



## PROPOSAL

Re: Rights Issue to Existing Shareholders to Increase Charter Capital in 2026

To: The 2026 Annual General Meeting of Shareholders

### Legal Basis:

- Enterprise Law No. 59/2020/QH14 dated 17/06/2020 and related documents;
- Securities Law No. 54/2019/QH14 dated 26/11/2019 and related documents;
- Law No. 56/2024/QH15 amending certain articles of the Securities Law, Accounting Law, Independent Audit Law, State Budget Law, Law on Management and Use of Public Assets, Tax Administration Law, Personal Income Tax Law, National Reserve Law, and Law on Handling of Administrative Violations, dated 29/11/2024;
- Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government on detailed regulations implementing certain articles of the Securities Law and related documents;
- Decree No. 245/2025/ND-CP dated 11/09/2025 of the Government amending Decree No. 155/2020/ND-CP dated 31/12/2020 and related documents;
- Circular No. 118/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding certain contents on offering, issuing securities, tender offers, share buybacks, public company registration and deregistration, and related documents;
- Current Charter of Saigon General Service Joint Stock Company ("Savico" or "the Company");
- The Company's actual circumstances and needs.

In order to consolidate Savico's position as Vietnam's No. 1 automobile distributor and to meet the demands of a rapidly growing market during 2026-2030, the Board of Directors hereby submits to the General Meeting of Shareholders ("AGM") for consideration and approval the Rights Issue Plan to increase the Company's charter capital in 2026, with the following details:

### I. SHARE OFFERING PLAN

- Issuer: Saigon General Service Joint Stock Company ("Savico")
- Share name: Shares of Saigon General Service Joint Stock Company.
- Share type: Ordinary shares.
- Ticker symbol: SVC
- Par value: VND 10,000 per share (Ten thousand Vietnamese Dong per share)
- Purpose of offering: Business expansion
- Total number of shares currently issued: 93,278,289 shares
- Treasury shares: 10,500 shares
- Number of shares in circulation at the time of the offering: 93,267,789 shares
- Charter capital before the offering: VND 932,782,890,000 (Nine hundred thirty-two billion, seven hundred eighty-two million, eight hundred ninety thousand Vietnamese Dong)
- Maximum number of shares registered for offer: 13,057,490 shares
- Issuance ratio (registered shares for offer/total shares in circulation): 14%
- Offer price: VND 10,000 per share
- Offer price determination principles:

- Book value (31/12/2025) per the 2025 audited separate financial statements: VND 16,639 per share
  - Market price: average closing price over the 30 most recent trading sessions for SVC shares on HSX through 29/04/2026: VND 17,995 per share
  - Offer price determination: Based on the book value and market price of the Company's shares mentioned above; the Company's development strategy and capital increase requirements; to encourage shareholders' long-term commitment and contributions; and to ensure the feasibility of the offering, the BOD proposes an offer price of VND 10,000 per share.
- Total estimated offering value at par: VND 130,574,900,000 (One hundred thirty billion, five hundred seventy-four million, nine hundred thousand Vietnamese Dong)
  - Total estimated proceeds from the offering: VND 130,574,900,000
  - Anticipated charter capital after the issuance: VND 1,063,357,790,000
  - Offering method: Rights issue to existing shareholders via exercise of subscription rights
  - Offering targets: Existing shareholders of Savico whose names appear on the shareholder register as of the record date for the exercise of subscription rights to the rights issue, as provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
  - Rights exercise ratio for existing shareholders: 100:14

As of the record date, each shareholder holding 01 share shall be entitled to 01 subscription right. For every 100 subscription rights, the shareholder shall be entitled to purchase 14 newly offered shares.

- Rounding principle and treatment of fractional shares: The number of newly offered shares shall be rounded down to the nearest whole unit. All resulting decimal fractions (if any) shall be aggregated and handled in accordance with the fractional and unsubscribed share disposal plan set out in Section I.20 below.

- *Example: As of the record date, shareholder Nguyen Van A holds 216 shares, entitling him to 216 subscription rights; accordingly, the number of additional shares to which shareholder Nguyen Van A is entitled is  $216 \times 14 \div 100 = 30.24$  shares. Applying the rounding down rule, the number of shares shareholder A may purchase after rounding is 30 shares. The fractional amount of 0.24 shares shall be aggregated and handled in accordance with the fractional and unsubscribed share disposal plan.*

**- Disposal plan for fractional and unallocated shares:**

- Shares not subscribed by existing shareholders (whether unregistered, waived, or not paid by the payment deadline) and fractional shares arising from rounding shall be allocated by the BOD, which shall determine the recipients and allocation quantities, at a price no lower than the existing shareholders' offer price. Such allocated shares shall be subject to a minimum lock-up period of 01 year from the completion date of the offering.

- Where the recipients selected by the BOD for further share distribution are required to conduct a tender offer, such recipients shall be responsible for completing the mandatory tender offer procedures as required by applicable law.

- The disposal of remaining shares shall comply with all other conditions set out in Article 42 of Decree 155/2020/ND-CP dated 31/12/2020 and other applicable legal requirements.

- No shares shall be distributed to subsidiaries or fellow subsidiaries under the same parent company as provided in Clause 2, Article 195 of Enterprise Law 2020 No. 59/2020/QH14.

- If upon expiry of the statutory distribution period (including any extension period), shares remain undistributed, such undistributed shares shall be cancelled and the BOD shall issue a decision concluding the offering.

- Transfer of subscription rights: Existing shareholders whose names appear on the shareholder register as of the record date and who have been allocated subscription rights may transfer their subscription rights to other parties within the stipulated timeframe. Subscription rights to the newly offered shares may only be transferred once. Recipients of transferred subscription rights may not further transfer them to a third

party. The transferor and transferee shall independently agree on the transfer price and payment. The transfer of subscription rights shall comply with Article 42 of Decree 155/2020/ND-CP dated 31/12/2020 and related applicable regulations.

**- Transfer restrictions:**

- Shares purchased by existing shareholders pursuant to their subscription rights, or shares purchased by investors who have received transferred subscription rights from existing shareholders, are freely transferable.
  - Shareholders currently subject to transfer restrictions shall still be entitled to receive subscription rights; shares purchased under such subscription rights shall not be subject to transfer restrictions.
  - Shares not subscribed by shareholders (not registered or not paid for) and subsequently redistributed by the BOD to other investors shall be subject to a lock-up period of 01 (one) year from the closing date of the offering.
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- Foreign ownership ratio compliance plan: The AGM hereby delegates to and authorizes the BOD to decide on and ensure that the share offering complies with applicable foreign ownership ratio regulations.
  - Expected offering timeline: During 2026, following approval by the State Securities Commission. The AGM hereby delegates to the BOD to determine the specific timeline, subject to compliance with applicable law.
  - Supplemental registration and listing: Newly offered shares shall be registered at the Vietnam Securities Depository and Clearing Corporation and listed on the Stock Exchange in accordance with applicable law.
  - Minimum subscription ratio: As the proceeds from the rights issue are intended to supplement capital for investment, capital contribution, and business activities (rather than to fund a specific project), the minimum subscription ratio requirement shall not apply.
  - Expected dilution effect: The offering will result in dilution of share price, earnings per share, book value per share, ownership percentage, and voting rights.

**Share price dilution:**

Technical adjustment of share price for a rights issue: The issuance will cause a technical price adjustment by the Ho Chi Minh Stock Exchange (HSX), calculated as follows:

$$Ptc = (PRt-1 + (I1 \times Pr1)) / (1 + I1)$$

Where:

Ptc: Adjusted reference price on the ex-rights date.

PRt-1: Reference price of the share prior to the record date for exercise of rights.

Pr1: Offer price to existing shareholders.

I1: Ratio of capital increase from the rights issue.

**EPS dilution risk:**

Pursuant to Vietnamese Accounting Standard No. 30 – Basic Earnings Per Share:  $EPS = \text{Profit After Tax} / \text{Weighted Average Number of Shares Outstanding}$

$$\text{Weighted Average Shares Outstanding} = (X \times 12 + Y \times t) / 12$$

Where: X = Shares outstanding before issuance; Y = Newly issued shares; t = Actual months of circulation of newly issued shares in the year.

Upon completion of the offering, basic earnings per share will be affected by changes in equity and profit growth.

**Book value dilution:**

Upon completion of the issuance, the book value per share of the Company will be affected where shares are issued below book value per share at the time of issuance.

### **Ownership percentage and voting rights dilution:**

As the issuance is conducted as a rights issue to existing shareholders, shareholders who fully exercise their subscription rights will not experience a reduction in their ownership percentage or voting rights. However, shareholders who waive or transfer their subscription rights may experience a proportionate reduction in ownership percentage and voting rights.

## **II. USE OF PROCEEDS FROM THE OFFERING**

The entire proceeds from the offering shall be used to expand the Company's automobile distribution operations in accordance with the following plan:

<b>No.</b>	<b>Purpose of Use</b>	<b>Amount (VND)</b>	<b>Timeline</b>
1	Expand showroom network (capital investment, lease of premises, equipment)	130,574,900,000	2026 – 2027
	<b>TOTAL</b>	<b>130,574,900,000</b>	

The AGM hereby delegates to and authorizes the BOD to decide on a detailed capital use plan subject to the best interests of the Company and compliance with Clause 2, Article 9 of Decree 155/2020/ND-CP and other applicable regulations, and to report at the nearest AGM. For temporarily idle capital not yet disbursed pursuant to the detailed capital use plan approved by the BOD, the BOD is authorized to open fixed-term deposits to earn interest, consistent with the actual disbursement schedule.

### **Contingency plan if shares are not fully distributed:**

If, upon expiry of the offering period, the Company has not distributed all registered shares and the proceeds raised are insufficient to achieve the purposes approved by the AGM, the AGM hereby authorizes the BOD to adopt one or a combination of the following measures depending on actual circumstances:

- Request an extension of the offering period to continue distributing the remaining shares in compliance with applicable law.
- Supplement the shortfall through other means permitted by applicable law and the Company's internal regulations to achieve the stated plans.

Where the remaining proceeds after such measures are still insufficient to fulfill all stated purposes, the BOD is authorized to proactively decide on adjustments to capital allocation and the purpose of use in line with the Company's actual business activities.

## **III. DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS**

In addition to the specific delegations of authority set out above, the AGM hereby delegates full authority to the BOD to consider, decide, and implement the following:

- Prepare and explain the application for securities offering approval submitted to the State Securities Commission and other relevant authorities. In addition, proactively adjust the Offering Plan and other related documents as required by the State Securities Commission and other relevant authorities in compliance with applicable law, the Company's Charter, with a report to the nearest AGM;
- Select the specific offering timeline and carry out all necessary procedures to complete the offering, obtain regulatory approval, and implement the offering in accordance with the Company's Charter and applicable law, ensuring shareholders' interests are protected;
- Select advisory firms for the offering;
- Approve a plan to ensure the offering complies with applicable foreign ownership ratio regulations;
- Proactively implement the disposal plan for unsubscribed shares in a manner that protects the interests of all shareholders in accordance with applicable law;
- Develop a detailed capital use plan and adjust the proceeds use plan (where necessary, subject to the Company's actual business operations) and carry out related disclosure procedures in compliance with applicable law;
- Complete the necessary procedures to report the offering results to the SSC;

- Complete registration of newly issued shares at the Vietnam Securities Depository and Clearing Corporation and supplemental listing at the Ho Chi Minh Stock Exchange;
- Complete the procedures to amend the Charter, register changes to charter capital, and update the Company's Business Registration Certificate at the competent State authority upon completion of the offering;
- The BOD is authorized to sub-delegate to the Chairman of the BOD and/or the CEO to carry out one or more of the specific tasks set out above to implement the public securities offering in compliance with applicable law;
- In addition to the foregoing delegations of authority, during the implementation of the offering plan, the AGM delegates to the BOD the authority to supplement, amend, and finalize the offering plan (including deciding on matters not addressed in this capital increase plan) as required by competent State authorities or in light of actual circumstances at the Company, to ensure the capital raising is conducted lawfully, in compliance with applicable regulations, and in the interests of shareholders and the Company.
- Carry out other necessary legal procedures as required by applicable law and the Company's Charter to complete the public share offering.

**The Board of Directors respectfully submits the above for the consideration and approval of the General Meeting of Shareholders.**

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**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN  
(Signed)  
Ngo Duc Vu**