr. Nguyen Hoang Giang - Members of the Supervisory Board
- Mr. Le Ngoc Hung - Members of the Supervisory Board

#### **2- Activities of the Supervisory Board in 2024:**

- In 2024, SGI's Supervisory Board has implemented and seriously implemented the supervision of the company's financial situation, the legality of activities of members of the Board of Directors (BOD), General Director (General Director) and other managers. The coordination of activities between the Supervisory Board and the Board of Directors, the Executive Director and the Management Officer is in accordance with the law and the company's Charter.

- Supervise the implementation of the Resolution of the General Meeting of Shareholders of the Company.

- Proactively make a plan, control and implement the plan in accordance with the provisions of law and the Operating Regulation of the Supervisory Board.

- The Supervisory Board is provided with information and decisions of the Board of Directors and the Board of Directors on production and business activities in 2024.

- Review the 2023 financial statements to make a report on the inspection of the financial situation in 2023.

- Inspect and supervise the activities of members of the Board of Directors as well as the Board of Directors to ensure the goals for the interests of shareholders and employees.

#### **3- Summary of meetings and decisions of the Supervisory Board in 2024:**

In 2024, the Supervisory Board has held a regular meeting every six months in accordance with the law. In addition, the Supervisory Board regularly organizes exchanges and evaluations on



issues related to the management and administration of the Company's business activities for the purpose of controlling the Supervisory Board. In 2 meetings during the year, the Supervisory Board has summarized its activities as mentioned in Section 2 of this Report.

Through control activities, the Supervisory Board has made opinions and recommendations to the Board of Directors and the Executive Board on measures to strengthen control, reduce risks, ensure compliance with the provisions of the law, Charter and internal regulations, contributing to improving quality, the Company's operational efficiency.

#### **4. Remuneration and commendation of the Supervisory Board in 2024:**

In 2024, the Supervisory Board does not receive remuneration from SGI and does not incur any expenses at SGI.

## **II/ REPORT ON MONITORING THE OPERATION OF SGI:**

### **1. Report on the implementation of the Resolution of the General Meeting of Shareholders:**

The Board of Directors and the Board of Directors of the Company have seriously implemented a number of contents according to the Resolution of the Annual General Meeting of Shareholders in 2024:

- The after-tax profits for the fiscal year 2023 are distributed in accordance with the Resolution of the Annual General Meeting of Shareholders approved, specifically distributing dividends to existing shareholders with a total rate of 10% (dividend in 2022 is 5% and dividend in 2023 is 5%) with a corresponding value of VND 75.46 billion
- For the selection of an independent audit firm to audit the 2023 financial statements: The Board of Directors of the company has approved the selection and the General Director has signed a contract with A&C Auditing and Consulting Co., Ltd. to review the 06-month report and audit the 2023 financial statements.
- The Board of Directors and the Board of Directors have made great efforts and are active in implementing the production and business plan entrusted by the General Meeting of Shareholders.

### **2. Results of supervision of members of the Board of Directors, members of the Board of Directors and managers:**

Through the process of monitoring the Company's activities and through the verification of financial statements, the Supervisory Board assesses as follows:

- The Board of Directors and the Board of Directors have fully complied with the provisions of the law in management and administration. Members of the Board of Directors, the Board of Directors and managers have properly performed their assigned functions and tasks in accordance with the Charter and the Resolution of the General Meeting of Shareholders.
- The Board of Directors and the Board of Directors strictly comply with the regulations on information disclosure in accordance with the law.
- In 2024, the Company will not have any disputes related to business activities. There are no conflicts or conflicts of interest with related people.
- For shareholders: In 2024, the Company's Supervisory Board will not receive requests or complaints from shareholders or groups of shareholders with the proportion and duration of share ownership as prescribed in the Company's Charter.

### **3. Evaluate the coordination between the Supervisory Board and the Board of Directors, the Board of Directors and other managers:**



- The Supervisory Board closely coordinates with the Board of Directors and the Board of Directors but still maintains its independence. In 2024, during the meetings of the Board of Directors, the Supervisory Board will be notified and sent representatives to attend to improve the quality and independence of control activities.
- The Board of Directors has promptly and fully provided its resolutions and decisions to the Supervisory Board. The Board of Directors has created conditions for the Supervisory Board to collect information and documents to ensure that the management process is implemented in accordance with the resolution of the General Meeting of Shareholders.

**4. An evaluation report on transactions between companies in which members of the Board of Directors, General Directors and executives are managers of enterprises in the last 03 years prior to the time of transaction:**

For related transactions, SGI always complies with the organization of the Board of Directors meetings or seeks written opinions of the Board of Directors on the implementation of these transactions. All transaction contracts signed with related companies/corporations in accordance with the provisions of law are unanimously approved by the Board of Directors in accordance with the company's charter and current laws.

**III/ REPORT ON MONITORING SGI'S FINANCIAL SITUATION:**

**1. Regarding the implementation of the accounting regime, financial statements and business results:**

Through the verification of the Company's financial statements for the fiscal year 2024, the Supervisory Board would like to report the verification results as follows:

- The Company's periodic financial statements are prepared in an honest and reasonable manner, accurately reflecting the Company's financial situation at all times and periods, strictly complying with Vietnamese accounting standards and other current accounting regulations in Vietnam. Financial statements are also disclosed to shareholders in a timely manner in accordance with current regulations for large-scale public companies.
- The Supervisory Board does not have any objection to the figures shown in the Financial Statements for 2024 and the Company's Semi-Annual Financial Statements have been audited by an independent audit organization.

**2. Regarding the inspection of the company's financial situation:**

- ❖ The company's total consolidated assets in 2024 increased slightly compared to 2023 (an increase of about VND 698 billion compared to the previous year, equivalent to an increase of about 15.29%).
- ❖ The company's short-term assets increased slightly compared to the previous year from VND 3,429 billion in 2023 to VND 3,470 billion in 2024. The main reason is that the system increases short-term financial investment but decreases short-term loan receivables.
- ❖ For long-term assets: The Company's long-term assets increased by VND 658 billion due to a sharp increase in long-term receivables from VND 44 billion to VND 712 billion during the year.
- ❖ For liabilities: Total short-term liabilities in 2024 increased by VND 717.96 billion, equivalent to 50.81%, of which the company's short-term loans increased sharply, corresponding to 54.55%.



- ❖ For equity: The Company's total equity in 2024 decreased slightly compared to the previous year, mainly due to the company's dividend distribution to existing shareholders, while the Company did not have capital increase activities at its member units and profits declined at most members and even appeared losses at 02 member units.

### **3. Regarding the report on the company's business results:**

The consolidated revenue of the whole system in 2024 increased slightly compared to 2023, an increase of VND 282 billion, equivalent to an increase of 17.76%. However, due to the sharp decline in the profit of the textile and garment industry, even two member units lost a lot, leading to a deep decline in the overall profit of the whole system, from VND 216 billion in 2023 to more than VND 10 billion for the whole system in 2024. The decline in profit makes the company's profitability rates tend to decrease, showing a difficult business year of the entire SGI system.

### **❖ IV/ COMMENTS AND PROPOSALS TO THE BOARD OF DIRECTORS AND THE COMPANY'S EXECUTIVE BOARD:**

- The system needs to take measures to strengthen the expansion of market share and revenue growth in the face of the increasingly difficult, volatile and unfavorable world economic situation, striving to complete the sales targets approved by the General Meeting of Shareholders.
- The system needs to continue to promote effective cost management, especially in sales costs and business management costs, ensuring the efficiency of production and business activities as planned.

### **VI/ OPERATION PLAN OF THE SUPERVISORY BOARD IN 2025:**

In order to properly implement the control according to the Law on Enterprises and the Company's Charter, the Supervisory Board develops the 2025 plan as follows:

- Supervise the observance of the provisions of the law, the Charter of the Company, the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors of the Company.
- Continue to perform the task of inspecting and supervising business administration and management activities according to the functions and tasks specified in the Law on Enterprises and the Company's Charter.
- Supervise the plans and implementation of the Company's business and investment activities.
- Considering and appraising the Company's 6-month and full-year financial statements.
- Supervise the coordination of activities between the Board of Directors, the Executive Board and the Supervisory Board.
- Other tasks as prescribed by the Law on Enterprises and the Company's Charter.

The above is the report of the Company's Supervisory Board for the operation of the fiscal year 2024 and the direction of operation in 2025, which is submitted to the Annual General Meeting of Shareholders in 2025 for consideration and approval.

I wish the General Meeting of Shareholders good health and success./.



Ho Chi Minh City, April 04<sup>th</sup>, 2025

**ON BEHALF OF BOS**

**HEAD OF BOS**

**PHAM VIET LAN ANH**



**SAIGON 3 GROUP INVESTMENT AND DEVELOPMENT JSC**

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**PROPOSAL 01**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Regarding approving the audited Financial Statements in 2024*

**To: GENERAL SHAREHOLDERS MEETING**

*Based on:*

- *Law on securities No.54/2019/QH14 dated November 26, 2019;*
- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *The Charter of Saigon 3 Group Investment and Development Joint Stock Company;;*
- *Financial Statements for 2024 of the Company audited by A & C Auditing and Consulting Co., Ltd;*

The Board of Directors of Saigon 3 Group Investment and Development JSC respectfully submits to the General Meeting of Shareholders for approval of the Parent Financial Statements and Consolidated Financial Statements in 2024 of the Company audited by A & C Auditing and Consulting Co., Ltd. (attached is the audited Financial Statements in 2024).

The audited Financial Statements in 2024 have been disclosed on March 31, 2025

For the General Meeting of shareholders consideration and approval.

Ho Chi Minh City, April 04<sup>th</sup>, 2025

**On behalf of the Board of Directors**

**CHAIRMAN**

**NGUYEN KHANH LINH**





## **PROPOSAL 02**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Regarding the selection of Auditing Firm for 2025*

**To: GENERAL SHAREHOLDERS MEETING**

*Based on:*

- *Law on securities No.54/2019/QH14 dated November 26, 2019;*
- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *The Charter of Saigon 3 Group Investment and Development Joint Stock Company;*

The Board of Supervisors submits to the General Meeting of Shareholders for approval the list of independent auditing companies and authorization the Board of Directors to select one (01) Company for auditing the Separate and Consolidated Financial Statements in 2025 and reviewing the Separate and Consolidated semi-annual Financial Statements in 2025.

List of auditing companies consists of:

1. Ernst & Young Viet Nam Limited
2. A&C Auditing and Consulting Co., Ltd
3. KPMG Limited

For the General Meeting of shareholders consideration and approval.

Ho Chi Minh City, April 04<sup>th</sup>, 2025

**ON BEHALF OF BOS**

**HEAD OF BOS**

**PHAM VIET LAN ANH**



## PROPOSAL 03

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

*Regarding Remuneration, reward for the Board of Directors, the Supervisory Board in 2024 and plan in 2025*

**To: GENERAL SHAREHOLDERS MEETING**

*Based on:*

- *Law on securities No.54/2019/QH14 dated November 26, 2019;*
- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *The Charter of Saigon 3 Group Investment and Development Joint Stock Company;*
- *Annual AGM's resolution in 2024 No. 01/2024/NQ-ĐHĐCĐ dated June 20, 2024.*

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the remuneration and reward for the Board of Directors and the Supervisory Board for 2024 and the plan for 2025, as follows:

#### **1. Remuneration and reward for the Board of Directors and the Board of Supervisors in 2024:**

- Remuneration: The Board of Directors and the Board of Supervisors don't receive remuneration for the 2024 financial year.
- Reward for the Board of Directors and the Board of Supervisors: None.

#### **2. Plan Remuneration, reward for the Board of Directors and the Board of Supervisors for 2025:**

- Remuneration: The Board of Directors and the Board of Supervisors proposal will not receive remuneration in 2025.
- Reward for the Board of Directors and the Board of Supervisors in 2025: 2% of profit after taxes (consolidated) from the portion exceeding the annual target plan 2025.

The General Shareholders authorizes/assigns the Board of Directors to decide the remuneration for each member of the Board of Directors and the Board of Supervisors (if have), payment schedule and other related issues.

For the General Meeting of shareholders consideration and approval.



Ho Chi Minh City, April 04<sup>th</sup>, 2025  
**On behalf of the Board of Directors**  
**CHAIRMAN**

**NGUYEN KHANH LINH**

**SAIGON 3 GROUP INVESTMENT AND DEVELOPMENT JSC**

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Company Code: 0315205307

**PROPOSAL 04****ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025***Regarding the payment of dividends and profit distribution in 2024***To: GENERAL SHAREHOLDERS MEETING***Based on:*

- Law on securities No.54/2019/QH14 dated November 26, 2019;
- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- The Charter of Saigon 3 Group Investment and Development Joint Stock Company;
- Financial Statements for 2024 of the Company audited by A & C Auditing and Consulting Co., Ltd.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval payment of dividend and profit distribution in 2024, as follows:

**I. Payment of dividends in 2024:**

Dividend in 2024: ratio is 5% by cash

The General Meeting of Shareholders assigns/authorizes the Board of Directors to decide on the time to pay 2024 cash dividends based on legal regulations.

**II. Profit distribution:**

Stt	Nội dung	Số tiền (vnd)
<b>I</b>	<b>Retained earnings:</b>	<b>1.030.205.256.371</b>
1	Retained earnings accumulated to the end of the previous year	1.022.469.929.112
2	Retained earnings of the current year	7.735.327.259
<b>II</b>	<b>Profit distribution plan in 2024:</b>	<b>37.732.350.000</b>
1	Extract from the financial reserve fund	0
2	Extract from the reward and welfare fund	0
3	Extract from investment and development	0
4	Chia cổ tức năm 2024 bằng tiền mặt (5%/vốn điều lệ)	37.732.350.000
5	Remuneration for the Board of Directors, the Board of Supervisors in 2024	0
6	Reward for the Board of Directors, the Board of Supervisors in 2024	0
<b>III</b>	<b>The retained undistributed after-tax profit</b>	<b>992.472.906.371</b>



For the General Meeting of shareholders consideration and approval.

Ho Chi Minh City, April 04<sup>th</sup>, 2025  
**On behalf of the Board of Directors**  
**CHAIRMAN**

**NGUYEN KHANH LINH**



## **PROPOSAL 05**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

*Regarding change company name*

**To: GENERAL SHAREHOLDERS MEETING**

*Based on:*

- *Law on securities No.54/2019/QH14 dated November 26, 2019;*
- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *The Charter of Saigon 3 Group Investment and Development Joint Stock Company.*

To facilitate the process of connecting with partners, seeking investment opportunities, and expanding markets in line with the company's direction and towards sustainable development in the future, the Board of Directors respectfully submits to the General Assembly of Shareholders for consideration and approval of the company's name change as follows:

1. Change the company name from Sai Gon 3 Group Investment Development Joint Stock Company to SGI Holdings Investment JSC, as follows:
  - Company name in Vietnamese: **Công ty Cổ phần Đầu tư SGI Holdings**
  - Company name in English: **SGI Holdings Investment JSC**
  - The abbreviation of the company: **SGI Holdings**

2. Deploy implementation:

Assign/authorize the Board of Directors to decide the appropriate time to carry out the procedures for registering the change of the Company's name with the competent authorities, update the amendment to the Articles of Association, proceed with registering the change of the Business Registration Certificate and publish the information in accordance with legal regulations.

For the General Meeting of shareholders consideration and approval.

Ho Chi Minh City, April 04<sup>th</sup>, 2025

**On behalf of the Board of Directors**  
**CHAIRMAN**

**NGUYEN KHANH LINH**





## PROPOSAL 06

### ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

*Regarding Report on the failure to implement the listing of shares as approved by the General Meeting of Shareholders and the proposal to the General Meeting of Shareholders to suspend the listing of shares on the Ho Chi Minh City Stock Exchange*

#### To: GENERAL SHAREHOLDERS MEETING

*Based on:*

- Law on securities No.54/2019/QH14 dated November 26, 2019;
- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- The Charter of Saigon 3 Group Investment and Development Joint Stock Company.
- Resolution of the Extraordinary General Meeting of Shareholders in 2022 No. 03/2022/NQ-ĐHĐCĐBT dated July 26, 2022; Resolution of the Annual General Meeting of Shareholders in 2023 No. 03/2023/NQ-ĐHĐCĐ dated May 17, 2023 and Resolution of the Annual General Meeting of Shareholders in 2024 No. 02/2024/NQ-ĐHĐCĐ dated June 20, 2024.

The Board of Directors ("BOD") reports to the General Meeting of Shareholders ("GMS") regarding the failure to list the shares of Saigon 3 Group Investment and Development Joint Stock Company (Stock code: SGI) on the Ho Chi Minh Stock Exchange ("HOSE") and respectfully presents to the GMS the proposal to halt the listing of SGI shares on HOSE as follows:

1. The 2024 Annual General Meeting approved the listing of SGI shares on HOSE and authorized the Board of Directors to carry out all necessary procedures. However, due to the unfavorable market conditions for listing and in the interest of shareholders, the Company has not yet proceeded with the listing of SGI shares on HOSE in 2024.
2. Due to the company's business results in 2024 not being favorable and not suitable for the listing of SGI shares in 2025, the Board of Directors respectfully presents to the General Meeting of Shareholders (GMS) the proposal to suspend the implementation of listing SGI shares on HOSE, as approved by the Annual General Meeting of Shareholders in 2024 under Resolution No. 02/2024/NQ-ĐHĐCĐ dated June 20, 2024. When the company's situation improves and market conditions become more favorable, the Board of Directors will present the proposal to the GMS for the listing of SGI shares on HOSE again.

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders for consideration and approval of the decision to halt the listing of SGI shares on the HOSE, as previously approved by the Annual General Meeting of Shareholders in 2024 according to Resolution No. 02/2024/NQ-ĐHĐCĐ dated June 20, 2024. The Board will present the matter of listing SGI shares on HOSE again to the General Meeting of Shareholders when the Company's situation improves and market conditions become more favorable.

Ho Chi Minh City, April 04<sup>th</sup>, 2025  
**On behalf of the Board of Directors**  
**CHAIRMAN**

**NGUYEN KHANH LINH**