



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 213./2025/SCG-CBTT

Hanoi, April 13, 2025

**To: Hanoi Stock Exchange
Shareholders**

Name of organization: SCG Construction Group Joint Stock Company

Stock code: SCG

Head office address: 8th Floor, Sunshine Center Building, No. 16, Pham Hung Street,
My Dinh 2 Ward, Nam Tu Liem District, Hanoi City

Tel.: 0247 305 9979

Website: <https://scgr.vn>

The person responsible for information disclosure: Mr. Nguyen Dinh Duc – Authorized
disclosure of information.

Type of information disclosure: ☒ Periodic ☐ Extraordinary ☐ 24h ☐ Other

Contents of information disclosure:

SCG Construction Group Joint Stock Company discloses the Minutes and Resolution
of the 2025 Annual General Meeting of Shareholders.

This information has been published on the Company's website on April 13, 2025, at the
link <https://scgr.vn/dai-hoi-dong-co-dong/>.

We hereby certify that the above information is accurate and assume full legal
responsibility for its disclosure. *✓*

Recipients:

- As above.

**AUTHORIZED PERSON
DISCLOSURE OF INFORMATION**



Nguyen Dinh Duc

No.: 01/2025/BBH-DHDCD

Hanoi, April 13, 2025

MINUTES OF MEETING
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
SCG CONSTRUCTION GROUP JOINT STOCK COMPANY

I. COMPANY INFORMATION

1. Company name: **SCG CONSTRUCTION GROUP JOINT STOCK COMPANY**
2. Head office address: 8th Floor, Sunshine Center Building, No. 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi City, Vietnam.
3. Business Registration Certificate No.: 0108704763, issued for the first time on April 17, 2019 by the Hanoi Department of Planning and Investment.

II. TIME AND LOCATION OF THE GENERAL MEETING

1. Time: from 8:38AM, April 13, 2025.
2. Location: Conference Hall, 5th Floor, Sunshine Center Building, No. 16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi City.

III. ATTENDEES

1. Participants of the Meeting

- Shareholders with the right to attend the Annual General Meeting of Shareholders ("AGM") are those whose names are on the list closed on March 14, 2025, provided by the Vietnam Securities Depository and Clearing Corporation and their authorized representatives attending the meeting.
- The Board of Directors (BOD) and the Executive Board members include:
 1. Mr. Do Van Truong – Chairman of the BOD
 2. Mr. Bui Van Tu – Member of the BOD cum General Director
 3. Mr. Nguyen Ngoc Son – Independent Member of the BOD
 4. Mr. Ho Duc Viet – Member of the BOD
 5. Mr. Nguyen Xuan Anh – Deputy General Director
 6. Mr. Nguyen Khac Trung – Deputy General Director
 7. Mr. Vu Anh Phuong – Deputy General Director
- The Supervisory Board (SB) members include:
 1. Ms. Nguyen Thi Thanh Huyen – Head of the SB
 2. Ms. Tran Thi Hang – Member of the SB

- Along with guests, leaders of subsidiaries, and company employees.

2. Absentees

The following individuals submitted letters requesting to be absent from the 2025 AGM:

- On April 11, 2025, the Company received a letter of absence from Mr. Nguyen Quoc Oanh – Member of the BOD cum Deputy General Director (reason for absence: personal reasons).
- On April 10, 2025, the Company received a letter of absence from Mr. Ha Huu Thanh – Member of the Supervisory Board (reason for absence: personal reasons).

IV. OPENING OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

1. To ensure the meeting proceeds in accordance with regulations, Ms. Nguyen Thi Thu Thao - Head of the Shareholder Eligibility Verification Committee, presented the Report on the verification of shareholders attending the general meeting up to 8:38 AM. Verification results:

- The total number of shareholders directly attending and represented by valid authorized representatives attending the AGM is **42** shareholders, representing **67,170,011** shares, corresponding to **67,170,011** voting rights, accounting for **79.0235%** of the total voting shares of SCG Construction Group Joint Stock Company (based on the List of Securities Holders entitled to attend the AGM closed by the Vietnam Securities Depository and Clearing Corporation on March 14, 2025).

Pursuant to the Law on Enterprises, the Charter on Organization and Operation of SCG Construction Group Joint Stock Company, the 2025 Annual General Meeting of Shareholders is qualified to proceed.

2. The Organizing Committee introduced the Presidium and the Secretariat to conduct the General Meeting as follows:
 - a. Presidium of the General Meeting
 - Mr. Do Van Truong – Chairman of the BOD – Chairman of the Meeting
 - Mr. Bui Van Tu – Member of the BOD cum General Director – Member
 - Mr. Ho Duc Viet – Member of the BOD – Member
 - Mr. Nguyen Khac Trung – Deputy General Director – Member
 - Mr. Nguyen Thanh Hung –General Director of S-Decoro Joint Stock Company – Member
 - b. Secretariat of the General Meeting
 - Ms. Hoang Thi Thanh Hao – Head of the Secretariat
 - Ms. Nguyen Thuy Hoa – Member

3. The General Meeting of Shareholders (GMS) elected the Vote Counting Committee through electronic voting, with the following results:

- Mr. Tran The Long – Head of Committee
- Mr. Nguyen Anh Tuan – Member

The Vote Counting Committee was approved by the GMS with a voting rate of **100%** based on the total voting rights of shareholders attending and voting at the General Meeting through electronic voting, the detailed vote counting results are as follows:

- **Total valid ballots: 32**, representing: **55,958,351** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
 - **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
 - **Total votes in favor: 32**, representing: **55,958,351** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
 - **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
 - **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
4. Approval of the agenda of the 2025 AGM of SCG Construction Group Joint Stock Company.

The agenda of the 2025 AGM of SCG Construction Group Joint Stock Company was approved by the GMS with a voting rate of **100%** based on the total voting rights of shareholders attending and voting at the General Meeting through electronic voting, the detailed vote counting results are as follows:

- **Total valid ballots: 32**, representing: **55,958,351** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
 - **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
 - **Total votes in favor: 32**, representing: **55,958,351** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
 - **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
 - **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
5. Approval of the Regulations on organization and working of the 2025 Annual General Meeting of Shareholders of SCG Construction Group Joint Stock Company.

The Regulations on organization and working of the 2025 Annual General Meeting of Shareholders of SCG Construction Group Joint Stock Company were approved by the AGM with a voting rate of **100%** based on the total voting rights of shareholders attending and voting at the General Meeting through electronic voting, the detailed vote counting results are as follows:

- **Total valid ballots: 32**, representing: **55,958,351** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 32**, representing: **55,958,351** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

6. Approval of the Regulations on additional elections of members of the Board of Directors and the Supervisory Board for the 2025 – 2030 term of SCG Construction Group Joint Stock Company.

The Regulations on additional elections of members of the Board of Directors and the Supervisory Board for the 2025 – 2030 term were approved by the GMS with a voting rate of **100%** based on the total voting rights of shareholders attending and voting at the General Meeting through electronic voting, the detailed vote counting results are as follows:

- **Total valid ballots: 32**, representing: **55,958,351** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 32**, representing: **55,958,351** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

V. REPORTS AND PROPOSALS PRESENTED AT THE MEETING

Content 1. Report on the activities of the Board of Directors (according to Report No. 01/SCG/BC-HDQT dated April 2, 2025 of the Board of Directors).

Content 2. Report on the activities of the independent member of the Board of Directors

in 2024 (according to Report No. 02/SCG/BC-TVHDQTDL dated March 22, 2025 of the Independent member of the Board of Directors).

Content 3. Report from the Executive Board on the business results of 2024 and the business plan for 2025 (according to Report No. 03/SCG/BC-BDH dated April 2, 2025 of the Executive Board).

Content 4. Report on the activities of the Supervisory Board (according to Report No. 04/SCG/BC-BKS dated April 2, 2025 of the Supervisory Board).

Content 5. Proposal on approval of the audited Financial Statements and profit distribution plan for 2024 (according to Proposal No. 01/SCG/TTr-HDQT dated April 2, 2025 of the Board of Directors).

Content 6. Proposal on approval of the business and production targets for 2025 (according to Proposal No. 02/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Content 7. Proposal on approval of the remuneration and bonuses plan for the Board of Directors and the Supervisory Board for 2025 (according to Proposal No. 03/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Content 8. Proposal on approval of the selection of the auditing firm for the 2025 Financial Statements (according to Proposal No. 04/SCG/TTr-BKS dated March 22, 2025 of the Supervisory Board).

Content 9. Proposal on the dismissal and election of additional members to the Board of Directors (according to Proposal No. 07/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Content 10. Proposal on the dismissal and election of additional members to the Supervisory Board (according to Proposal No. 08/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Content 11. Proposal on the amendment to the details of business lines and the Company's Charter (according to Proposal No. 09/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Content 12. Proposal on approval of the policy on transactions between the Company and its related parties (according to Proposal No. 05/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Content 13. Proposal on approval for Sunshine Group Joint Stock Company to acquire/purchase shares from shareholders of SCG Construction Group Joint Stock Company without having to conduct a public tender offer (according to Proposal No. 06/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors)

VI. DISCUSSION AND SHAREHOLDERS OPINIONS

The Presidium listened to the opinions of the shareholders. Details of the discussed opinions/questions are presented in Appendix I attached to this Minutes.

VII. VOTING

Voting method: online voting through electronic voting. Shareholders exercised their voting rights according to the regulations on organization and voting method that were presented and approved at the General Meeting. All electronic voting results of shareholders are considered the will of the shareholders.

At the time of electronic vote counting at 9:56 AM. Vote counting results for each content are as follows:

Total ballots issued: 43, representing: **68,020,011** voting rights, accounting for: **100%** of the total voting rights of shareholders attending at the meeting.

Total ballots collected: 39, representing: **67,496,426** voting rights, accounting for: **99.2302%** of the total voting rights of shareholders attending at the meeting.

Total ballots not collected: 4, representing: **523,585** voting rights, accounting for: **0.7698%** of the total voting rights of shareholders attending at the meeting.

Voting results:

Content 1. Approval of the Report on the activities of the Board of Directors (according to Report No. 01/SCG/BC-HDQT dated April 2, 2025 of the Board of Directors).

- ***Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.*
- ***Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.*
- ***Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.*
- ***Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.*
- ***Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.*

Thus, Content 01 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 2. Approval of the Report on the activities of the independent member of the Board of Directors in 2024 (according to Report No. 02/SCG/BC-TVHDQTDL dated March 22, 2025 of the Independent member of the Board of Directors).

- ***Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.*
- ***Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total*

voting rights of shareholders attending and voting.

- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 02 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 3. Approval of Report from the Executive Board on the business results of 2024 and the business plan for 2025 (according to Report No. 03/SCG/BC-BDH dated April 2, 2025 of the Executive Board).

- **Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 03 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 4. Approval of Report on the activities of the Supervisory Board (according to Report No. 04/SCG/BC-BKS dated April 2, 2025 of the Supervisory Board).

- **Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 04 was approved with a voting rate of **100%** of the total voting rights of

shareholders attending and voting.

Content 5. Approval of the audited Financial Statements for 2024 and the profit distribution plan for 2024 (according to Proposal No. 01/SCG/TTr-HDQT dated April 2, 2025 of the Board of Directors).

- **Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 05 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 6. Approval of the business and production targets for 2025 (according to Proposal No. 02/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

- **Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 06 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 7. Approval of the remuneration and bonus plan for the Board of Directors and the Supervisory Board for 2025 (according to Proposal No. 03/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

- **Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total

voting rights of shareholders attending and voting.

- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 07 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 8. Approval of the selection of the auditing firm for the 2025 Financial Statements (according to Proposal No. 04/SCG/TTr-BKS dated March 22, 2025 of the Supervisory Board).

- **Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 08 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 9. Approval of the dismissal and election of additional members to the Board of Directors (according to Proposal No. 07/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

- **Total valid ballots: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 09 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 10. Approval of the dismissal and election of additional members to the Supervisory Board (according to Proposal No. 08/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

- **Total valid ballots: 39, representing: 67,496,426 voting rights, accounting for: 100% of the total voting rights of shareholders attending and voting.**
- **Total invalid ballots: 0, representing: 0 voting rights, accounting for: 0% of the total voting rights of shareholders attending and voting.**
- **Total votes in favor: 39, representing: 67,496,426 voting rights, accounting for: 100% of the total voting rights of shareholders attending and voting.**
- **Total votes against: 0, representing: 0 voting rights, accounting for: 0% of the total voting rights of shareholders attending and voting.**
- **Total abstentions: 0, representing: 0 voting rights, accounting for: 0% of the total voting rights of shareholders attending and voting.**

Thus, Content 10 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 11. Approval of the amendment to the details of business lines and the Company's Charter (according to Proposal No. 09/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

- **Total valid ballots: 39, representing: 67,496,426 voting rights, accounting for: 100% of the total voting rights of shareholders attending and voting.**
- **Total invalid ballots: 0, representing: 0 voting rights, accounting for: 0% of the total voting rights of shareholders attending and voting.**
- **Total votes in favor: 39, representing: 67,496,426 voting rights, accounting for: 100% of the total voting rights of shareholders attending and voting.**
- **Total votes against: 0, representing: 0 voting rights, accounting for: 0% of the total voting rights of shareholders attending and voting.**
- **Total abstentions: 0, representing: 0 voting rights, accounting for: 0% of the total voting rights of shareholders attending and voting.**

Thus, Content 11 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 12. Approval of the policy on transactions between the Company and its related parties (according to Proposal No. 05/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

- **Total valid ballots: 39, representing: 67,496,426 voting rights, accounting for: 100% of the total voting rights of shareholders attending and voting.**
- **Total invalid ballots: 0, representing: 0 voting rights, accounting for: 0% of the total**

voting rights of shareholders attending and voting.

- **Total votes in favor: 39**, representing: **67,496,426** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 12 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

Content 13. Approval for Sunshine Group Joint Stock Company to acquire/purchase shares from shareholders of SCG Construction Group Joint Stock Company without having to conduct a public tender offer (according to Proposal No. 06/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Separation of the voting ballots of shareholders related to Sunshine Group Joint Stock Company's purchase/receipt of share transfers from shareholders of SCG Construction Group Joint Stock Company as presented in Proposal No. 06/SCG/TTr-HDQT. Accordingly, the following related shareholders shall not have voting rights, including: Mr. Do Anh Tuan: 19,542,500 shares, Mr. Do Van Truong: 8,500,000 shares, Smartmind Securities Joint Stock Company: 4,157,506 shares, Sunshine Sky Villa Joint Stock Company: 1,870,000 shares, Ms. Do Thi Dinh: 3,834,750 shares, Mr. Phung Xuan Duong: 1,275,000 shares, Ms. Do Thi Lua: 3,644,960 shares, Mr. Nguyen Dinh Duc: 1,912,500 shares, Mr. Bui Van Tu: 3,825,000 shares, Ms. Vu Thi Hue: 1,997,500 shares, Mr. Dinh Huu Thanh: 1,631,940 shares, Ms. Nguyen Thi Thu Van: 1,572,500 shares, Mr. Nguyen Tri Luc: 850,000 shares, Mr. Nguyen Xuan Anh: 3,568,060 shares, Mr. Vu Ngoc Nghi: 1,249,550 shares, Mr. Nguyen Van Cuong: 1,323,000 shares, Lucky International Trading and Production Company Limited: 1,348,000 shares, Ms. Nguyen Thi Xuan My: 4,683 shares.

The voting shares after the split are 22,892,551 shares. The voting results are as follows:

- **Total valid ballots: 27**, representing: **15,753,350** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 27**, representing: **15,753,350** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

Thus, Content 13 was approved with a voting rate of **100%** of the total voting rights of shareholders attending and voting.

VIII. ELECTION OF MEMBERS TO THE THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD FOR THE 2025 – 2030 TERM

Election method: Cumulative voting through electronic voting. Shareholders exercised their voting rights according to the election regulations that were presented and approved at the beginning of the meeting. All electronic voting results of shareholders are considered the will of the shareholders.

1. Election of additional members to the Board of Directors:

At the time of electronic vote counting at 10:14 AM:

Total ballots issued on the system: **43** ballots, representing: **68,020,011** voting shares.

Total ballots collected on the system: **39** ballots, representing: **67,493,428** voting shares.

Total ballots not collected on the system: **4** ballots, representing: **526,583** voting shares.

Electronic voting results are as follows:

No.	Full name	Number of votes in favor	Corresponding Percentage of Total Voting Rights of Attending and Voting Shareholders (%)
1	Mr. Do Anh Tuan	67,493,428	100%

Thus, the list of elected members of the Board of Directors includes:

- Mr. Do Anh Tuan

The list of the Board of Directors after the election includes:

No.	Full name	Position in the Board of Directors
1	Mr. Do Van Truong	Chairman of the BOD
2	Mr Do Anh Tuan	Member of the BOD
3	Mr. Bui Van Tu	Member of the BOD
4	Mr. Ho Duc Viet	Non-executive Member of the BOD
5	Mr. Nguyen Ngoc Son	Independent Member of the BOD

2. Election of additional members to the Supervisory Board:

At the time of electronic vote counting at 10:14 AM:

Total ballots issued on the system: **43** ballots, representing: **68,020,011** voting shares.

Total ballots collected on the system: **39** ballots, representing: **67,493,428** voting shares.

Total ballots not collected on the system: **4** ballots, representing: **526,583** voting shares.
Electronic voting results are as follows:

No.	Full name	Number of votes in favor	Corresponding Percentage of Total Voting Rights of Attending and Voting Shareholders (%)
1	Mr. Nguyen Van Khoi	65,810,234	97.5061%
2	Ms. Nguyen Thi Thanh Huyen	69,176,622	102.4939%

Thus, the list of elected members of the Supervisory Board includes:

- Mr. Nguyen Van Khoi
- Ms. Nguyen Thi Thanh Huyen

The list of the Supervisory Board after the election includes:

No.	Full name	Position in the Supervisory Board
1	Mr. Nguyen Van Khoi	Member of the Supervisory Board
2	Ms. Nguyen Thi Thanh Huyen	Member of the Supervisory Board
3	Ms. Tran Thi Hang	Member of the Supervisory Board

IX. APPROVAL OF THE MINUTES AND RESOLUTION OF THE GENERAL MEETING

Ms. Hoang Thi Thanh Hao – Head of the Secretariat of the General Meeting, presented the full text of the Minutes and the Resolution of the Annual General Meeting of Shareholders 2025.

The Minutes and Resolution were unanimously approved by the GMS with a rate of **100%** of the total voting shares present at the General Meeting through electronic voting, the detailed vote counting results are as follows:

- **Total valid ballots: 38**, representing: **67,495,609** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total invalid ballots: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total votes in favor: 38**, representing: **67,495,609** voting rights, accounting for: **100%** of the total voting rights of shareholders attending and voting.
- **Total votes against: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.
- **Total abstentions: 0**, representing: **0** voting rights, accounting for: **0%** of the total voting rights of shareholders attending and voting.

The General Meeting adjourned, the direct session concluded at 10:55 AM on the same day. *van*

Recipients:

- BOD, SB, Executive Board;
- Website, HNX, SSC;
- Archived: Office.

**SECRETARY OF THE
MEETING**

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS**

CHAIRMAN

[Signature]
Hoang Phi Thanh Hao



[Signature]
DO VAN TRUONG

[Signature]
Nguyễn Thủy Hoa

APPENDIX I – QUESTIONS, DISCUSSION

(Attached to the Minutes of the AGM No.: 01/2025/BBH-ĐHĐCĐ dated April 13, 2025)

Question 1:

SCG Shareholder Code SCG.000077: Could the Chairperson kindly clarify the grounds and rationale for setting the business plan at a total revenue of VND 12,000 billion and a pre-tax profit of VND 700 billion? In the view of the Board, is this target considered achievable?

Answer:

Mr. Bui Van Tu answer:

Dear Shareholders!

In 2025, SCG Construction Group Joint Stock Company has set a business target of VND 12,000 billion in total revenue and VND 700 billion in pre-tax profit. This plan is built upon three key foundations:

1. Project Resources:

During the 2025–2026 period, SCG has signed contracts with investors totaling approximately VND 40,000 billion. These are projects with full legal documentation and clear business plans. With expected total revenue of VND 40,000 billion over the next two years, the 2025 total revenue target of VND 12,000 billion can be considered modest and entirely achievable.

2. Financial Resources:

To ensure the achievement of its revenue target, SCG is focusing on mobilizing capital from three main sources:

- First, SCG's internal capital accumulated since its establishment.
- Second, financial inflows from signed contracts with investors.
- Third, loans from credit institutions and banks.

In the first quarter of 2025, SCG has proactively worked with various banks to prepare funding for construction implementation and development plans.

3. Human Resources:

Following the merger with Sunshine and in alignment with the directives of the Party and the State on organizational restructuring, SCG has undergone a comprehensive restructuring process. Specifically, the company has streamlined its operational structure and optimized workflows to improve efficiency, shorten processing times, and accelerate project implementation compared to previous years.

We sincerely thank our valued shareholders for their continued support and trust in SCG!

Question 2:

SCG Shareholder Code SCG.000101: How might the expected acquisition of SCG as a member of Sunshine Group Corporation affect the company's business operations?

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Answer:

Mr. Do Van Truong answer:

Dear Shareholders!

As you may already know, Sunshine Group Joint Stock Company is a pioneer in the field of technology-driven real estate, renowned for its strong capability in investing in and developing large-scale real estate projects.

Notably, Sunshine Group Joint Stock Company possesses a strong financial foundation, flexible capital mobilization capabilities, and an extensive network of strategic partners. Therefore, the collaboration between SCG and Sunshine Group presents a significant opportunity for SCG to secure sustainable projects and achieve strong growth in the near future.

Question 3:

SCG Shareholder Code SCG.000160: What key projects does SCG plan to implement this year? What is the current progress of these projects? Does the company encounter any risks during the implementation of these projects?

Answer:

Mr. Bui Van Tu answer:

Dear Shareholders!

It's clear that you've been closely following both SCG and Sunshine, as your question is very detailed. Let me briefly highlight some of the key projects SCG is implementing in 2025:

1. Low-rise projects in the Ciputra area: The Noble Palace product line is expected to deliver 500 units in 2025.
2. The Noble Palace Tay Thang Long project, with approximately 2,500 units. In 2025, around 60% of the units are expected to be handed over to the investors.
3. The Noble Palace Long Bien project, comprising nearly 200 units, is expected to be completed and handed over to the investor in Q4/2025
4. High-rise projects under the Noble Crystal product line:
 - The project in the Ciputra area is expected to top out five towers around October 2025, with handover scheduled for Q2/2026.
 - The Noble Crystal Long Bien project is expected to top out in November 2025 and be handed over for use by June 2026.
5. These are some of the key representative projects in Hanoi. As for projects in Ho Chi Minh City, the plan for this year is as follows:
 - The Sunshine Sky City project in District 7 is scheduled to hand over three towers - S2, S3, and S4 - to the investor in December 2025;
 - Other ongoing projects will continue construction according to the 2026 business plan.

During project implementation - as is common in the construction industry - SCG has encountered several challenges, including:

- Fluctuations in construction material prices, particularly during this period of global trade tensions and economic instability both domestically and internationally. These fluctuations have had a direct impact on SCG's business operations. Nevertheless, we have proactively anticipated these challenges by negotiating contracts with investors and securing pricing with suppliers in advance to maintain cost stability and meet construction timelines.
- The risk of late payment from the investor is a common situation, some projects have late payment. To control that part, with SCG's capital and bank loans, the Company proactively pushes the progress during the period when the Investor is late in payment.
- Human resource risks, in each stage with fluctuations at each time, the Company has solutions to supplement on-site human resources, or apply management software to stabilize human resources to ensure construction progress.
- Weather-related and natural condition risks, which are inherent in the construction industry due to the fixed nature of the product. In cases of force majeure, SCG will engage in negotiations with investors to find reasonable and mutually acceptable solutions.

Question 4:

SCG Shareholder Code SCG.000099: As far as I know, the company's total revenue in 2024 did not meet the planned target. Could the company share the main reasons behind this year's shortfall in revenue?

Answer:

Mr. Ho Duc Viet answer:

Dear Shareholders!

In 2024, the company recorded total revenue reached approximately VND 3,086 billion, falling short of the targeted VND 5,000 billion. The main reason lies in the fact that the construction industry continued to face numerous challenges.

From the beginning of the year, the Vietnamese real estate market fell into a slump, with many projects either stalled or delayed due to legal obstacles and a tightened credit policy that restricted capital flows. In addition, fluctuations in construction material prices also significantly impacted the progress and acceptance of project packages, thereby affecting the overall revenue plan.

However, through a strategy focused on cost control, streamlining operations, and enhancing execution efficiency at key projects, the Company achieved a positive profit outcome. Net profit after tax in 2024 exceeded the target by 98.32% and showed an impressive growth of 839.32% compared to 2023.

This result reflects the relentless efforts and flexible leadership direction of the management team, affirming SCG's executive capabilities despite the market's unpredictable fluctuations.

We sincerely thank our valued shareholders for their continued trust and support!

No.: 01/2025/SCG/NQ-DHDCD

Hanoi, April 13, 2025

RESOLUTION

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025
SCG CONSTRUCTION GROUP JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises 2020 and its guiding documents;
- Pursuant to the Charter of SCG Construction Group Joint Stock Company ("Company")
- Pursuant to the Minutes of the Company's General Meeting of Shareholders dated April 13, 2025.

RESOLVES:

Article 1. Approval of the Report on the activities of the Board of Directors (according to Report No. 01/SCG/BC-HDQT dated April 2, 2025 of the Board of Directors).

Article 2. Approval of the Report on the activities of the independent member of the Board of Directors in 2024 (according to Report No. 02/SCG/BC-TVHDQTDL dated March 22, 2025 of the Independent member of the Board of Directors).

Article 3. Approval of Report from the Executive Board on the business results of 2024 and the business plan for 2025 (according to Report No. 03/SCG/BC-BDH dated April 2, 2025 of the Executive Board).

Article 4. Approval of Report on the activities of the Supervisory Board (according to Report No. 04/SCG/BC-BKS dated April 2, 2025 of the Supervisory Board).

Article 5. Approval of the audited Financial Statements for 2024 and the profit distribution plan for 2024 (according to Proposal No. 01/SCG/TTr-HDQT dated April 2, 2025 of the Board of Directors).

Article 6. Approval of the business and production targets for 2025 (according to Proposal No. 02/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).



Article 7. Approval of the remuneration and bonus plan for the Board of Directors and the Supervisory Board for 2025 (according to Proposal No. 03/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Article 8. Approval of the selection of the auditing firm for the 2025 Financial Statements (according to Proposal No. 04/SCG/TTr-BKS dated March 22, 2025 of the Supervisory Board).

Article 9. Approval of the policy on transactions between the Company and its related parties (according to Proposal No. 05/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Article 10. Approval for Sunshine Group Joint Stock Company to acquire/purchase shares from shareholders of SCG Construction Group Joint Stock Company without having to conduct a public tender offer (according to Proposal No. 06/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Article 11. Approval of the dismissal and election of additional members to the Board of Directors (according to Proposal No. 07/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

1. Dismissal of Mr. Nguyen Quoc Oanh from the position of member of the Board of Directors due to his resignation letter submitted to the Company.
2. Election of 01 (one) additional member to the Board of Directors. Term of office for the newly elected member: 2025 – 2030. Specific candidate:
 - Mr. Do Anh Tuan
3. The list of members of the Board of Directors after the election is as follows:

No.	Full Name	Position in the Board of Directors
1	Mr. Do Van Truong	Chairman of the Board of Directors
2	Mr. Do Anh Tuan	Member of the Board of Directors
3	Mr. Bui Van Tu	Member of the Board of Directors
4	Mr. Ho Duc Viet	Non-executive Member of the Board of Directors
5	Mr. Nguyen Ngoc Son	Independent Member of the Board of Directors

Article 12. Approval of the dismissal and election of additional members to the Supervisory Board (according to Proposal No. 08/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

1. Dismissal of Mr. Ha Huu Thanh from the position of member of the Supervisory Board due to his resignation letter submitted to the Company.
2. Approval of the end of the 2020 –2025 term of Ms. Nguyen Thi Thanh Huyen as a member of the Supervisory Board and re-election of her to the position of member of the Supervisory Board for the 2025–2030 term.
3. Election of 02 (two) additional members to the Supervisory Board. Term of office for the newly elected members: 2025 – 2030. Specific candidates:
 - Mr. Nguyen Van Khoi
 - Ms. Nguyen Thi Thanh Huyen
4. The list of members of the Supervisory Board after the election is as follows:

No.	Full Name	Position in the Supervisory Board
1	Mr. Nguyen Van Khoi	Member of the Supervisory Board
2	Ms. Nguyen Thi Thanh Huyen	Member of the Supervisory Board
3	Ms. Tran Thi Hang	Member of the Supervisory Board

Article 13. Approval of the amendment to the details of business lines and the Company's Charter (according to Proposal No. 09/SCG/TTr-HDQT dated March 22, 2025 of the Board of Directors).

Article 14. The General Meeting of Shareholders authorizes the Board of Directors and the General Director of the Company to be responsible for monitoring, urging, and organizing the implementation of the Resolution of the General Meeting of Shareholders in accordance with the provisions of the Law and the Company's Charter.

The General Meeting of Shareholders authorizes the Company's Supervisory Board to supervise and inspect the activities of the Board of Directors and the General Director in implementing the Resolution of the General Meeting of Shareholders in accordance with the provisions of the Law and the Company's Charter.

The Board of Directors, the Supervisory Board, the General Director, Departments, Divisions, Units, and all relevant individuals within the Company shall be responsible for implementing this Resolution. This Resolution takes

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effect from the date of signing. It was approved in full by the General Meeting of Shareholders at the Annual General Meeting of Shareholders 2025. *W*

Recipients:

- Website, HNX, SSC;
- BOD, Supervisory Board, Executive Board;
- Archived: Office.

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS**

CHAIRMAN



DO VAN TRUONG





**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 01/SCG/BC-HDQT

Hanoi, April 02, 2025

**REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS
SCG CONSTRUCTION GROUP JOINT STOCK COMPANY**

Dear Shareholders,

On behalf of the Board of Directors ("BOD"), I would like to present the Report on the Activities of the Board of Directors in 2024 and the Operational Plan in 2025 of SCG Construction Group Joint Stock Company ("Company") as follows:

I. Activities of The Board of Directors in 2024

1. Business Performance of the Company in 2024

The global context in 2024 continued to be complicated with numerous risks and uncertainties. The global economy faced a series of challenges, including prolonged geopolitical tensions, intensifying strategic competition among major powers, a rising trend of trade protectionism, and mounting public debt and budget deficits in many countries. Additionally, the downturn of certain major economies and disruptions in global supply chains negatively impacted overall economic growth.

In Vietnam, the economy also experienced multiple pressures. On one hand, long-standing internal issues in the real estate and construction sectors remained unresolved and required further policy interventions. On the other hand, unexpected factors were discovered, especially the consequences of Typhoon Yagi, which put additional pressure on production and business activities. Under these challenging circumstances, many construction enterprises, including SCG Construction Group Joint Stock Company, encountered significant difficulties.

In the above context, the Board of Directors, the Executive Board, and all employees of SCG remained committed to pursuing long-term strategies while flexibly adjusting to adapt market fluctuations and overcoming obstacles. Thanks to firm determination and an innovative approach to governance and management, SCG achieved the following notable results:

No.	Indicator	2024 Target (billion VND)	2024 Performance (billion VND)	Completion Rate (%)
1	Total Revenue	5,000	3,086.85	61.74%
2	Net Profit After Tax	100	198.32	198.32%

In 2024, SCG's total revenue reached 3,086.85 billion VND, equivalent to 61.74% of the target. Meanwhile, net profit after tax amounted to 198.32 billion VND, exceeding the plan by

198.32%. Although the revenue did not meet expectations, the outperformance in net profit demonstrates effective financial management, cost optimization, and operational efficiency enhancement. These results reflect the strong commitment of the Board of Directors and the Executive Board, along with the collective efforts of all SCG employees in overcoming market challenges.

2. Activities of the Board of Directors

2.1. General Activities

In 2024, facing complex fluctuations of the global economy, the BOD proactively adapted and implemented flexible governance measures to respond effectively to challenges. Throughout the year, the BOD convened 29 meetings to make key decisions, ensuring the Company's business operations remained efficient and within its authority. The BOD focused on addressing the following core issues:

- Appointment and enhancement of the senior management team;
- Approval of transactions with related parties;
- Approval of major contracts and transactions;
- Approval of investment activities under authority;
- Other activities under authority.

The full list of the BOD's Resolutions/Decisions in 2024 has been detailed in the Corporate Governance Report 2024. This information has been publicly disclosed on the Company's official website at the following link: <https://scgr.vn/bao-cau-quan-tri-cong-ty/>.

2.2. Activities of the Independent BOD Member and Evaluation Results on the BOD's Performance

a. Activities of the Independent BOD Member

The Company has one independent Board member, Mr. Nguyen Ngoc Son. In 2024, Mr. Nguyen Ngoc Son effectively fulfilled his independent supervisory role, contributing to enhanced governance and operational oversight while ensuring the protection of shareholders' rights.

The independent BOD member actively participated in all BOD meetings, providing advisory opinions on matters within the BOD's jurisdiction. His contributions consistently aimed at ensuring transparency, objectivity, and alignment with the Company's long-term development strategy.

b. Evaluation Results of the Independent BOD Member on the BOD's Performance

- The BOD conducted thorough discussions and careful evaluations before making key decisions, including related-party transactions, capital mobilization, strategic development, governance policies, and system management.
- The BOD has closely supervised, supported and facilitated the Executive Board to organize the implementation of the Resolutions of the General Meeting of Shareholders,

promoted production and business activities, and contributed significantly to helping the Company exceed the profit plan for 2024.

- The Board of Directors (BOD) has focused on implementing the resolutions of the General Meeting of Shareholders (GMS) in accordance with its authority, strictly complying with the provisions of the Law on Enterprises, the Company's Charter, and Internal Governance Regulations to ensure transparency and efficiency in corporate governance.
- The BOD has fulfilled its role and responsibilities in directing, supporting, and overseeing the Executive Board in implementing the matters approved by the GMS and the BOD, ensuring compliance with legal regulations while protecting the interests of the Company and its shareholders.

2.3. Supervisory activities of the Board of Directors over the General Director

In 2024, the BOD directed the Chief Executive Officer (CEO) to implement the operational plan and strategic objectives to ensure the fulfillment of the Company's set targets. The BOD monitored and supervised the CEO's activities through the following actions:

- Supervising executive management and operations, ensuring that the CEO adhered to the committed business targets as planned.
- Requiring the CEO to report on business performance and operational status, allowing timely adjustments when necessary.
- Overseeing human resource development, evaluating organizational efficiency to optimize operations and enhance competitiveness.
- Coordinating with the Internal Audit Committee to closely monitor the Company's operations and propose practical recommendations to assist the CEO in effectively fulfilling the responsibilities assigned by the GMS and BOD.

The BOD highly appreciates the CEO's proactive leadership in business management and the efforts made to optimize operational efficiency. Throughout the year, the CEO has complied with the Law, the Company's Charter, the resolutions of the GMS, and the resolutions of the BOD.

2.4. Supervisory activities of the Board of Directors towards other Executives

To ensure effective executive management aligned with the Company's actual situation, the BOD has appointed additional personnel to the Executive Board, ensuring that the team meets the required expertise and management capabilities in accordance with the Company's development strategy.

In compliance with the Company's Charter, Internal Governance Regulations, and applicable Laws, the BOD has conducted strict oversight of other executives through the following actions:

- Requiring the BOD to submit periodic reports on the implementation of key targets committed in the approved business plan;

- Maintaining regular meetings to summarize, evaluate, review experiences, and promptly adjust management strategies to enhance operational efficiency.
- Supervising and directing the disclosure of information, ensuring transparency, accuracy, and compliance with current regulations.
- Closely monitoring and inspecting the implementation of quarterly, semi-annual, annual financial reports, and annual reports in accordance with legal requirements.

During its operations, the Executive Board has strictly complied with the laws, the Company's Charter, Resolutions of the General Meeting of Shareholders, and Resolutions of the Board of Directors.

2.5. Remuneration, operating expenses and other benefits of the Board of Directors

Based on the remuneration scheme approved by the GMS, the BOD has proceeded with the payment of remuneration to each member (detailed in the Proposal on the Remuneration and Bonus Plan for the Board of Directors and the Supervisory Board, which was approved by the 2024 GMS). Specifically:

The remuneration and bonus payments for the Board of Directors in 2024 (from January 1 to December 31) are as follows:

No.	Name	Position	Remuneration (VND)	Period
1	Do Van Truong	Chairman of the BOD	240,000,000	From January 1 to December 31
2	Nguyen Ngoc Son	Independent BOD Member	120,000,000	From January 1 to December 31
3	Nguyen Quoc Oanh	BOD Member	120,000,000	From January 1 to December 31
4	Ho Duc Viet	BOD Member	120,000,000	From January 1 to December 31
5	Bui Van Tu	BOD Member	120,000,000	From January 1 to December 31

3. Transactions Between the Company and Related Parties

Transactions between the Company and its subsidiaries with members of the Board of Directors (BOD) and their related persons, as well as transactions between the Company and companies where a BOD member has been a founding member or a corporate executive within the past three years prior to the transaction, have been disclosed in Section VII of the Company's 2024 Corporate Governance Report.

The approval process and procedures for transactions between the Company and related

parties are strictly carried out in accordance with the provisions of the Law on Enterprises, the Law on Securities, and the Company's Internal Governance Regulations.

II. Business production plan and operating direction of the Board of Directors in 2025

1. Business production plan

Entering 2025, the real estate market has begun to show positive signs of recovery after a period of stagnation. Government support policies, the gradual unblocking of investment capital, and the increasing demand for housing and infrastructure development, especially in major cities like Hanoi and Ho Chi Minh City, are creating favorable conditions for real estate enterprises to grow. This trend also presents significant growth potential for the construction industry, driving increased demand for project execution.

Recognizing this trend, SCG has been expanding its collaborations with strategic partners to implement key projects. Notably, SCG has secured commitments from partners and clients regarding the awarding of contracts for several large-scale projects, providing crucial opportunities to expand its project portfolio and construction operations.

Based on this foundation, the BOD has identified 2025 as a pivotal year, seizing the golden opportunity to expand market share and solidify its position in the construction industry. Accordingly, the 2025 business plan is set with the following specific targets:

Indicator	2025 Target (billion VND)
Total Revenue	12,000
Profit Before Tax	700

2. Board of Directors' operating direction in 2025

In 2025, as Vietnam's economy and real estate market experience a strong recovery, SCG enters a crucial phase - an opportunity to establish a solid foundation for future growth. With a long-term vision, the BOD has outlined a development strategy focused on core objectives, ensuring not only sustainable growth but also enhancing competitiveness and optimizing operational efficiency. In particular, applying advanced technology to the process of building, restructuring the business, and standardizing internal processes will be the foundation for SCG to move forward more strongly. Additionally, the expansion into industrial infrastructure construction will be a key strategic move, unlocking new opportunities both in the present and for the future. These strategic directions will serve as a guiding principle, leading SCG toward a successful and sustainable future, reinforcing its position in the industry, and expanding its market influence.

a. The Company Becomes a Subsidiary of Sunshine Group Joint Stock Company ("Sunshine Group"):

- Based on the proposal from Sunshine Group and certain shareholders regarding the approval for Sunshine Group to acquire a controlling stake in the Company through share transfers/purchases from existing shareholders, thereby making SCG a subsidiary of Sunshine Group, the Board of Directors recognizes this as a groundbreaking milestone in the Company's restructuring process. This strategic move presents a valuable opportunity to establish a deep partnership with Sunshine Group, unlocking new growth prospects and reinforcing SCG's market position.
 - Sunshine Group is a pioneering and powerful group in the field of technology real estate, standing out with its ability to invest and develop large-scale real estate projects, applying advanced technology to optimize efficiency. The partnership between SCG and Sunshine Group will not only provide opportunities for sustainable growth but also create breakthroughs in project development, construction, and implementation. SCG will benefit from access to cutting-edge technology, innovative project management and operational solutions, as well as the adoption of smart construction technologies to streamline processes, reduce costs, and enhance overall efficiency.
 - Specifically, SCG will have the opportunity to access Sunshine Group's abundant and solid financial resources. With a strong financial foundation, flexible capital mobilization capabilities, and an extensive network of strategic partners, Sunshine Group will provide SCG with the necessary resources to execute key projects. This will drive significant growth in revenue and profitability, enabling SCG to not only sustain and expand its market presence but also strengthen its competitive position in the industry, solidifying its brand in the real estate sector.
 - Additionally, SCG, with its experience and stable development in recent years, will become an essential part of Sunshine Group's robust ecosystem. This collaboration will not only allow SCG to expand its customer network, partnerships, and project portfolio but also create new opportunities to enhance brand value and reaffirm its strength in the construction and real estate industry. With a sustainable development strategy and its ability to integrate technology, SCG is well-positioned to leverage these opportunities to achieve remarkable success in the future.
 - With strong expectations for the real estate market's recovery, SCG's Board of Directors is fully prepared to enter a new phase - one marked by breakthroughs in revenue, profitability, and construction execution capabilities.
- b. Application of Advanced Technology in the Company's Operations:**
- SCG considers technology a core foundation, with innovation and digital transformation serving as the guiding principles across all activities. It plays a key role in the company's long-term development strategy. In the context of a rapidly evolving construction industry, leveraging technology not only enhances operational efficiency and cost optimization but is also a decisive factor in elevating SCG's market position. Step by step, this will enable

SCG to become a leading construction corporation in Vietnam, pioneering the integration of modern technology.

- Accelerating digital transformation in corporate governance by integrating new technology platforms such as BIM (Building Information Modeling), AI (Artificial Intelligence), and IoT (Internet of Things) into project management and construction processes. Implementing technology across all stages - from design, progress monitoring, quality control, to final inspection and handover - optimizes costs, minimizes errors, and enhances construction precision.
- Researching and applying cutting-edge construction technologies to develop green building models, smart infrastructure, and energy-saving projects. SCG will invest in new materials and environmentally friendly technologies to align with sustainable development trends and meet international standards.
- Proactively keeping pace with technological advancements and continuously innovating to enhance competitive advantages. This will be achieved through strategic partnerships with technology firms, expanding research efforts, and applying advanced technical solutions. SCG consistently seeks modern construction models that improve project quality and deliver exceptional value to customers.

c. Standardizing Governance Processes and Optimizing the Operational Model:

- The company will continue to review, refine, and enhance its governance system in accordance with advanced management standards, adopting modern administrative methods to improve flexibility in corporate operations. Strict control over financial, human resources, and operational processes will ensure stability, minimize risks, and maximize resource efficiency for sustainable growth.
- Alongside standardizing processes, the company will further streamline its organizational structure, ensure optimal resource allocation, and enhance operational efficiency. SCG is committed to fostering a professional corporate culture, emphasizing innovation, accountability, and effectiveness at every stage of development.
- The company will proactively implement digital transformation solutions, build a centralized data system, and apply automation technologies to optimize workflows. This initiative will not only improve work efficiency and reduce errors but also create a robust foundation for a flexible management model, cost optimization, and enhanced service quality.

d. Development of infrastructure and industrial zones:

- With the goal of establishing infrastructure and industrial development as a core strategic focus, the company has clearly defined its expansion roadmap by forming strategic partnerships with major industry investors. Leveraging its strong construction capabilities and extensive experience, the company's expansion into infrastructure and industrial zones

not only diversifies its business activities but also enhances its market position and strengthens brand reputation.

- Leveraging its extensive experience, at the beginning of 2025, the Company commenced construction of the road connecting the extended Hoang Quoc Viet Street. This project is being executed under a public-private partnership model with 100% socialized capital, totaling VND 200 billion. The Company aims to complete nearly half of the route within three months after land clearance and initial construction. Additionally, the Company is actively expanding collaborations with industrial zone developers, focusing on projects in strategic locations that have the potential to attract major domestic and international enterprises.
- The Company prioritizes partnerships with financially strong investors, technologically advanced firms, and experienced infrastructure developers to enhance its competitiveness, ensure high-quality construction, and optimize operational efficiency. Simultaneously, the Company is committed to implementing modern industrial zone development models, aiming to build sustainable ecosystems that meet international standards and future growth demands.

e. Business Solutions:

- Develop and implement operational plans in accordance with the 2025 Annual General Meeting of Shareholders (AGM) Resolutions, ensuring the successful achievement of set targets. Additionally, apply management solutions, performance monitoring, and evaluation frameworks to promptly adjust business strategies, ensuring stability and sustainable growth.
- Strictly oversee and monitor the quality and progress of construction projects, adhering to high standards to guarantee on-time completion with superior quality. This commitment enhances customer trust, strengthens the Company's brand reputation and its market credibility.
- Enhance risk management and optimize costs to improve operational efficiency, ensuring sustainable growth and exceptional business performance.

f. Financial work:

- Strictly control capital sources, enhance financial management capabilities, ensure financial security, and optimize capital utilization for maximum efficiency.
- Strengthen cost control, streamline operations, and improve cash flow efficiency. Develop risk mitigation strategies to minimize losses and maximize profitability.
- Promote acceptance and settlement work, especially focus on debt collection to maintain a stable and healthy cash flow.


g. Human Resources and Shareholder Relations:


- Build a strong leadership team with expertise in management and operations, recruit and develop top talents to ensure adequate workforce capacity and quality to support the company's growth at each stage.
- Build a strong leadership team with expertise in management and operations, recruit and develop top talents to ensure adequate workforce capacity and quality to support the company's growth at each stage.
- Maintain transparent and timely information disclosure to ensure shareholders stay informed about the company's operations.
- Fully comply with regulations for public companies, strengthen investor confidence, and foster stronger engagement with shareholders.

h. Other work:

- Ensure strict implementation of BOD and GMS Resolutions by directing the Executive Board to adhere to the company's strategic direction and successfully achieve key objectives.
- Strengthen SCG's brand reputation as a professional, high-quality, and safety-oriented general contractor in the construction industry.
- Enhance oversight and provide strategic direction for comprehensive business development while improving risk management to ensure the company's long-term stability and growth.

This report presents the Board of Directors' activities in 2024 and outlines the 2025 operational plan for SCG Construction Group Joint Stock Company. The Board of Directors welcomes shareholder feedback to refine strategies and support the Executive Leadership Team in achieving the company's goals.

Respectfully submitted for approval by the General Meeting of Shareholders. 

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS 



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performance, and providing timely updates on arising issues in order to ensure stable operations and safeguard the best interests of the Company and its shareholders.

- Overall, the BOD has fulfilled its functions and responsibilities in directing, supporting, and supervising the activities of the CEO and the Executive Committee, ensuring the implementation of the contents approved by the General Meeting of Shareholders and the Board of Directors. The Company's operations have been closely monitored and promptly adjusted in accordance with actual conditions.
- Additionally, the BOD has paid special attention to risk management solutions, proactively working with the Executive Committee to stay updated on the Company's business, financial, and accounting situation. This has allowed for early identification of potential issues and timely, appropriate direction to ensure operational stability and sustainable growth for the Company, while also maximizing the protection of investor interests.

IV. Overall Evaluation of the Activities of the Board of Directors

- The BOD has operated with a high sense of responsibility and demonstrated flexibility in adapting to fluctuations in the economy, thereby ensuring the Company's stability and development. Members of the BOD have fulfilled their roles and responsibilities in accordance with the provisions of law, the Company's Charter, and the Resolutions of the General Meeting of Shareholders.
- In 2024, the BOD made timely and appropriate decisions, particularly in risk management, business operation optimization, and enhancement of corporate governance efficiency. The BOD coordinated with the Executive Committee to seek solutions to overcome difficulties, while ensuring the Company's effective operation in a highly challenging market environment.
- In addition, the BOD actively directed efforts to strengthen cash flow control and enhance cost management to ensure the Company's stable operations. Information transparency, risk management, and legal compliance were also given due attention, thereby reinforcing the confidence of shareholders and investors.

In general, the BOD has effectively performed its roles of leadership, supervision, and strategic orientation, helping the Company overcome the challenges of the past year and laying the foundation for development in the years to come.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Sincerely,

INDEPENDENT BOARD MEMBER



NGUYEN NGOC SON



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 03/SCG/BC-BDH

Hanoi, April 02, 2025

**REPORT FROM THE EXECUTIVE BOARD ON THE
BUSINESS RESULTS OF 2024 AND THE BUSINESS PLAN FOR 2025**

- Dear General Meeting of Shareholder,
- Dear Chairman of the Board of Directors,
- Dear Distinguished Guests and Esteemed Shareholders.

On behalf of the Executive Board of SCG Construction Group Joint Stock Company, I would like to present to the General Meeting of Shareholders the business results of 2024 and the business plan for 2025 as follows:

1. Evaluation of business results in 2024

The year 2024 continues to be a volatile year for the Vietnamese economy in general and the construction market in particular. The real estate market has not shown clear signs of recovery, low liquidity has caused many projects to stall, directly impacting construction businesses. At the same time, rising material costs, along with extended payment periods from investors have created significant financial pressure on companies in the construction industry.

In that context, SCG has proactively adjusted its strategy to adapt to the challenging market conditions. Although revenue did not reach the planned target, SCG still recorded growth compared to 2023, reflecting its continuous efforts in improving business operations and optimizing costs. The business results of SCG in 2024 are as follow:

No.	Indicator	2024 Target (billion VND)	2024 Performance (billion VND)	2023 Performance (billion VND)	2024 Performance /Target	2024 Performance increase/ decrease compared to 2023 Performance
		(1)	(2)	(3)	(4) = (2)/(1)	(5) = [(2)- (3)]/(3)
1	Total assets	-	8,501.55	6,799.01	-	25.04%

2	Total revenue	5,000	3,086.85	1,271.99	61.74%	142.68%
3	Net profit after tax	100	198.32	21.11	198.32%	839.32%

SCG achieved a revenue of 3,086.85 billion VND. Although it did not meet the planned target, it has still increased by 142.68% compared to 2023. The net profit after tax exceeded the plan, reaching 198.32 billion VND, a significant increase of 839.32% compared to 2023. This result demonstrates SCG's quick adaptability to the fluctuations of the economy and the construction industry.

In 2024, SCG launched a series of large-scale projects such as: the groundbreaking of the Noble Palace Tay Thang Long project, the Noble Palace Garden project, the Noble Palace Long Bien project, the Noble Crystal Long Bien project, the inter-level school project and the Noble Palace Tay Ho – Boutique Mansion subdivision. Additionally, SCG topped out the Noble Palace Tây Hồ – The Golf Mansion subdivision and completed the handover of the Sunshine Green Iconic project. Especially, on October 5, 2024, at the Vietnam Construction Awards 2024 ceremony, SCG Group was honored to receive a double awards, including: *"Top-Quality and Reputable Construction Contractor in Vietnam 2024"* and *"Construction Company of the year 2024"*. These awards are a testament to SCG's determination and relentless efforts, further strengthening the trust of its partners and customers.

Right at the beginning of 2025, SCG had a strong start with remarkable milestones such as the groundbreaking of the Hoang Quoc Viet extended road project and the topping out of the Noble Palace Tay Thang Long project. Continuing this momentum, in 2025, the Company will continue to accelerate the construction of key projects such as Noble Crystal Tay Ho, Noble Empire, Sunshine Sky City, Sunshine Marina Phu Yen... along with a series of potential projects that partners and clients are preparing to launch and considering awarding to SCG.

With a strategy of simultaneously implementing multiple projects, SCG is not only speeding up the construction progress but also aiming to enhance its business and production capacity. From there, the Company expects to achieve outstanding growth in revenue and profit in the coming years, while further solidifying its strong position in the construction market.

2. Organizational structure, management and policy mechanisms in 2024

In 2024, amid a highly volatile market, SCG continued to improve its organizational structure, enhance management and operational capacity and ensure effective production and business operations. The Company focuses on the following key factors:

2.1 On organizational structure and management

- Restructuring the management system: SCG conducts a thorough review to streamline its organizational structure, optimize human resources, eliminate overlapping and ineffective processes to ensure flexibility and maximize operational efficiency.
- Enhancing management capacity: Accelerating the application of digital technology in management and operations to enhance project progress tracking and cost control.
- Enhancing the leadership team's capabilities: Appointing and rotating key personnel to meet development demands and adapt to changing market conditions.

2.2 On policy mechanisms

- Financial policies: Strictly controlling costs, optimizing cash flow, and balancing capital sources to ensure financial stability during challenging periods.
- Project development policies: Focusing on key projects with high liquidity and closely monitoring the construction execution process.
- Human resources policies: Maintaining a competitive compensation policy, inspiring motivation and fostering long-term commitment among highly skilled personnel.
- Collaboration and development policies: Expanding relationships with strategic partners, suppliers and subcontractors, strengthening collaboration to enhance competitiveness and drive sustainable growth.

3. Business plan for 2025

3.1 Business performance targets for 2025

Amid positive economic signals and the strong recovery of the real estate market, SCG is embracing new opportunities. Along with that, partners and clients have committed to awarding SCG several large-scale projects, opening up many growth prospects for the future.

With a strong resource foundation and the ability to seize market opportunities, SCG's Executive Board has set strategic business objectives for 2025, to maximize development potential and achieve outstanding accomplishments amid an ever-evolving market, specifically as follows:

Criteria	2025 Target (billion VND)
Total revenue	12,000
Net profit before tax	700

3.2 Operational Directions for 2025

Entering 2025, as Vietnam's economy in general and the real estate market in particular are forecasted to strongly recover and grow, relying on monetary policies from the State Bank and Government's policies to ease difficulties. Amid these positive

signals, SCG has developed a business strategy for 2025, with key strategic directions to promptly adapt to the economic landscape, maximize growth opportunities, expand the market and enhance its competitive positioning.

• ***Becoming a member company of Sunshine Group Joint Stock Company (“Sunshine Group”):***

- Based on Sunshine Group’s proposal and the shareholders’ desire to approve Sunshine Group’s acquisition/purchase of a controlling percentage of shares from current shareholders, resulting in SCG becoming a subsidiary of Sunshine Group. Implementing the strategy set forth by the Board of Directors, the Executive Board considers this a major breakthrough in the Company’s restructuring process. This will create a strategic opportunity to build a sustainable partnership with Sunshine Group, make SCG fully capitalize on growth opportunities and firmly establish its position in the market.
- Upon joining Sunshine Group, SCG will adjust its development strategy to align with the overall direction, while leveraging financial, technological and advanced management resources from Sunshine Group to expand its operational scale and enhance market competitiveness.
- Especially, as the key construction contractor for Sunshine Group’s projects, SCG is expected to achieve breakthrough growth in revenue and profit, solidifying its crucial role in executing the development strategy as Sunshine Group accelerates its restructuring efforts and implements large-scale projects.
- In the coming time, SCG will focus on implementing financial optimization solutions, enhancing construction efficiency, controlling costs and applying modern technology to improve operational effectiveness. Becoming a member company of Sunshine Group will enable SCG to optimize resources, reduce costs and proactively adhere project schedules, creating momentum for sustainable and long-term growth.

• ***Brand development and market expansion:***

- Strengthening communication strategies to establish SCG’s image as a professional construction contractor, gradually affirming its position in the domestic market while expanding its influence to international markets.
- Expanding construction activities in major cities such as Hanoi, Ho Chi Minh City, and potential areas, promoting the implementation of key projects to increase market share and enhance brand value.
- At the same time, seeking opportunities and strengthening cooperation with major investors, reputable real estate corporations to ensure a stable workload, improve competitiveness and create sustainable value through long-term projects.

• ***Enhancing management efficiency and optimizing costs:***

- Implementing cost control measures for materials, labor, optimizing operations and negotiating with suppliers to minimize input costs, enhancing resource utilization efficiency.
- Applying technology to financial management and accounting to ensure transparency in financial reporting and effective cash flow control. Along with that, standardizing internal control processes to optimize business operations.
- Streamlining workflows, eliminating unnecessary intermediary steps, accelerating task processing and improving processes to ensure flexibility and operational efficiency.
- Strengthening the documentation system and internal processes according to listed company standards, complying with legal regulations to enhance transparency and management efficiency.
- ***Application of technology and production innovation:***
 - Enhancing the application of modern technological solutions in design, management and construction to improve project quality, optimize labor productivity and ensure project timelines.
 - Applying AI technology and data analytics to support design automation, precise project planning, progress monitoring, quality control, risk minimization, and resource optimization.
 - Developing green and smart buildings by utilizing environmentally friendly materials and modernizing production processes to create high-quality products that meet market demands, reduce costs, and enhance value for customers.
- ***Human resource development:***
 - Restructuring the workforce towards a leaner model while ensuring efficiency and flexibility, promoting close coordination between departments to optimize labor productivity.
 - Adjusting salary, bonus and benefits policies in line with economic conditions and labor market trends to attract and retain talent, fostering long-term motivation for employees.
 - Strengthening professional and technical training for engineers and specialists while enhancing management capabilities for leadership teams.
 - Building a professional corporate culture that encourages creativity, innovation, and a strong sense of responsibility to foster the comprehensive development of employees and the company.
- ***Financial Management***
 - Implementing cost-saving measures, balancing capital sources, and strictly controlling expenses to enhance financial efficiency and maximize profits.

- Actively seeking flexible capital mobilization channels, from bank credit to investment cooperation, ensuring a stable cash flow to support business operations.
- Developing a strict risk control strategy, ensuring timely project settlement to maintain high liquidity and ensure financial efficiency.

The above is the report on the business performance of 2024 and the operational plan for 2025 of SCG. With determination and responsibility, the Executive Board, along with all SCG employees, will continuously strive to achieve the set goals, drive sustainable development, enhance the company's market position, and create tangible value in the coming time.

On behalf of the Company's Executive Board, we wish our esteemed delegates and shareholders health, happiness, and success. *Handwritten signature*

Sincerely.

ON BEHALF OF THE EXECUTIVE BOARD *Handwritten signature*
CHIEF EXECUTIVE OFFICER



BUI VAN TU





**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness



No. 04/SCG/BC-BKS

Hanoi, April 02, 2025

REPORT
THE ACTIVITIES OF THE SUPERVISORY BOARD
SCG CONSTRUCTION GROUP JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to Decree No. 155/2020/ND-CP dated December 21, 2019;
- Pursuant to Circular No. 116/2020/TT-BTC guiding corporate governance regulations applicable to public companies under Decree No. 155/2020/ND-CP;
- Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders of SCG Construction Group Joint Stock Company (the "Company");
- Pursuant to the audited financial statements for 2024 and the Company's actual business operations.

The Supervisory Board hereby reports on its activities for the fiscal year 2024 and provides an assessment of the corporate governance and management of the Board of Directors and the Executive Board before the General Meeting of Shareholders ("GMS") as follows:

I. Organization and Activities of the Supervisory Board

1. Organization of the Supervisory Board

In 2024, the Supervisory Board has three (03) members as follows:

- | | |
|-----------------------------|---------------------------------|
| - Ms Nguyen Thi Thanh Huyen | Head of the Supervisory Board |
| - Ms Tran Thi Hang | Member of the Supervisory Board |
| - Mr Ha Huu Thanh | Member of the Supervisory Board |

2. Activities of the Supervisory Board

The Supervisory Board strictly adhered to its operational regulations and carried out independent oversight in compliance with legal provisions and the Company's Charter, focusing on the following key aspects:

- Monitoring the implementation of Resolutions and Decisions of the GMS and the Board of Directors ("BOD") to ensure compliance with regulations and the Company's development direction.
- Participating in BOD meetings and working with the Executive Board to provide input on strategic, financial, and risk management issues.
- Reviewing and monitoring internal transactions between the parent company and subsidiaries to ensure transparency and prevent conflicts of interest.

- Examining quarterly, semi-annual, and annual financial statements to assess the accuracy and reasonableness of financial data, ensuring compliance with Vietnamese Accounting Standards and applicable legal regulations.
- In 2024, the Supervisory Board held three (03) meetings to summarize and assess the Company's operations, including: (1) Evaluation of 2023 business performance and preparation for the 2024 GMS; (2) Assessment of first-half 2024 business performance and planning for the upcoming quarter; (3) Review of third-quarter 2024 activities and planning for the next quarter, with full participation from all Supervisory Board members.
- Ensuring the Company's compliance with information disclosure regulations.
- The Supervisory Board, representing shareholders, received full support from the BOD and the Executive Board, with no obstacles affecting its oversight duties.

3. Remuneration, Operating Expenses, and Other Benefits of the Supervisory Board and Its Members

The remuneration of the Supervisory Board members was disbursed in accordance with the level approved by the 2024 GMS (as detailed in the Resolution on remuneration and bonuses for the Board of Directors and the Supervisory Board for 2024). The specific details are as follows:

No.	Full of name	Position	Remuneration (VND)	Period
1	Nguyen Thi Thanh Huyen	Head of the Supervisory Board	120,000,000	Full year
2	Tran Thi Hang	Member	60,000,000	Full year
3	Ha Huu Thanh	Member	60,000,000	Full year

Operating expenses: None

II. Coordination Between the Supervisory Board, Board of Directors, Executive Board, and Shareholders

Over the past year, the Supervisory Board closely coordinated with the Board of Directors, Executive Board, and shareholders to fulfill its assigned functions and responsibilities. The Board of Directors and the Executive Board facilitated the Supervisory Board's participation in Board of Directors and the briefing meetings with the Executive Board and shareholders. Specifically:

- The Supervisory Board was invited to Board of Directors meetings to provide opinions on matters related to the management and operation of the Company's production and business activities.
- The Supervisory Board received necessary documents such as meeting minutes, resolutions, reports, and proposals from the Executive Board.

- The Supervisory Board actively contributed opinions to the Board of Directors and the Executive Board in the management process to ensure the achievement of the Company's business objectives.
- Regarding requests from major shareholders and controlling shareholders, the Supervisory Board has complied fully with the content, deadlines, and resolutions of the General Meeting of Shareholders.
- In 2024, the Supervisory Board did not receive any complaints from shareholders regarding violations by the Board of Directors, the Executive Board, the Supervisory Board, or the Company's management in the performance of their duties.

III. Oversight of the Board of Directors

In 2024, the BOD carried out corporate governance in accordance with the Company's Charter, the Organizational and Operational Regulations of the BOD. Regular and extraordinary meetings were held in full compliance with procedures, authority, and legal bases as required by law and the Company.

Throughout 2024, the BOD convened 29 meetings to review and decide on critical matters related to the Company's operations, including:

- Canceling and approving certain debt offset plans with related parties;
- Approving the plan for organizing the 2024 GMS, including the schedule, agenda, meeting documents, and matters under the Board's approval authority;
- Approving the policy for signing contracts and contract addendums with multiple partners in service provision, goods trading, and construction execution;
- Appointing Mr. Vu Anh Phuong as the Company's Deputy General Director;
- Considering debt restructuring plans and receiving credit from commercial banks;
- Adjusting and supplementing contractual terms and transactions with strategic partners.

The Board of Directors has closely overseen all aspects of the Company's operations, implementing appropriate solutions in line with actual conditions to ensure the fulfillment of planned objectives while safeguarding the interests of the Company and its shareholders.

The Supervisory Board evaluates the activities of the BOD in 2024 as appropriate, meeting management and governance requirements and ensuring the Company's stable development.

IV. Results of the Executive Board's supervision

In 2024, the Executive Board effectively managed and operated the Company's business activities in compliance with the regulations, policies, and directives approved by the General Meeting of Shareholders and the Board of Directors. Specifically:

- The Executive Board demonstrated a proactive and decisive approach in directing and managing business operations, particularly in the highly competitive construction, civil, industrial, and infrastructure sectors.

- Efficiently organized and regularly maintained both periodic and unscheduled meetings to direct and coordinate the activities of departments, ensuring smooth business operations and promptly addressing arising challenges.
- Focused on restructuring the management system, reallocating personnel, and handling workforce redundancies in accordance with actual business conditions to optimize efficiency and streamline operations.
- Throughout the year, the Supervisory Board did not receive any complaints related to the Executive Board's management activities.

V. Financial Statement Review

1. Preparation and Audit of Financial Statements

The Company's Financial Statements fairly present, in all material respects, its financial position as of December 31, 2024, as well as its business performance and cash flows for the fiscal year then ended, in accordance with Vietnamese Accounting Standards and Regulations and in compliance with applicable laws.

The Company's 2024 Financial Statements have been audited by Deloitte Viet Nam Audit Company Limited with an unqualified opinion. Although an emphasis of matter was included, the Company has made efforts to overcome difficulties, as demonstrated by its full compliance of state budget obligations and the continuity of its production and business activities.

2. Business Performance Results

No.	Indicator	2023 Performance	2024 Target	2024 Performance	2024 Performance vs. Target (%)	2024 Growth vs. 2023 (%)
1	2	3	4	5	6 = 5/4	7 = (5-3)/3
1	Total Revenue (billion VND)	1,271.99	5,000	3,086.85	61.74%	142.68%
2	Net Profit After Tax (billion VND)	21.11	100	198.32	198.32%	839.32%

The Company recorded a revenue of VND 3,086.85 billion and a net profit after tax of VND 198.32 billion. Although revenue reached only 61.74% of the planned target, it still represented a 142.68% increase compared to 2023. Meanwhile, net profit after tax surpassed the target at 198.32% and experienced a remarkable 839.32% growth compared to the previous year.

3. Financial Situation as of December 31, 2024

No.	Indicator	Unit	2024	2023
1	Total Assets	Billion VND	8,501.55	6,799.01

2	Owners' Equity	Billion VND	1,359.54	1,161.21
3	<i>Asset Structure Target</i>			
3.1	Short-term Assets / Total Assets	%	82.21%	76.55%
3.2	Long-term Assets / Total Assets	%	17.79%	23.45%
4	<i>Capital Structure Target</i>			
4.1	Liabilities / Total Capital	%	84.01%	82.92%
4.2	Owners' Equity / Total Capital	%	15.99%	17.08%
5	<i>Payment Ability</i>			
5.1	Quick Payment Ability = (Cash & Cash Equivalents + Short-term Receivables + Short-term Investments) / Short-term Liabilities)	Times	0.94	1.17
5.2	Current Payment Ability = Short-term Assets / Short-term Liabilities	Times	1.05	1.25
6	<i>Profit rate</i>			
6.1	Pre-tax Profit / Net Revenue	%	8.42%	3.11%
6.2	Pre-tax Profit / Owners' Equity	%	26.79%	2.90%

3.1 Asset Structure

The Company's total assets amounted to VND 8,501.55 billion, reflecting an increase of VND 1,702.54 billion or 25.04% compared to the same period last year.

As of December 31, 2024, SCG's short-term trade receivables stood at VND 6,162.44 billion, an increase of 29.95% compared to the end of 2023. These receivables stem from SCG's completed construction works, which have been approved for payment under progress-based settlement agreements. The outstanding receivables represent invoices currently under the payment process.

By December 31, 2024, SCG's short-term prepayments to suppliers amounted to VND 2,240.90 billion, marking a decrease of 2.05% compared to the end of 2023. These payments were made to contractors and suppliers directly involved in SCG's projects, ensuring material supply and construction progress as committed to investors.

3.2 Capital Structure

The Company's total capital amounted to VND 8,501.55 billion, comprising the following components:

- Total liabilities: VND 7,142.01 billion, accounting for 84.01% of the total capital, reflecting an increase of VND 1,504.21 billion (equivalent to 26.68%) compared to the end of 2023.
- Owner's equity: VND 1,359.54 billion, representing 15.99% of the total capital. The Company's net profit after tax reached VND 198.32 billion, an increase of VND 177.21 billion compared to 2023.

3.3 Payment Ability

As of December 31, 2024, the Company's quick payment ability was 0.94, and the current payment ability was 1.05. This indicates that the Company can meet its short-term liabilities; however, the Executive Board needs to implement business strategies, restructure assets and liabilities, and optimize workforce management to ensure stable operations and maintain employee welfare.

3.4 Transactions with Related Parties

Transactions with related parties that occurred during the fiscal year 2024 are fully disclosed in the audited 2024 Financial Statements. All transactions were reviewed, approved, and executed in strict compliance with legal regulations and the Company's Charter.

VI. Proposals and 2025 Work Plan of the Supervisory Board

1. Proposals of the Supervisory Board

Following the review and evaluation of the Company's operations, the Supervisory Board recommends the following matters:

- 2025 Business Plan: The BOD should maintain stability while implementing innovative and flexible solutions to enhance management efficiency, facilitating the Executive Board in executing a clear and feasible business plan.
- Organizational Development: A long-term strategy is needed to improve workforce quality and refine the organizational structure to better meet the Company's growth needs.
- Financial Management: Strengthen financial capacity by proactively developing a well-structured capital mobilization and utilization plan while enhancing risk management to ensure financial security and maximize operational efficiency.

2. 2025 Work Plan of the Supervisory Board

In 2025, the Supervisory Board will continue to fulfill its oversight function, assess corporate operations, and provide recommendations to enhance the Company's performance. The specific work plan includes:

- Monitoring the Activities of the BOD and Executive Board: Oversee the implementation of resolutions from the GMS and the BOD. Assess the execution of the Company's business plan, development strategy, and financial objectives while ensuring compliance with legal regulations, the Company's Charter, and internal policies in management and operations.
- Financial Review and Evaluation: Regularly review financial reports to ensure transparency. Monitor capital utilization, asset management, and fundraising activities to maintain financial security and operational efficiency.
- Strengthening Internal Control and Risk Management: Assess the internal control system and oversee risk management processes to identify weaknesses and propose timely corrective measures.

- Monitoring Transactions with Related Parties: Verify the legitimacy and transparency of transactions between the Company and related parties, ensuring compliance with legal regulations, the Company's Charter, and safeguarding shareholders' interests.
- Reporting and Proposing Solutions: Regularly report oversight results to the GMS and the BOD while contributing recommendations to improve corporate governance, enhance operational efficiency, and strengthen the Company's competitive capacity. With this plan, the Supervisory Board commits to fulfilling its oversight role effectively, ensuring transparency, efficiency, and compliance with legal regulations, thereby contributing to the sustainable development of the Company.

The Supervisory Board hereby presents this report to the General Meeting of Shareholders for conderation and approval./.

Receiving places:

- *As above;*
- *BOD, Executive Board;*
- *Office, Supervisory Board records.*

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



NGUYEN THI THANH HUYEN



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 01/SCG/TTr-HDQT

Hanoi, April 02, 2025

PROPOSAL

*(Re: Approval of the audited Financial Statements for 2024
and the profit distribution plan for 2024)*

**To: The General Meeting of Shareholders of SCG Construction Group
Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company").
- Pursuant to the Company's audited 2024 Separate Financial Statements and Consolidated Financial Statements.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following matters:

1. Audited Financial Statements for 2024

The Separate Financial Statements for 2024 and the Consolidated Financial Statements for 2024 have been audited by Deloitte Vietnam Audit Company Limited in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System and relevant State regulations. The full Financial Statements have been disclosed in accordance with legal requirements and published on the Company's website: <https://scgr.vn/bao-cao-tai-chinh/>.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the audited Separate Financial Statements for 2024 and Consolidated Financial Statements for 2024, with the following key indicators:

No.	Indicator	Separate Financial Statements (billion VND)	Consolidated Financial Statements (billion VND)
1	Total Assets	8,244.34	8,501.55
1.1	Current Assets	6,624.41	6,988.81
1.2	Non – Current Assets	1,619.92	1,512.74
2	Capital	8,244.34	8,501.55

2.1	Liabilities	6,928.65	7,142.01
2.2	Owner's Equity	1,315.68	1,359.54
3	Net Revenue	2,350.74	2,705.06
4	Profit Before Tax	221.02	227.71
5	Profit After Tax	193.54	198.32

(Rounded figures).

2. Profit distribution plan for 2024

No.	Indicator	Amount (billion VND)
I	Undistributed Profit After Corporate Income Tax	496.47
1	Undistributed accumulated profit after tax by the end of 2023	298.65
2	Undistributed profit after tax for 2024	197.82
II	Profit distribution plan for 2024	0
1	Appropriation to Parent Company's Funds	0
1.1	Investment and Development Fund	0
1.2	Bonus and Welfare Fund	0
1.3	Executive Bonus Fund	0
1.4	Social Welfare Fund	0
2	Dividend payment for 2024	0
III	Remaining Profit After Tax [(III) = (I) – (II)]	496.47

(Rounded figures).

Respectfully submitted to the General Meeting of Shareholders for consideration and approval. *u n*

Sincerely.

ON BEHALF OF THE BOARD OF DIRECTORS *mt*

CHAIRMAN



DO VAN TRUONG



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 02/SCG/TTr-HDQT

Hanoi, March 22, 2025

PROPOSAL

(Re: Approval of the business and production targets for 2025)

**To: The General Meeting of Shareholders of SCG Construction Group
Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company").

With a thriving economy and a strong recovery in the real estate market. It promises to bring the construction market in general and SCG in particular a year of strong growth in revenue and profit.

Additionally, SCG has also received commitments from several partners and clients regarding the awarding of large-scale project contracts.

Considering internal resources and market opportunities, the Board of Directors has planned the business and production strategy for 2025 and respectfully submits to the General Meeting of Shareholders for consideration and approval, as follows:

Targets	Unit	Plan for 2025
Total revenue	Billion VND	12,000
Profit before tax	Billion VND	700

Respectfully submitted to the General Meeting of Shareholders for consideration and approval. *ve* *ve*

Sincerely.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



ĐO VAN TRUONG



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 03/SCG/TTr-HDQT

Hanoi, March 22, 2025

PROPOSAL

*(Re: Approval of the remuneration and bonus plan for
the Board of Directors and the Supervisory Board for 2025)*

**To: The General Meeting of Shareholders of SCG Construction Group
Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company").

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

1. Remuneration for the Board of Directors:

Position	Remuneration for 2025
Chairman of the Board of Directors	20,000,000 VND/month
Member of the Board of Directors	10,000,000 VND/person/month

2. Remuneration for the Board of Supervisors:

Position	Remuneration for 2025
Head of the Supervisory Board	10,000,000 VND/month
Member of the Supervisory Board	5,000,000 VND/person/month

- 3. Payment method for remuneration and bonus for members of the Board of Directors and the Supervisory Board for 2025:** shall be paid provisionally on a monthly or quarterly basis or settled at the end of the fiscal year. The Board of Directors and the Board of Supervisors will report on the payment status at the 2026 Annual General Meeting of Shareholders.





Respectfully submitted to the General Meeting of Shareholders for consideration and approval. *[Signature]*

Sincerely.

ON BEHALF OF THE BOARD OF DIRECTORS *[Signature]*
CHAIRMAN



DO VAN TRUONG



SCG



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom - Happiness

No.: 04/SCG/TTr-BKS

Hanoi, March 22, 2025



PROPOSAL

*(Re: Approval of the selection of the auditing firm for the
2025 Financial Statements)*

**To: The General Meeting of Shareholders of SCG Construction Group
Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company").

The Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

1. Approve of the selection of one of the auditing firms listed below as the independent auditor to audit/review the financial statements for the fiscal year 2025 of the Company in accordance with the laws, specifically as follows:
 - Deloitte Viet Nam Audit Company Limited
 - Ernst & Young Viet Nam Limited
 - KPMG Limited
 - PWC (Vietnam) Limited
 - Other auditing firms approved by the State Securities Commission of Vietnam to audit public interest entities.
2. Authorize the Legal Representative to decide on the contents, negotiate, sign contracts, documents and carry out other necessary procedures to finalize the selection of one of the aforementioned auditing firms to audit/review the Company's Financial Statements for the fiscal year 2025.





Respectfully submitted to the General Meeting of Shareholders for consideration and approval. *N*

Sincerely.

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

A handwritten signature in blue ink, appearing to read 'Huyen', is positioned above the name.

NGUYEN THI THANH HUYEN





**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 05/SCG/TTr-HDQT

Hanoi, March 22, 2025

PROPOSAL

(Re: Approval of the policy on transactions between the Company and its related parties)

To: The General Meeting of Shareholders of SCG Construction Group

Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company").

The construction industry has distinctive characteristics, where construction contracts often have a significantly high value compared to the total assets and charter capital of construction companies. In line with the distinctive nature of the industry, the Company regularly frequently engages high-value transactions relative to its total assets to facilitate its business operations.

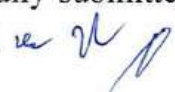
In order to ensure timeliness and effectively capitalize on business opportunities, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the policy of signing/executing contracts or transactions with a value equal to or greater than 35% or transactions that result in a total transaction value arising within 12 (twelve) months from the date of the first transaction reaching 35% or more of the Company's total assets as recorded in the most recently published financial statements. The details are as follows:

a. Parties to the contracts and transactions:

- Subsidiaries, affiliated companies of the Company;
- The parent company and companies under the same parent company (if applicable);
- Organizations (companies) that are related parties of the Company's major shareholders, the authorized representatives of institutional shareholders holding more than 10% of the Company's total common shares;



- Organizations (companies) that are related parties of members of the Board of Directors, the Board of Management and other internal person of the Company.
- b. Content of contracts and transaction:
 - General contractor contracts/subcontractor contracts/construction contracts (including agreements related to these transactions);
 - Purchase and sale of raw materials and other transactions, contracts serving the Company's business operations.
- c. Specific value of each transaction: based on the value at the time of each transaction and specific contract, ensuring the interests of the Company and its shareholders.
- d. Applicable: applies to contracts, transactions arising during the period from the date of the 2025 Annual General Meeting of Shareholders until the date before the 2026 Annual General Meeting of Shareholders.
- e. Authorize/delegate the Board of Directors to determine the specific details of each transaction, sign and execute contracts, agreements, and related documents, including amendments, supplements, terminations, or replacements of transactions (if any). The Board of Directors is further authorized to delegate these tasks to other individuals or organizations in accordance with the law and the Company's Charter.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval. 

Sincerely,

ON BEHALF OF THE BOARD OF DIRECTORS 
CHAIRMAN




DO VAN TRUONG



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 06/SCG/TTr-HDQT

Hanoi, March 22, 2025

PROPOSAL

(Re: Approval for Sunshine Group Joint Stock Company to acquire/purchase shares from shareholders of SCG Construction Group Joint Stock Company without having to conduct a public tender offer)

**To: The General Meeting of Shareholders of SCG Construction Group
Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company");
- Pursuant to the request for exemption from the public tender offer submitted by Sunshine Group Joint Stock Company;
- Pursuant to the actual business operations of the Company.

The Board of Directors ("BOD") of SCG Construction Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the proposal allowing Sunshine Group Joint Stock Company ("Sunshine Group") to acquire/purchase shares from shareholders of SCG Construction Group Joint Stock Company without having to conduct a public tender offer. Details are as follows:

1. Information on SCG Construction Group Joint Stock Company's shares:

- Issuer: SCG Construction Group Joint Stock Company
- Security name: SCG Construction Group Joint Stock Company shares
- Stock code: SCG
- Type of security: Common shares
- Par value: VND 10,000
- Stock exchange: HNX
- Total registered shares: 85,000,000 shares.

2. Information on shareholders transferring/selling shares

No.	Name of Shareholder	Business Registration Certificate/ID Card/ Citizen ID number, Place and Date of issue	Number of Shares to be Transferred/Sold	
			Number of shares	Percentage (%)
1	Do Anh Tuan	038075000062 issued by the Police Department for Administrative Management of Social Order on April 26, 2022	16,900,000	19.88
2	Do Van Truong	038079011647 issued by the Police Department for Administrative Management of Social Order on September 20, 2023	4,700,000	5.52
3	Bui Van Tu	038085013631 issued by the Police Department for Administrative Management of Social Order on November 4, 2021	3,825,000	4.50
4	Do Thi Lua	038189046095 issued by the Police Department for Administrative Management of Social Order on November 7, 2021	3,644,960	4.29
5	Nguyen Xuan Anh	038076002266 issued by the Police Department for Administrative Management of Social Order on December 18, 2021	2,818,060	3.32
6	Do Thi Dinh	038183019926 issued by the Police Department for Administrative Management of Social Order on December 18, 2023	3,834,750	4.51

7	Vu Thi Hue	038191005080 issued by the Police Department for Residential Registration and National Population Database on July 10, 2017	1,997,500	2.35
8	Nguyen Dinh Duc	038082048646 issued by the Police Department for Administrative Management of Social Order on November 7, 2021	1,912,500	2.25
9	Dinh Huu Thanh	035084005426 issued by the Police Department for Administrative Management of Social Order on August 23, 2022	1,631,940	1.92
10	Lucky International Trading and Production Company Limited	0109186105 issued by the Hanoi Department of Planning and Investment for the first time on December 06, 2023	1,348,000	1.59
11	Nguyen Van Cuong	038076005911 issued by the Police Department for Residential Registration and National Population Database on November 21, 2017	498,000	0.59
12	Vu Ngoc Nghi	038085012698 issued by the Police Department for Administrative Management of Social Order on April 22, 2021	1,200,000	1.41
13	Nguyen Tri Luc	038094016772 issued by the Police Department for Administrative Management of Social Order on August 4, 2020	850,000	1.00
Total:			45,160,710	53.13

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3. Information on the entity receiving transferred/purchased shares without a public tender offer:

No.	Name	Business Registration Certificate/ID Card/ Citizen ID number, Place and Date of issue	Number of Shares to be Transferred/Purchased	
			Number of shares	Percentage (%)
1	Sunshine Group Joint Stock Company	0106771556 issued by the Hanoi Department of Finance, 12 th amendment on March 4, 2025	45,160,710	53.13

4. Expected number and percentage of shares that Sunshine Group and its related parties will hold in SCG after the transaction:

No.	Name of Individual/ Organization	Group Certificate/ ID Card/ Citizen ID number, Place of issue, Date of issue	Number of Shares	Percentage (%)	Relationship with Sunshine Group
1	Sunshine Group Joint Stock Company	0106771556 issued by the Hanoi Department of Finance, 12 th amendment on March 4, 2025	45,160,710	53.13	
2	Do Anh Tuan	038075000062 issued by the Police Department for Administrative Management of Social Order on April 26, 2022	2,642,500	3.11	Chairman of the Board of Directors, Legal Representative

3	Do Van Truong	038079011647 issued by the Police Department for Administrative Management of Social Order on September 20, 2023	3,800,000	4.48	Board Member
4	Nguyen Thi Xuan My	001196043988, issued by the Police Department for Administrative Management of Social Order on September 27, 2022	4,683	0.006	Corporate Governance Officer
5	SmartMind Securities Joint Stock Company	42/UBCK-GPHĐKD issued by the State Securities Commission of Vietnam on December 28, 2006	4,157,506	4.89	Subsidiary
6	Sunshine Sky Villa Joint Stock Company	0108359563 issued by the Hanoi Department of Planning and Investment for the first time on July 10, 2018	1,870,000	2.2	Subsidiary
Total:			57,635,399	67.816	

❖ The above information is updated as of the current time.

5. Implementation details:

The organization mentioned in Section 3 above is entitled to receive the transfer of voting shares from the shareholders listed in Section 2 without having to conduct a public tender offer in the following cases:

- The organization mentioned in Section 3 acquires voting shares through transfer or purchase, leading to this organization and its related parties, whether directly or indirectly owning 25% or more of the Company's voting shares.
 - The organization mentioned in Section 3, after holding 25% or more of the Company's voting shares, continues to acquire/purchase shares, leading to this organization and its related parties, whether directly or indirectly, owning 35%, 45%, 55%, 65%, or 75% of the Company's voting shares.
6. **Transaction method:** The transactions shall be conducted through order matching and/or negotiated transactions in accordance with the Hanoi Stock Exchange regulations.
7. **Implementation timeline:** The transactions shall be executed after approval by the 2025 Annual General Meeting of Shareholders, based on the progress of negotiation between the involved parties and in compliance with applicable legal regulations.
8. **Relationship between the Company and Sunshine Group:**
Sunshine Group Joint Stock Company and the Company share major shareholders and common management personnel, specifically: Mr. Do Van Truong – Major shareholder/Chairman of the BOD of the Company, also a Board Member of Sunshine Group, Mr. Do Anh Tuan – Major shareholder of the Company and a related party to Mr. Do Van Truong, also a Major Shareholder/Chairman of the BOD of Sunshine Group, Mr. Ho Duc Viet – Board Member of the Company, also Chief Accountant/Authorized Information Disclosure Officer of Sunshine Group, Ms. Nguyen Thi Thanh Huyen – Head of the Supervisory Board of both the Company and Sunshine Group, Ms. Nguyen Thi Xuan My – Corporate Governance Officer of both the Company and Sunshine Group.
9. **Relationship Between Sunshine Group and the Company After the Completion of the Share Transfer Transaction:** Sunshine Group Joint Stock Company will become the parent company of the Company, holding 53.13% of the Company's charter capital.
10. **Other Matters:**
- This proposal by Sunshine Group aims to seek approval from the General Meeting of Shareholders for an exemption from the mandatory public tender offer requirement in the event that Sunshine Group proceeds with the acquire/purchase of shares from the Company's shareholders as mentioned in Section 2 above. However, this does not constitute a binding commitment by Sunshine Group to acquire/purchase such shares.
 - Sunshine Group Joint Stock Company and the transferring shareholders shall be responsible for carrying out the share transfer procedures and disclosing information in accordance with applicable laws.

11. Implementation:

Authorize/delegate the Board of Directors or the General Director to carry out tasks, make decisions, approve, and handle all matters related to the aforementioned share transfer to ensure the execution of the contents of this Proposal after approval by the 2025 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval. *u v p*

Sincerely.

ON BEHALF OF THE BOARD OF DIRECTORS *MT*
CHAIRMAN



DO VAN TRUONG





**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No.: 07/SCG/TTr-HDQT

Hanoi, March 22, 2025

PROPOSAL

(Re: The Dismissal and Election of additional members to the Board of Directors)

**To: The General Meeting of Shareholders of SCG Construction Group
Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company");
- Pursuant to the resignation letter of Mr. Nguyen Quoc Oanh from the Board of Directors.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

1. Dismiss Mr. Nguyen Quoc Oanh from the position of the Board of Directors member, effective from the date of approval by the General Meeting of Shareholders. Reason: Mr. Nguyen Quoc Oanh has submitted his resignation from the position of a member of the Board of Directors..
2. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the election of one (1) additional member to the Board of Directors. The term of the additional members elected to the Board member: 2025–2030.
3. The nomination, candidacy and qualification requirements for the members of the Board of Directors shall be carried out in accordance with the Notice on Candidacy and Nomination for Members of the Board of Directors dated March 22, 2025.
4. The curriculum vitae of the candidates shall be published on the Company's website at the following link: <https://scgr.vn/dai-hoi-dong-co-dong/>.
5. The election process and voting method: shall follow with the provisions of the Company's Charter, Internal Regulations on Company governance, Regulations on





organization and working of the General Meeting of Shareholders and the Election Regulations approved at the 2025 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval. *see V p*

Sincerely.

ON BEHALF OF THE BOARD OF DIRECTORS *MT*
CHAIRMAN



DO VAN TRUONG





**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 08/SCG/TTr-HDQT

Hanoi, March 22, 2025

PROPOSAL

(Re: The Dismissal and Election of additional members to the Supervisory Board)

**To: The General Meeting of Shareholders of SCG Construction Group
Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company");
- Pursuant to the resignation letter of Mr. Ha Huu Thanh from the Supervisory Board.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the following contents:

1. Dismiss Mr. Ha Huu Thanh from the position of the Supervisory Board member effective from the date of approval by the General Meeting of Shareholders. Reason: Mr. Ha Huu Thanh has submitted his resignation from the position of Supervisory Board member.
2. In 2025, Ms. Nguyen Thi Thanh Huyen will complete her term as a member of the Supervisory Board for the 2020 – 2025 term on August 14, 2025. To facilitate governance and avoid any disruption in the term, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the conclusion of the 2020 – 2025 term and the re-election of Ms. Nguyen Thi Thanh Huyen as a member of the Supervisory Board for the 2025 – 2030 term.
3. Based on the contents outlined in sections (1) and (2) above, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the election of two (02) additional members to the Supervisory Board. The term of the additional members elected of the Supervisory Board: 2025 - 2030.



4. The nomination, candidacy and qualification requirements for the members of the Supervisory Board shall be carried out in accordance with the Notice on Candidacy and Nomination for Members of the for Supervisory Board dated March 22, 2025.
5. The curriculum vitae of the candidates will be published on the Company's website at the following link: <https://scgr.vn/dai-hoi-dong-co-dong/>.
6. The election process and voting method: shall follow with the provisions of the Company's Charter, Internal Regulations on Company governance, Regulations on organization and working of the General Meeting of Shareholders and the Election Regulations approved at the 2025 Annual General Meeting of Shareholders.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval. 

Sincerely.

ON BEHALF OF THE BOARD OF DIRECTORS 
CHAIRMAN



DO VAN TRUONG





**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 09/SCG/TTr-HDQT

Hanoi, March 22, 2025

PROPOSAL

*(Re: Approval of the amendment to the details of business lines and
the Company's Charter)*

**To: The General Meeting of Shareholders of SCG Construction Group
Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company ("Company").

Pursuant to the prevailing legal regulations and the business operation needs of SCG Construction Group Joint Stock Company, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the amendment of the Company's business lines and Charter as follows:

1. Amendment of detailed business lines

Business Code	Registered Business Lines	Amended Business Lines	Reason for Modification
6820	Real estate consulting, brokerage, auction, and land use rights auction services Details: - Real estate brokerage services; - Real estate trading floor services; - Real estate consulting services; - Real estate management.	Real estate consulting, brokerage, real estate auction, and land use rights auction services Details: - Real estate brokerage services; - Real estate consulting services; - Real estate management.	Compliance with the Real Estate Business Law 2023

2. Amendment of the Company's Charter



To amend Article 5.1 of the Company's Charter regarding business lines to align with the revised business lines as stated in Section 1 above.

3. To authorize/delegate the General Director – the Company's legal representative to carry out the following tasks in accordance with actual circumstances:

- Prepare and complete the necessary dossiers and carry out the required procedures with competent State authorities to officially record the amendments specified in this Proposal, in compliance with prevailing legal regulations and the Company's Charter.
- Finalize and promulgate the revised Charter incorporating the amendments approved by the General Meeting of Shareholders in accordance with applicable laws.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval. *u* *V* *P*

Sincerely,

ON BEHALF OF THE BOARD OF DIRECTORS *MT*
CHAIRMAN



DO VAN TRUONG

SCG



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, March 22, 2025

**NOTICE ON CANDIDACY AND NOMINATION
FOR MEMBERS OF THE BOARD OF DIRECTORS
AND THE SUPERVISORY BOARD
(Term 2025 - 2030)**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam, as amended by Law No. 03/2022/QH15 dated January 11, 2022, of the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter on organization and operation of SCG Construction Group Joint Stock Company.

The Organizing Committee of the General Meeting announces the Notice on candidacy and nomination for members of the Board of Directors and the Supervisory Board for the 2025 - 2030 term at the 2025 Annual General Meeting of Shareholders of SCG Construction Group Joint Stock Company as follows:

I. EXPLANATION OF TERMS/ABBREVIATIONS

- Company : SCG Construction Group Joint Stock Company
- GMS : General Meeting of Shareholders
- Delegate : Shareholders, Authorized Persons
- BOD : Board of Directors
- SB : Supervisory Board

II. SUBJECTS AND SCOPE OF APPLICATION

1. This Notice provides guidance on the conditions and procedures for candidacy and nomination for members of the Board of Directors and the Supervisory Board for the 2025 - 2030 term of SCG Construction Group Joint Stock Company.

2. Shareholders and candidates participating in the nomination and candidacy process for the Board of Directors and the Supervisory Board must comply with the contents of this Notice.

III. NOMINATION AND CANDIDACY FOR MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD FOR THE 2025 – 2030 TERM:

1. Number, term and qualifications for Board of Directors members

- a. Number of additional Board of Directors members: 01 persons.
- b. Term: 2025 – 2030.
- c. Maximum number of candidates for Board of Directors members: Unlimited.
- d. Qualifications of candidates for the Supervisory Board (*According to Clause 1, Article 169 of the Law on Enterprises No.59/2020/QH14; Article 42.6 of the Company's Charter and Clause 2, Article 286 of Decree No.155/2020/ND-CP*), specifically:
 - Must not fall into the category of persons prohibited from managing enterprises as stipulated in Clause 2, Article 17 of the Law on Enterprises 59/2020/QH14;
 - Must have professional qualifications and experience in business management or the company's industry and are not necessarily required to be shareholders, unless otherwise provided in the Company charter;
 - A member of the Board of Directors of the company may concurrently be a member of the Board of Directors of another company.

2. Regulations on Nomination/ Self-Nomination for Board of Directors Members

Shareholders or groups of shareholders holding at least 10% of total common shares (as of the record date for the 2025 Annual General Meeting of Shareholders) have the right to pool the voting rights of each person together to nominate candidates for BOD.

Shareholders or groups of shareholders hold:

- With at least 10% of total voting shares: 01 candidate;
- Over 10% to below 30%: Maximum 02 candidates;
- From 30% to below 40%: Maximum 03 candidates;
- From 40% to below 50%: Maximum 04 candidates;

- From 50% to below 60%: Maximum 05 candidates;
- From 60% to below 70%: Maximum 06 candidates;
- From 70% to 80%: Maximum 07 candidates;
- From 80% to below 90%: Maximum 08 candidates.

If the number of candidates nominated and self-nominated does not meet the required number, the incumbent BOD may nominate additional candidates or organize nominations according to the Company Charter, Internal Corporate Governance Regulations, and the Board of Directors' Operational Regulations. The incumbent BOD's nomination process must be clearly disclosed and approved by the GMS before proceeding.

IV.Regulations on Nomination/Self-Nomination for Supervisory Board Members

1. Number, term and qualifications for Supervisory Board members

- a. Number of additional Supervisory Board members: 02 persons.
- b. Term: 2025 – 2030.
- c. Maximum number of candidates for Supervisory Board members: Unlimited.
- d. Qualifications of candidates for the Supervisory Board (*According to Clause 1, Article 169 of the Law on Enterprises 59/2020/QH14; Article 42.6 of the Company Charter; and Clause 2, Article 286 of Decree 155/2020/ND-CP*), specifically:
 - Must not be subject to the prohibitions on enterprise management as stipulated in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;
 - Must have educational background in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another discipline relevant to the Company's business activities;
 - Must not be a family member of any member of the Board of Directors, the General Director, or other managerial personnel;
 - Must not hold a managerial position in the Company; does not necessarily have to be a shareholder or an employee of the Company;
 - Must satisfy other standards and conditions as prescribed by relevant laws and the Company's Charter;
 - In addition to the above criteria and conditions, a member of the Supervisory Board must not be a family member of the Company's or the parent company's

managerial personnel, nor a representative of contributed capital from an enterprise, nor a representative of state capital at the parent company or the Company.

2. Regulations on nomination/candidacy of members of the Supervisory Board

Shareholders or groups of shareholders holding at least 10% of the total ordinary shares (as of the record date for the list of shareholders attending the 2025 Annual General Meeting of Shareholders) have the right to aggregate their voting rights to nominate candidates for the Supervisory Board.

Shareholders or groups of shareholders holding:

- From 10% to below 30% of total voting shares: Maximum 02 candidates;
- From 30% to below 50%: Maximum 03 candidates;
- From 50% to below 65%: Maximum 04 candidates;
- From 65% onwards: Full number of Supervisory Board members.

In cases where the number of candidates nominated and self-nominated for the Supervisory Board is still insufficient, the incumbent Supervisory Board shall introduce additional candidates or organize nominations in accordance with the Company's Charter, the Internal Corporate Governance Regulations, and the Supervisory Board's Operating Regulations. The nomination of candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes on the election of Supervisory Board members, in compliance with legal regulations.

V. Nomination and Candidacy Dossier for the Board of Directors and the Supervisory Board

a. Nomination/candidacy dossier

(Forms are posted on the Company's website at: <https://scgr.vn/dai-hoi-dong-co-dong/>)

- Nomination/Candidacy Application *(according to the prescribed form)*;
- Candidate's Curriculum Vitae *(according to the prescribed form)*;
- Copies of the following documents: ID card/Citizen ID/Passport; degrees and certificates verifying educational and professional qualifications.

Nominees/candidates for the Board of Directors and the Supervisory Board shall be legally and personally responsible before the General Meeting of Shareholders for the accuracy and truthfulness of the information in their dossiers.

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Only nomination or candidacy dossiers that meet the required conditions and candidates who fully satisfy the eligibility criteria for Board of Directors and Supervisory Board members, will be included in the list announced at the General Meeting of Shareholders.

b. Location and deadline for submission of nomination dossiers

To facilitate the organization of the General Meeting, candidates are kindly requested to submit their dossiers by before **5:00 PM on March 28, 2025**:

SCG CONSTRUCTION GROUP JOINT STOCK COMPANY

Address: 8th Floor, Sunshine Center Building, No.16 Pham Hung Street, My Dinh 2 Ward, Nam Tu Liem District, Hanoi.

VI. List of candidates

- Based on the nomination dossiers submitted by shareholders and shareholder groups, along with the accompanying documents of the candidates, the General Meeting Organizing Committee will compile a list of eligible candidates for election to the Board of Directors and the Supervisory Board for the 2025 – 2030 term.
- The list of Board of Directors and Supervisory Board candidates will be arranged in alphabetical order (A-Z) by name, with full names displayed in the voting system.

The above outlines the complete regulation on the nomination and candidacy process for the election of Board of Directors and Supervisory Board members for the 2025 – 2030 term at the 2025 Annual General Meeting of Shareholders of SCG Construction Group Joint Stock Company.

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



DO VAN TRUONG



SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, April 13, 2025

REGULATIONS ON ORGANIZATION AND WORKING OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Objectives of the Regulations:

- To ensure the publicity, fairness and democracy;
- To create favorable conditions for the organization and conduct of the General Meeting of Shareholders according to its agenda of the General Meeting, the provisions of the Charter of SCG Construction Group Joint Stock Company (“**Company/SCG**”) and the provisions of law;
- The Resolutions of the General Meeting of Shareholders express the unified will, meet the aspirations and interests of shareholders and are in accordance with the law.

CHAPTER I. GENERAL PROVISIONS

Article 1. Subjects of application

All shareholders and duly authorized persons of shareholders, guests of the General Meeting of Shareholders of SCG shall abide by and comply with the provisions of these Regulations, the SCG Charter and current legal regulations.

Article 2. Scope of application

These regulations are applied to organize the 2025 Annual General Meeting of Shareholders (“AGM”) of SCG in the form of an in-person meeting and regulate the registration to attend the meeting, voting and election by electronic voting method of shareholders through the electronic system used by SCG at the 2025 Annual General Meeting of Shareholders.

Article 3. Interpretation of terms

In these Regulations, the following terms are construed as follows:

1. Shareholder: means a person who owns at least one SCG share, whose name is on the list of shareholders entitled to attend the General Meeting of Shareholders as of March 14, 2025, provided by the Vietnam Securities Depository and Clearing Corporation.

2. Authorized representative of a shareholder: means a person who is duly authorized in writing by the shareholder to attend and exercise the legal rights of a shareholder at the 2025 Annual General Meeting of Shareholders in accordance with the provisions of law and the SCG Charter.

3. Delegate: means a Shareholder or an authorized representative of a shareholder attending the 2025 Annual General Meeting of Shareholders.

4. Venue of the General Meeting of Shareholders: means the location where the Chairman attends and presides over the meeting.

5. Electronic voting: means Delegates attending the meeting votes and electing through the Electronic System.

6. Electronic means: is the means of operation based on electrical, electronic, digital, magnetic, wireless transmission, optical, electromagnetic or similar technology.

7. Electronic system: means system that supports the organization of the General Meeting of Shareholders, providing Shareholders with tools to exercise related rights when attending the General Meeting of Shareholders (including registering to attend the General Meeting of Shareholders at the meeting location and conducting voting, elections in the form of Electronic Voting, ...).

8. Login information: Including the Username and Password of each Delegate, used to log in/access the Electronic System to discuss and conduct electronic voting.

9. Organizing Committee: means a department established to serve the preparation and organization of the 2025 Annual General Meeting of Shareholders.

CHAPTER II. CONTENT OF REGULATIONS

Article 4. Conditions and methods of attending the General Meeting

1. Conditions for attending the General Meeting

a. Participants:

SCG shareholders according to the list of shareholders as of March 14, 2025 provided by the Vietnam Securities Depository and Clearing Corporation and the authorized representatives of shareholders are entitled to attend the General Meeting of Shareholders.

b. Technology requirements:

Delegates attending the General Meeting of Shareholders and voting electronically shall use suitable electronic devices, connected to the Internet to ensure that they can follow the progress of the General Meeting and perform electronic voting, including but not limited to: personal computers, laptops, tablets, smartphones or other electronic devices connected to the Internet.

2. How to attend the General Meeting of Shareholders by attending personally at the Meeting

a. When attending the meeting at the location of the General Meeting of Shareholders stated in the Invitation Letter, Register to attend the General Meeting by providing the identification documents "ID card/Citizen ID/Passport and authorization letter (if being an authorized representative)" and present the above identification documents to the Organizing Committee to confirm the status of the Delegate.

b. Before the opening of the meeting, SCG shall carry out the Delegate registration procedure and carry out the registration until all present Delegates who are entitled to attend the meeting are registered.

c. When registering delegates, SCG will provide each Delegate attending the meeting with a information form to login the Electronic System, with information on the full name of the Shareholder or the full name of the Shareholder's authorized representative, the login name and the corresponding access password. Delegates are responsible for keeping the access account and other identification factors provided by SCG confidential to ensure that only the Shareholders have the right to participate in Electronic Voting on the Electronic System. In case a Shareholder authorizes another individual/organization to attend the General Meeting and vote electronically, the Shareholder and the Shareholder's authorized person shall be responsible for the authorization and the results of the Electronic Voting according to the access account that has been granted.

d. Delegates who arrive after the meeting had opened but the General Meeting has not yet ended shall have the right to register and participate in voting at the General Meeting on issues that have not been voted on. In that case, the Chairman is not responsible for stopping the General Meeting and the validity of the previously voted contents is not affected.

Article 5. Authorization to attend the General Meeting

1. Authorization to attend the General Meeting of Shareholders shall be made in writing and in accordance with the provisions of the 2020 Law on Enterprises and the SCG Charter as follows:

- An individual shareholder has the right to authorize his/her shares to only one (01) other individual to attend and vote at the General Meeting on his/her behalf.
- An organization shareholder has the right to authorize his/her shares to a maximum of three (03) representatives to attend and vote at the General Meeting on his/her behalf.

2. Authorization is considered valid and legally effective when it satisfies the following conditions:

- The authorization is made in writing using the form provided by SCG or in writing by the Shareholder in accordance with the provisions of the civil law, clearly stating the name of the authorized individual or organization and the number of authorized shares; the content of the authorization; with full signatures, full names, and seals (if an organization) of the authorizing party and the authorized party.
- The authorized person shall present all personal identification documents (ID card/Citizen ID/Passport) and SCG will receive the original authorization document when the Delegate registers to attend the General Meeting.

3. Cancellation of authorization:

- In case the Shareholder has sent the authorization information before the date of the General Meeting and wants to cancel the valid authorization sent before, the Shareholder shall send an official document requesting to cancel the authorization to SCG. SCG is not responsible for any change in authorization if the shareholder does not follow the above instructions.

- The cancellation of authorization shall not be effective if the authorized representative of the shareholder has successfully registered to attend the meeting and has voted on any issue of the content in the Agenda of the General Meeting of Shareholders on the Electronic System.

Article 6. Guests of the General Meeting

Depending on the actual situation, the Organizing Committee may (and is not required to) invite some guests such as those holding management positions of SCG and

its subsidiaries, the Board of Supervisors, the Chief Accountant, and representatives of the auditing company (if any).

Article 7. Rights and obligations of Delegates

1. Rights of Delegates when attending the General Meeting of Shareholders

a. To be publicly notified by the Organizing Committee of the General Meeting of information on the content, agenda of the General Meeting and related documents attached.

b. To attend the General Meeting, discuss and vote on all issues under the authority of the General Meeting of Shareholders as prescribed in the SCG Charter, these Regulations and the instructions on the website: <https://scgr.vn/dai-hoi-dong-co-dong/>.

c. To have the right to attend meetings and/or participate in voting on remaining issues after the General Meeting has opened.

d. To authorize one or more other individuals or organizations to attend the General Meeting as prescribed in Article 5 of these Regulations.

2. Obligations of Delegates when attending the General Meeting of Shareholders

a. To comply with the regulations at the General Meeting, respect the guidance and direction of the Presidium and the results of the General Meeting.

b. When attending the General Meeting, delegates shall be present at the prescribed time and complete the registration procedures with the General Meeting Organizing Committee; behave in a civilized and polite manner, not to smoke in the General Meeting room, not to talk privately, not to use mobile phones during the General Meeting, all mobile phones shall be turned off or not ring.

c. Delegates need to prepare and use appropriate electronic devices (personal computers, laptops, tablets, smartphones, ...), with an Internet connection to participate in discussions and vote electronically.

d. To secure information related to access accounts such as: login name, access password, provided by SCG to ensure that only the Delegates have the right to vote on the electronic voting system.

e. To immediately notify SCG for timely handling when discovering that the login name and password are lost, stolen, leaked, or suspected of being leaked to lock the access account. The Delegate shall be responsible for any damages, losses and other

risks occurring before SCG receives the Delegate's notification if the cause is due to the Delegate.

f. Recording and filming the General Meeting shall be publicly announced and approved by the General Meeting Chairman.

g. Speaking and voting in accordance with the instructions of the Organizing Committee and respecting the direction of the General Meeting by the General Meeting Chairman.

h. To strictly comply with these Regulations and respect the results of the work at the General Meeting.

Article 8. Organizing Committee

1. The Organizing Committee of the General Meeting is an agency established by the Board of Directors. The number and composition of the General Meeting Organizing Committee is decided by the Board of Directors.

2. The General Meeting Organizing Committee has the following responsibilities:

- a. To fulfill the tasks as prescribed in these Regulations.
- b. To provide guidance and be the focal point to answer shareholders' questions regarding registration to attend the General Meeting and electronic voting.
- c. To prepare electronic means and facilities to ensure the organization of the General Meeting in person and electronic voting.
- d. To fulfill other tasks as decided by the Board of Directors.

Article 9. S Delegate qualification examination board

1. The Delegate Qualification Examination Committee is an assisting department of the General Meeting Organizing Committee. The Delegate Qualification Examination Committee has 02 members, including 01 Head of the Committee and 01 member.

2. The Shareholder Qualification Examination Committee is responsible for:

- a. Checking the qualifications and status of Shareholders and Shareholders' Authorized Representatives attending the meeting.
- b. Reporting to the General Meeting of Shareholders on the percentage of shareholders attending the meeting.

c. Reviewing and complying with the conditions for holding the General Meeting of Shareholders in accordance with the 2020 Law on Enterprises and the SCG Charter.

Article 10. Presidium

1. The Chairman of the Board of Directors ("BOD") shall chair the General Meeting or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the BOD is absent or temporarily unable to work, the remaining members of the BOD shall elect one of them to be the Chairman of the General Meeting according to the majority principle. In case no one can be elected as the Chairman, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the Chairman of the meeting from among the attendees and the person with the highest number of votes shall chair the meeting.

2. Except for the case specified in Clause 1 of this Article, the person who signs the summons for the General Meeting of Shareholders shall direct the General Meeting to elect the Chairman of the meeting and the person with the highest number of votes shall chair the meeting.

3. The Presidium shall consist of 05 members. The Chairman of the Board of Directors shall act as the Chairman of the Presidium and the Chairman of the meeting.

a. Duties of the Presidium:

- To run the General Meeting in accordance with these Regulations and the agenda approved by the General Meeting of Shareholders at the General Meeting;
- The Chairman shall work according to the principle of democratic centralism and makes decisions by majority;
- To guide the General Meeting to discuss and vote on issues within the agenda of the General Meeting and related issues throughout the General Meeting.

b. Rights of the Presidium:

- The Presidium has the right to perform the tasks deemed necessary to conduct the General Meeting in a valid and orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of shareholders attending the meeting.
- The decision of the Presidium on matters of order, procedures or events arising outside the General Meeting agenda will be of the highest judgment.

Article 11. Secretariat

The Chairman shall appoint one or more persons to act as the meeting Secretariat. The Secretariat shall perform the following duties:

1. To assist the Presidium in checking the qualifications of delegates attending the meeting (when necessary).
2. To receive and summarize the opinions and questions of delegates during the General Meeting and send them to the Presidium.
3. To fully and honestly record the entire proceedings of the General Meeting and the issues that have been approved by the General Meeting or are still being noted at the General Meeting.
4. To draft the Minutes and Resolutions for the General Meeting to approve before the end of the General Meeting.
5. To perform other tasks assigned by the Chairman.

Article 12. Vote Counting Committee

The Chairman shall introduce the members of the Vote Counting Committee for the General Meeting's voting and approval. The Vote Counting Committee has the following rights and obligations:

1. To instruct delegates on the regulations, rules and methods related to voting/election at the General Meeting.
2. To conduct vote counting and election;
3. To prepare and announce the Minutes of vote counting and election before the General Meeting of Shareholders.
4. To review and report to the General Meeting any violations of voting regulations or complaints about vote counting results.

Article 13. Conditions for holding the General Meeting

1. The General Meeting shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of voting shares. In case more than 30 minutes have passed since the time of determining the opening of the General Meeting but the number of shareholders registered to attend the General Meeting has not represented the required number, the meeting shall be deemed not eligible to proceed and the Convener shall cancel the meeting.

2. In case the General Meeting does not meet the conditions to proceed as prescribed in Clause 1 of this Article, the convening and conducting of the next General Meeting shall be conducted in accordance with the provisions of the SCG Charter and Article 145 of the 2020 Law on Enterprises.

Article 14. Agenda

1. The agenda and content of the meeting shall be approved by the General Meeting of Shareholders in the opening session. The agenda shall clearly and specifically specify the time for each issue in the agenda.

2. Shareholders or groups of shareholders specified in Clause 2, Article 115 of the 2020 Law on Enterprises and the SCG Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall be in writing and sent to the Company at least 03 working days before the opening date. The proposal shall clearly state the name of the shareholder, the number of each type of shares of the shareholder or equivalent information, and the issues proposed to be included in the agenda.

3. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 2 of this Article if one of the following cases occurs:

- a. The proposal was not submitted on time or was incomplete or incorrect in content.
- b. The proposed issue is not within the decision-making authority of the General Meeting of Shareholders.

1. The person convening the General Meeting of Shareholders shall accept and include the proposal specified in Clause 2 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 3 of this Article, and the proposal will be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

2. The Company shall disclose information on the addition of the agenda and content of the meeting in accordance with the provisions of the law. Shareholders are responsible for monitoring changes and additions to the agenda and documents related to the General Meeting of Shareholders as notified by the Company. The Company is

not responsible if shareholders do not fully update information related to the amendment of the agenda.

Article 15. Voting to approve issues at the General Meeting

1. Voting time

a. From the time of successful registration to attend the meeting and being granted login information, Delegates can begin accessing the Electronic System to exercise their voting rights until the Chairman announces the end of voting for each voting content or the end of the General Meeting of Shareholders. The last voting opinion recorded by the Electronic System before the end of voting is a valid opinion and is recorded in the vote counting results.

b. Before the voting period ends, Delegates will only know the results of their votes. After the voting period ends, Delegates will know the general voting results for each content announced publicly by the Presidium or the Vote Counting Committee before the General Meeting.

c. When the voting time for a voting content ends, the electronic voting system will not record additional electronic voting results corresponding to that voting content from Delegates.

2. Voting method

a. All issues in the Agenda of the General Meeting shall be discussed publicly by the General Meeting of Shareholders and voted publicly by electronic voting through the Electronic System for Organizing General Meetings of Shareholders (EzGSM system) at the website: <https://ezgsm.fpts.com.vn/>.

b. Delegates shall decide to vote by checking one of the three boxes corresponding to "Agree", "Disagree", "No opinion" for each content asking for opinions and clicking the "Vote" button to save and send the voting results to the Electronic System. Before the voting period ends, shareholders can change their voting opinions by clicking "Change Vote" button, selecting their revised voting option and clicking the "Vote" button to confirm the final voting opinion.

c. Depending on the developments and the agenda of the General Meeting of Shareholders, the voting to approve the contents presented to the General Meeting can be divided into many voting sessions. Delegates attending the General Meeting shall comply with the voting time corresponding to each session according to the Chairman's

declaration and the announcement of the electronic voting system. Delegates vote on all contents of the same voting session. An invalid vote is a vote containing voting content that has not been commented on by the Delegate (no box is checked). The electronic system will warn if the vote is invalid, the Delegate is responsible for adjusting the valid vote and sending the results to the system. Invalid votes are not recorded by the system and the Delegate is considered to have attended but did not vote on that content (Votes are not collected).

When running the General Meeting, the Chairman shall announce the end of voting on the system so that the Delegates can exercise their rights. In case the Delegates encounter problems with voting on the System, they can contact the Organizing Committee for instructions and support to complete the voting. From the time the System closes the voting content, the Delegates shall not have the right to change any voted content, the voting results of shareholders recorded on the system according to the Login information are the final results and no complaints/claims are allowed regarding this result.

d. In case the meeting agenda is supplemented with content proposed by shareholders/groups of shareholders and approved by the General Meeting of Shareholders, the Delegates shall conduct additional voting on that content. If the Delegates do not conduct additional voting, it is considered that they have not voted on this content.

e. Delegates can change the voting and election results many times but cannot cancel the voting results on the system.

3. Voting rules

a. Each common share owned or represented by ownership corresponds to a voting right.

b. Shareholders and related persons are not allowed to vote on transactions, contracts, and issues in which they have related interests.

c. Resolutions of the General Meeting of Shareholders are passed at the meeting when they are approved by shareholders owning more than 50% of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Paragraph a, Article 26.1 of the SCG Charter and Clauses 1, 3, 4, 6, Article 148 of the 2020 Law on Enterprises.

d. Resolutions of the General Meeting of Shareholders on the following contents are passed if they are approved by shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting:

- Types of shares and total number of shares of each type;
- Changes in business lines, occupations and fields;
- Changes in the Company's management structure;
- Amendments and supplements to the Charter;
- Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in SCG's most recent financial statements;
- Reorganization (including division, separation, merger or consolidation) or dissolution of the Company.

e. Voting to elect members of the Board of Directors and the Board of Supervisors shall be conducted by cumulative voting in accordance with the provisions of the 2020 Law on Enterprises and the Election Regulations approved by the General Meeting of Shareholders.

4. Method and results of vote counting

a. The Vote Counting Committee approved by the General Meeting of Shareholders at the General Meeting is responsible for checking the electronic voting results to summarize the voting results.

b. The electronic system records the number of votes issued, the number of votes collected, the number of votes not collected and the ratio of the total number of voting votes attending the meeting.

c. All votes collected by the electronic system are valid.

d. The vote of each delegate is recorded by the system according to: Number of votes in favor, number of votes against and number of votes with no opinion.

e. The voting results of each content are announced by the Presidium or the Vote Counting Committee immediately at the General Meeting.

Article 16. Discussion at the General Meeting

1. Discussions shall only be conducted within the prescribed time and within the scope of the issues presented in the agenda of the General Meeting of Shareholders.

2. Delegates shall conduct discussions under the guidance of the Chairman or the representative of the Organizing Committee during the General Meeting, ensuring compliance with the provisions of the Company's Charter.

3. Delegates may discuss at the General Meeting by raising their hands to speak under the direction of the Presidium or sending their opinions and questions through the online support window at the General Meeting organization system (EzGSM) or other methods. The Secretariat is responsible for summarizing the opinions of Delegates and sending them to the Presidium, and at the same time saving the Delegate's name, Delegate code (if any) and the content of the question.

4. Delegates shall give brief opinions and focus on the key issues that need to be discussed, in accordance with the approved agenda of the General Meeting. The Chairman has the right to remind or suggest that Delegates focus on the key issues that need to be discussed to save time and ensure the quality of the discussion; the right to attend the General Meeting will be revoked if Delegates intentionally violate the regulations of the General Meeting, having disruptive behavior, disrupting order or having actions that directly affect the operation of the General Meeting.

5. In case of time constraints, questions that have not been answered directly at the General Meeting will be answered by SCG to shareholders in an appropriate form.

Article 17. Minutes and Resolutions of the General Meeting of Shareholders

All contents of the General Meeting shall be recorded by the Secretariat in the Minutes of the General Meeting of Shareholders and may be recorded and stored in other electronic forms. The Minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders shall be read and approved before the closing of the General Meeting.

Article 18. Force majeure events


1. During the time of holding the General Meeting of Shareholders and electronic voting, there may be force majeure events beyond the control of the Company such as natural disasters, fires, power outages, loss of Internet connection or other technical incidents, epidemics, requests or instructions from the Government and/or other competent state agencies... The Company will mobilize all resources to overcome the

incidents and the General Meeting can continue, but not more than 60 minutes from the time of the incident.

2. In case the force majeure events cannot be overcome so that the General Meeting can continue within 60 minutes from the time of the incident, the Chairman will declare the General Meeting to be suspended, all issues that have been voted on before the suspension (if any) will be canceled. These issues will be voted on again at the nearest General Meeting of Shareholders.

CHAPTER III. EFFECT

Article 19. Effect

The working regulations of SCG's 2025 Annual General Meeting of Shareholders in the form of direct, electronic voting include 19 Articles and take effect from the time of approval by the General Meeting of Shareholders. 

ON BEHALF OF THE BOARD OF DIRECTORS 

CHAIRMAN



ĐO VAN TRUONG



**SCG CONSTRUCTION GROUP
JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, April 13, 2025

**REGULATIONS ON ADDITIONAL ELECTIONS OF
MEMBERS OF THE BOARD OF DIRECTORS
AND THE SUPERVISORY BOARD
(Term 2025 - 2030)**

Basis:

- Pursuant to the Law on Enterprises No. 59/2020/QH14, promulgated on June 17, 2020, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14, promulgated on November 26, 2019, by the National Assembly of the Socialist Republic of Vietnam, effective from January 1, 2021 and its guiding documents;
- Pursuant to Notice on candidacy and nomination for members of the Supervisory Board for the 2025 – 2030 term.

The Organizing Committee of the General Meeting hereby announces the Regulations for the election of additional members of the Supervisory Board for the 2025 – 2030 term at the 2025 Annual General Meeting of Shareholders of SCG Construction Group Joint Stock Company as follows:

I. EXPLANATION OF TERMS/ABBREVIATIONS

- Company : SCG Construction Group Joint Stock Company
- GMS : General Meeting of Shareholders
- Delegates : Shareholders, Authorized Persons

II. SUBJECTS AND SCOPE OF APPLICATION

1. These regulations apply to the election of additional members of the Supervisory Board for the 2025 – 2030 term of the Company at the 2025 Annual General Meeting of Shareholders.
2. Those entitled to vote: Individuals who own at least one share of the Company and are listed in the register of shareholders entitled to attend the General Meeting of Shareholders as of March 13, 2025, as provided by the Vietnam Securities

Depository and Clearing Corporation (“VSDC”), or a duly authorized representative of a shareholder listed in the above register.

3. Applied to the election of the list of candidates nominated and running for the Supervisory Board stated in the Notice on candidacy and nomination for members of the Supervisory Board for the 2025 – 2030 term.

III. STANDARDS OF MEMBERS OF THE SUPERVISORY BOARD

Conditions and criteria for becoming a member of the Supervisory Board are specified in the Notice on nomination and candidacy for members of the Board of Supervisors for the 2025 – 2030 term dated March 22, 2025 of the Company.

IV. ELECTION OF MEMBERS OF THE SUPERVISORY BOARD FOR THE TERM 2025 – 2030

1. Election principles

- To comply with the provisions of law and the Company's Charter.
- The Vote Counting Committee shall be nominated by the Chairman and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee must not be listed as nominees or candidates for the Board of Directors or the Supervisory Board.

2. Election method:

- The cumulative voting method shall be applied (*According to Clause 3, Article 148 of the 2020 Law on Enterprises*).
- Accordingly, each delegate has a total number of votes corresponding to the total number of voting shares (including owned and authorized) multiplied by the number of members elected to the Supervisory Board.
- Delegates may allocate their total number of votes to one or multiple candidates, but not exceeding the number of members approved by the General Meeting of Shareholders.
- Delegates attending the General Meeting of Shareholders online and voting electronically can change the election results until before the end of the voting and election period as prescribed.

3. Voting

a. Voting through electronic voting system

- In case a delegate allocates all votes to a single candidate or distributes votes equally among multiple candidates, they shall mark the checkbox in the **“Equal Vote Allocation”** section for the corresponding candidates. The system will automatically distribute the pre-set number of votes accordingly. If the vote distribution results in fractional votes, the system will automatically cancel the fractional part, and the recorded votes will be rounded down.
- If the votes are not equal among the candidates, delegates clearly write the votes in the **“Number of votes”** box of the corresponding candidates.

Note: In case the delegate has checked the box **“Equally voting”** and entered the number of votes in the number of votes box at the same time, the result will be taken according to the number of votes in the box **“Number of votes”**.

After entering the vote, the delegate clicks **“Vote”** to save and send the election result to the system. The delegate has the right to change the election result. The recorded election result is the election result saved on the system at the time of ending electronic voting according to regulations.

The following votes are considered invalid by the system and will be counted as unrecovered votes:

- The number of candidates elected by the delegates is greater than the number of members of the Supervisory Board approved by the General Meeting of Shareholders.
- The total number of votes for the candidates is not equal to the total number of votes recorded on the vote.
- The vote is recorded by the system when the voting time has expired according to regulations.

For invalid votes, the electronic voting system will send a warning to delegates attending the General Meeting of Shareholders and voting electronically. Delegates are responsible for adjusting their votes to make them valid. The system will not record invalid votes and delegates are considered not to have participated in voting through the electronic voting system.

b. Principles of election and selection of candidates

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- The members elected to the Supervisory Board shall be determined by the number of votes cast from high to low, starting from the candidate with the highest number of votes until the required number of members is reached.
- In case there are two (02) or more candidates with the same number of votes for the final member of the Supervisory Board, a re-election will be held among the candidates with the same number of votes.
- If the first election result does not have enough members of the Supervisory Board, the election will be held until the required number of members are elected.

4. Effect

- These election regulations shall take effect immediately upon approval by the General Meeting of Shareholders.
- These regulations shall expire when the 2025 Annual General Meeting of Shareholders of SCG Construction Group Joint Stock Company ends.
- The above is the entire Regulations for electing additional members of the Supervisory Board of the Company for the term 2025 – 2030 at the 2025 Annual General Meeting of Shareholders of SCG Construction Group Joint Stock Company.

Respectfully submit to the General Meeting of Shareholders for consideration and approval./.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



DO VAN TRUONG