

No: 29 TTr-HĐQT

Hanoi, May, 28, 2026

PROPOSAL
*of the Board of Directors submitted to the General Meeting of Shareholders for
approval of matters falling within the authority of the
General Meeting of Shareholders*

To: The General Meeting of Shareholders of the Company

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

Pursuant to the Charter of Song Da 6 Joint Stock Company promulgated under Decision No. 03/QĐ-DHDCĐ dated July 13, 2021 of the 2021 Annual General Meeting of Shareholders of Song Da 6 Joint Stock Company.

The Board of Directors respectfully submits to the 2026 Annual General Meeting of Shareholders for approval the following matters:

1. Report on production and business results 2025 (*as presented in the documents submitted to the General Meeting*).

2. Report on activities of the Board of Directors in 2025 operational results of the Board of Supervisors in 2025 and the operational plan for 2026 (*as presented in the documents submitted to the General Meeting*).

3. The 2026 Business and Production, with several key indicators:

No.	Indicators	Unit	Plan
I	TOTAL PRODUCTION AND BUSINESS VALUE	VND billion	253.561
	Construction and Installation Activities	VND billion	251.209
	Trading and Other Services	VND billion	2.352
II	FINANCIAL PLAN	VND billion	
1	Revenue	VND billion	283.302
2	Profit	VND billion	
	Profit Before Tax	VND billion	18.270
	Profit After Tax	VND billion	18.270
3	State Budget Contribution	VND billion	5.625

No.	Indicators	Unit	Plan
4	Profitability Ratios		
	Profit Margin (Profit Before Tax / Revenue)	%	6.4
	Profit After Tax / Charter Capital	%	5.3
	ROE (Profit After Tax / Equity)	%	13.8
5	Charter Capital	VND billion	347.716

The detailed 2026 Operational Plan Report attached hereto was presented to the General Meeting of Shareholders.

4. Orientations and Tasks of the Company for the 2026–2030 Term

4.1. Overall Objective

To promptly restore Song Da 6 to its position as a strong construction contractor with efficient business operations; possessing an advanced governance model, high-quality human resources, modern construction technologies, and sufficient capacity for integration and sustainable development.

4.2. Specific Objectives

- To focus on addressing the shortcomings and limitations identified during the 2021–2026 term with a serious and responsible approach; to review and reassess the Company's management and administration practices; and to establish a truly effective and efficient corporate governance and management system to preserve and develop the Company's capital resources.

- To strengthen marketing, bidding and business development activities, striving to secure contracts with an annual value of VND 1,000 billion or more, thereby ensuring the fulfillment of annual business plans and the targets for the entire term.

- To ensure that all construction packages are executed on schedule, meet quality requirements and achieve efficiency; and that capital recovery, debt collection and final settlement of construction packages are carried out in accordance with contractual provisions.

- To complete the final settlement of construction packages completed in 2026, ensure adequate cash flow for business operations and development, fully repay bank loans, tax liabilities and social insurance obligations, and gradually improve employees' income and living standards.

- Total production and business value: VND 2,506.0 billion, with annual growth of 24% or higher.

- Total revenue: VND 2,119.192 billion.

- State budget contributions: VND 83.230 billion.

- Profit before tax: VND 116.147 billion.

4.3. Tasks and Solutions:

(i). To focus on addressing the shortcomings and limitations of the 2021–2026 term with a serious and responsible attitude. To review and reassess the Company's management and operating activities; and to establish corporate governance and management procedures that are truly effective and efficient in order to preserve and develop the Company's capital resources.

(ii). To strengthen and enhance the capacity and professional expertise of the project and bidding department. To intensify marketing, bidding and business development activities; expand into the civil, industrial, infrastructure, transportation (including roads, urban railways and high-speed railways) and irrigation construction markets; seek opportunities to participate in thermal power, wind power and nuclear power projects; prioritize the development of potential hydropower markets in Laos; and strive to secure new construction contracts with an annual value of VND 1,000 billion to ensure the fulfillment of annual business plans and the targets for the entire term.

(iii). To direct and manage production and business activities in a decisive and effective manner; accelerate the implementation of projects/contract packages in accordance with contractual commitments; carry out acceptance and capital recovery promptly upon completion of work items to avoid outstanding receivables and unfinished settlements. To strengthen centralized management by the Company; effectively utilize project management, IBOM, accounting and human resources software systems to ensure the efficiency of each contract package; and strictly implement subcontracting assignment and settlement procedures.

(iv). To coordinate with the Corporation and relevant partners to complete the final settlement and fully recover outstanding receivables relating to the Xekaman 1, Sanxay and Xekaman 3 projects.

(v). To review and liquidate obsolete, damaged or inefficient machinery and equipment in order to recover capital for production and business activities; and to study the repair of existing equipment and investment in new, modern machinery and equipment suitable for construction requirements and the Company's development orientation.

(vi). To focus on recruitment activities and further improve policies, incentive mechanisms and remuneration schemes in order to attract high-quality human resources in a competitive environment, thereby serving production activities and the Company's development objectives.

5. Report on operational results of the Board of Supervisors in 2025 and the operational plan for 2026 (as presented in the documents submitted to the General Meeting).

6. Audited Financial Statements for 2025, with several key indicators:

No.	Indicators	Unit	Result
1	Revenue	VND	43,857,083,918
2	Profit	VND	
-	Profit Before Tax	VND	(67,046,947,984)
-	Profit After Tax	VND	(67,046,947,984)
3	Total Assets	VND	721,694,221,051
-	Current Assets	VND	661,484,675,011
-	Non-current Assets	VND	60,209,546,040
4	Total capital sources	VND	721,694,221,051
-	Liabilities	VND	607,951,609,421
-	Equity	VND	113,742,611,630

(Detailed audited Financial Statements are attached hereto).

7. Profit distribution and dividend plan for 2025:

7.1. 2025 profit distribution plan:

No.	Indicators	Unit	Profit Distribution
1	Total profit before tax for the year	VND	(67,046,947,984)
2	Taxable income for corporate income tax purposes	VND	(67,046,947,984)
3	Corporate income tax	VND	0
4	Profit after tax (4 = 2 - 3)	VND	(67,046,947,984)
5	Retained earnings carried forward from previous years	VND	(275,066,389,819)
6	Declared dividend distribution	VND	0
7	Charter capital	VND	347,716,110,000
8	Allocation to enterprise funds	VND	0
9	Retained earnings carried forward to the following period	VND	(342,113,337,803)

7.2. The Company will not distribute dividends for 2025 because the conditions for dividend distribution were not satisfied.

8. Selection of the auditing firm for the audit of the 2026 financial statements:

Based on the Proposal of the Board of Supervisors of the Company, it is proposed that the General Meeting of Shareholders authorize the Board of Directors of the Company to select one (01) among the following three (03) auditing firms satisfying the conditions prescribed by the Ministry of Finance and the State Securities Commission to perform the audit of the 2026 financial statements, as proposed by the Board of Supervisors:

- VACO Auditing Company Limited;
- UHY Auditing and Consulting Company Limited;

- Auditing Company Limited & Vietnam Appraisal (AVA);

9. Approval of the policy for transactions between the Company and its related party, namely Song Da Corporation – JSC, and authorization to the Board of Directors (“BOD”) of the Company to approve contracts with Song Da Corporation – JSC:

In order to ensure timely support for production activities and avoid missing business opportunities, the Board of Directors respectfully submits the following proposal:

9.1. Scope of authorization:

a. The General Meeting of Shareholders approves in principle the Company’s execution of contracts and transactions with Song Da Corporation - JSC, being a related party of the Company, during the 2026 fiscal year and until the next Annual General Meeting of Shareholders. Transaction categories include but are not limited to:

- (i) Construction contracts;
- (ii) Joint venture and cooperation agreements;
- (iii) Goods sale and purchase agreements and service supply agreements;
- (iv) Asset and office lease/sublease agreements;
- (v) Loan and asset borrowing agreements;
- (vi) Other business transactions consistent with the Company’s registered business lines.

b. The General Meeting of Shareholders authorizes the Board of Directors to perform the following tasks:

(i) To review, assess, and approve the specific terms and conditions of each contract and transaction arising with Song Da Corporation - JSC, *(including contracts with a value equal to or exceeding 35% of the total asset value of the Company as stated in the latest financial statements.)*

(ii) To decide on amendments, supplements, extensions, or termination of the aforementioned contracts and transactions.

(iii) To appoint the legal representative of the Company to execute and implement contracts approved by the Board of Directors.

c. Principles of implementation:

(i) Transactions must comply with market principles, objectivity, transparency, and must not prejudice the interests of the Company and other Shareholders.

(ii) The Board of Directors shall be responsible for reporting the implementation results of these transactions at the nearest Annual General Meeting of Shareholders.

9.2. Authorization period:

From the date the Resolution of the 2026 Annual General Meeting of Shareholders is approved until the successful convening of the 2027 Annual General Meeting of Shareholders.

10. Finalization of Remuneration for Members of the Board of Directors and the Board of Supervisors in 2025

At the 2025 Annual General Meeting of Shareholders, the General Meeting of Shareholders authorized the Board of Directors of Song Da 6 Joint Stock Company to formulate and approve the remuneration plan for the Board of Directors and the Board of Supervisors in 2025 in accordance with applicable laws and the Charter of the Company. The Board of Directors hereby reports and respectfully requests the General Meeting of Shareholders to approve the remuneration levels for the Board of Directors and the Board of Supervisors in 2025 as follows:

No.	Position	Quantity	Monthly Remuneration (VND)
1	Concurrent Chairman of the Board of Directors	01 person	3,700,000
2	Concurrent Member of the Board of Directors	04 persons	3,000,000
3	Member of the Board of Supervisors	02 persons	2,550,000

Approval of the authorization of the Board of Directors of Song Da 6 Joint Stock Company to formulate and approve the remuneration plan for the Board of Directors and the Board of Supervisors for 2026 in accordance with applicable laws and the Company's Charter.

12. Election of members of the Board of Directors of the Company for the 2026 - 2031 term:

Pursuant to Articles 154 and 155 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; and Articles 25 and 26 of the 2021 Charter of Song Da 6 Joint Stock Company regarding the structure, standards, term of office, and number of members of the Board of Directors, the Board of Directors of the Company for the 2021 - 2026 term respectfully submits to the General Meeting of Shareholders for election the members of the Board of Directors of Song Da 6 Joint Stock Company for the 2026 - 2031 term from among the candidates listed in the attached nomination list.

13. Election of members of the Board of Supervisors of the Company for the 2026 - 2031 term:

Pursuant to Articles 168 and 169 of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; and Articles 36 and 37 of the 2021 Charter of the Company regarding the structure, standards, term of office, and number of members of the Board of Supervisors, the Board of Directors and the Board of Supervisors of the Company for the 2021 - 2026 term respectfully submit to the General Meeting of Shareholders for election the members of the Board of Supervisors of Song Da 6 Joint Stock Company for the 2026 - 2031 term from among the candidates listed in the attached nomination list.

14. Approval of amendments and supplements to the Charter of Song Da 6 Joint Stock Company:

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Charter of Song Da 6 Joint Stock Company on the following basis:

The Charter of Song Da 6 Joint Stock Company (2021 version) was promulgated under Decision No. 03/QD-DHDCD dated July 13, 2021 of the 2021 Annual General Meeting of Shareholders of Song Da 6 Joint Stock Company. The Charter was developed based on the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Decree No. 01/2021/ND-CP dated January 4, 2021 of the Government on enterprise registration; the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities; Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities; and Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market.

The Charter of Song Da 6 Joint Stock Company (2026 version) is amended and supplemented in accordance with Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities; in accordance with Decision No. 36/2025/QD-TTg dated September 29, 2025 of the Prime Minister on the promulgation of the Vietnam Standard Industrial Classification..

(The detailed amended and supplemented Charter of the Company is attached hereto).

15. Approval of amendments and supplements to the Internal Regulations on Corporate Governance:

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the amendments and supplements to the Internal Regulations on Corporate Governance of Song Da 6 Joint Stock Company on the following basis:

The Internal Regulations on Corporate Governance (2021 version) were promulgated under Decision No. 51/QD-HDQT dated July 13, 2021 of the Board of Directors of Song Da 6 Joint Stock Company. The Regulations were developed based on the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Decree No. 01/2021/ND-CP dated January 4, 2021 of the Government on enterprise registration; the Law on Securities No. 54/2019/QH14 dated November 26, 2019

and Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities; Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities; and Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market.

The Internal Regulations on Corporate Governance of Song Da 6 Joint Stock Company (2026 version) are amended and supplemented in accordance with Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities and the Charter of Song Da 6 Joint Stock Company (2026 version).

(The detailed amended and supplemented Internal Regulations on Corporate Governance are attached hereto).


16. Approval of amendments and supplements to the Regulations on operation of the Board of Directors of the Company:

The Regulations on operation of the Board of Directors of the Company (2021 version) were promulgated under Decision No. 52/QD-HDQT dated July 13, 2021 of the Board of Directors of Song Da 6 Joint Stock Company. The Regulations were developed based on the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Decree No. 01/2021/ND-CP dated January 4, 2021 of the Government on enterprise registration; the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities; and Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Minister of Finance guiding certain articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities.

The Regulations on operation of the Board of Directors of the Company (2026 version) are amended and supplemented in accordance with Decree No. 245/2025/ND-CP dated September 11, 2025 of the Government amending and supplementing several articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing implementation of a number of articles of the Law on Securities and the Charter of Song Da 6 Joint Stock Company (2026 version).

(The detailed amended and supplemented Regulations on operation of the Board of Directors are attached hereto).

Dear Shareholders, the above are the matters submitted by the Board of Directors to the General Meeting of Shareholders. The Board of Directors respectfully requests the Shareholders to consider and approve the same.

Respectfully yours! 

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




Dang Quoc Bao

