



TABLE OF CONTENTS OF MATERIALS FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

1. Meeting invitation notice
2. Agenda of the General Meeting
3. Regulations on the organization of the General Meeting
4. Regulations on election
5. Report of the Board of Management on the business performance in 2024 and the business plan for 2025
6. Proposal of the Board of Directors on approval of the audited Financial statements for 2024; the Plan for profit distribution, fund allocations, and dividend payment for 2024
7. Report of the Board of Directors on corporate governance and its performance in 2024; plan for 2025
8. Report of the Board of Directors on the results of the 5-year period (2020-2024) and orientations, tasks for the 5-year period (2025-2029)
9. Report of the Board of Supervisors on its performance in 2024 and plan for 2025
10. Proposal of the Board of Supervisors on the selection of an independent auditing firm to audit the Financial statements for 2025
11. Proposal of the Board of Directors on approval of the settlement of salary and remuneration expenses for the Board of Directors and Board of Supervisors in 2024 and the plan for 2025
12. Proposal on amendment and supplement to the Charter of Song Da Consulting Joint Stock Company
13. Proposal of the Board of Directors on nomination of candidates to the Board of Directors and Board of Supervisors for the 2025 - 2030 term
14. Draft Minutes of the General Meeting
15. Draft Resolution of the General Meeting
16. The following forms:
 - 16.1. Confirmation of in-person or authorized attendance at the 2025 Annual General Meeting of Shareholders (applicable to individuals or organizations)
 - 16.2. Power of attorney for attending the 2025 Annual General Meeting of Shareholders (applicable to groups of shareholders);



- 16.3. Request for supplement to the agenda of the 2025 Annual General Meeting of Shareholders (applicable to individual shareholders/groups of shareholders holding more than 5% of the total shares continuously for at least six months).
17. Voting card and voting ballot
18. Vote for members of the Board of Directors and the Board of Supervisors
19. Notice of nomination and candidacy of members of the Board of Directors and the Board of Supervisors.
20. Form of application for nomination and candidacy of members of the Board of Directors and the Board of Supervisors.



No.: 15 /TTr-HDQT

Hà Nội, April 21st, 2025

REPORT

On the approval of the Regulations on organization of the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company

To: The 2025 Annual General Meeting of Shareholders
of Song Da Consulting Joint Stock Company

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020 of the National Assembly of the Socialist Republic of Vietnam;

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

In order to duly organize the 2025 Annual General Meeting of Shareholders, the Board of Directors of Song Da Consulting Joint Stock Company respectfully requests the General Meeting of Shareholders review and approve the Regulations on organization of the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company (*attached hereto*).

Best regards,

Recipients:

- As above;
- Members of the Board of Directors, the Board of Supervisors;
- Company's website;
- Archives: The Board of Directors, The Organization and Human Resource Department.

ON BEHALF OF THE BOARD
OF DIRECTORS
CHAIRMAN



Phạm Văn Mạnh

SONG DA CONSULTING JOINT
STOCK COMPANY
2025 ANNUAL GENERAL
MEETING OF SHAREHOLDERS

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, April 21st, 2025

**REGULATIONS
ON ORGANIZATION OF THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

OF SONG DA CONSULTING JOINT STOCK COMPANY
*(Attached to Proposal No./TTr-HDQT/ /2025 of the Board of
Directors)*

*Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020
of the National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to Law on Securities No. 54/2019/QH14 dated November 26th,
2019, taking effect on January 01st, 2021 and guidance for the implementation
thereof;*

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

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of application: These Regulations are applied to the organization of the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company.

Article 2. These Regulations specify the rights and obligations of shareholders, authorized representatives, and other attendees in the General Meeting, as well as the conditions and procedures for proceedings of the General Meeting.

Article 3. Shareholders, authorized representatives, and all attendees are responsible for complying with the provisions of these Regulations.

**CHAPTER II
RIGHTS AND OBLIGATIONS OF ATTENDEES IN THE GENERAL
MEETING**

Article 4. Rights and obligations of shareholders or authorized representatives attending the General Meeting

1. Conditions for attending the General Meeting: Attendees must be shareholders or authorized representatives (in the form of a power of attorney as prescribed by the Company) of one or more shareholders listed in the

shareholder register as of the date on which the list of shareholders entitled to attend the General Meeting (dated / /2025) is finalized, as confirmed by the Vietnam Securities Depository and Clearing Corporation (VSDC).

2. Rights of shareholders or authorized representatives attending the General Meeting:

- Attend the General Meeting in person or authorize another person to attend on their behalf in the form of a power of attorney as prescribed by the Company.

- Discuss and vote on all matters within the authority of the General Meeting as stipulated by the Law on Enterprises, other relevant legal provisions, and the Company's Charter.

- Receive information from the Organizing Committee regarding the contents, agenda, and attached documents of the General Meeting.

- Each shareholder or authorized representative attending the General Meeting shall receive a Voting card/ballot after registering with the Organizing Committee.

- Shareholders or authorized representatives arriving late, before the General Meeting concludes, have the right to register and participate in voting on matters not yet voted upon. The Chairman is not obligated to pause the General Meeting, and the validity of prior voting sessions shall remain unaffected.

3. Obligations of shareholders or authorized representatives attending the General Meeting:

- Complete registration procedures with the Organizing Committee upon attending the General Meeting.

- Dress politely.

- Any recording or filming of the General Meeting must be publicly announced and approved by the Chairman.

- Register to speak at the General Meeting in accordance with regulations, adhering to the allocated speaking time and ensuring that the content of the speech is within the scope of the General Meeting's agenda.

- Speak and vote in accordance with the guidance of the Organizing Committee and under the direction of the Chairman.

- Refrain from engaging in actions that obstruct or disrupt the order, preventing the General Meeting from being conducted fairly and legally.

- Avoid causing disturbances or interfering with the normal proceedings of the General Meeting.

- Comply with the authority of the Chairman in managing the General Meeting.

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- Strictly adhere to these Regulations and respect the outcomes of the General Meeting's proceedings.

Article 5. Rights and obligations of the Shareholder Eligibility Verification Committee

1. The Shareholder Eligibility Verification Committee is established in accordance with a decision of the Company's Board of Directors.

2. The Shareholder Eligibility Verification Committee has the following rights and obligations:

2.1. Verify the eligibility of shareholders or their authorized representatives attending the meeting in accordance with the requirements of the law and the Company's regulations.

2.2. Issue to shareholders or their authorized representatives attending the meeting: Voting cards/Ballots and other relevant meeting documents.

2.3. Report the results of the shareholder eligibility verification to the General Meeting at the following times:

- Before the commencement of the General Meeting;
- Before each voting session of the General Meeting if there is a change in the number of registered shareholders attending (e.g., late-registering shareholders).

2.4. Perform other tasks as assigned by the Chairman of the General Meeting.

Article 6. Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee shall consist of one (01) Head and two (02) members, proposed by the Chairman and approved by the General Meeting of Shareholders through voting.

2. The Head of the Vote Counting Committee shall report the results of the vote counting to the General Meeting .

3. The Vote Counting Committee shall be responsible for the accuracy and integrity of the announced vote counting results.

4. The Vote Counting Committee shall be responsible for storing, preserving, and handing over all voting ballots and vote counting minutes to the Company's Board of Directors immediately after the conclusion of the General Meeting.

Article 7. Rights and obligations of the Chairman and Secretary of the General Meeting

1. The Chairman of the Company's Board of Directors shall serve as the Chairman of the General Meeting.

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2. The Chairman of the General Meeting shall have the authority to chair the proceedings of the General Meeting in accordance with the agenda approved by the General Meeting.

3. The Chairman of the General Meeting may assign/authorize other members of the Company's Management to present reports to the General Meeting and respond to issues raised by shareholders.

4. The Chairman's decisions regarding the order, procedures, or events arising outside the agenda of the General Meeting of Shareholders shall be final and binding.

5. The Chairman of the General Meeting may take actions deemed necessary to conduct the General Meeting in a valid and orderly manner or to reflect the wishes of the majority of attending shareholders.

6. The Chairman of the General Meeting may, at any time, adjourn the General Meeting to another time (in accordance with the Law on Enterprises and the Company's Charter) and at a different venue as decided by the Chairman, in the event of extraordinary circumstances outside the agenda of the General Meeting, such as:

- The meeting venue does not have sufficient convenient seating for all attendees;

- An attendee engages in obstructive or disorderly behavior that risks preventing the meeting from being conducted fairly and legally;

- An adjournment is necessary to ensure the proper proceedings of the General Meeting.

7. The Chairman of the General Meeting may choose not to respond or only acknowledge shareholders' opinions if the contributions or proposals are outside the scope of matters submitted for the General Meeting's consideration.

8. The Chairman of the General Meeting may interrupt a shareholder's speech if the shareholder exceeds the allotted speaking time, or if the speech is outside the agenda of the General Meeting or repetitive.

9. The Chairman has the authority to request competent authorities to maintain order at the meeting, expel individuals showing disruptive behavior, failing to comply with the Chairman's authority, or obstructing the normal proceedings of the General Meeting.

10. The Chairman shall appoint one or more individuals as the Secretary of the General Meeting to prepare the minutes of the meeting and perform other supporting tasks as assigned by the Chairman.

CHAPTER III

PROCEDURE FOR CONDUCTING THE GENERAL MEETING

Article 8. Conditions for conducting the General Meeting

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1. The General Meeting shall be conducted when the attending shareholders represent at least 65% of the total voting shares based on the shareholder list prepared as of the date on which the list of shareholders attending the General Meeting is finalized.

2. The General Meeting shall receive from the Organizing Committee a report on the results of the shareholder eligibility verification and a declaration of the conditions for conducting the General Meeting (attached to a report and an appendix listing registered shareholders).

3. If, after 30 minutes from the scheduled opening time of the General Meeting (as stated in the meeting agenda sent to shareholders), the number of registered shareholders does not represent at least 65% of the total voting shares based on the shareholder list prepared as of the date on which the list of shareholders is finalized (as reported by the Organizing Committee regarding the shareholder eligibility verification result), the meeting shall be deemed not to have met the conditions to proceed.

4. In the event that the General Meeting fails to meet the conditions to proceed as stipulated above, the convening and conducting of subsequent General Meetings shall comply with the provisions of the Company's Charter and the Law on Enterprises.

Article 9. Procedure for conducting the General Meeting

1. The General Meeting shall proceed in accordance with the agenda approved by the General Meeting.

2. The General Meeting shall discuss and approve the items on the agenda through voting as stipulated in Articles 12 and 13 of these Regulations.

3. The General Meeting shall conclude after the Minutes and Resolutions of the General Meeting are approved.

Article 10. Approval of decisions of the General Meeting

1. Resolutions shall be approved when approved by shareholders representing more than 65% of the total voting rights of all shareholders attending the General Meeting in person or through authorized representatives, as well as votes submitted by mail (if any), except for cases specified in Clause 2 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

2. Resolutions on the following matters shall be approved if approved by shareholders representing at least 75% of the total voting rights of all shareholders attending the General Meeting in person or through authorized representatives, as well as votes submitted by mail (if any), except for cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a. Types of shares and the total number of shares for each type;
- b. Changes in the industry, business sectors, or fields of operation;

c. Changes in the organizational and management structure of the Company;

d. Investment projects or the sale of assets amounted to 35% or more of the total asset value recorded in the Company's latest financial statements;

e. Reorganization or dissolution of the Company;

f. Amendments or supplements to the Company's Charter.

3. Shareholders or their authorized representatives attending the General Meeting shall vote to approve, disapprove, or abstain on matters requiring approval at the General Meeting, as stipulated in Articles 12 and 13 of these Regulations.

Article 11. Voting cards/ballots

1. Voting cards/ballots must bear the Company's seal and be issued by the Organizing Committee to shareholders or their authorized representatives attending the General Meeting.

- Voting card: Must contain the name of the shareholder or authorized representative, the number of shares owned, the number of represented shares, and the total number of voting rights.

- Voting ballot: Must contain the name of the shareholder or authorized representative, the number of shares owned, the number of represented shares, the total number of voting rights, the matters to be voted on, the voting opinions, and the signature of the shareholder or their authorized representative.

2. Invalid voting ballots shall not be counted, including:

- Ballots not in the format issued by the Organizing Committee or lacking the Company's seal;

- Ballots that are torn, crossed out, erased, or altered;

- Ballots with multiple conflicting opinions on the same voting matter, rendering that specific vote invalid;

- Ballots lacking the signature of the shareholder or their authorized representative.

The voting on each matter in the Voting ballot is independent, and the validity of one voting section does not affect the validity of other voting sections.

3. If a shareholder makes an error while filling out a Voting ballot before submitting it to the ballot box, they may directly approach the Head of the Vote Counting Committee to request a replacement Voting ballot to ensure their rights.

4. The voting value of a Voting card/ballot corresponds to the number of voting shares owned or represented by the shareholder, with each common share carrying one vote.

Article 12. Matters approved by Voting cards

1. Matters approved by Voting cards include:
 - Election of the Vote Counting Committee as proposed by the Chairman;
 - The agenda of the General Meeting;
 - Regulations on the organization of the General Meeting and other Regulations (if any);
 - Minutes and Resolutions of the General Meeting of Shareholders;
 - Or other matters not included in the Voting ballots that require the opinion of the General Meeting of Shareholders (if any).
2. The Chairman shall seek the General Meeting's opinion on each matter. Voting on each matter shall consist of three rounds in the following order: Approve, Disapprove, Abstain.
3. The Chairman of the General Meeting shall immediately announce the results for each matter based on the votes of the shareholders present at the General Meeting.
4. Matters shall be approved when approved by shareholders representing at least 65% of the total voting rights of shareholders with voting rights attending the General Meeting in person or through authorized representatives.

Article 13. Voting procedure for approving resolutions at the General Meeting

Each shareholder or authorized representative shall vote on each matter in the General Meeting's agenda by marking their approval, disapproval, or abstention on the Voting ballot. The Vote Counting Committee shall collect the Voting ballots and conduct the vote counting in accordance with these Regulations.

Article 14. Regulations on vote counting for voting by ballots

1. The Vote Counting Committee shall conduct vote counting as follows:
 - The Vote Counting Committee shall work in a separate room or area. Except for the Vote Counting Committee and assigned support staff, no other individuals are permitted in the vote counting area.
 - The Vote Counting Committee may use electronic technical equipment for vote counting and employ necessary support staff.
 - Verify the validity of Voting ballots.
 - Review each Voting ballot sequentially and record the vote counting results.
 - Prepare and sign a list of shareholders participating in the voting.
 - Seal all Voting ballots and hand them over to the Company's Board of Directors.

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2. Preparation and announcement of Vote counting minutes:

- After completing the vote counting, the Vote Counting Committee shall prepare the Vote counting minutes.

- The Vote counting minutes must contain the following key contents:

+ Time and place of the vote counting.

+ Composition of the Vote Counting Committee.

+ Total number of shares of shareholders with voting rights attending the General Meeting.

+ Total number of shares of shareholders with voting rights participating in the voting.

+ Number and percentage of valid votes.

+ Number and percentage of invalid votes (if any).

+ Number and percentage of voting rights for each matter.

+ The Vote counting minutes must be signed by the members of the Vote Counting Committee and confirmed by the Chairman of the General Meeting.

Article 15. Speaking at the General Meeting

1. Shareholders or their authorized representatives attending the meeting who wish to speak must register using the Opinion registration form (*as attached to these Regulations*). In the Registration form, shareholders must clearly state their questions or the content of their speech. The Registration form shall be submitted to the Chairman of the General Meeting for processing, or the shareholder may speak directly after receiving the Chairman's approval.

2. When speaking, the content must be concise, relevant to the matters being discussed at the General Meeting, and aligned with the General Meeting's agenda. The speaking time shall not exceed 05 minutes. Shareholders shall not repeat opinions already expressed by other shareholders, and only opinions relevant to the General Meeting's agenda shall be recorded in the Minutes of the General Meeting.

3. The Chairman has the authority to interrupt a shareholder's speech if it exceeds the permitted time, is irrelevant to the General Meeting's agenda, or has already been addressed at the General Meeting.

Article 16. Minutes of the General Meeting

1. The proceedings of the General Meeting shall be documented in the Minutes. The Chairman and the Secretary of the General Meeting shall be responsible for the accuracy and integrity of the Minutes.

2. The Minutes of the General Meeting must be announced to the General Meeting and approved by the General Meeting before its conclusion.

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3. The Minutes of the General Meeting, Vote counting minutes, Resolutions of the General Meeting, and other documents recording the proceedings and results of the General Meeting must be maintained at the Company's head office.

4. The Minutes of the General Meeting shall be sent to shareholders within fifteen (15) days from the date of the General Meeting's conclusion or published on the Company's website.

5. The Minutes of the General Meeting serve as the basis for issuing the Resolutions of the General Meeting.

Article 17. Resolutions of the General Meeting

Based on the results of the General Meeting, the Chairman shall prepare the Resolutions of the General Meeting regarding matters approved by the General Meeting. The Resolutions must be read at the General Meeting for shareholder approval and notified to shareholders entitled to attend the General Meeting within 15 days from the date of approval or publication on the Company's website.

CHAPTER IV IMPLEMENTATION CLAUSES

Article 18. Effect of implementation

These Regulations consist of four Chapters and 18 Articles and take effect upon approval by the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company.

GENERAL MEETING OF SHAREHOLDERS

SAMPLE OPINION REGISTRATION FORM

(Issued together with the Regulations on organization of the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company)

**OPINION REGISTRATION FORM
FOR THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

To: CHAIRMAN OF THE GENERAL MEETING

Name _____ of _____ shareholder/authorized _____ representative:

Citizen identity card/Identity card/Passport/Business registration certificate no.:
.....issued on.....by.....

Total number of shares owned and/or authorized (if any):
.....

Address:

Phone no.:

CONTENT OF OPINION:

[illegible]

Hanoi, dated 2025

Shareholder/Authorized representative
(Sign, specify full name and seal, in case of
institutional shareholders)



**SONG DA CONSULTING JOINT
STOCK COMPANY
2025 ANNUAL GENERAL
MEETING OF SHAREHOLDERS**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Hanoi, April 21st, 2025

**REGULATIONS
ON NOMINATION, CANDIDACY, AND ELECTION OF MEMBERS OF THE
BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS FOR THE
2025-2030 TERM
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF SONG DA CONSULTING JOINT STOCK COMPANY**

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to Law on Securities No. 54/2019/QH14 dated November 26th, 2019;
- Pursuant to the Charter of Song Da Consulting Joint Stock Company.

To ensure that the election of members of the Board of Directors (BOD) and the Board of Supervisors of Song Da Consulting Joint Stock Company for the 2025-2030 term complies with the 2020 Law on Enterprises, the Company's Charter, and applicable laws, based on the principles of fairness, transparency, democracy, and safeguarding shareholders' legitimate rights, we respectfully request the General Meeting to approve the "Regulations on Nomination, Candidacy, and Election of Members of the Board of Directors and Board of Supervisors of Song Da Consulting Joint Stock Company for the 2025-2030 term at the 2025 Annual General Meeting of Shareholders" as follows:

Chapter I:

GENERAL PROVISIONS

Article 1. Purpose, scope, and subjects of application

1. These Regulations are applicable to the nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors of Song Da Consulting Joint Stock Company for the 2025-2030 term at the 2025 Annual General Meeting of Shareholders, in accordance with the 2020 Law on Enterprises and applicable legal provisions.
2. These Regulations govern activities related to the nomination, candidacy, and election of members of the Board of Directors and the Board of Supervisors, including:

a) Provisions on the nomination and candidacy of members of the Board of Directors and the Board of Supervisors.

b) Provisions on the election of members of the Board of Directors and the Board of Supervisors.

3. Subjects of application include: Shareholders holding voting shares and their authorized representatives (according to the shareholder list of Song Da Consulting Joint Stock Company finalized by the Vietnam Securities Depository and Clearing Corporation on March 24th, 2025), and members of the Election Committee at the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company.

Article 2. Rights and obligations of shareholders

1. Rights of shareholders attending the General Meeting

Each shareholder or authorized representative attending the General Meeting shall receive one (01) Voting ballot for the election of members of the Board of Directors and one (01) Voting ballot for the election of members of the Board of Supervisors. The ballots shall clearly indicate the number of shares held by the shareholder and the corresponding number of votes they are entitled to use for the election.

2. Obligations of shareholders attending the General Meeting

a) Comply with the conditions and procedures for the election as stipulated in these Regulations;

b) Complete registration procedures with the Organizing Committee upon attending the General Meeting;

c) Verify the number of shares recorded on the Voting ballots upon receipt and immediately notify the Organizing Committee of any discrepancies;

d) Strictly adhere to the Regulations on nomination, candidacy, and election during the General Meeting of Shareholders and respect the results of the voting at the General Meeting.

Chapter II:

PROVISIONS ON NOMINATION AND CANDIDACY OF MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS

Article 3. Candidacy and nomination for election to the Board of Directors

1. Standards and conditions for members of the Board of Directors



Members of the Board of Directors must meet the standards and conditions as stipulated in Clauses 1 and 2 of Article 155 of the Law on Enterprises and the Company's Charter, including:

- a) Possess full civil act capacity and not be subject to the restrictions specified in Clause 2, Article 17 of the Law on Enterprises.
- b) Have professional qualifications, management capabilities, and experience in business management or in the Company's fields of operation, and not necessarily be a shareholder of the Company.
- c) Not be prohibited from holding management or executive positions in enterprises as prescribed by the laws.
- d) A member of the Board of Directors may concurrently serve as a member of the Board of Directors of no more than five other companies.
- e) Not be a related person of the Chief Executive Officer or other managers of the Company, or of the managers or persons authorized to appoint managers of the parent company.
- f) Other standards as prescribed by applicable laws.

2. Candidacy and nomination for election to the Board of Directors

a) A shareholder or group of shareholders holding 10% to 25% of the total voting shares may nominate one candidate to the Board of Directors; 26% to 45% may nominate two candidates; 46% to less than 60% may nominate up to three candidates; and over 60% may nominate five candidates.

b) If the number of candidates to the Board of Directors through nomination and candidacy is insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company's Charter, Internal Regulations on Corporate Governance, and Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes on the election of members of the Board of Directors as prescribed by the laws.

Article 4. Candidacy and nomination for election to the Board of Supervisors

1. Standards and conditions for members of the Board of Supervisors

Members of the Board of Supervisors must meet the standards and conditions as stipulated in Article 169 of the Law on Enterprises and the Company's Charter, including:



a) Not be subject to the restrictions specified in Clause 2, Article 17 of the Law on Enterprises.

b) Get training in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field relevant to the Company's business operations.

c) Not be a related person of members of the Board of Directors, the Chief Executive Officer, or other managers.

d) Not be a manager of the Company; not necessarily be a shareholder or employee of the Company, unless otherwise stipulated in the Company's Charter.

dd) Not work in the Company's accounting or finance department.

e) Not be a member or employee of an independent audit firm that audited the Company's financial statements in the last three years.

g) Other standards and conditions as prescribed by relevant laws and the Company's Charter.

2. Candidacy and nomination for election to the Board of Supervisors

a) A shareholder or group of shareholders holding 10% to 30% of the total voting shares may nominate one candidate; 31% to 70% may nominate two candidates; and over 70% may nominate three candidates.

b) If the number of candidates to the Board of Supervisors through candidacy and nomination is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the Company's Charter and Regulations on the Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes on the election of members of the Board of Supervisors as prescribed by the laws.

Article 5. Applications for candidacy and nomination for election to the Board of Directors and Board of Supervisors

1. Application or nomination form for titles as members of the Board of Directors or Board of Supervisors (01 original) in the form published on the website www.sdcc.com.vn.

2. Personal resume (or equivalent document) of the candidate (01 original) in the form published on the website www.sdcc.com.vn.

3. Other documents proving that the candidate meets the conditions and standards as prescribed by the laws (01 original or certified copy).

Article 6. Selection of candidates



Based on the Candidacy and nomination applications submitted by shareholders or groups of shareholders for membership of the Board of Directors or Board of Supervisors of Song Da Consulting Joint Stock Company, the Organizing Committee of the General Meeting shall prepare a list of candidates who meet the required conditions as stipulated. This list shall be submitted for approval at the General Meeting for inclusion in the list of candidates for election to the Board of Directors and Board of Supervisors.

Article 7. Submission of applications

Candidacy and nomination applications shall be submitted to Song Da Consulting Joint Stock Company by 4.00 PM on **April..., 2025** at the following address:

Organizing Committee of the 2025 Annual General Meeting of Shareholders

Song Da Consulting Joint Stock Company: G9 Building, No. 495 Nguyen Trai Street, Thanh Xuan Bac Ward, Thanh Xuan District, Hanoi

Phone no.: 0243.8542209 Email: ktkh.sdcc@gmail.com

Chapter III:

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS

Article 8. Voting ballots and marking of ballots

1. Voting ballots

a) Voting ballots for the election of members of the Board of Directors and Board of Supervisors shall be printed and issued by the Organizing Committee of the General Meeting and bear the official seal of Song Da Consulting Joint Stock Company.

b) The ballots shall clearly list the candidates in alphabetical order, along with the name of the shareholder or authorized representative, the number of shares, and the total number of votes.

c) Each shareholder or authorized representative attending the 2025 Annual General Meeting of Shareholders shall simultaneously receive one Voting ballot for the election of members of the Board of Directors and one Voting ballot for the election of members of the Board of Supervisors.

2. Marking of ballots

a) Shareholders or authorized representatives must personally enter the number of votes for each candidate in the corresponding blank on the Voting ballot. In the



case of valid authorization (with a power of attorney), the authorized representative shall have full voting rights.

b) In case of errors, shareholders may request the Organizing Committee to provide a replacement Voting ballot.

c) Sign to confirm the completion of voting.

3. Cases of invalid voting ballots

a) Ballots not in the form prescribed by the Company or lacking the Company's seal.

b) Ballots that are crossed out, altered, supplemented, or contain names not included in the list of candidates approved by the General Meeting of Shareholders prior to voting.

c) Ballots where the total number of votes cast for candidates exceeds the total voting rights held by the shareholder (including owned and authorized shares).

d) Ballots that do not vote for any candidate or vote for more candidates than the prescribed number.

e) Ballots lacking the signature of the shareholder or authorized representative.

Article 9. Election method

1. The election of members of the Board of Directors shall be conducted by secret ballot using the cumulative voting method.

2. The number of votes for each shareholder corresponds to the total number of voting shares (including personally owned and/or authorized shares) multiplied by the number of members of the Board of Directors or Board of Supervisors to be elected.

- Number of members of the Board of Directors for the 2025-2030 term: 05 persons.

- Number of members of the Board of Supervisors for the 2025-2030 term: 03 persons.

3. Election method

- Shareholders may allocate all their votes to a single candidate, or:

+ Distribute votes equally among all candidates in the approved list of nominated candidates, or in varying proportions.

+ Distribute votes to fewer candidates than those in the approved list, in varying proportions.



- Shareholders must ensure that the total number of votes on each Voting ballot for members of the Board of Directors or Board of Supervisors does not exceed the total number of votes as stipulated.

- If a shareholder does not vote for a candidate, the corresponding space for that candidate's shares shall be left blank.

Article 10. Vote Counting Committee and principles of voting and vote counting

1. Vote Counting Committee

a) The Vote Counting Committee shall consist of three members proposed by the Chairman and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee must not be included in the list of candidates to the Board of Directors or Board of Supervisors.

b) The Vote Counting Committee is responsible for conducting the necessary procedures for the election, including: preparing ballot boxes, disseminating the Election Regulations, the list of candidates to the Board of Directors and Board of Supervisors, voting procedures, guiding the marking of ballots, supervising the voting process, conducting vote counting, and announcing the election results before the General Meeting.

2. Principles of voting and vote counting

a) The Vote Counting Committee shall inspect the ballot box in the presence of shareholders.

b) Voting begins once the distribution of Voting ballots is completed and ends when the last shareholder casts their ballot into the ballot box.

c) Vote counting must be conducted by the Vote Counting Committee in the vote counting room immediately after voting concludes. The Vote Counting Committee shall compile statistics and prepare Vote counting minutes in accordance with the Company's Charter and the 2020 Law on Enterprises. The Vote Counting Committee must not cross out or alter the Voting ballots.

d) The vote counting results shall be made in writing and announced by the Head of the Vote Counting Committee before the General Meeting.

Article 11. Principles for determining elected members of the Board of Directors and Board of Supervisors

Based on the above provisions, the General Meeting shall recognize the election results for members of the Board of Directors and Board of Supervisors as follows:

1. Candidates elected to the Board of Directors shall be the five candidates with the highest number of votes, confirmed in descending order of votes until the required number of members is met.

2. Candidates elected to the Board of Supervisors shall be the three candidates with the highest number of votes, confirmed in descending order of votes until the required number of members is met.

3. In cases where two or more candidates receive an equal number of votes, and a selection must be made to meet the required number of members for the Board of Directors or Board of Supervisors, the candidate who personally owns and/or represents a higher number of shares shall be selected. If the number of shares owned and/or represented is equal, a re-voting shall be conducted among these candidates to select the one with the higher number of votes.

Article 12. Preparation and announcement of Vote counting minutes

1. After vote counting, the Vote Counting Committee shall prepare the Vote counting minutes. The contents of the Vote counting minutes shall contain: Total number of shareholders attending the meeting, total number of shareholders participating in the voting, the proportion of voting rights of shareholders participating in the voting compared to the total voting rights of shareholders attending the meeting (based on the cumulative voting method), number and proportion of valid, invalid, and blank ballots, number and proportion of voting rights for each candidate to the Board of Directors and Board of Supervisors, list of elected members of the Board of Directors and Board of Supervisors, arranged in descending order of votes received.

2. The full text of the Vote counting minutes must be announced before the General Meeting.

3. Any complaints regarding the election and vote counting shall be resolved by the Chairman of the General Meeting and recorded in the Minutes of the General Meeting of Shareholders.

Article 13. These Regulations consist of three Chapters and 13 Articles and take effect immediately upon approval by the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company. These Regulations are solely applied to the nomination, candidacy, and election of members of the Board of Directors and Board of Supervisors for the 2025-2030 term at the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company.

2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SONG DA CONSULTING JOINT STOCK COMPANY

SONG DA CORPORATION - JSC
SONG DA CONSULTING JOINT STOCK COMPANY



REPORT
ON BUSINESS RESULTS FOR 2024
AND BUSINESS GOALS, TASKS AND PLANS FOR 2025

Hanoi, April 2025

REPORT

ON BUSINESS RESULTS FOR 2024

AND BUSINESS GOALS, TASKS AND PLANS FOR 2025

A. BUSINESS RESULTS FOR 2024

I. Key business items

No.	Items	Unit	Business results for 2024			Actual results for 2023	In comparison with the same period in 2023
			Planned	Actual results	Percentage of completion of annual plan		
I	Total production and business value	VND 10³	56,300,000	67,368,710	119.7%	51,792,163	130.1%
1	Design and supervision consulting	VND 10 ³	20,000,000	14,945,802	74.7%	15,612,442	95.7%
2	Surveying and grouting	VND 10 ³	22,000,000	40,836,505	185.6%	26,613,244	153.4%
3	Construction testing	VND 10 ³	12,000,000	9,303,073	77.5%	7,440,693	125.0%
4	Other businesses	VND 10 ³	2,300,000	2,283,330	99.3%	2,125,785	107.4%
II	Sales	VND 10³	57,800,000	74,154,878	128.3%	55,010,124	134.8%
1	Design and supervision consulting	VND 10 ³	20,500,000	15,022,256	73.3%	18,418,647	81.6%
2	Surveying and grouting	VND 10 ³	22,500,000	47,952,041	213.1%	26,651,475	179.9%
3	Construction testing	VND 10 ³	12,500,000	8,897,251	71.2%	7,814,216	113.9%
4	Other businesses	VND 10 ³	2,300,000	2,283,330	99.3%	2,125,785	107.4%
III	Revenue	VND 10³	53,776,107	72,205,016	134.3%	52,372,000	137.9%
IV	Cash inflow	VND 10³	59,300,000	76,165,648	128.4%	52,627,504	144.7%
1	Design and supervision consulting	VND 10 ³	21,000,000	14,579,206	69.4%	17,764,391	82.1%
2	Surveying and grouting	VND 10 ³	23,000,000	49,098,819	213.5%	21,945,860	223.7%
3	Construction testing	VND 10 ³	13,000,000	10,286,126	79.1%	10,793,356	95.3%
4	Other businesses	VND 10 ³	2,300,000	2,201,497	95.7%	2,123,897	103.7%
V	Payment to the budget	VND 10³	6,633,933	5,693,529	85.8%	6,228,000	91.4%
VI	Profit						
1	Profit before tax	VND 10 ³	2,515,000	2,546,774	101.3%	2,310,000	110.2%
2	Profit after tax	VND 10 ³	2,012,000	1,955,458	97.2%	1,820,000	107.4%
3	Return on sales						
-	Marginal profit (profit before tax/revenue)	%	4.7%	3.5%		4.4%	
-	Profit after tax/Charter capital	%	7.7%	7.5%		7.0%	
-	Profit after tax/Equity	%	4.0%	3.9%		3.6%	
VII	Equity	VND 10³	50,089,000	50,151,623	100.1%	50,101,000	
VIII	Charter capital	VND 10³	26,097,100	26,097,100	100.0%	26,097,100	
IX	Total assets	VND 10³	88,000,000	80,465,433	91.4%	86,774,353	
X	Debt-to-equity ratio	Times	0.757	0.604		0.732	
XI	Expected dividend payout ratio	%	5	5		5	
XII	Labor and salary						
-	Average number of employees	Persons	180	148	82.2%	137	108.0%
-	Average monthly income per employee	VND 10 ³	11,111	13,000	117.0%	13,000	100.0%
XIII	Investment plan	VND 10³	10,002,000	4,395,850	43.9%	100,000	4395.9%

1. Total production and business value

The total production and business value achieved by the Company was VND 67.37 billion, compared to the plan of VND 56.3 billion, achieving 119.7% of the annual plan and representing 130.1% of the performance during the same period of 2023 (VND 67.37 billion/VND 51.8 billion), of which:

- a. Design and supervision consulting: The production value achieved was VND 14.9 billion, compared to the plan of VND 20 billion, achieving 74.7% of the annual plan and representing 95.7% of the performance during the same period of 2023 (VND 14.9 billion/VND 15.6 billion).
- b. Surveying and grouting: The production value achieved was VND 40.8 billion, compared to the plan of VND 22.0 billion, achieving 185.6% of the annual plan and representing 153.4% of the performance during the same period of 2023 (VND 40.8 billion/VND 26.6 billion).
- c. Construction testing: The production value achieved was VND 9.3 billion, compared to the plan of VND 12.0 billion, achieving 77.5% of the annual plan and representing 125.0% of the performance during the same period of 2023 (VND 9.3 billion/VND 7.4 billion).
- d. Other businesses: The production value achieved was VND 2.28 billion, compared to the plan of VND 2.3 billion, achieving 99.3% of the annual plan and representing 107.4% of the performance during the same period of 2023 (VND 2.28 billion/VND 2.1 billion).

2. Revenue

The revenue achieved in 2024 was VND 72.2 billion, compared to the plan of VND 53.8 billion, achieving 134.3% of the annual plan and representing 137.9% of the performance during the same period of 2023 (VND 72.2 billion/VND 52.4 billion).

3. Profit before tax

The profit before tax achieved in 2024 was VND 2.55 billion, compared to the plan of VND 2.51 billion, achieving 101.3% of the annual plan and representing 110.2% of the performance during the same period of 2023 (VND 2.55 billion/VND 2.31 billion).

Reasons for the 2024 revenue achieving 134.3% of the plan while the 2024 profit only reached 101.3%:

- When formulating the 2024 plan, the Design and supervision consulting segment was expected to contribute the highest profit margin among the Company's current business segments. However, the actual revenue performance in 2024 for this segment continued to decline significantly due to a lack of projects (production value only achieved 74.7% of the annual plan). Consequently, the profit from the Design and supervision consulting segment also decreased and failed to meet the planned target.
- While the revenue from the Design and supervision consulting segment declined, the Company's overall revenue was offset by an increase in revenue from the

Surveying and grouting segment (a part of the construction segment). However, this segment has a lower profit margin and was insufficient to compensate for the profit shortfall in the Design and supervision consulting segment.

As a result, the Company's overall profit performance only met the planned target and did not increase in proportion to the revenue growth.

4. Payment to the budget

The payment to the budget in 2024 was VND 5.69 billion, compared to the plan of 6.63 billion, achieving 85.8% of the annual plan and representing 91.4% of the performance during the same period of 2023 (VND 5.69 billion/VND 6.23 billion).

5. Return on sales

- Profit-to-revenue ratio for 2024: 3.5%
- Profit-to-equity ratio for 2024: 3.9%

6. Equity in 2024: VND 50.152 billion

7. Charter capital in 2024: VND 26.097 billion

8. Total assets in 2024: VND 80.465 billion

9. Dividend payout ratio in 2024: Expected at 5%

10. Average monthly income per employee in 2024: VND 13.00 million

11. Investment value in 2024: VND 4.396 billion

II. Overview of the business results

In 2024, despite numerous fluctuations, the global economy gradually stabilized as global merchandise trade improved, inflationary pressures eased, financial conditions continued to loosen, and labor supply increased. The global economy showed a trend of slow recovery. Vietnam's economy in 2024 achieved impressive growth. From the beginning of this year, the lending interest rate environment trended downward, production for export grew robustly, and policies on tax exemptions, reductions, deferrals, and extensions continued to support business and production facilities, thereby promoting new investments, production expansion, and enhancing the attraction and utilization of social investment capital.

The hydropower sector showed signs of recovery in the second half of 2024, but was limited. By 2023, the total installed capacity of hydropower reached nearly 23,000 MW (including approximately 18,000 MW from medium and large hydropower plants). The potential for medium and large hydropower has largely been exploited, with only small hydropower plants under construction and expansions of existing plants remaining.

Throughout the year, the Company focused all resources and expertise on achieving its planned production and business targets, intensifying marketing efforts, and seeking new opportunities to ensure employment for 2024 and lay the groundwork for 2025. The Company addressed and resolved difficulties and obstacles to maintain stable operations across the organization. The key performance indicators are estimated as follows:

- Total production and business value: Achieved VND 67.37 billion, compared to the plan of VND 56.3 billion, reaching 119.7% of the annual plan; Revenue: Achieved VND 72.2 billion, compared to the plan of VND 53.77 billion, reaching 134.3% of the annual plan; Cash inflow to accounts: Achieved VND 76.1 billion, compared to the plan of VND 59.3 billion, reaching 128.4% of the annual plan; Profit before tax: Achieved VND 2.55 billion, compared to the plan of VND 2.51 billion, reaching 101.3% of the annual plan, with a profit-to-revenue ratio of 3.5%.
- The management and operation of production and business activities were consistent and closely aligned with actual conditions. Technical management, quality control, and safety during construction were maintained at the highest standards. Surveys, testing, and consulting services of projects and worksites met contractual requirements. Marketing efforts were intensified to secure new projects.
- Although 2024 is a challenging year for many organizations, the Company has made effort to maintain a safe financial position. At present, the Company still ensures sufficient capital balance and smooth cash flow to promptly meet production and business needs and fulfill obligations to the State, including full and timely monthly salary payments to employees (paid before the 20th of the following month), full and punctual fulfillment of tax obligations to the State, timely monthly payment of social insurance premium, ensuring employee benefits, compliance with all terms of contracts with credit institutions, timely debt repayments, and no overdue debts.
- Cost management: The Company implemented task-based cost allocation to its units and accounted for expenses in accordance with the assigned cost norms.
- The Company prioritized marketing, bidding, and seeking employment opportunities to ensure jobs for employees. In 2024, the Company signed 54 contracts and 15 contract appendices with a total value of VND 48.7 billion, along with an additional amount of VND 18.0 billion in grouting value from the Nam Phak project.
- The Company took multiple measures to recover capital and outstanding debts. In 2024, the Company successfully recovered long-overdue debts from several projects, totaling approximately VND 6.1 billion, including:

Design sector: Debt recovery from Nam He Thuong Hydropower (VND 318 million), Dakdrinh Hydropower (VND 850 million), Pake Hydropower (VND 100 million), Irrigation reservoirs in Kon Tum and Lam Dong Province (VND 265 million), etc.

Surveying and grouting sector: Debt recovery from Pake Hydropower (VND 352 million), Nam Emoun Hydropower (VND 524 million), Dak Drinh Hydropower (VND 514 million), Nam Cuoi Hydropower (VND 200 million), Ha Long Marina Highrise Project (VND 650 million), Ba Na Hotel and Entertainment Complex (VND 358 million), etc.

Testing sector: Debt recovery from Huoi Quang Hydropower (VND 153 million), Xekaman 1 Hydropower (VND 459 million), Vinh Son Hydropower (VND 200 million), Nam Emoun Hydropower (VND 928 million), Lac Hoa Wind Power

(VND 100 million), etc.

- The Company balanced its cash flow and fully paid the 2022 dividends to shareholders. It is preparing funds to pay the 2023 dividends to shareholders in April 2025.
- The Company consistently prioritized employee welfare, ensuring salary payments in accordance with its Regulations, contributing to stable livelihoods, fostering long-term engagement to the Company, maintaining internal unity, and creating collective strength to successfully fulfill assigned tasks. Social and organizational activities were emphasized and effectively implemented.
- The Company adhered to all contents of the Resolutions approved at the 2024 Annual General Meeting of Shareholders.

III. Investment activities

- Investment in office equipment for the Company's head office (computers, air conditioners, etc.), surveying, grouting, testing machines, and transport vehicles, with a total value of VND 4.39 billion.

IV. Management and administration activities

4.1. Corporate organization, restructuring, and innovation

- Finalized the company profile in both Vietnamese and English.
- Developed and distributed the Company's introductory profile.
- Prepared and submitted an application to the Ministry of Construction for a professional license for traffic tunnel design.
- Reorganized the office spaces of the Electrical-Mechanical Consulting Center and the Technical-Economic Department to ensure suitability.

4.2. Technical management, quality, progress, and occupational safety

- Design and supervision consulting sector: Met progress and quality requirements; no issues arose.
- Surveying and grouting sector: Met progress, quality, and occupational safety requirements of projects; no issues arose.
- Construction testing sector: Met progress, quality, and occupational safety requirements of projects; no issues arose.

4.3. Economic and planning activities

- Prepared and issued reports on the implementation of monthly, quarterly, and annual business plans for the entire Company, and assigned business plans to units in a timely manner in accordance with regulations.
- Conducted quarterly and annual assessments of ongoing production volumes across the Company, ensuring timely progress.
- Reviewed the acceptance and payment processes, directed units to develop monthly and quarterly acceptance and payment plans, and urged units to complete these plans.

- Regularly monitored, directed, and followed up on the performance, acceptance, settlement, and liquidation of economic contracts upon completion.
- Consistently addressed and resolved economic and technical issues arising during contract performance.
- Finalized and signed task-based contracts for subcontracted projects in a timely and complete manner, in accordance with the Company's internal task allocation regulations.

4.4. Financial, credit, and accounting activities

- Ensured sufficient capital to support production and business activities throughout the year.
- Fully and timely paid social insurance, health insurance, and unemployment insurance premium; complied with obligations to pay tax to the State; and promptly repaid debts to credit institutions.
- Continuously reviewed and monitored debt recovery efforts, directed and coordinated with units to develop monthly and quarterly debt recovery plans, and urged units to complete these plans.
- Completed the preparation of quarterly and annual financial statements as required.
- Paid monthly salaries to employees in full and on time (paid before the 20th of the following month).

4.5. Marketing, bidding, and market expansion

In the year, the Company signed 54 contracts and 15 contract appendices with a total value of VND 48.7 billion, achieving 75.8% of the 2024 marketing and bidding plan, equivalent to VND 64.2 billion, of which, Consulting services: VND 22.8 billion; Surveying services: VND 12.1 billion; Testing services: VND 13.85 billion.

In addition, the Company recorded an additional amount of VND 18.0 billion in grouting value from the Nam Phak project.

4.6. Human resource development

- The total number of employees is currently 148. In the year, 20 employment contracts were terminated, and 33 new employees were recruited. The workforce remained stable to meet the assigned production and business tasks.

4.7. Management of vehicles, machines and equipment

Machines and equipment were regularly inspected and required approval from the safety officers of the Employers or main contractors before being put into use or operation. Equipment safety managers conducted regular safety checks and required corrective actions when deficiencies were identified.

Records were maintained for all types of machinery and equipment in accordance with safety and quality requirements.

4.8. Other activities

- Successfully organized the Company's Annual General Meeting of Shareholders.
- Completed and submitted a report on fire prevention, fighting, and rescue activities to the Public Security of Thanh Xuan District.
- Completed and submitted a report on the compliance with the Law on Enterprises to the Hanoi Authority for Planning and Investment.
- Conducted surveys and evaluations to identify causes and solutions for addressing water seepage at the G9 Building.
- Directed, coordinated, and assisted the representative of the Company's capital contribution at Song Da Urban and Rural Development Joint Stock Company in investments for upgrading and supplementing the raw water supply system for the Thanh Thuy Water Plant.
- Directed, coordinated, and assisted the representative of the Company's capital contribution at Song Da Urban and Rural Development Joint Stock Company in completing organizational restructuring. Strengthened and strictly took measures to tightly manage revenue and costs.

B. BUSINESS PLAN FOR 2025

I. Opportunities and challenges

1. Opportunities

- In 2025, the entire country aims to achieve the highest possible results for the targets and indicators of the 2021-2025 Socio-Economic Development Plan. Priorities include promoting growth while maintaining macroeconomic stability, controlling inflation, ensuring major economic balances, accelerating the disbursement of public investment capital and social resources, and enhancing the role and efficiency of state-owned corporations, conglomerates, and enterprises, etc. These efforts will create numerous job opportunities aligned with the Company's production and business activities.
- 2025 is a pivotal year for implementing the "Restructuring Plan of Song Da Corporation - JSC for the 2023-2028 Period" under Decision No. 79/TCT-HDQT dated October 11th, 2024. The plan outlines that Song Da Corporation will continue to invest in appropriately scaled and efficient power projects, transportation infrastructure, industrial zones, and other profitable projects.
- Song Da Corporation - JSC and its member units will actively expand bidding and contracting activities for hydropower projects, transportation systems, traffic tunnels, and high-speed railways both domestically and internationally, in conformity with the Company's production and business activities.

2. Challenges

Thanks to policies facilitating competition among domestic and foreign enterprises for investment development, the level of competition has increased. On the other hand, the State is focusing on restructuring sectors of digital transformation, green transformation, and sustainable energy transition, which further restricts hydropower projects. Moreover, climate change and unpredictable, extreme natural

disasters pose significant challenges.

II. Key targets and volumes

In 2025, public investment capital disbursement is expected to be more proactive. Based on the results of the 2024 business plan and actual market research, the Company has established the 2025 business plan with the following key economic targets:

1. Total production and business value in 2025: VND 72.8 billion, detailed by sector as follows:
 - Design and supervision consulting: VND 23.5 billion, accounting for 32.28% of the total production and business value.
 - Surveying and grouting: VND 29.0 billion, accounting for 39.84% of the total production and business value.
 - Construction testing: VND 18 billion, accounting for 24.73% of the total production and business value.
 - Other businesses: VND 2.3 billion, accounting for 3.16% of the total production and business value.

Of which:

- ✓ Contractual production: VND 13.9 billion, accounting for 19.1% of the total planned production and business value, detailed as follows:

Contractual design: VND 4.5 billion, representing 19.3% of the annual plan.

Contractual construction testing: VND 7.25 billion, representing 40.28% of the annual plan.

Other contractual businesses: VND 2.11 billion, representing 92% of the annual plan.

- ✓ Non-contractual production: VND 58.9 billion, equivalent to 80.9 of the planned production and business value.

2. Total revenue: VND 67.40 billion
3. Profit before tax: VND 2.75 billion
4. Payment to the budget: VND 5.94 billion
5. Return on sales:
 - Profit before tax-to-revenue ratio in 2025: 4.1%
 - Profit after tax-to-equity ratio in 2025: 4.4%
6. Equity: VND 50.198 billion
7. Charter capital: VND 26.097 billion
8. Total Assets: VND 85.000 billion
9. Expected dividend payout ratio: 5%
10. Average monthly income per employee: VND 13.500 million

11. Investment value:

VND 4.11 billion

No.	Items	Unit	Results for 2024	Plan for 2025
I	Total production and business value	VND 10³	67,368,710	72,800,000
1	Design and supervision consulting	VND 10 ³	14,945,802	23,500,000
2	Surveying and grouting	VND 10 ³	40,836,505	29,000,000
3	Construction testing	VND 10 ³	9,303,073	18,000,000
4	Other businesses	VND 10 ³	2,283,330	2,300,000
II	Sales	VND 10³	74,154,878	72,800,000
1	Design and supervision consulting	VND 10 ³	15,022,256	23,500,000
2	Surveying and grouting	VND 10 ³	47,952,041	28,000,000
3	Construction testing	VND 10 ³	8,897,251	19,000,000
4	Other businesses	VND 10 ³	2,283,330	2,300,000
III	Revenue	VND 10³	72,205,016	67,407,407
IV	Cash inflow	VND 10³	76,165,648	73,800,000
1	Design and supervision consulting	VND 10 ³	14,579,206	23,500,000
2	Surveying and grouting	VND 10 ³	49,098,819	29,000,000
3	Construction testing	VND 10 ³	10,286,126	19,000,000
4	Other businesses	VND 10 ³	2,201,497	2,300,000
V	Payment to the budget	VND 10³	5,693,529	5,942,696
VI	Profit			
1	Profit before tax	VND 10 ³	2,546,774	2,750,516
2	Profit after tax	VND 10 ³	1,955,458	2,200,413
3	Return on sales			
-	Marginal profit (profit before tax/revenue)	%	3.5%	4.1%
-	Profit after tax/Charter capital	%	7.5%	8.4%
-	Profit after tax/Equity	%	3.9%	4.4%
VII	Equity	VND 10³	50,151,623	50,198,754
VIII	Charter capital	VND 10³	26,097,100	26,097,100
IX	Total assets	VND 10³	80,465,433	85,000,000
X	Debt-to-equity ratio	Times	0.604	0.693
XI	Expected dividend payout ratio	%	5	5

No.	Items	Unit	Results for 2024	Plan for 2025
XII	Labor and salary			
-	Average number of employees	Persons	148	140
-	Average monthly income per employee	VND 10 ³	13,000	13,500
XIII	Investment plan	VND 10³	4,395,850	4,114,000

The 2025 plan has been developed with the following targets: total production and business value and profit are both expected to grow by 8% compared to the results in 2024. However, the revenue is expected to not grow, because in 2024, the Company was highly proactive in acceptance and payment processes, successfully took over most of the outstanding workload accumulated from previous years. The remaining outstanding workload primarily consist of projects awaiting final settlement and certain projects facing difficulties in collection due to unresolved issues, such as the Xekaman 3 Hydropower project, which cannot be addressed in 2025.

III. Key tasks

Based on the projected domestic economic situation, the development strategy of Song Da Corporation - JSC, and a clear understanding of the incoming opportunities and challenges, the Company has set the following key tasks for 2025:

- Develop specific measures and comprehensively implement plans to ensure the successful completion of the 2025 business plan.
- Continue to restructure the Company, optimize staffing, and reorganize the indirect management structure from the Company to its subordinate units to enhance labor productivity and business performance.
- Organize and perform marketing and bidding activities for projects aligned with the Company's core strengths and primary business sectors, while intensifying efforts to seek and market consulting services in transportation, wind power, solar power, and nuclear power to ensure sufficient employment for 2025 and subsequent years. Closely coordinate with the Bidding Board of Song Da Corporation to participate in marketing and bidding for projects within the Company's core business sectors.
- Continue to enhance the quality of surveying, design consulting, and supervision activities, promptly and efficiently resolving design-related issues during construction. Improve and upgrade the application of internationally standardized quality management systems to ensure the quality of consulting products. Invest in research and strengthen regular maintenance and inspection

of equipment and calculation software for surveying and design, adopting modern approaches. Ensure absolute legal compliance in the negotiation, signing, and performance of consulting and construction contracts.

- Continue to perform the divestment plan for investments in Song Da Urban and Rural Development Joint Stock Company and Phu Rieng – Caratie Rubber Company when conditions are met; continue to monitor and divest from Song Da Investment and Trading Joint Stock Company (Sodic) to maximize performance.
- Focus on debt recovery, clearly specify responsibilities for acceptance and payment processes, and conduct monthly reviews and inspections to propose appropriate solutions.
- Strengthen cost management and take reasonable cost-saving measures for production and business activities, including management costs, direct costs, and other expenses, to ensure the economic efficiency targets outlined in the plan. In particular, maximize savings in management costs such as fuel, electricity, water, and stationery.
- Review economic and financial management processes, inspect the implementation by subordinate units and the Company's head office, in accordance with legal provisions and the Company's policies and guidelines.
- Consider strategies for shifting the business sector structure. Expand consulting services in areas such as design, supervision, and verification of transportation and urban tunnels; design, supervision, and verification of wind power, solar power, and energy storage projects; and topographic mapping activities. Be aware of market demands and the Company's strategic direction.
- Expand consulting services in the market of the Lao People's Democratic Republic.

IV. Objectives and tasks for key projects

- Allocate human resources, machines, and financial resources to participate in testing activities at the Long Thanh Airport project and the Bac Ai energy storage project, on schedule and in accordance with the highest quality standards as required.
- Allocate human resources, machines, and financial resources to participate in consulting, surveying, and testing activities for Sekong 4A & 4B hydropower projects won by Song Da Corporation - JSC and Song Da 5 Joint Stock Company, on schedule and in accordance with the highest quality standards.
- Actively and closely coordinate with Song Da 5 Joint Stock Company to participate in bidding and tendering for projects that include tasks within the

Company's production and business sectors, particularly hydropower projects in the Lao People's Democratic Republic.

- Balance human resources and equipment to conduct testing activities for transportation projects contracted with Truong Son Corporation and other related entities, on schedule and in accordance with the highest quality standards to further enhance the Company's testing capabilities in this potential sector.

V. Tasks and solutions

1. Corporate restructuring and innovation

- Apply for a license in the field of traffic tunnel design consulting.
- Apply for a license for surveying and mapping activities.
- Add new business sectors to the Company's business registration certificate.
- Review and revise internal management regulations to align with the organizational model and current legal provisions.
- Review and adjust the Company's organizational structure to suit the production and business situation.

2. Marketing, bidding, and market expansion

- Focus on directing participation in bidding for hydropower, irrigation, wind power, transportation, and other projects in Vietnam and the Lao People's Democratic Republic. In 2025, the Company aims to perform marketing and bidding activities amounted to approximately VND 80.0 billion to ensure employment for 2025 and secure approximately 30% of employment for 2026, detailed as follows:

Design and supervision consulting: VND 26.0 billion

Surveying and grouting: VND 38.0 billion

Construction testing: VND 16.0 billion

- Strengthen strategic partnerships with capable and potential entities inside and outside Song Da Corporation, as well as partners in regional countries such as ASEAN.
- Coordinate with Song Da Corporation - JSC to participate in bidding for construction projects led by the Corporation.
- Coordinate with member units of Song Da Corporation to perform consulting, surveying, design, testing, and grouting tasks.

3. Technical, technological, quality, and occupational safety activities

- Manage product quality in accordance with the ISO 9001:2015 quality

management system. The Company will continuously improve and upgrade to meet customer requirements while strengthening inspection and close supervision at each stage of the quality management process to ensure the quality of consulting products.

- Apply information technology extensively to assist the Company's Management in managing and directing onsite and off-site operations.
- In order to continuously enhance product quality, the Company will focus on additional solutions, including promoting emulation and reward campaigns among units and individuals; actively fostering and improving the working environment across the Company; prioritizing employee welfare; enhancing occupational safety efforts; and equipping employees with sufficient personal protective equipment.
- Continue to perform contracted tasks in accordance with requirements for progress, quality, and occupational safety of projects.

4. Investment measures

- The Company will focus on researching the machinery demand for surveying, grouting, and testing activities to make investments that enhance construction capacity. Investments in modern machines and advanced technological equipment will enable the Company to save material costs, reduce fuel consumption, and minimize manual labor. This will contribute to lowering production costs, diversifying quality, and enhancing competitiveness in the market.

5. Financial, credit, and accounting measures

- Develop periodic financial plans as a basis for implementation. Balance cash flow appropriately to effectively support production and business activities.
- Minimize short-term loans and ensure timely debt repayments to banks and customers in accordance with contractual commitments.
- Develop a detailed 2025 financial plan, including monthly and quarterly capital recovery plans, medium- and long-term credit plans, a 2025 working capital balance plan, and a 2025 management cost estimate to guide management and operations. Regularly review, evaluate, and monitor the implementation of these plans to make timely adjustments and corrections.
- Focus on capital recovery and debt recovery to maintain proactive and stable financial management. Assign capital recovery plans and conduct weekly and monthly reviews. Strictly take rewards and disciplinary measures for units and individuals in capital recovery and debt recovery efforts.

- Review each debtor, prioritize debts with high recovery potential, and work with Employers to urge payments.
- For doubtful debts, analyze causes and research tailored, effective mechanisms and solutions for debt recovery.
- For new debts, take all measures to require customers to make full payments in accordance with the payment schedules in economic contracts, avoid debt accumulation that increases liabilities during the period.
- Strengthen cost management, account for costs by project to control and save expenses, maximize profits, and tightly manage costs.
- Fully comply with directives at all levels on cost-saving and anti-waste measures.

6. Economic and planning measures

- Focus on promptly preparing and approving quality documents and final settlement documents for contracted projects.
- Complete the final settlement for projects that have been handed over and put into use.
- Address economic issues for ongoing projects to ensure effective acceptance, payment, and debt recovery.

7. Human resource development

For a consulting company, human resources are top priorities and directly determine product quality. Alongside strategies for in-house training and partnerships for advanced training (managers or higher level), as well as policies for attracting engineers, experts, and collaborators with high expertise and experience, the Company will focus on the following solutions:

- Units will enhance group collaboration to enable employees to learn from and support each other, with young engineers mentored and guided by the experienced ones.
- Regularly provide training courses to enhance expertise and work skills, disseminate new legal documents of the State, and introduce new standards and technical regulations in construction and other fields related to the Company's production activities.
- Continuously supplement and enhance the expertise of the team responsible for managing product quality at both the Company and unit levels.
- Form associations and partnerships with other entities to enable the Company's engineers to learn, develop expertise, and improve professionalism and labor

productivity.

- Develop and implement training plans for key personnel in expertise and foreign languages at the Company and its units, funded by the Company's own capital and production and business capital.
- Establish an in-house training model where senior staff train junior ones, and experienced experts mentor and guide new employees to develop internal talent.
- Based on current staffing needs and organizational structure, continue to review and reallocate personnel, particularly at underperforming units. Develop a 2025 staffing plan and workforce allocation plan.
- Further refine wage and task-based wage policies for employees in accordance with legal provisions and Company's policies. Use wages to motivate production and business activities and show employee performance evaluations.
- Strictly implement evaluations and classifications of employee quality to assign tasks suited to individual capabilities.
- Emphasize the role of individuals in marketing and job-seeking efforts, combining rewards, encouragement, and motivation for employees who excel in their tasks.
- Allocate the best resources to marketing and bidding activities, ensuring reasonable cost calculations.
- Enhance the expertise of bidding and marketing staff through training programs. Improve contract negotiation and signing capabilities with customers.
- Establish, mobilize, and recruit a professional, highly skilled bidding and marketing team proficient in expertise and foreign languages, capable of participating in domestic and international bidding as an independent contractor or a member of a joint venture.

8. Other measures

a. Corporate organization and governance

- Review and refine internal management, inspection, control, and monitoring processes, and establish a modern information technology management system to improve quality and save costs.
- Consider and study organizational restructuring for underperforming units.
- Maintain regular weekly reporting by units to review the implementation of business plans, enabling the Company's managers to issue timely directives and address issues arising during production and business activities of projects.
- Conduct periodic inspections of subordinate units to identify, clarify, and assess

their production and business activities, task execution, and compliance with legal provisions and Company regulations, preventing violations due to lack of oversight or responsibility in management and operations.

b. Social and community activities

- Implement and adhere to the resolutions of the Company's Party Committee, coordinate with the Trade Union, Youth Union, and Women's Union to actively carry out practical movements and activities to improve the material and spiritual well-being of employees.
- Maintain regular employee meetings at units with the participation of the Company's managers, the Trade Union, and the Party Committee to strengthen communication, political and ideological education, and listen to employees' opinions and aspirations. The Company's managers will promptly review, resolve, and adjust as necessary, contributing to operational stability, increased productivity, improved labor quality, and building a skilled, dedicated workforce committed to the Company.
- The above is the report on the business results for 2024, as well as the business goals, tasks, and plans for 2025 of Song Da Consulting Joint Stock Company.

Recipients:

- Song Da Corporation – JSC;
- The Party Committee of the Company;
- The Board of Directors;
- The Board of Supervisors;
- The Chief Executive Officer, the Vice Chief Executive Officers;
- Departments and subordinate units;
- Archives: The Accounting Department, the Organization and Human Resource Department.

CHIEF EXECUTIVE OFFICER



Dinh Van Duan

No.: 16 /TTr-HDQT

Hanoi, April 21st, 2025

PROPOSAL

On approval of the audited Financial statements for 2024; Plan for profit distribution, fund allocations, and dividend payment for 2024

To: The 2025 Annual General Meeting of Shareholders
of Song Da Consulting Joint Stock Company

Pursuant to Law on Enterprises No. 59/2020/QH14 dated June 17th, 2020;

Pursuant to the Charter on Organization and Operation of Song Da Consulting Joint Stock Company;

Pursuant to Resolution No. 35 NQ/2024/ĐHDCĐ dated April 24th, 2024, of the Annual General Meeting of Shareholders for 2024 of Song Da Consulting Joint Stock Company;

Pursuant to the Financial statements for 2024 of Song Da Consulting Joint Stock Company, audited by UHY Auditing and Consulting Co., Ltd.,

The Board of Directors of the Company respectfully requests the General Meeting of Shareholders to approve the Financial statements for 2024 of Song Da Consulting Joint Stock Company, audited by UHY Auditing and Consulting Co., Ltd., along with the plan for profit distribution, fund allocations, and dividend payment for 2024, as detailed below:

1. The audited Financial statements for 2024 include:
 - Report of the Board of Management.
 - Independent auditor's report.
 - Balance sheet as of December 31st, 2024.
 - Income statement for 2024.
 - Cash flow statement for 2024.
 - Notes to the financial statements for 2024.

(Attached to detailed reports)



2. Key financial indicators

Unit: VND 10³

No.	Items	Results for 2024
I	Assets	80,465,433
A	Current assets	61,849,797
1	Cash and cash equivalents	8,136,597
2	Short-term financial investments	5,039,656
3	Short-term receivables	37,860,286
4	Inventory	10,639,534
5	Other current assets	173,724
B	Non-current assets	18,615,635
1	Long-term receivables	11,993,862
2	Fixed assets	4,230,544
3	Long-term financial investments	992,422
4	Other non-current assets	1,398,807
II	Capital resources	80,465,433
A	Liabilities	30,313,809
1	Current liabilities	25,222,777
2	Non-current liabilities	5,091,032
B	Owner's equity	50,151,623
III	Business results	
A	Revenue	72,205,017
1	Net revenue from goods sales and service provision	71,918,563
2	Financial revenue	285,898
3	Other income	556
B	Total costs	69,658,242
1	Cost of goods sold	58,656,607
2	Financial expenses	563,732
3	Overhead expenses	10,428,098
4	Other expenses	9,805
C	Profit before tax	2,546,774
D	Corporate income tax	591,316



E	Profit after tax	1,955,459
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3. Plan for profit distribution, fund allocations, and dividend payment for 2024

Unit: VND

No.	Items	Amount
1	Profit before corporate income tax	2,546,774,428
2	Payable corporate income tax	591,315,603
3	Profit after corporate income tax	1,955,458,825
4	Profit carried forward from the previous year	109,607,609
5	Distributed profit during this period	2,065,066,434
6	Fund allocations	600,000,000
-	<i>Commendation and welfare fund</i>	<i>600,000,000</i>
7	Bonus for the Management and Executive Board	100,000,000
8	Profit for dividend payment	1,304,824,000
9	Charter capital	26,097,100,000
10	Number of outstanding shares	2,609,648
11	Cash dividend payout ratio (%)	5

Respect.

Recipients:

- As above;
- Members of the Board of Directors and Board of Supervisors;
- Archives: Board of Directors, Organization and Human Resource Department.

**ON BEHALF OF THE BOARD
OF DIRECTORS**

CHAIRMAN



Phạm Văn Mạnh