



No. 03/2026/Proposal-AGM

Phu Tho, April 03, 2026

**PROPOSAL**  
**TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**Re: Approval of the Profit Distribution Plan for Fiscal Year 2025**

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

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019;
- Pursuant to the audited consolidated financial statements for fiscal year 2025 of Nagakawa Group Joint Stock Company;
- Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ-NAG dated March 28, 2025 of the 2025 Annual General Meeting of Shareholders of Nagakawa Group Joint Stock Company;
- Pursuant to the Charter of Nagakawa Group Joint Stock Company.

The Board of Directors of Nagakawa Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the following profit distribution plan for fiscal year 2025:

**I. Profit Distribution Plan**

Unit: VND

No.	Item	Amount
1	Consolidated After-tax Profit 2025	32,880,565,282
2	Stock Dividend Payout	30,896,180,000
2.1	<i>Details: Dividend payout: Expected rate of 8% based on 38,620,233 shares outstanding as of April 03, 2026. In the event that the number of shares outstanding changes at the time of issuance, the GSM authorizes the BOD to adjust and determine the specific issuance ratio to ensure that the total number of shares issued as dividends does not exceed 3,089,618 shares.</i>	
3	Retained Earnings for Production and Business Operations	1,984,385,282

**II. Form of Dividend Payment**

**1. Form of Dividend Payment:**

Dividend payment in the form of Shares.



## 2. Plan for Issuing Additional Shares as Dividend Payment:

- Share name: Shares of Nagakawa Group Joint Stock Company
- Ticker symbol: NAG
- Share type: Ordinary shares.
- Par value: VND 10,000 per share.
- Purpose of issuance: Issuance of shares to pay the 2025 dividend to existing shareholders.
- Target recipients: Existing shareholders whose names appear on the shareholder register of Nagakawa Group Joint Stock Company as of the final registration date for entitlement to receive stock dividends. Treasury shares shall not be entitled to this right.
- Total number of shares expected to be additionally issued: 3,089,618 shares.
- Total issuance value (at par value): VND 30,896,180,000.
- Method: Rights exercise.
- Expected dividend payout ratio: 8%, meaning shareholders holding 100 shares are entitled to receive 8 newly issued shares, rounded down to the nearest whole number.

*(The expected ratio stated above is calculated based on the number of shares outstanding as of April 03, 2026, being 38,620,233 shares. In the event that the number of shares outstanding changes at the time of issuance, the GSM authorizes the BOD to adjust and determine the specific issuance ratio to ensure that the total number of shares issued as dividends does not exceed 3,089,618 shares.)*

- Fractional share handling: The number of shares paid as dividends to each shareholder shall be rounded down to the nearest whole number; any fractional decimal shares shall be cancelled.
- Place of implementation:
  - For shareholders who have deposited their shares: Shares will be allocated to the account opened by the shareholder at the relevant depository member.
  - For shareholders who have not deposited their shares: Shareholders shall complete procedures to receive the additionally issued shares at Nagakawa Group Joint Stock Company.

Address: 3rd Floor, GoldTower Building, 275 Nguyen Trai, Khuong Dinh Ward, Hanoi City.

- Source of funding: The estimated amount of approximately VND 30,896,180,000 to be used for dividend payment shall be sourced from the total undistributed after-tax profit for fiscal year 2025 as reflected in the audited 2025 consolidated financial statements.
- Implementation timeline: Expected to be completed in Q2/Q3 2026 and following approval by the State Securities Commission of Vietnam.



### III. Authorization to the Board of Directors for the Following Matters

The General Meeting of Shareholders authorizes the Board of Directors to carry out all necessary procedures and tasks to implement and complete the issuance of shares as payment of the 2025 dividend, in full compliance with applicable law, including but not limited to:

- Determine and adjust the dividend payout ratio based on the actual charter capital at the time of issuance to ensure that the total number of shares issued as dividends does not exceed 3,089,618 shares.
- Develop and decide upon a detailed issuance plan to ensure that the Company's share issuance is carried out lawfully, in compliance with applicable regulations, and in the best interests of the Company.
- Decide on the issuance timeline and execute the issuance in a manner that maximizes the interests of the Company and its shareholders.
- Independently select the final registration date for exercising the right to receive stock dividends in accordance with applicable law.
- Amend the charter provisions governing charter capital and the shareholding structure of shareholders in the Company's Charter to reflect the increased charter capital upon completion of the issuance.
- Complete the procedures for amending the Business Registration Certificate with the competent authority of Phu Tho Province within 30 days of the completion of the share issuance.
- Complete the additional depository registration with the Vietnam Securities Depository and Clearing Corporation and the additional listing on the Hanoi Stock Exchange for the entire number of ordinary shares issued pursuant to the plan approved by the General Shareholders' Meeting.
- Proactively carry out all necessary procedures to implement the issuance in accordance with the approved plan, ensuring full compliance with applicable law and the Company's Charter.
- Upon completion of the share issuance, authorize the BOD to complete procedures for increasing the charter capital in accordance with the Enterprise Law.

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

*Recipients:*

- GSM;
- BOD; BOS;
- Filed: IR.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN  
  
NGUYEN NGOC QUY