

DRAFT

**RESOLUTION**

**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
SAIGON TRAFFIC CONSTRUCTION JOINT STOCK COMPANY**

**Pursuant to:**

- *The Law on Securities No. 54/2019/QH14 was promulgated by the National Assembly on November 26, 2019;*
- *The Law on Enterprise No.59/2020/QH14 was promulgated by the National Assembly on June 17, 2020;*
- *The minutes and results of the 2025 Annual General Meeting of Shareholders of Saigon Traffic Construction Joint Stock Company on April 25, 2025.*

**RESOLVES**

**Article 1.** Approve the Report on production and business performance in 2024 and the production and business plan for 2025 of the Board of Management (Attached document).

**Article 2.** Approve the Report on the Activities of the Board of Directors in 2024 (Attached document) with the following financial targets:

▪ **2024 Production and Business Results:**

*Unit: billion VND*

No.	Target	2024 Plan	2024 Actual	Percentage of completion (%)
		(1)	(2)	(3)=(2)/(1)
1	Revenue	990.00	1,506.57	152.18%
2	Profit (after tax)	23.126	40.337	174.42%
3	Dividend (%)	6.8%	9.0%(*)	132.35%

*(Note: According to audited financial statements for 2024)*

*(\*) Expected dividend for 2024*

▪ **2025 Business Plan:**

*Unit: billion VND*

TT	Target	2024 Plan	2025 Plan	Percentage of 2025 Plan / 2024 Plan (%)
	(1)	(2)	(3)	(4)=(3)/(2)
1	Revenue	990.00	1,010.00	102%

2	Profit after tax	23.126	23.806	103%
3	Dividend (% x Charter Capital)	6.8%	7.0%	103%

*Note: Profit after tax, after allocation to the Science and Technology Fund.*

**Article 3.** Approve the Report on the Activities of the Board of Supervisors in 2024 (Attached document).

**Article 4.** Approve the Audited Financial Statements for 2024 (Attached document).

**Article 5.** Approve the Proposal on Profit Distribution for 2024 (Attached proposal) with the following contents:

**1. Implementation of 2024 profit distribution:**

❖ Operating results in 2024:

*Unit: VND*

No.	Item	According to the 2024 audited financial statements (parent company - separate financial statements)	According to the 2024 audited financial statements (consolidated financial statements)
1	Profit before tax	50,369,510,704	50,541,415,942
2	Current Corporate Income Tax	10,032,471,842	10,118,798,199
3	Profit after tax	40,337,038,862	40,422,617,743

❖ **The 2024 profit is distributed as follows:**

*Unit: VND*

No.	Item	Amount
I	Profit before tax, not yet allocated to the science and technology fund	51,927,330,704
II	Allocation to the science and technology fund (3% of profit before tax)	1,557,820,000
III	Profit after tax according to independent audit (to be distributed)	40,337,038,862
1	Profit sharing for associated capital contributors according to the signed economic contract (If any)	
2	Offset prior years' losses, no longer deductible from profit before tax as regulated.	
3	Allocation to the enterprise development fund	8,152,650,862
4	Allocation to the reward and welfare fund (16.2% of profit after tax).	6,534,600,000
4a	Reward and welfare fund for employees (75% of the reward and welfare fund).	4,900,950,000

No.	Item	Amount
	<i>Reward fund.</i>	2,529,340,000
	<i>Welfare fund.</i>	2,371,610,000
4b	Management reward fund (25% of the reward and welfare fund). Of which, the Member of the Board of Supervisors Reward Fund: 448,203,358 VND.	1,633,650,000
5	The remaining profit is used to pay a 9% cash dividend on charter capital.	25,649,788,000

(\*) The Management reward fund is distributed to the Company's Managers, Deputy General Directors, Chief Accountant, and the Board of Supervisors.

The General Director will be balanced/regulated between the two Reward Funds and the Welfare Fund. The remaining balance of the Reward and Welfare Funds will be used for subsequent years, and the General Director is authorized to decide on their appropriate use.

## 2. Dividend payment time:

Within 6 months from the date of approval by the General Meeting of Shareholders. Payment can be made in one or several installments. Authorize the General Director to decide on all matters related to the payment of 2024 dividends.

**Article 6.** Approve the Proposal on the Profit Distribution Plan for 2025 (Attached proposal) with the following contents:

### 1- The 2025 Profit Distribution Plan:

*Unit: VND*

No.	Item	Amount
I	Profit before tax, not yet allocated to the science and technology fund	30,678,461,000
II	Allocation to the science and technology fund (3% x taxable income)	920,354,000
III	Profit after tax distributed as follows:	23,806,485,800
1	Profit sharing for associated capital contributors according to the signed economic contract (If any)	0
2	Offset prior years' losses, no longer deductible from profit before tax as regulated.	0
3	Allocation to the enterprise development fund	0
4	Allocation to the reward and welfare fund (16.2% of profit after tax).	3,856,651,000
a	<i>Reward and welfare fund for employees (75% of the reward and welfare fund)</i>	

b	Management reward fund (25% of the reward and welfare fund)	
5	The remaining profit for dividend distribution is 7% of charter capital	19,949,834,800

The company is allocated a welfare and reward fund for 2025, which is 16.2% of the profit after tax in 2025; of which: Reward and welfare fund for employees accounts for 75%, the management reward fund accounts for 25%. The management reward fund is distributed to: Company Managers, Deputy General Directors, Chief Accountant and the Board of Supervisors.

2- Depending on the actual situation, the Board of Management may propose adjustments to some financial plan targets for 2025 as appropriate.

3- In case the profit after tax in 2025 exceeds the plan (after allocating the reward and welfare fund of 16.2% of the profit after tax), the Company is proposed to allocate a development investment fund (maximum allocation rate of 30% of the 2025 profit after tax) but still ensure a dividend payout ratio of 7% of charter capital in 2025.

The General Director will be balanced/regulated between the two Reward Funds and the Welfare Fund. The remaining balance of the Reward and Welfare Funds will be used for subsequent years, and the General Director is authorized to decide on their appropriate use.

In order to ensure the well-being of employees, depending on the actual business performance each year, the Company is allowed to temporarily allocate funds for reward and welfare, ensuring the dividend payout targets set annually by the General Meeting of Shareholders are met.

4- Science and Technology Fund: Based on the financial situation of the Company, the General Director is authorized to balance the fund by reallocating any outstanding balances from previous years in compliance with regulations.

**Article 7.** Approve the proposal on the remuneration regime for Members of the Board of Directors (BOD), Board of Supervisors (BOS), and the Person in charge of Corporate Governance cum Secretary of the Board of Directors in 2025, specifically as follows:

Unit: VND/year

No.	Content	Quantity	Remuneration
1.	Board of Directors	05	534,000,000
2.	Board of Supervisors	03	630,000,000
3.	Person in charge of Corporate Governance cum Secretary of the Board of Directors	01	55,200,000
<b>Total</b>		<b>09</b>	<b>1,219,200,000 (*)</b>

In which, the expected number of personnel and remuneration paid to members of the Board of Directors, Board of Supervisors, and Person in charge of Corporate Governance cum Secretary of the Board of Directors are as follows:

- Non-executive Chairman of the Board of Directors (01 person): 15,700,000 VND/month/person.
- Members of the Board of Directors (04 people): 7,200,000 VND/month/person.
- Full-time Head of the Board of Supervisors (01 person): 42,300,000 VND/month/person.
- Members of the Board of Supervisors (02 people): 5,100,000 VND/month/person.
- Person in charge of Corporate Governance cum Secretary of the Board of Directors (01 person): 4,600,000 VND/month/person.

*(\* This remuneration expense will vary depending on the number of personnel and the number of working months of the members of the Board of Directors and the Board of Supervisors.*

**Article 8.** Approve the proposal on the selection of an auditing company for 2025 (Attached proposal) with some main contents as follows:

Approving the list of auditing companies to select a company to perform the audit of the Company's financial statements in the fiscal year 2025, including:

- NVA Auditing Company Limited;
- UHY Auditing and Consulting Company Limited;
- Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCs);

The General Meeting of Shareholders authorizes the Board of Directors to decide on selecting one of the auditing companies in the above list to audit the Company's financial statements for the fiscal year 2025.

**Article 9.** Assigning the Board of Directors, the Board of Management of Saigon Traffic Construction Joint Stock Company to implement the contents approved by the General Meeting of Shareholders in this Resolution and carry out the necessary procedures to comply with legal regulations.

The Board of Supervisors of Saigon Traffic Construction Joint Stock Company is responsible for supervising the implementation of the Resolution of the General Meeting of Shareholders.

**Article 10.** This Resolution takes effect from the date of signing./.

**Recipients:**

- Company shareholders;
- Board of Directors, Board of Supervisors, Board of Management;
- Archived: General Meeting records.

**ON BEHALF OF THE GENERAL MEETING  
OF SHAREHOLDERS  
SAIGON TRAFFIC CONSTRUCTION  
JOINT STOCK COMPANY  
CHAIRPERSON OF THE GENERAL MEETING**

**HOANG NGOC HUNG**