

**CÔNG TY CỔ PHẦN
JANUS GROUP
JANUS GROUP JOINT
STOCK COMPANY**

Số/No.: 68/TCO- CBTT

**CÔNG BỐ THÔNG TIN TRÊN
CỔNG THÔNG TIN ĐIỆN TỬ
CỦA ỦY BAN CHỨNG KHOÁN
NHÀ NƯỚC VÀ SGDCK TP.HCM**

Kính gửi/ To:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch chứng khoán TP.HCM/ *HCM City Stock Exchange*

1. Tên tổ chức: CÔNG TY CỔ PHẦN JANUS GROUP

Organization name: JANUS GROUP JOINT STOCK COMPANY

- Mã chứng khoán/ *Security Symbol:* TCO
 - Địa chỉ trụ sở chính: 290 Bến Vân Đồn, Phường Vĩnh Hội, TP. Hồ Chí Minh
Address: 290 Ben Van Don, Vinh Hoi Ward, Ho Chi Minh City
 - Điện thoại/ *Telephone:* 0902498777
 - Người thực hiện công bố thông tin/ *Submitted by:* Ông/ Mr. Nguyễn Thế An
- Loại thông tin công bố : ☐ định kỳ ☒ bất thường ☐ 24h ☐ theo yêu cầu

Information disclosure type: ☐ Periodic ☒ Irregular ☐ 24 hours ☐ On demand

2. Nội dung thông tin công bố (*)/ Content of Information disclosure (*):

Công ty Cổ phần Janus Group công bố thông tin Nghị quyết số 22/2026/NQ-HĐQT ngày 16/10/2026 về việc Thông qua Tài liệu lấy ý kiến cổ đông bằng văn bản và tài liệu đính kèm.

Janus Group Joint Stock Company announces Resolution No. 22/2026/NQ-HĐQT dated October 16, 2026, regarding the approval of documents for soliciting shareholder opinions in writing and the attached documents.

3. Công ty đã đăng tải các tài liệu này trên website công ty tại địa chỉ: */We have also posted these documents on our website at:* <https://tcoholdings.vn/vn/quan-he-nha-dau-tu.html> và/and <https://janusgroup.vn/#investors>

Chúng tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./ *We declare that all information provided in this paper is true and accurate; we shall be legally responsible for any misrepresentation.*

TỔNG GIÁM ĐỐC

GENERAL DIRECTOR



NGUYỄN THẾ AN

NGUYEN THE AN

**CÔNG TY CỔ
PHẦN JANUS
GROUP**

Digitally signed by CÔNG TY CỔ
PHẦN JANUS GROUP
DN: C=VN, S=HỒ CHÍ MINH,
L=VINH HÒI, CN=CÔNG TY CỔ
PHẦN JANUS GROUP,
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Số: 22/2026/NQ-HĐQT
No. 22/2026/NQ-HĐQT

TP. HCM, ngày 16 tháng 10 năm 2026
HCM City, October 16, 2026

NGHỊ QUYẾT
RESOLUTION

V/v: Thông qua tài liệu lấy ý kiến cổ đông bằng văn bản
Re: Approval of Documents for Obtaining Shareholders' Written Opinions

HỘI ĐỒNG QUẢN TRỊ CÔNG TY CỔ PHẦN JANUS GROUP
THE BOARD OF DIRECTORS JANUS GROUP JOINT STOCK COMPANY

Căn cứ:

Pursuant to:

- Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020 và các văn bản hướng dẫn thi hành;
The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its guiding documents;
- Luật Chứng khoán số 54/2019/QH14 ngày 26/11/2019 và các văn bản pháp luật hướng dẫn đi kèm;
The Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its accompanying guiding legal documents;
- Điều lệ Công ty Cổ phần Janus Group;
The Charter of Janus Group Joint Stock Company;
- Nghị quyết Đại hội đồng cổ đông thường niên năm 2026 số 01/2026/NQ-ĐHĐCĐ ngày 27/03/2026 của công ty;
Resolution of the 2026 Annual General Meeting of Shareholders No. 01/2026/NQ-ĐHĐCĐ dated March 27, 2026 of the Company;
- Biên bản kiểm phiếu lấy ý kiến thành viên HĐQT bằng văn bản số: 22/2026/BBKP-HĐQT, ngày 16 tháng 10 năm 2026 Công ty Cổ phần Janus Group.
The Minutes of the Voting on the Written Opinion of the Board of Directors No. 22/2026/BBKP-HĐQT dated October 16, 2026 of Janus Group Joint Stock Company.

QUYẾT NGHỊ:
RESOLVES:

Điều 1: Thông qua các nội dung cần lấy ý kiến cổ đông bằng văn bản, cụ thể như sau:

Article 1: Approval of the matters to be submitted for shareholders' written opinions, as follows:

- **Nội dung 01:** Thông qua Điều chỉnh phương án phân phối lợi nhuận 2025
Content 01: Approval of the Adjustment to the 2025 Profit Distribution Plan
- **Nội dung 02:** Thông qua Phương án phát hành cổ phiếu trả cổ tức năm 2025.
Content 02: Approval of the Share Issuance Plan for Payment of 2025 Stock Dividends.

Điều 2: Hội đồng quản trị ủy quyền cho Chủ tịch Hội đồng quản trị triển khai và chỉ đạo thực hiện các công việc, phê duyệt và ký các tài liệu cần thiết có liên quan đến việc tổ chức xin ý kiến cổ đông bằng văn bản theo quy định của Pháp luật và Điều lệ Công ty.

Article 2. The Board of Directors authorizes the Chairman of the Board of Directors to organize, direct, and oversee the implementation of relevant activities, and to approve and sign all necessary

documents related to the process of obtaining shareholders' written opinions in accordance with applicable laws and the Company's Charter.

Điều 3: Nghị quyết này có hiệu lực kể từ ngày ký.

Article 3: *This Resolution takes effect from the date of signing.*

Các thành viên HĐQT, Ban Tổng Giám đốc và các cá nhân liên quan chịu trách nhiệm thi hành quyết định này.

Members of the Board of Directors, the Board of Management and relevant individuals are responsible for implementing this Resolution.

Nơi nhận:

Recipients

- Như Điều 3;
- As Article 3;
- Lưu VT.
- Archives.

**TM. HỘI ĐỒNG QUẢN TRỊ
ON BEHALF OF THE BOARD OF DIRECTORS**

**CHỦ TỊCH
CHAIRMAN**



**CHINH HENG HOE
CHINH HENG HOE**

Ho Chi Minh City, October 16, 2026

SHAREHOLDER WRITTEN OPINION BALLOT

To:

- Shareholder:
- No.:
- Address:
- Total number of shares owned/represented: shares

I. COMPANY INFORMATION:

- Company Name: JANUS GROUP JOINT STOCK COMPANY
- Head Office: 290 Ben Van Don Street, Vinh Hoi Ward, Ho Chi Minh City, Vietnam
- Enterprise Registration No.: 0200793081, first registered on March 14, 2008, with the 27th amendment registered on September 16, 2026, issued by the Ho Chi Minh City Department of Finance.

II. PURPOSE AND MATTERS FOR CONSULTATION:

To obtain shareholders' written opinions for the adoption of a Resolution of the General Meeting of Shareholders on the following matters (please refer to the documents enclosed with this ballot for details).

- **Matter 01:** Approval of the adjustment to the 2025 profit distribution plan.
- **Matter 02:** Approval of the plan to issue shares for payment of 2025 dividends.

The ballot form and related documents are available on the website of Janus Group Joint Stock Company: <https://janusgroup.vn/#investors> and/or <https://tcoholdings.vn/vn/quan-he-nha-dau-tu.html>

III. METHODS OF SUBMITTING THE BALLOT

Shareholders are requested to submit their completed ballots to the Company by one of the following methods:

- 1. By post:** A completed ballot must bear the signature of the individual shareholder, or the authorized representative or legal representative of an institutional shareholder. Ballots sent to the Company must be enclosed in sealed envelopes and must not be opened before the vote counting;
- 2. By fax or email:** Ballots submitted to the Company by fax or email must be kept confidential until the vote counting.

Note: Ballots received by the Company after the deadline specified herein, ballots opened before vote counting if sent by post, or ballots disclosed before vote counting if sent by fax or email shall be invalid. Ballots not returned shall be deemed abstentions from voting;

IV. DEADLINE FOR SUBMISSION OF BALLOTS:

Shareholders are requested to return their completed ballots to Janus Group Joint Stock Company before **5:00 p.m. on October 26, 2026**, at the following address:

JANUS GROUP JOINT STOCK COMPANY

Head Office: 290 Ben Van Don Street, Vinh Hoi Ward, Ho Chi Minh City, Vietnam

Hotline: 0768064686 Email: info@tcoholdings.vn

For further information, please contact the Company at the above address.

**LEGAL REPRESENTATIVE
GENERAL DIRECTOR**


NGUYEN THE AN

**CHAIRMAN
BOARD OF DIRECTORS**


CHINH HENG HOE

No.: 01/TTr-DHDCD

Ho Chi Minh City, October 16, 2026

PROPOSAL

Re: Adjustment to the 2025 Profit Distribution Plan

To: General Meeting of Shareholders of Janus Group Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and its amendments and supplements;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and its amendments and supplements;
- Pursuant to the Charter on the Organization and Operation of Janus Group Joint Stock Company;
- Pursuant to the audited consolidated financial statements for the accounting period from January 1, 2025 to September 30, 2025;
- Pursuant to Resolution No. 01/2026/NQ-DHDCD of the Annual General Meeting of Shareholders dated March 27, 2026.

Under the 2025 profit distribution plan approved by the General Meeting of Shareholders on March 27, 2026, the Company planned to pay a cash dividend at a rate of 4%, to be completed no later than September 22, 2026.

However, to date, the Company has not paid the dividend under the approved plan for the following reasons:

- On July 7, 2026, the Company issued an additional 26,000,000 shares for bond conversion, increasing the total number of outstanding shares and consequently increasing the cash required for dividend payments compared with the original plan.
- The Company has not been able to arrange sufficient funds for dividend payments because it must prioritize capital for its business operations.

Accordingly, in order to balance capital requirements for business operations while safeguarding shareholders' interests, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following adjustments to the 2025 dividend payment plan:

1. Change the dividend payment method from a cash dividend of 4% (VND 400 per share) to the issuance of shares to pay dividends at a rate of 9%, as detailed below:

No.	Description	Amount (VND)
1	Accumulated after-tax profit through the end of the preceding year	20,220,530,130
2	Undistributed after-tax profit for the accounting period from January 1, 2025 to September 30, 2025	37,341,101,928
3	Total undistributed after-tax profit	57,561,632,058

4	Issuance of shares to pay 2025 dividends (9% of charter capital of VND 573,206,220,000 after completion of the issuance of shares for convertible bond conversion)	51,588,550,000
5	Remaining undistributed profit	5,973,082,058

2. The General Meeting of Shareholders authorizes the Board of Directors to organize the implementation of and supervise the relevant procedures in accordance with applicable laws.

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

Thank you for your consideration.

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



CHING HENG HOE



No. 02/TTr - ĐHĐCĐ

Ho Chi Minh City, October 16, 2026

PROPOSAL

Re: Plan for Issuance of Shares to Pay Dividends for 2025

To: General Meeting of Shareholders of Janus Group Joint Stock Company

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly on June 17, 2020 (as amended and supplemented in 2022), and its implementing regulations;*
- *The Law on Securities No. 54/2019/QH14, passed by the National Assembly on November 26, 2019, and its implementing regulations;*
- *Law No. 56/2024/QH15, passed by the National Assembly on November 29, 2024, amending and supplementing certain provisions of the Law on Securities;*
- *Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;*
- *Decree No. 245/2025/ND-CP dated September 11, 2025, amending and supplementing certain provisions of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Law on Securities;*
- *The Charter and the Regulations on Organization and Operation of Janus Group Joint Stock Company.*

The Board of Directors (the “BOD”) of Janus Group Joint Stock Company (“Janus Group”) respectfully submits to the General Meeting of Shareholders for approval the plan for issuance of shares to pay dividends for 2025 as follows:

1. **Share name:** Shares of Janus Group Joint Stock Company
2. **Share class:** Ordinary shares
3. **Stock ticker:** TCO
4. **Par value:** VND 10,000/share
5. **Current charter capital:** VND 573,206,220,000
6. **Total issued shares:** 57,320,622 shares

Of which:

- Number of outstanding shares : 57,320,622 shares
- Number of treasury shares : 0 shares

7. **Expected number of shares to be issued:** 5,158,855 shares
8. **Expected total issuance value at par value:** VND 51,588,550,000.
9. **Issuance method:** Issuance of shares to pay dividends for 2025

- 10. Eligible recipients:** Existing shareholders as of the record date for the list of shareholders entitled to receive shares. The General Meeting of Shareholders authorizes the BOD to determine the record date.
- 11. Issuance ratio** (expected number of shares to be issued / number of outstanding shares): 9%
- 12. Entitlement ratio:** 100:9. Each shareholder holding 01 share shall receive 01 right to receive additional shares. For every 100 such rights, the shareholder shall receive 9 new shares.
- 13. Treatment of fractional shares (if any):** The number of additional shares issued to each shareholder shall be rounded down to the nearest whole share; any fractional portion (if any) shall be cancelled.
- Example: Shareholder A holds 218 shares on the record date. At the entitlement ratio of 100:9, Shareholder A is entitled to $(218/100) \times 9 = 19.62$ new shares. Under the above calculation principle, Shareholder A will receive 19 new shares; the fractional 0.62 share will be cancelled.*
- 14. Source of funds for the issuance:** Undistributed after-tax profits as determined in the latest audited consolidated financial statements of Janus Group available at the relevant time.
- 15. Expected implementation schedule:** Following approval by the General Meeting of Shareholders and notification by the State Securities Commission of Vietnam acknowledging receipt of the complete issuance report dossier, expected from Q4/2026. The General Meeting of Shareholders authorizes the BOD to select an appropriate issuance date to protect shareholders' interests and comply with applicable law.
- 16. Additional securities registration and additional listing of shares:** Upon completion of the issuance, the General Meeting of Shareholders approves and authorizes the BOD to carry out additional securities registration procedures with the Vietnam Securities Depository and Clearing Corporation and additional listing procedures with the Ho Chi Minh Stock Exchange.
- 17. Approval of change in charter capital:** Approve amendments to the Company Charter (charter capital provisions) and changes to the Enterprise Registration Certificate with the competent state authority after the State Securities Commission of Vietnam issues its notification acknowledging receipt of the issuance results report.
- 18. Authorization to the BOD:**

The General Meeting of Shareholders authorizes the BOD to undertake the following activities relating to the issuance:

- Proactively prepare and explain the securities issuance report dossier submitted to the State Securities Commission of Vietnam and other competent authorities; and proactively revise the issuance plan and related documents in accordance with the Company's actual circumstances or requests from the State Securities Commission of Vietnam and other competent authorities;
- Select the implementation date of the issuance plan and determine the shareholder record date for implementing the above plan, ensuring compliance with prevailing laws;
- Proactively formulate a plan to ensure that the foreign investor ownership ratio complies with applicable law;
- Amend and supplement the provisions concerning charter capital, shares and share certificates in the Company Charter after the State Securities Commission of Vietnam notifies receipt of the issuance results report;
- Carry out procedures to amend the Company's enterprise registration particulars relating to its charter capital based on the actual issuance results with the competent state authority after the State Securities Commission of Vietnam provides written notification acknowledging receipt of the issuance results report;

- Carry out procedures for additional securities registration with the Vietnam Securities Depository and Clearing Corporation and additional listing with the Ho Chi Minh Stock Exchange for the number of additional shares actually issued, after the State Securities Commission of Vietnam provides written notification acknowledging receipt of the issuance results report;
- Where appropriate, the BOD may sub-delegate to the General Director one or more of the specific tasks described above;
- Decide on other matters arising in connection with the issuance of shares to pay dividends for 2025.

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

Thank you for your consideration.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



CHINH HENG HOE





DRAFT

**GENERAL MEETING OF SHAREHOLDERS
JANUS GROUP JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, ..., 2026

RESOLUTION

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, as amended and supplemented;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, as amended and supplemented;*
- *Pursuant to the Charter of Janus Group Joint Stock Company;*
- *Pursuant to the Minutes of Vote Counting for the Collection of Shareholders' Written Opinions No. ... dated .../.../2026.*

HEREBY RESOLVES:

Article 1. Approve the Adjustment to the 2025 Profit Distribution Plan.

Article 2. Approve the Share Issuance Plan for Payment of 2025 Stock Dividends.

Article 3. This Resolution of the General Meeting of Shareholders of Janus Group Joint Stock Company is adopted by means of collecting shareholders' written opinions and shall take effect from the date of signing. The Board of Directors and the Board of Management of the Company shall be responsible for implementing this Resolution.

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

CHING HENG HOE



SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

..., day ... month ... year 2026

POWER OF ATTORNEY
To: Janus Group Joint Stock Company

I. AUTHORIZING PARTY

Shareholder's name:

Legal representative (for organizations):

Citizen ID/Passport/Enterprise Registration Certificate No.: Date of issue: Place of issue:

Contact address/Registered head office:

Number of shares owned or represented: shares.

Being a shareholder of Janus Group Joint Stock Company, hereby authorizes:

II. AUTHORIZED PARTY

Name of individual/organization:

Legal representative (for organizations):

Citizen ID/Passport/Enterprise Registration Certificate No.: Date of issue: Place of issue:

Contact address/Registered head office:

Number of shares authorized: shares.

Scope of authorization:

- The Authorizing Party authorizes the Authorized Party to cast votes in accordance with the instructions on the Written Shareholder Opinion Ballot of Janus Group Joint Stock Company regarding the following matters:

Item 01: Approval of the adjustment to the 2025 profit distribution plan.

Item 02: Approval of the plan to issue shares for payment of 2025 dividends.

- The Authorized Party may only perform actions within the scope of this Power of Attorney and shall comply with the provisions of civil law governing authorization.
- This Power of Attorney shall take effect from the signing date until the deadline for collection of written shareholder opinions.

I/We undertake to bear full legal responsibility for the above authorization and shall not raise any subsequent claims regarding the matters authorized.

AUTHORIZED PARTY

(Signature, full name and seal if an organization)

AUTHORIZING PARTY

(Signature, full name and seal if an organization)

Note: Where authorization is granted, please submit this Power of Attorney together with the Written Shareholder Opinion Ballot.