

SONG DA CONSULTING JOINT
STOCK COMPANY
**2026 ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 16 /2026/NQ-DHDCD

Hanoi, April 28th, 2026

**RESOLUTION OF
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
SONG DA CONSULTING JOINT STOCK COMPANY**

GENERAL MEETING OF SHAREHOLDERS

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020 and the Law on amendments and supplements to a number of articles of the Law on Enterprises no. 76/2025/QH15 dated June 17th, 2025 of the National Assembly of the Socialist Republic of Vietnam;

Pursuant to Law on Securities No. 54/2019/QH14 dated November 26th, 2019 of the National Assembly of the Socialist Republic of Vietnam; Law No. 56/2024/QH15 dated November 29th, 2024 on amendments and supplements to a number of articles of the Law on Securities;

Pursuant to the Charter of Song Da Consulting Joint Stock Company;

Pursuant to Minutes No. 15/2026/BB-DHDCD dated April 28th, 2026 of the 2026 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company.

HEREBY RESOLVES:

Article 1. The General Meeting of Shareholders of Song Da Consulting Joint Stock Company approved a number of matters as follows:

1. Business performance for 2025

No.	Items	Unit	Plan	Actual performance	Percentage of completing the plan
I	Total production and business value	VND 10 ³	72,800,000	72,868,841	100.1%
II	Financial plan				
1	Total revenue	VND 10 ³	67,407,407	65,324,232	96.9%
2	Payment to the budget	VND 10 ³	5,942,696	5,658,950	95.2%
3	Profit before tax	VND 10 ³	2,750,516	2,752,177	100.1%
4	Profit after tax	VND 10 ³	2,200,413	2,189,618	99.5%
5	Return on sales				

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No.	Items	Unit	Plan	Actual performance	Percentage of completing the plan
-	<i>Profit before tax-to-revenue ratio</i>	%	4.1	4.2	
-	<i>Profit after tax-to-charter capital ratio</i>	%	8.4	8.4	
-	<i>Profit after tax-to-equity ratio</i>	%	4.4	4.3	
6	Charter capital	VND 10 ³	26,097,100	26,097,100	
7	Equity	VND 10 ³	50,198,754	50,336,417	
8	Cash dividend payout ratio	%	5	5	100

2. Business plan for 2026

Key economic indicators of the business plan for 2026 are as follows:

No.	Items	Unit	Value
1	Total production and business value	VND 10 ³	80,500,000
2	Revenue	VND 10 ³	74,537,037
3	Payment to the State budget	VND 10 ³	7,340,000
4	Profit before tax	VND 10 ³	3,027,395
5	Profit after tax	VND 10 ³	2,421,916
6	Ratios		
-	Profit margin (Profit/Revenue)		4.1
-	Profit after tax/Charter capital	%	8.0
-	Profit after tax/Owner's equity	%	4.4
7	Charter capital	VND 10 ³	30,272,540
8	Owner's equity	VND 10 ³	50,487,177
9	Cash dividend payout ratio	%	5

(The Company expects to reach dividend payout ratio of 6% in 2026)

3. Audited 2025 financial statements

Approve the 2025 financial statements of Song Da Consulting Joint Stock Company audited by A&C Auditing and Consulting Co., Ltd., including the following main indicators:

Unit: VND 10³

No.	Items	Results for 2025
I	Assets	92,801,278
1	Current assets	69,095,532
2	Non-current assets	23,705,746

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No.	Items	Results for 2025
II	Capital resources	92,801,278
1	Liabilities	42,464,861
2	Owner's equity	50,336,417
III	Business results	
1	Total revenue	65,324,232
2	Total costs	62,572,055
3	Profit before tax	2,752,177
4	Corporate income tax	562,559
5	Profit after tax	2,189,618

(More details can be found in the 2025 financial statements audited by A&C Auditing and Consulting Co., Ltd.)

4. Plan for profit distribution, fund allocations, and dividend payment for 2025 as follows:

No.	Items	Unit	Amount
1	Profit before corporate income tax	VND	2,752,177,023
2	Payable corporate income tax	VND	562,559,468
3	Profit after corporate income tax	VND	2,189,617,555
4	Profit carried forward from the previous year	VND	60,242,434
5	Distributed profit during this period	VND	2,249,859,989
6	Fund allocations	VND	700,000,000
-	<i>Commendation and welfare fund</i>	VND	700,000,000
7	Profit for dividend payment	VND	1,304,824,000
8	Charter capital	VND	26,097,100,000
9	Number of outstanding shares	Shares	2,609,648
10	Cash dividend payout ratio	%	5

5. Report on the activities of the Board of Directors of the Company

Approve the Report of the Board of Directors on corporate governance and its performance in 2025; plan for 2026 as presented at the General Meeting.

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6. Report on the activities of the Board of Supervisors of the Company

Approve the Report of the Board of Supervisors on its performance in 2025 and plan for 2026 as presented at the General Meeting.

7. Selection of the auditing firm to audit the 2026 financial statements

Approve and authorize the Board of Directors of the Company to select one of the following auditing firms to audit the 2026 Financial statements:

- UHY Auditing and Consulting Co., Ltd.
- A&C Auditing and Consulting Co., Ltd.
- International Auditing and Valuation Co., Ltd.

8. Plan for payment of remuneration of the Board of Directors and the Board of Supervisors of the Company

8.1 Settlement of remuneration expenses for 2025

Approve the settlement of remuneration expenses for 2025 of the Board of Directors and Board of Supervisors of the Company as follows:

Unit: VND

No.	Title	Remuneration/ month/ person according to the 2025 plan	Profit achievement rate in 2025	Remuneration/month/ person to be settled for 2025	Notes
1	Member of the Board of Directors	5,000,000	100%	5,000,000	
2	Concurrent Head of the Board of Supervisors	5,000,000	100%	5,000,000	
3	Member of the Board of Supervisors	3,000,000	100%	3,000,000	

The total remuneration expenses of the Board of Directors and the Board of Supervisors in 2025 are VND 336,756,164.

8.2 Plan for payment of remuneration of the Board of Directors and the Board of Supervisors for 2026

Approve the plan for payment of remuneration of the Board of Directors and the Board of Supervisors of the Company for 2026 when the Company completes its business plan and its actual profit is equal to the planned one, the maximum remuneration of the Board of Directors, the Board of Supervisors shall be as follows:

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Unit: VND

No.	Title	Remuneration/month/ person	Notes
1	Member of the Board of Directors	5,000,000	04 members
2	Head of the Board of Supervisors	5,000,000	01 Head
3	Member of the Board of Supervisors	3,000,000	02 members

9. Charter capital increase plan of Song Da Consulting Joint Stock Company

9.1. Approval of the charter capital increase plan of Song Da Consulting Joint Stock Company in Proposal No. 10/TTr-HDQT dated April 7th, 2026 as follows:

Issuer:	Song Da Consulting Joint Stock Company
Stock name:	Song Da Consulting Joint Stock Company's shares
Stock code:	SDC
Type of shares:	Ordinary shares
Par value:	VND 10,000 per share
Number of outstanding shares:	2,609,648 shares
Number of shares planned to be issued:	417,544 shares
Issuance ratio:	16%
Total expected maximum issuance value at par value:	VND 4,175,440,000
Expected additional charter capital:	VND 4,175,440,000
Expected charter capital after issuance:	VND 30,272,540,000
Target investors:	Existing shareholders whose names appear on the shareholder list finalized by the Vietnam Securities Depository and Clearing Corporation (VSD) on the final registration date for exercising the right.
Method of issuance:	Issuance to existing shareholders whose names appear on the shareholder list on the final registration date for exercising the right to receive additional shares issued to increase charter capital from equity sources.
Right exercise ratio:	100:16 (shareholders owning 1 share will receive 1 right; 100 rights entitle the holder to 16 new shares).
Transfer restrictions:	The additional shares issued are not subject to transfer restrictions.

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Source of issuance:	From the Development Investment Fund as of December 31 st , 2025 according to the audited separate Financial Statements for 2025 by an approved auditing organization.
Implementation timeline:	In 2026, after receiving approval from the General Meeting of Shareholders and approval from the State Securities Commission.
Method of rounding and handling of fractional shares:	The number of additional shares issued to each existing shareholder shall be rounded down to the nearest whole unit according to the rounding-down principle. The fractional decimal portion shall be cancelled.
Depository and listing:	The additional shares issued to existing shareholders from equity sources shall be centrally registered with the Vietnam Securities Depository and Clearing Corporation (VSD) and additionally listed on the Hanoi Stock Exchange in accordance with the provisions of the law.

9.2. The General Meeting of Shareholders authorizes the Board of Directors of Song Da Consulting Joint Stock Company to perform the following tasks:

- Decide the specific timing of the share issuance.
- Complete the necessary documents and procedures to report the share issuance to the State Securities Commission, decide and perform all necessary tasks in accordance with legal provisions to complete the share issuance.
- Amend the Company's Charter and update the contents of the Company's Business Registration Certificate corresponding to the new charter capital after completion of the share issuance.
- Perform additional registration of the Company's shares for depository with the Vietnam Securities Depository and Clearing Corporation (VSD) and additional listing on the Hanoi Stock Exchange for the total number of shares actually received by existing shareholders according to the plan approved by the General Meeting of Shareholders after completion of the issuance.
- Perform other related tasks to complete the assigned work.

10. Approve authorizing the Board of Directors to decide on certain matters on contract signing falling within the authority of the General Meeting of Shareholders in Proposal No. 11/TTr-HDQT dated April 7th, 2026

10.1. The General Meeting of Shareholders approves in principle the authorization for the Company to enter into contracts and transactions with the Corporation (a related person of the Company) in the 2026 financial year and until the next Annual General Meeting of Shareholders. The types of transactions include, but are not limited to:

- (i) Contracts for the purchase and sale of goods and provision of services;
 - (ii) Contracts for lease/rental of assets and office space;
 - (iii) Contracts for borrowing of assets and other business transactions suitable to the Company's business lines.
- 10.2. The General Meeting of Shareholders agrees to authorize the Board of Directors to perform the following tasks:
- (i) Review, appraise and approve the specific terms and conditions of each contract and transaction with the Corporation (including contracts whose value is equal to or greater than 35% of the total asset value of the Company as recorded in the latest financial statements);
 - (ii) Decide on the amendment, supplement to, extension or termination of, the above contracts and transactions;
 - (iii) Appoint the legal representative of the Company to sign and implement the contracts approved by the Board of Directors.
- 10.3. Implementation principles:
- (i) All transactions must comply with the principles of market fairness, objectivity, transparency and must not cause damage to the interests of the Company and other shareholders;
 - (ii) The Board of Directors shall be responsible for reporting the results of the implementation of these transactions at the next Annual General Meeting of Shareholders.
- 11. Appointment of additional Independent Member(s) of the Board of Directors pursuant to Proposal No. 13/TTr-HDQT dated April 21st, 2026**

- **Option 1:** Replace 01 out of the 05 current Members of the Board of Directors with 01 Independent Member of the Board of Directors. Based on the voting results, the approval rate did not meet the statutory threshold required for the General Meeting of Shareholders to pass the resolution.

- **Option 2:** Increase the total number of members of the Board of Directors to 06 in order to appoint an additional Independent Member of the Board of Directors. Based on the voting results, the approval rate did not meet the statutory threshold required for the General Meeting of Shareholders to pass the resolution.

Article 2. The General Meeting of Shareholders of Song Da Consulting Joint Stock Company assigns the Board of Directors of the Company to implement the Resolution of this General Meeting based on the above contents in accordance with the applicable laws and regulations of the Company.

Article 3. This Resolution takes effect from the date of signing. Shareholders, members of the Board of Directors, members of the Board of Supervisors and relevant individuals shall implement this Resolution.

Recipients:

- As Article 3;
- The State Securities Commission;
- Hanoi Stock Exchange;
- Company's website;
- The Board of Management;
- The Chief Accountant;
- The securities team;
- Archives: The Board of Directors, the Organization and Human Resource Department.

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



Phạm Văn Mạnh

C.T.C.P.