

No: 12/2026/BB/XMC-DHDCDTN

Hanoi, April 24, 2026

**MINUTES OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**XUAN MAI INVESTMENT AND CONSTRUCTION CORPORATION**

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**Organization Name:** Xuan Mai Investment and Construction Corporation

**Headquarters:** 4th Floor, Xuan Mai Tower, To Hieu Street, Ha Dong, Hanoi

**Business Registration Number:** 0500443916 (33rd amendment dated January 7, 2026)

**Issued by:** Hanoi Department of Financial

Today, April 24, 2026, at 09:00 AM at the Company's Headquarters Hall, 5th Floor, Xuan Mai Tower, To Hieu Street, Ha Dong Ward, Hanoi, the 2026 Annual General Meeting of Shareholders (AGM) of Xuan Mai Investment and Construction Corporation was convened with the following contents:

**PART ONE: OPENING OF THE MEETING**

**1. Report on Shareholder Status Verification:**

The total number of shareholders and authorized representatives entitled to attend the 2026 AGM is 1,103 organizations and individuals. These shareholders own and represent a total of 71,405,689 shares (of which the number of voting shares is 71,403,929 shares).

*(The list of invited shareholders was provided by the Vietnam Securities Depository (VSDC), with the list finalized on March 26, 2026).*

Mr. Phung Van Thang, on behalf of the Shareholder Status Verification Committee, announced the results:

At the opening time: Total attendees are 43 shareholders, representing 62,570,155 shares, corresponding to 62,570,155 votes, accounting for 87,63% of the total voting rights.

At the voting time: Total attendees are 32 shareholders, representing 62,285,550 shares, corresponding to 62,285,550 votes, accounting for 87,23% of the total voting rights.

In accordance with the Company's Charter, the 2026 AGM is eligible to proceed.

**2. Opening Ceremony:**

- ❖ Mr. Phung Van Thang, on behalf of the Organizing Committee, performed the following procedures:
- Declaring the reason for the Meeting.
  - Introducing the delegates.
  - Approving the 2026 AGM Agenda and Working Regulations.
  - Approving the Presidium.
  - Approving the Secretariat.
  - Approving the Scrutineering Committee.
  - Inviting the Presidium and Secretariat to begin their work.

**Composition of the Presidium:**

1. Mr. Nguyen Duc Cu – Chairman of the Board of Directors (BOD) – Chairperson.



2. Mr. Kim Manh Ha – Vice Chairman of the BOD – Member.
3. Mr. Nguyen Minh Duc – General Director – Member.

**The Secretariat:**

1. Mr. Nguyen Minh Duc – Head.
2. Ms. Pham Thi Thanh Huyen – Member.

**The Scrutineering Committee:**

1. Ms. Le Thi Ngoc Diep – Head.
2. Mr. Do The Anh – Member.
3. Ms. Nguyen Thi Ly – Member.

*The Meeting approved the Agenda, Working Regulations, and the lists of the Presidium, Secretariat, and Scrutineering Committee with a 100% approval rate via a show of voting cards.*

**PART TWO: PRESENTATIONS**

1. Mr. **Nguyen Minh Duc** – General Director, on behalf of the Presidium, presented the following reports and proposals from the BOD:
  - Report on BOD activities in 2025 and the 2026 activity plan.
  - General Director's report on 2025 business results and the 2026 business plan.
  - Proposal to approve the 2025 Audited Parent Company and Consolidated Financial Statements.
  - Proposal for 2025 profit distribution, remuneration for the BOD and Supervisory Board (SB), and bonuses for the Management Board.
  - Proposal to approve the 2026 Business Plan.
  - Proposal for 2026 remuneration for the BOD and SB, and bonuses for the Management Board.
  - Proposal for share issuance to existing shareholders to increase charter capital.
2. Ms. **Vu Thi Thuy** – Head of the Supervisory Board, presented:
  - The SB's report on the management of the BOD and Management Board in 2025.
  - The proposal for selecting the 2026 auditing firm.

*(Detailed reports and proposals were published on the website and sent to shareholders).*

**PART THREE: DISCUSSIONS**

The Congress reached a consensus on all matters presented, and no further opinions were expressed.

**PART FOUR: VOTING RESULTS**

Mr. Nguyen Duc Cu, on behalf of the Presidium, presented the items for voting. Shareholders voted by both raising voting cards and submitting ballot papers. Based on the results, the following items were approved:

**1. BOD Report for 2025 and 2026 Direction:**

**The General Meeting of Shareholders voted with the following results:**



Total valid votes: 62,285,550 votes, in which: In favor: 62,285,550 votes, accounting for 100%; Against: 0 votes, accounting for 0%; Abstentions/Other opinions: 0 votes, accounting for 0% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

## **2. 2025 Business Results and 2026 Plan (General Director's Report):**

### **The General Meeting of Shareholders voted with the following results:**

Total valid votes: 62,285,550 votes, in which: In favor: 62,285,550 votes, accounting for 100%; Against: 0 votes, accounting for 0%; Abstentions/Other opinions: 0 votes, accounting for 0% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

## **3. SB Report on Management Activities in 2025:**

### **The General Meeting of Shareholders voted with the following results:**

Total valid votes: 62,285,550 votes, in which: In favor: 62,285,550 votes, accounting for 100%; Against: 0 votes, accounting for 0%; Abstentions/Other opinions: 0 votes, accounting for 0% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

## **4. 2025 Audited Financial Statements (Parent & Consolidated)**

### **The General Meeting of Shareholders voted with the following results:**

Total valid votes: 62,285,550 votes, in which: In favor: 62,285,550 votes, accounting for 100%; Against: 0 votes, accounting for 0%; Abstentions/Other opinions: 0 votes, accounting for 0% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

## **5. 2025 Profit Distribution, Remuneration, and Bonuses:**

### **The General Meeting of Shareholders voted with the following results:**

Total valid votes: 62,285,550 votes, in which: In favor: 62,272,751 votes, accounting for 99.98%; Against: 12,799 votes, accounting for 0.02%; Abstentions/Other opinions: 0 votes, accounting for 0% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

## **6. 2026 Business Plan:**

### **6.1. Parent Company Targets:**

Total output value: 2,609.118 billion VND.

Revenue: 2,478.669 billion VND.

Profit before tax: 25.815 billion VND.

Profit after tax: 20.323 billion VND.

Dividend payout ratio: Based on the 2026 business results, the Board of Directors will submit a dividend payment plan to the 2027 Annual General Meeting of Shareholders

### **6.2. Consolidated Targets:**

Total output value: 2,705.093 billion VND.

Revenue: 2,573.495 billion VND.

Profit before tax: 52.647 billion VND.

Profit after tax: 37.659 billion VND.

**The General Meeting of Shareholders voted with the following results:**

Total valid votes: 62,285,550 votes, in which: In favor: 62,285,550 votes, accounting for 100%; Against: 0 votes, accounting for 0%; Abstentions/Other opinions: 0 votes, accounting for 0% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

**7. Selection of 2026 Auditing Firm:**

The General Meeting of Shareholders hereby authorizes the Board of Directors to select an auditing firm from the list of audit organizations approved by the State Securities Commission to conduct audits for public companies. This firm will provide auditing and review services for the Company's 2026 financial statements, ensuring service quality, efficiency, reasonable costs, and full compliance with legal regulations.

**The General Meeting of Shareholders voted with the following results:**

Total valid votes: 62,285,550 votes, in which: In favor: 62,285,550 votes, accounting for 100%; Against: 0 votes, accounting for 0%; Abstentions/Other opinions: 0 votes, accounting for 0% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

**8. Approval of the 2026 remuneration plan for the Board of Directors, the Supervisory Board, and bonuses for the Management Board:**

- Remuneration for the Board of Directors (BOD) and the Supervisory Board (SB): 2% of profit after tax for the profit portion within the approved plan.
- Bonuses for the BOD and the SB: 10% of profit after tax for the profit portion exceeding the plan.
- Bonuses for the Management Board: 1% of profit after tax for the profit portion within the approved plan; and 20% of profit after tax for the profit portion exceeding the plan.

**The General Meeting of Shareholders voted with the following results:**

Total valid votes: 62,285,550 votes, in which: In favor: 62,285,550 votes, accounting for 100%; Against: 0 votes, accounting for 0%; Abstentions/Other opinions: 0 votes, accounting for 0% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

**9. Approval of the Plan to issue shares to existing shareholders to increase the Company's charter capital in accordance with the Proposal of the Board of Directors.**

**The General Meeting of Shareholders voted with the following results:**

Total valid votes: 62,285,550 votes, in which: In favor: 62,255,001 votes, accounting for 99.95%; Against: 12,799 votes, accounting for 0.02%; Abstentions/Other opinions: 17,750

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votes, accounting for 0.03% of the total voting shares at the Meeting. Total invalid votes: 0 votes, accounting for 0% of the total voting shares.

#### **PART FIVE – CONCLUSION OF THE MEETING**

The Meeting Minutes have been fully and truthfully recorded by the Secretariat based on the actual proceedings and were presented before the General Meeting.

The Meeting Minutes were completed at 10:15 AM on April 24, 2026, and were approved by the General Meeting with a 100% consensus from the attending shareholders. The Meeting was officially closed at 10:30 AM on the same day.

#### **SECRETARY OF THE MEETING**

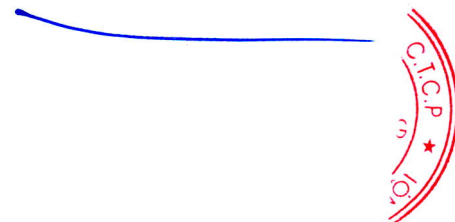
Two handwritten signatures in blue ink. The first signature is on the left, and the second is on the right.

**NGUYEN MINH DUC    PHAM THI THANH HUYEN**

#### **ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS CHAIRPERSON**



**NGUYEN DUC CU**

A handwritten signature in blue ink, followed by a red stamp that is partially cut off on the right edge of the page. The stamp contains the text "C.T.C.P." and "HÀ NỘI".

**RESOLUTION**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**Xuan Mai Investment and Construction Corporation**

Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and relevant guiding documents;

Pursuant to the Charter on Organization and Operation of Xuan Mai Investment and Construction Corporation;

Pursuant to the Minutes of the Annual General Meeting of Shareholders 2026 of Xuan Mai Investment and Construction Corporation dated 24th April 2026.

**RESOLUTION**

**Article 1:** Approval of the Report on the activities of the Board of Directors in 2025 and the orientation for 2026 activities.

*The resolution was approved with 100% voting agreement.*

**Article 2:** Approval of the CEO's Report summarizing business operations in 2025 and the business plan for 2026.

*The resolution was approved with 100% voting agreement.*

**Article 3:** Approval of the Supervisory Board's Report on inspection and supervision of the Company's operations in 2025.

*The resolution was approved with 100% voting agreement.*

**Article 4:** Approval of the audited Separate Financial Statements and Consolidated Financial Statements for 2025 with detailed financial figures provided.

*The resolution was approved with 100% voting agreement.*

**Article 5:** Approval of the profit distribution, remuneration for the Board of Directors, Supervisory Board, and bonuses for the Executive Board for 2025:

1. Profit after tax of the Parent Company: **VND 18,384,405,539**
2. Allocation to funds:
  - Bonus Fund: VND 367,688,111 (2% of profit after tax)
  - Welfare Fund: VND 367,688,111 (2% of profit after tax)
3. Remuneration for the Board of Directors and the Supervisory Board:
  - Remuneration for the Board of Directors (BOD):
    - + Chairman of the BOD: VND 5,000,000/month
    - + BOD Member: VND 3,000,000/month
  - Remuneration for the Supervisory Board:
    - + Head of the Supervisory Board: VND 3,000,000/month





+ Member of the Supervisory Board: VND 2,000,000/month

4. Board of Directors, Supervisory Board, Executive Bonus: VND 0.

5. Dividend Payment for 2025 from Undistributed Post-Tax Profit: 0.

*The resolution was approved with 99,98% voting agreement.*

**Article 6:** Approval of the 2026 business plan:

1. Parent Company:

- Total production value: 2,609.118 billion VND
- Revenue: 2,478.669 billion VND
- Profit before tax: 25.815 billion VND
- Profit after tax: 20.323 billion VND

- Dividend payment: Based on the business performance of 2026, the Board of Directors will submit a dividend payment plan at the Annual General Meeting of Shareholders in 2027.

2. Consolidated Financials (Entire Company):

- Total production value: 2,705.093 billion VND
- Revenue: 2,573.495 billion VND
- Profit before tax: 52.647 billion VND
- Profit after tax: 37.659 billion VND

*The resolution was approved with 100% voting agreement.*

**Article 7:** Approval of the selection of an audit firm for auditing the 2026 financial statements, authorizing the Supervisory Board to select a firm approved by the State Securities Commission:

The General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of an audit firm from the list of firms approved by the State Securities Commission to audit public companies. The selected firm will provide audit and review services for the financial statements of the Company in 2026, ensuring quality, efficiency, and reasonable costs while fully complying with legal regulations.

*The resolution was approved with 100% voting agreement.*

**Article 8:** Approval of the remuneration and bonus plan for the Board of Directors, Supervisory Board, and Executive Board for 2026:

1. Remuneration for the Board of Directors and the Supervisory Board: 2% of profit after tax for the planned profit portion.

2. Bonus for the Board of Directors and the Supervisory Board: 10% of profit after tax for the portion of profit exceeding the plan.

3. Bonus for the Executive Board:

- 1% of profit after tax for the planned profit portion.
- 20% of profit after tax for the portion of profit exceeding the plan.

*The resolution was approved with 100% voting agreement.*

**Article 9:** Approval of proposal plan for share issuance to existing shareholders to increase charter capital

1. Name of issued shares	Shares of Xuan Mai Investment and Construction Corporation
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2. Ticker symbol	:	XMC
3. Type of shares	:	Common shares, freely transferable
4. Par value	:	VND 10,000 per share
5. Charter capital before issuance	:	VND 714,056,890,000
6. Number of shares before issuance	:	71,405,689 shares
7. Number of outstanding shares before issuance	:	71,403,929 shares
8. Expected number of shares to be issued	:	Maximum 35,701,964 shares The number of shares offered to existing shareholders is based on the offering ratio relative to the Company's total outstanding shares and will be rounded down to the nearest whole share.
9. Total issuance value at par value	:	Maximum VND 357,019,640,000 ( <i>In words: Three hundred fifty-seven billion, nineteen million, six hundred forty thousand Vietnamese Dong</i> )
10. Offering price	:	VND 10,000 per share
11. Expected number of shares after issuance	:	107,107,653 shares
12. Expected Charter Capital after issuance	:	VND 1,071,076,530,000 ( <i>In words: One thousand seventy-one billion, seventy-six million, five hundred thirty thousand Vietnamese Dong</i> )
13. Exercise Ratio	:	2:1 (At the record date for exercise of rights, a shareholder owning 01 share will receive 01 right; a shareholder owning 02 rights is entitled to purchase 01 new share)
14. Method of Issuance	:	Issuance to existing shareholders through the exercise of subscription rights.
15. Target Entities	:	Existing shareholders on the list finalized at the Last Registration Date (Record Date) for the exercise of subscription rights for additional shares
16. Transfer of Subscription Rights	:	Existing shareholders on the record date have the right to transfer their subscription rights to another party within the prescribed period. Rights may only be transferred once (the transferee is not permitted to transfer to a third party). The transferor and transferee shall mutually agree on the transfer price, payment, and assume responsibility for obligations under relevant regulations.  Example: On the record date, Shareholder A owns 200 shares and receives 200 rights. Shareholder A may transfer 100 rights to Investor B and 100 rights to Investor C. Investors B and C are not permitted to further transfer these



	rights.
17. Rounding Principle and Treatment of Fractional Shares	<p>To ensure the total number of issued shares does not exceed the plan, the number of additional shares a shareholder is entitled to purchase will be rounded down to the nearest whole unit. Any decimal fractional shares (if any) will be rounded down to 0.</p> <p>Example: On the record date, Shareholder A owns 201 shares, receiving 201 rights. The number of additional shares A can buy is: <math>(201 \times 1)/2 = 100.5</math> shares. After rounding down, Shareholder A is entitled to purchase 100 shares.</p>
18. Handling of Undistributed Shares	<p>Any remaining shares not fully subscribed by existing shareholders (including those resulting from rounding, rights not exercised, or other reasons) will be offered by the Board of Directors (BOD) to other investors (including other existing shareholders) at an offering price not lower than that offered to existing shareholders, or the offering may be terminated as decided by the BOD.</p> <p>The GMS authorizes the BOD to establish criteria and select investors to purchase the remaining undistributed shares. If the legal distribution period expires (including extensions) and shares remain undistributed, these shares shall be canceled and the BOD will conclude the offering.</p>
19. Transfer Restrictions	<p>Additional shares issued to existing shareholders are not subject to transfer restrictions.</p> <p>Existing shareholders whose shares are currently restricted still receive subscription rights. Shares purchased through these rights are not restricted.</p> <p>Any remaining undistributed shares offered to other investors will be restricted for one (01) year from the completion date of the offering in accordance with regulations.</p>
20. Public Tender Offer Exemption	<p>The GMS agrees that shareholders or investors (selected by the BOD) who purchase undistributed shares shall not be required to conduct a public tender offer as per the Law on Securities, even if such purchase results in an ownership ratio reaching or exceeding the thresholds specified in Clause 1, Article 35 of the Law on Securities.</p>
21. Minimum Success Rate	<p>Not applicable.</p>
22. Purpose of Issuance / Use of Proceeds	<p>To supplement capital and increase the Company's operational scale.</p> <p>The GMS authorizes the BOD to develop a detailed plan</p>

			for the use of proceeds in accordance with the Company's production and business status.
23. Expected Timeline	Offering	:	Within 2026 – 2027 or another period as decided by the Board of Directors (BOD) and upon approval from the State Securities Commission of Vietnam (SSC).
24. Assessment of Expected Dilution	Share	:	<p>Potential dilution risks arising from the share offering include:</p> <ul style="list-style-type: none"> <li>(i) Dilution of the reference price on the ex-rights date;</li> <li>(ii) Dilution of Earnings Per Share (EPS);</li> <li>(iii) Dilution of Book Value Per Share (BVPS);</li> <li>(iv) Dilution of ownership ratio and voting rights.</li> </ul> <p>The ownership and voting rights of existing shareholders will decrease proportionately if they decline to exercise their subscription rights in this offering compared to their holdings prior to the record date.</p>
25. Other Matters Regarding Capital and Outstanding Shares	Charter	:	<ul style="list-style-type: none"> <li>- Approve the amendment of the Charter Capital in the Company's Charter based on the final issuance results;</li> <li>- Approve the update of the Enterprise Registration Certificate (ERC) with the new charter capital;</li> <li>- Upon completion, the Company commits to performing additional securities registration and depository at the Viet Nam Securities Depository and Clearing Corporation (VSDC) and additional listing/trading registration on the UPCoM market, Hanoi Stock Exchange (HNX), for the total number of issued shares in compliance with the law.</li> </ul>
26. Authorization for the Board of Directors		:	<p>The GMS authorizes the Board of Directors (BOD) to:</p> <ul style="list-style-type: none"> <li>- Execute the share offering, and decide on and implement the distribution procedures;</li> <li>- Decide on the detailed contents of the offering plan and/or modify/supplement/change the plan as necessary based on the Company's actual situation or requirements from competent authorities to ensure a successful and legal capital mobilization;</li> <li>- Determine the specific number of shares to be issued based on the actual number of outstanding shares at the time of implementation;</li> <li>- Select an appropriate time for the offering after receiving approval from the SSC;</li> <li>- Handle fractional shares and shares refused by shareholders;</li> <li>- Decide on the detailed use of proceeds and proactively adjust the funding sources, disbursement timing, and</li> </ul>



purposes as necessary;

- Amend and supplement the Company's Charter to reflect the new charter capital;
- Implement legal procedures to update the ERC corresponding to the total par value of shares actually issued;
- Perform additional registration and depository at the VSDC and additional trading registration on the UPCoM for the total shares actually issued;
- Decide on all other matters related to the offering, registration, and additional listing.

Within the scope of this authorization, the BOD may sub-authorize the Chairman of the BOD or the General Director to execute the aforementioned tasks in accordance with the law.

*The resolution was approved with 99,95% voting agreement.*

**Article 10:** Implementation clause:

This Resolution takes effect from date 24th April 2026. The Board of Directors is responsible for implementing the contents approved at the Meeting, ensuring the highest interests of the Company and shareholders, in compliance with the Company's Charter and applicable laws.

This Resolution of the Annual General Meeting of Shareholders dated 24th April 2026 of Xuan Mai Investment and Construction Corporation was fully approved at the meeting at 10:30 AM on the same day./.

**Recipients:**

- State Securities Commission (for report);
- Hanoi Stock Exchange (for report);
- Shareholders;
- Board of Directors, Executive Board, Supervisory Board;
- Company's Departments;
- Company Website;
- Office archive.

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



**Nguyen Duc Cu**