

*An Giang, April 6, 2026*

**SUBMISSION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

***Re: Proposal to offer additional shares to existing shareholders to increase charter capital.***

**To: Shareholders of An Giang Agriculture and Foods Import-Export Joint Stock Company**

- *Based on the Enterprise Law of 2020, passed by the National Assembly on June 17, 2020;*
- *The Securities Law No. 54/2019/QH14 was passed by the National Assembly on November 26, 2019;*
- *Government Decree No. 155/2020/ND-CP dated December 31, 2020, provides detailed regulations on a number of articles of the Securities Law;*
- *Decree No. 245/2025/ND-CP dated September 11, 2025 amends and supplements a number of articles of Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Law on Securities;*
- *Circular No. 118/2020/TT-BTC dated December 31, 2020, issued by the Ministry of Finance, provides guidance on several aspects of securities offerings, issuance, public tender offers, share buybacks, and registration of public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing certain provisions of the Law on Securities.*
- *Company charter of An Giang Agriculture and Foods Import-Export Joint Stock Company;*
- *Based on the actual situation of the Company*

The Board of Directors of An Giang Agriculture and Foods Import-Export Joint Stock Company respectfully submits to the Annual General Meeting of Shareholders 2026 the plan for offering additional shares to the public to existing shareholders to increase the charter capital as follows:

**I. PLAN TO OFFER ADDITIONAL SHARES TO THE PUBLIC**

1	<b>Name of the offering organization:</b>	An Giang Agricultural and Food Products Import-Export Joint Stock Company
2	<b>Name of shares offered:</b>	An Giang Agricultural and Food Products Import-Export Joint Stock Company
3	<b>Stock code</b>	AFX
4	<b>Type of stock</b>	Common stock
5	<b>Price</b>	10,000 VND/share

6	<b>Current registered capital:</b>	350,000,000,000 VND
7	<b>Treasury stock:</b>	0 shares
8	<b>Total number of outstanding shares</b>	35,000,000 shares
9	<b>Total number of shares expected to be offered (maximum)</b>	35,000,000 shares ( <i>Thirty-five million shares</i> ).
10	<b>The total value of the offering is expected to be at the maximum par value.</b>	<b>350,000,000,000 VND</b> ( <i>Three hundred and fifty billion Vietnamese Dong</i> ).
11	<b>Asking price</b>	10,000 VND/share
12	<b>Sales method</b>	Offering to existing shareholders through the exercise of preemptive rights.
13	<b>The projected charter capital after a successful offering to existing shareholders.</b>	<b>700,000,000,000 VND</b> ( <i>Seven hundred billion VND</i> ).
14	<b>Issue rate</b>	<p>Issuance ratio = Number of shares expected to be offered / Number of shares outstanding at the time the offering plan is approved. Therefore, at the time of the 2026 Annual General Meeting, the issuance ratio will be 100%.</p> <p>Authorize the Board of Directors to determine the specific issuance ratio at the time of implementing the offering plan (which is the ratio between the number of shares expected to be offered/the number of shares outstanding at the time of implementing the offering plan).</p>
15	<b>Target audience of the offering</b>	Existing shareholders are those whose names are included in the List of Securities Holders at the time of closing the shareholder list for the public offering, provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
16	<b>Principles for determining the offering price of shares.</b>	<p>The proposed share price for the offering to existing shareholders is determined based on a comparison of book value and market trading price, ensuring a balance of interests between shareholders and the company, as well as the likelihood of a successful offering.</p> <p>Based on the book value and market value of AFX shares, and in accordance with Clause 2, Article 126 of the 2020 Enterprise Law, to ensure the success of the offering, the Board of Directors proposes to the General Meeting of</p>

Shareholders a share offering price of VND 10,000 per share.

- 17 **Exercise ratio: 1:1** This means that on the record date for exercising the rights, each shareholder owning one share is entitled to one right, and each right allows the purchase of one additional new share. Treasury shares are not allocated purchase rights. The General Meeting of Shareholders authorizes the Board of Directors to determine the offering ratio in accordance with the actual volume of outstanding shares at the time of the offering, ensuring that it does not exceed the volume of shares registered for the offering.
- 18 **Distribution method** Shares are offered to existing shareholders through the exercise of rights, after receiving the Certificate of Registration for Public Offering of Shares from the State Securities Commission.
- 19 **Transfer of share purchase rights** Shareholders holding subscription rights may transfer their rights to one or more other individuals/organizations. The recipient of the transferred rights may not transfer the rights to a third party. Shareholders in a restricted transfer status are still entitled to receive subscription rights.
- 20 **Method for handling fractional shares** The number of additional shares issued to each existing shareholder will be rounded down to the nearest whole number, and any fractional shares (if any) will be canceled.
- 21 **Method for handling unsold shares due to existing shareholders not exercising their purchase rights.** The General Meeting of Shareholders approves and authorizes/assigns to the Board of Directors the full authority to decide on the distribution of all unsold shares due to existing shareholders not exercising their purchase rights to other investors/shareholders at a price no lower than the offering price to existing shareholders. Any unsold shares, if further distributed, will be subject to a transfer restriction for one year from the date of completion of the offering, except in cases where these shares are purchased by an underwriting organization as committed in the underwriting agreement (if any). In the event that the share distribution period expires as stipulated by law (including any extensions), if there are still unsold shares, these unsold shares will be canceled and the Board of Directors will decide to terminate the offering.
- 22 **Estimated time of implementation** In 2026, the Board of Directors will decide on an appropriate time after receiving the certificate of registration for the

		public offering of shares from the State Securities Commission as prescribed.
23	<b>The degree of share dilution after the offering.</b>	Offering additional shares to existing shareholders may entail dilution risks, including: + Dilution of ownership and voting rights + Dilution of earnings per share + Dilution of book value + Dilution of the share price on the ex-rights date Authorize the Board of Directors to make a specific assessment of the expected level of share dilution after the issuance, based on the actual conditions at the time of implementation.
24	<b>Minimum expected successful offering rate</b>	Not applicable
25	<b>Regulations on foreign ownership ratios</b>	The General Meeting of Shareholders approves, authorizes/assigns to the Board of Directors to approve the plan to ensure that the share offering complies with the regulations on foreign ownership ratios as stipulated in the Company's Charter and applicable laws.
26	<b>Transfer restrictions</b>	Shares purchased by existing shareholders under their pre-emptive rights or shares purchased by investors through the exercise of their pre-emptive rights, when transferred from existing shareholders, are not subject to transfer restrictions. Any shares that existing shareholders refuse to purchase or do not fully purchase and are redistributed to other investors will be subject to a transfer restriction for a period of one year from the date the offering ends, as stipulated by law.
27	<b>Public tender offer</b>	In cases where shareholders or investors purchase shares resulting in an ownership percentage falling within the thresholds requiring a public tender offer as stipulated in Article 35 of the 2019 Securities Law, they are not required to carry out the public tender offer procedure.
28	<b>The plan to compensate for the capital shortfall expected from the offering.</b>	In the event that the proceeds from the offering do not meet expectations, the General Meeting of Shareholders authorizes the Board of Directors to decide on a plan to use other sources of capital to cover the shortfall for the intended purpose. The compensation plan must be consistent with the Company's actual operations at the time of capital utilization and will be reported to shareholders at the next General Meeting of Shareholders.

## II. PURPOSE AND PLAN FOR USING THE PROCEEDS RAISED FROM THE OFFERING:

### 1. Purpose of the offering:

The proceeds from the offering are expected to be used to: (i) repay the Company's bank loans to reduce financial pressure, optimize interest rates, and optimize repayment terms; (ii) supplement working capital to support the Company's production and business operations, thereby increasing production capacity and market share growth.

### 2. Proposed use of the proceeds from the offering:

The total amount expected to be raised from the offering (at par value) is **350,000,000,000 VND**. (*Three hundred and fifty billion dong*) will be used as follows:

No.	Purpose of capital utilization	Planned usage	Estimated amount to be used	Estimated usage time
1	Repaying bank loans	60% of the proceeds from the offering.	210,000,000,000 VND ( <i>Two hundred and ten billion Vietnamese Dong</i> )	From 2026 onwards, as soon as the State Securities Commission approves the results of the offering.
2	Supplementing working capital	40% of the proceeds from the offering.	140,000,000,000 VND ( <i>One hundred and forty billion Vietnamese Dong</i> )	

Depending on the actual amount of money raised after the offering, the General Meeting of Shareholders authorizes and assigns the Board of Directors, based on the specific situation of the Company, to develop a detailed capital utilization plan, decide on the allocation of the actual amount of money raised from the offering to each offering purpose, the order of priority for capital utilization and/or amend, supplement, or adjust the capital utilization plan, with the change in value being less than 50% of the amount of money raised from the offering (In accordance with Clause 2, Article 9 of Decree No. 155/2020/NĐ-CP), in accordance with the Company's business operations, the Company's overall development plan and ensuring maximum benefit for shareholders and in compliance with regulations and company's charter

## III. THE GENERAL MEETING OF SHAREHOLDERS AUTHORIZES AND DELEGATES AUTHORITY TO THE BOARD OF DIRECTORS

The General Meeting of Shareholders authorizes the Board of Directors to carry out the following tasks related to the issuance:

1. The decision to amend, supplement, and adjust the capital increase plan approved by the General Meeting of Shareholders, to develop, revise, and explain all documents and procedures related to the offering as required by regulatory agencies (if any), aims to implement the offering plan in the most effective way, in accordance with the business operations of An Giang Agriculture and Foods Import-Export Joint Stock Company, relevant legal regulations, the charter of An Giang Agricultural and Foodstuff Import-Export Joint Stock Company, and the rights of the Company's shareholders.
2. The decision concerns the timing of the share offering, the record date for shareholders to exercise their rights, and the timing and schedule of the share offering to increase charter capital, ensuring shareholder interests are protected.
3. Establish and approve criteria for selecting investors to distribute fractional shares and shares that shareholders refuse to purchase; proactively negotiate and select investors to distribute the aforementioned shares according to the offering plan. To ensure the offering achieves the best possible results, the Board of Directors may request the State Securities Commission to extend the offering period in accordance with relevant laws. If, at the end of the extended offering period, the registered number of shares cannot be sold, the number of shares offered will be considered equal to the number of shares actually distributed. The General Meeting of Shareholders authorizes the Board of Directors, based on the actual offering situation, to decide on the actual number of shares offered and the actual increase in charter capital.
4. Develop and approve a plan to ensure the maximum foreign ownership ratio in the Company.
5. The decision to use underwriting services, through an underwriting contract signed with a service provider, ensures the successful and efficient issuance of the offering (if necessary).
6. Based on the actual offering situation, determine the actual number of shares to be offered and the actual increase in charter capital. Proactively carry out the relevant legal procedures after completing the capital increase: amend the Business Registration Certificate, amend the charter capital item in the Company's Articles of Organization and Operation, and other legal documents as prescribed by law.
7. Implement and approve the necessary documents for registering additional shares with the Vietnam Securities Depository and Clearing Corporation and registering the additional shares issued for listing on the Ho Chi Minh City Stock Exchange.
8. Implement and adjust the plan for using the proceeds from the offering, ensuring that it is used for the intended purpose, protects the interests of shareholders and the Company, complies with legal regulations, and is reported to the General Meeting of Shareholders at the next General Meeting of Shareholders.
9. Amend the provisions related to charter capital and shares in the Charter Capital section of the Company's Articles of Association to update them according to the actual charter capital after the completion of the share offering.
10. Proactively decide on and implement other tasks (if any arise) to ensure the successful completion of the offering.
11. Depending on the specific circumstances, the Board of Directors may authorize the General Director to perform one or more of the specific tasks mentioned above.

In addition to the above-mentioned authorizations, during the implementation of the issuance plan, the General Meeting of Shareholders authorizes the Board of Directors to supplement, amend, and finalize the issuance plan as required by state management agencies to ensure the Company's capital raising is successful and in accordance with the law, and to protect the interests of shareholders and the Company.

*We respectfully submit this to the General Meeting of Shareholders for consideration and approval.*

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



**DANG QUANG THAI**

