

No. : 02/2026/NQ-HĐQT

Dong Thap, January 26, 2026

**RESOLUTION OF THE BOARD OF DIRECTORS  
SA GIANG IMPORT EXPORT CORPORATION**

*(Regarding the approval of the detailed implementation and plan for using the capital raised from the additional public offering of shares to existing shareholders)*

**BOARD OF DIRECTORS**

*Based on the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;*

*Based on the Securities Law No. 54/2019/QH14 dated November 26, 2019;*

*Based on Law No. 56/2024/QH15 dated November 29, 2024, amending and supplementing a number of articles of the Securities Law, Accounting Law, Independent Auditing Law, State Budget Law, Law on Management and Use of Public Assets, Tax Management Law, Personal Income Tax Law, National Reserve Law, and Law on Handling Administrative Violations;*

*Based on Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;*

*Based on Circular No. 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding some contents on offering and issuing securities, public tender offers, share buybacks, registration of public companies, and delisting of public companies;*

*Based on the Charter of Sa Giang Import Export Corporation (“the Company”);*

*Based on Resolution No. 03/2025/NQ-ĐHCD dated November 3, 2025, of the General Meeting of Shareholders approving the plan to offer additional shares to the public for existing shareholders (“Resolution No. 03 of the General Meeting of Shareholders”);*

*Based on the Minutes of the Board of Directors meeting dated January 22, 2026.*

**RESOLUTION:**

**Article 1 : Approves the detailed implementation of the public offering of additional shares to existing shareholders to increase the charter capital of Sa Giang Import Export Corporation (“Public Offering Plan”) as approved by the General Meeting of Shareholders (“AGM”) in AGM Resolution No. 03:**

1. Offering organization:	Sa Giang Import Export Corporation
2. Current registered capital:	71,475,800,000 VND
3. Number of shares before the offering:	7.147.580 share
In there :	
- Number of outstanding shares :	

- Number of shares fund :	7.147.580 share 0 share
4. Name of shares offered:	Shares of Sa Giang Import Export Corporation
5. Stock ticker:	SGC
6. Price stocks :	10,000 VND/share
7. Type of shares offered :	common stock
8. Currency issued:	Vietnamese Dong
9. Number of shares expected to be offered :	7.147.580 share
10. Total value of shares expected to be offered at par value:	71,475,800,000 copper
11. Asking price share:	65,000 VND/ share
12. Total offering value expected:	464,592,700,000 copper
13. Total number of shares expected after the offering: This includes treasury stock:	14.295.160 share 0 share
14. Total projected charter capital after the offering:	142,951,600,000 VND .
15. Target audience:	Offering to existing shareholders name in name book neck winter in day post sign last together to real presently rights buy neck ticket Hello sell added by the Vietnam Securities Depository Corporation and Compensation apart from proof Vietnam State Contracting Authority (“VSDC”) grants according to rules define .
16. Sales method :	For sale more neck ticket go out labour they give existing shareholders through the exercise of the right to purchase .
17. Ratio real presently rights :	1:1 <i>( In day lock name book neck winter to real presently rights , shares winter team one old ticket will Okay enjoy 01 right Buy . Stock winter team possess one right buy will Okay Buy 1 share ticket new broadcast onion more ).</i>
18. Rounding principle , method case Handling fractional shares and unsold shares:	Rounding principle , method case Handling fractional shares: Are not broadcast born odd shares , due to the ratio real presently rights It's 1:1. Option Handling unsold shares: General Meeting of Shareholders rights For the Board of Directors:

	<ul style="list-style-type: none"> <li>- Sea predetermined job next custom Hello sell number neck ticket Hello sell give neck winter presently day Are not Okay buy run out of and / or from deny rights purchase , and / or arrive limit close money buy neck ticket but Are not close money buy ( after) This call shared is " Ancient " Voucher Need Distribution ") for the neck winter presently day Have soft bridge buy more .</li> <li>- Corpse predetermined price Hello sell guarantee tell Are not short than level price Hello sell give neck winter presently right .</li> <li>- Corpse define pepper ambition , reputation book old man body neck winter presently day Okay buy more number Neck Voucher Need Distribution .</li> </ul> <p>Job fertilizer combination number Neck Voucher Need Fertilizer Matching give home head private Right hour head rules predetermined in Article 195 of the Enterprise Law and Article 42 of the Decree Decree 155/2020/ND-CP issued by the Government December 31, 2020 job rules define details exam onion one number thing belong to Law Proof contract and the thing lawsuit other according to rules predetermined belong to France law .</p> <p>In the case where the Board of Directors decides predetermined Are not next custom Hello sell number Neck Voucher Need Fertilizer Matching or run out of time space fertilizer combination neck ticket according to rules predetermined belong to France laws ( including chief time space family limit If Yes, there is . Neck Voucher Need Fertilizer Matching still Not yet Okay fertilizer combination run out of then number neck ticket This will bag cancel cancel and the Board of Directors decision predetermined conclude train batch Hello sell .</p>
19. Transfer of share purchase rights:	<p>Existing shareholders have name in name book in day lock name book neck winter real presently rights buy neck ticket Hello sell more They have the right to transfer their right to purchase shares to another person within the specified period .</p> <p>The right to purchase can only be transferred once . du best give one or much home head private other each other ( the person receiving the transfer of the right to purchase is not allowed to transfer it to another person) . that purchase right ( for third parties )</p> <p>Beside transfer and beside receive transfer on one's</p>

	own agree convenient level price transfer , payment maths money and bear blame task real presently the meaning service rules predetermined border mandarin arrive job Transfer .
20. Expected time of arrival sell :	It is expected that in 2026, after receiving the Certificate of Additional Offering from the State Securities Commission ( SSC), the company will be granted the license to offer additional shares. neck ballots to the public .
21. Billion rules Hello sell wall labour dark minority and direction case compensation cover part lack deficit capital attend ants Huy movement Okay from batch Hello sell :	<p>Billion rules Hello sell wall labour dark minimum : None pressure use .</p> <p>Case conclude train time space Hello sell according to rules predetermined ( include chief time space family limit If Yes ), the company does not Hello sell run out of number neck ticket like post sign , opposite with part lack deficit capital attend ants Huy movement from batch Hello If sold , the company will next custom history use (i) source capital plate Have from active movement terrible rack of the Company or (ii) commission movement from the source fit rules other of the Company 's aim compensation cover part still lack to real presently plan plan history use capital .</p> <p>General Meeting of Shareholders rights for the Board of Directors to decide Define the details .</p>
22. Register for listing at Stock Exchange (“SGDCK”) and registration neck ticket at VSDC :	Total set number quantity neck ticket broadcast born from batch Hello sell more neck ticket give neck winter presently day registered practice central in General Depository Corporation and Compensation apart from Proof Vietnam State Contracting Authority (VSDC) and post Signed for listing on the Stock Exchange in time 30- day deadline tell from day conclude train batch Hello sell .
23. Transfer restrictions:	<p>Neck ticket Hello sell more give neck winter presently day through images awake real presently rights buy Are not bag limit craft transfer yield .</p> <p>Total set number Neck Voucher Need Fertilizer Matching according to decision predetermined of the Board of Directors stated in Section 18, Options The offer will bag limit craft transfer yield in round 1 year tell from day conclude train batch Hello sell .</p>
24. The level of dilution of the shares to be issued:	After the company issues additional shares to increase capital, the number of shares outstanding on the market... The company's stock price also increased accordingly. An increase in the number of outstanding shares will lead to stock dilution. Some common

	<p>dilution effects include: (i) Dilution of net earnings per share (EPS); (ii) Dilution of book value per share; (iii) Dilution of shareholding and voting rights; (iv) Dilution of the reference price on the ex-dividend date.</p> <p>(i) Regarding earnings per share - EPS:</p> <p>EPS = Profit after tax / Number quantity neck ticket save onion jar army .</p> <p>EPS for 2024 according to the Report talent main check maths The company 's fee is 14,019 VND .</p> <p>After completion wall batch Hello In the sale , basic earnings per share (EPS) may decline because after-tax profits are distributed among a larger number of shares. However, this also depends on the amount of money the Company raises in this offering to invest in business development and the profits earned from that investment.</p> <p>(ii) Diluting the book value per share:</p> <p>Price treatment notebook Books = Capital owner team useful /( Number quantity neck ticket Satisfied broadcast onion - ancient ticket fund ).</p> <p>In time Point 31/12/2024, Price treatment notebook book each neck ticket The company 's revenue is 48,430 VND .</p> <p>After the offering is completed, the book value of each share will change due to changes in the number of outstanding shares and the rate of equity growth. With a ratio rules real presently rights 1:1 and price Hello sell High than price treatment notebook books (65,000 VND/copy) should after batch Hello sell then price treatment notebook book belong to company High than before When real company presently Hello sell neck ballot .</p> <p>(iii) Dilution of shareholding and voting rights: The shareholding and voting rights of existing shareholders will be reduced by a percentage corresponding to the percentage of existing shareholders who decline their right to purchase shares in this offering (compared to the period before the record date for exercising the right to purchase additional shares).</p> <p>(iv) Dilute the reference price on the ex-dividend date:</p> <p>The SGC share price will be adjusted according to regulations on the ex-dividend date. in school fit price</p>
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deliver pandemic in day real presently rights big than price Hello sell .

Price The dilution upon the issuance of new shares is determined by the following formula:

$$P = \frac{P_{t-1} + (I_R \times P_R)}{1 + I_R}$$

- In there :

P: price market school belong to neck ticket after When bag phase Dilute .

$P_{t-1}$  : price market school belong to neck ticket before When bag phase Dilute .

$I_R$  : ratio rules capital increase .

$P_R$  : price broadcast onion neck ticket new .

- Reference :

$P_{t-1}$  : fake use , price neck SGC ticket before day deliver pandemic Are not enjoy rights is 104,000 VND / share ballot .

$P_R$  : price broadcast onion neck ticket new is 65,000 VND / share ballot .

$I_R$  : ratio rules capital increase is 100% ( ratio ratio 1:1).

P: price virus mat belong to neck SGC voucher in day deliver pandemic Are not enjoy rights buy neck ticket in batch broadcast onion new to increase capital To be :

$$P = \frac{P_{t-1} + (I_R \times P_R)}{1 + I_R} = \frac{104,000 + (100\% \times 65,000)}{1 + 100\%}$$

= 84,500 VND / share ballot .

**Article 2 : Through the plan to use the capital raised from the additional public offering of shares to existing shareholders:**

The entire proceeds from the offering, calculated based on the offering price (including offering costs, if any), amounting to VND 464,592,700,000, will be used for the following specific purposes:

<b>Capital utilization plan</b>	<b>Estimated capital expenditure (VND)</b>	<b>Expected time of capital utilization</b>
Contributing capital to Hoan Ngoc Agriculture Food Products Corporation to implement the Hoan Ngoc Agricultural and Food Products Production and Processing Plant project, with Hoan Ngoc Agricultural and Food Products Joint Stock Company as the investor.	464,592,700,000	2026
<b>Total</b>	<b>464,592,700,000</b>	

In the event that the fundraising schedule from the offering changes or the implementation progress is delayed, resulting in the fundraising from the offering falling behind the payment schedule for the purposes approved by the General Meeting of Shareholders, the Company's Board of Directors has the right to allocate other Company funds to disburse in advance for the intended purposes. Subsequently, the funds raised from the offering will be used to offset the shortfall, ensuring that the funds raised from the initial offering are used for the intended purposes.

During the period when the funds raised from the offering are not yet used for the aforementioned purposes, the Board of Directors is permitted to deposit them in savings accounts.

For any shortfall in the funds expected to be raised from the offering for the aforementioned purposes, the Company will continue to use: (i) available funds from the Company's business operations or (ii) funds raised from other legitimate sources of the Company to offset the shortfall and implement the planned use of the funds.

### **Information about Hoan Ngoc Agricultural and Food Products Joint Stock Company and the Hoan Ngoc Agricultural and Food Products Production and Processing Plant Project**

Information about Hoan Ngoc Agricultural and Food Products Joint Stock Company

- Business Registration Certificate: 1402205295
- Main business field: Production of pho, hu tieu, rice paper, puffed rice cakes, noodles, and pasta
- Charter capital: VND 145,810,000,000
- Address: Lot B4, My Hiep Industrial Cluster, My Hiep Commune, Dong Thap Province, Vietnam
- Relationship with the Company: Subsidiary of Sa Giang Import Export Corporation.

Information on the capital contribution transaction to the subsidiary:

- Expected capital contribution value: VND 464,592,700,000
- Capital utilization plan: The proceeds from this capital contribution will be used to cover the project costs of the Hoan Ngoc Agricultural and Food Processing Plant.
- Sa Giang's ownership stake in Hoan Ngoc Agricultural and Food Joint Stock Company

before capital contribution: 79.999%

- Sa Giang's ownership stake in Hoan Ngoc Agricultural and Food Joint Stock Company after capital contribution: 95.22%

**Project Summary of Hoan Ngoc Agricultural and Food Processing Plant**

- Project Investor: Hoan Ngoc Agricultural and Food Joint Stock Company
- Total Project Investment: VND 630,000,000,000
- Project Scale: Capacity of 24,000 tons of finished products/year
- Project Location: Lot B4, My Hiep Industrial Cluster, My Hiep Commune, Dong Thap Province, Vietnam

**Article 3 : Through a plan to ensure the issuance of shares complies with regulations on foreign ownership ratios:**

- Maximum foreign ownership ratio in the Company as stipulated by law: 100% (based on Document No. 210/UBCK-PTTT dated January 13, 2023 of the State Securities Commission on the maximum foreign ownership ratio in the Company).
- Current foreign ownership ratio (according to the latest shareholder list as of October 6, 2025): 1.34% of the Company's charter capital.
- The Company commits to ensuring compliance with the law regarding the maximum foreign ownership ratio of 100% in Sa Giang Import Export Corporation after the completion of the offering.

**Article 4** : The Board of Directors of Sa Giang Import Export Corporation assigns the General Director to direct, implement, sign documents and carry out related legal procedures to complete the additional public offering of shares in accordance with the law.

**Article 5** : This Resolution takes effect from the date of signing. Members of the Board of Directors, the Supervisory Board, the General Management Board, functional departments, and relevant individuals are responsible for implementing this Resolution.

***Recipient:***

- *As per Article 5;*
- *File in the archives.*

**CHAIRMAN OF THE BOARD OF DIRECTORS**



**NGUYEN VAN KIEM**