CÔNG TY CỔ PHẦN **TẬP ĐOÀN GDC** ***GDC GROUP JOINT STOCK COMPANY*** *Số/No.: 656/2026/CBTT-GDC* *V/v: NQ HĐQT số 648/2026/GDC/NQ-HĐQT* *Ngày 17/11/2026* *Re: Resolution of the Board of Directors No. 648/2026/GDC/NQ-HĐQT dated 17 November 2026.*	**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆTNAM** ***SOCIALIST REPUBLIC OF VIETNAM*** **Độc lập - Tự do - Hạnh phúc** ***Independence - Freedom - Happiness*** *Hà Nội, ngày 17 tháng 11 năm 2026* *Hanoi, Novemver 17, 2026*

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
UNUSUAL INFORMATION DISCLOSURE

Kính gửi: **- UỶ BAN CHỨNG KHOÁN NHÀ NƯỚC**
- SỞ GIAO DỊCH CHỨNG KHOÁN HÀ NỘI
To: ***- THE STATE SECURITIES COMMISSION OF VIETNAM***
- HANOI STOCK EXCHANGE

1. **Tên tổ chức:** Công ty Cổ phần Tập đoàn GDC
Name of organization: GDC Group Joint Stock Company
   - Mã chứng khoán: GDH
   Ticker: GDH
   - Địa chỉ: Tầng 9, Tòa nhà Gold Tower, số 275 Nguyễn Trãi, phường Khương Đình, Hà Nội
   - *Address: 9th Floor, Gold Tower Building, No. 275 Nguyen Trai Street, Khuong Dinh Ward, Hanoi*
   - Điện thoại: 024.7305.9996/094.249.8466
   Telephone: 024.7305.9996/094.249.8466

2. **Nội dung công bố thông tin**
Content of information disclosure

Công ty Cổ phần Tập đoàn GDC công bố thông tin: Nghị quyết HĐQT số *648/2026/GDC/NQ-HĐQT* ngày 17/11/2026 của Hội đồng quản trị Công ty cổ phần tập đoàn GDC về việc: Triển khai chi tiết phương án chào bán thêm cổ phiếu ra công chúng cho cổ đông hiện hữu để tăng vốn điều lệ công ty.

GDC Group Joint Stock Company discloses information on: Resolution No. 648/2026/GDC/HĐQT-NQ dated November 17, 2026, issued by the Board of Directors of GDC Group Joint Stock Company, regarding the detailed implementation of the plan for the public offering of additional shares to existing shareholders to increase the Company's charter capital.

Nội dung dịch sang tiếng Anh chỉ sử dụng cho mục đích thông tin. Trong trường hợp có sự mâu thuẫn giữa nội dung tiếng Anh và tiếng Việt thì nội dung tiếng Việt sẽ được ưu tiên áp dụng.
The English translation is for informational purposes only. In the event of any discrepancy between the English and Vietnamese versions, the Vietnamese version shall prevail.

Thông tin này và tài liệu đã được công bố trên trang thông tin điện tử của Công ty vào ngày 17/11/2026 tại đường dẫn https://gdcgroup.vn/cong-bo-thong-tin/
This information and the accompanying document were published on the Company's website on 17/11/2026 at the following link https://gdcgroup.vn/cong-bo-thong-tin/

Chúng tôi cam kết các thông tin trên là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.
We hereby undertake that the above information is truthful and assume full legal responsibility for the contents of the information disclosed.

Nơi nhận
Recipients
- *Như kính gửi;*
- *As above;*
- *Lưu T.IPO*
- *Archive: T.IPO*

Tài liệu đính kèm:
NQ HĐQT số 648/2026/GDC/NQ-HĐQT
Ngày 17/11/2026
Resolution of the Board of Directors No. 648/2026/GDC/NQ-HĐQT dated 17 November 2026.

CÔNG TY CỔ PHẦN TẬP ĐOÀN GDC
GDC GROUP JOINT STOCK COMPANY
Người ủy quyền công bố thông tin
Authorized information disclosure person
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)
(Signature, full name, position and seal)

CÔNG TY CỔ PHẦN TẬP ĐOÀN GDC
Digitally signed by CÔNG TY CỔ PHẦN TẬP ĐOÀN GDC
DN: C=VN, CN=CÔNG TY CỔ PHẦN TẬP ĐOÀN GDC, L=HÀ NỘI, UID=MST:0106185350, E=DAONT2@VIETTEL.COM.VN
Reason: I am the author of this document
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Date: 2026.11.18 13:39:48 +07'00'
Foxit PDF Reader Version: 2026.1.3

TRẦN NHẬT TÂN
TRAN NHAT TAN

Nội dung dịch sang tiếng Anh chỉ sử dụng cho mục đích thông tin. Trong trường hợp có sự mâu thuẫn giữa nội dung tiếng Anh và tiếng Việt thì nội dung tiếng Việt sẽ được ưu tiên áp dụng.
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GDC GROUP **JOINT STOCK COMPANY**	**SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom – Happiness**
No.: 648/2026/GDC/NQ-HĐQT	*Hanoi, November 17, 2026*

RESOLUTION

Re: Detailed implementation of the plan for the additional public offering of shares to existing shareholders to increase the Company's charter capital.

THE BOARD OF DIRECTORS
GDC GROUP JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated 17/06/2020 and its amending, supplementing and guiding documents;*
- *Law on Securities No. 54/2019/QH14 dated 26/11/2019 and its guiding documents;*
- *Law No. 56/2024/QH15 dated 29/11/2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Property, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves and the Law on Handling of Administrative Violations;*
- *Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/NĐ-CP dated 11/09/2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 118/2020/TT-BTC dated 31/12/2020 of the Ministry of Finance guiding a number of matters on securities offering and issuance, public tender offers, share repurchases, registration of public companies and cancellation of public company status, and its amending and supplementing documents;*
- *The Charter of GDC Group Joint Stock Company;*
- *Resolution No. 2603/2026/GDC/ĐHĐCĐ-NQ dated 26/03/2026 of the 2026 Annual General Meeting of Shareholders of GDC Group Joint Stock Company (**"GMS Resolution No. 2603"**);*
- *Proposal No. 113I/2026/GDC/HĐQT-TTr dated 26/03/2026 of the Board of Directors on the approval of the plan for the offering of shares to existing shareholders (**"Proposal No. 113I"**);*
- *Meeting Minutes No. 647/2026/GDC/BB-HĐQT dated 17/11/2026 of the Board of Directors (**"BOD"**) of the Company.*

RESOLVES

Article 1: To approve the implementation of the Plan for the additional public offering of shares to existing shareholders to increase the charter capital (the "Offering Plan"),

as follows:

1. Issuer: GDC Group Joint Stock Company
2. Name of shares: Shares of GDC Group Joint Stock Company
3. Ticker symbol: GDH
4. Type of shares: Common shares
5. Par value: VND 10,000/share
6. Number of shares before the offering: 16,600,000 shares, of which:
   - *Number of outstanding shares: 16,600,000 shares*
   - *Number of treasury shares: 0 shares*
7. Total par value of outstanding shares: VND 166,000,000,000 (One hundred sixty-six billion dong)
8. Number of shares offered: 7,470,000 shares (Seven million four hundred seventy thousand shares)
9. Expected total par value of shares offered: VND 74,700,000,000 (Seventy-four billion seven hundred million dong)
10. Ratio of additional shares offered to total outstanding shares: 45%
11. Expected charter capital after the issuance: VND 240,700,000,000 (Two hundred forty billion seven hundred million dong)
12. Offering price: VND 10,000/share
13. Expected total proceeds: VND 74,700,000,000 (Seventy-four billion seven hundred million dong).
14. Purpose of the offering: To supplement capital for business operations so that the Company can expand its production and business activities and scale, while enhancing the Company's image with partners, customers, suppliers, etc., thereby strengthening its market position and competitiveness. The proceeds from the offering will provide the Company with additional stable working capital and reduce its reliance on bank credit, easing the pressure of interest expenses, late-payment interest to suppliers, etc., and thus improving its business results in the coming period.
15. Form of offering: Additional public offering of shares to existing shareholders
16. Offerees: Existing shareholders whose names appear on the list of shareholders as at the record date for exercising the rights to purchase the additional shares offered to existing shareholders, as provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
17. Offering/rights exercise ratio: 100:45 (As at the record date for exercising the rights, each shareholder holding 01 share will receive 01 right, and a shareholder holding 100 rights will be entitled to purchase 45 new shares)
18. Plan for rounding, handling of fractional shares, odd-lot shares and unsubscribed shares (if any):

- Plan for rounding and handling of fractional shares and odd-lot shares: The number of shares offered to existing shareholders will be rounded down to the nearest unit. Any fractional

shares arising (if any) will be handled in accordance with the Plan for handling unsubscribed shares after the offering.

*Example: As at the record date for exercising the rights to purchase the additional publicly offered shares, shareholder A holds 175 shares. With a rights exercise ratio of 100:45, shareholder A will be entitled to purchase: (175*45)/100 = 78.75 shares. Under the rounding principle, shareholder A may purchase 78 shares. The fractional 0.75 share will be handled in accordance with the Plan for handling unsubscribed shares after the offering.*

- Plan for handling unsubscribed shares after the offering:

+ The remaining unsubscribed shares include: (i) shares not registered for purchase by existing shareholders, or registered but declined/not paid for, and (ii) fractional shares arising (if any) from rounding.

+ The BOD shall decide to distribute the above remaining unsubscribed shares to existing shareholders and/or other investors at a price not lower than the offering price to existing shareholders and in compliance with relevant laws.

+ In case of further distribution, the Board of Directors shall determine the criteria and the list of investors entitled to purchase the remaining unsubscribed shares. The distribution must comply with Article 42 of Decree 155/2020/NĐ-CP dated 31/12/2020 of the Government and Article 195 of the Law on Enterprises.

+ Based on its assessment of the actual situation, the Board of Directors may decide not to distribute, or to distribute only part of, the remaining unsubscribed shares to existing shareholders and/or other investors in order to close the offering, adjust the number of shares offered and the proceeds from the offering according to the actual results, and close the offering.

- If the shares are not fully distributed within 5 working days from the date of the continued offering, the Board of Directors shall cancel the remaining shares.

19. Transfer of share purchase rights:

- Existing shareholders whose names appear on the list as at the record date for exercising the rights to purchase the additional shares may transfer their purchase rights to other persons within the prescribed period, and may do so only once (the transferee may not re-transfer the rights to a third party).

- The transferor and the transferee shall agree on the transfer price and payment, and shall be responsible for fulfilling the obligations prescribed in relation to the transfer.

Example: On the record date, Shareholder A is entitled to 100 purchase rights. Shareholder A may transfer the 100 purchase rights to investor B. Investor B may not re-transfer the purchase rights to a third party.

20. Transfer restrictions:

- Shares offered to existing shareholders are not subject to transfer restrictions.

- Remaining unsubscribed shares arising from fractions due to rounding, when offered to other investors, will **not** be subject to transfer restrictions.

- Remaining unsubscribed shares arising from investors not registering for purchase, or registering but declining/not paying, when offered to other investors, will be subject to

transfer restrictions for **01 (one) year** from the closing date of the offering.

21. Minimum success rate of the offering: Not applicable, as the Company is not offering shares to fund a project.
22. Implementation timeline: Expected in Q4/2026 – Q1/2027, after the State Securities Commission of Vietnam grants the Certificate of registration of the public offering of shares in accordance with the law.
23. Dilution after the offering: The additional public offering of shares to existing shareholders may give rise to dilution risks, including: dilution of basic earnings per share (EPS); dilution of book value per share (BVPS); dilution of ownership percentage and voting rights; and dilution of the share trading price.

Article 2: To approve the adjustment of the plan for the use of proceeds and the detailed plan for the use of proceeds from the offering of shares to existing shareholders after the adjustment

a. Plan for the use of proceeds approved by the General Meeting of Shareholders

Under Section IV of Proposal No. 113I, as approved by the General Meeting of Shareholders under GMS Resolution No. 2603, the total expected proceeds of VND 74,700,000,000 from the share issuance of GDC Group Joint Stock Company will be used for: repayment of bank loans; and supplementing capital for investment in real estate products and supplementing the Company's working capital, specifically:

No.	Item	Amount (VND)	Expected timing
1	Repayment of bank loans	54,700,000,000	2026
2	Supplementing capital for investment in real estate products and supplementing working capital	20,000,000,000	2026
Total		**74,700,000,000**	

b. Basis and reasons for the adjustment of the plan for the use of proceeds

- ***Basis for the adjustment:*** Under Section IV of Proposal No. 113I, the General Meeting of Shareholders approved the authorization to the Board of Directors regarding the plan for the use of proceeds as follows: *"Where necessary: The Board of Directors may only change the plan for the use of capital and proceeds from the offering with a value of less than 50% of the capital and proceeds from the offering to another plan for the use of capital if the BOD considers it appropriate and conducive to the efficient use of capital, bringing maximum benefits to the shareholders and the Company. The BOD must report such change to the SSC and the nearest GMS."*
- ***Content of the adjustment:*** Item 2 of the plan for the use of proceeds is adjusted from "Supplementing capital for investment in real estate products and supplementing working capital" to "Supplementing working capital for the Company's production and business activities"; accordingly, the proceeds from the offering will not be used for investment in real estate products.

The above adjustment applies only to the amount of VND 20,000,000,000, equivalent to 26.77% of the total expected proceeds from the offering, and falls within the scope of authority

delegated by the General Meeting of Shareholders to the Board of Directors under Proposal No. 113I and GMS Resolution No. 2603. The adjustment does not change the total expected proceeds, the amount allocated to each item, or the other contents of the Offering Plan approved by the General Meeting of Shareholders.

- ***Reasons for the adjustment:*** At the time of implementing the offering, investment in real estate products has slowed down due to fluctuations in interest rates and expected returns, while the need for working capital to pay for goods, raw materials and other services for production and business activities is real and urgent. Allocating the whole of item 2 to working capital improves the efficiency of capital use, ensures transparency and is consistent with the Company's actual situation.

c. Detailed plan for the use of proceeds from the offering after the adjustment

The total expected proceeds of VND 74,700,000,000 from the share issuance of GDC Group Joint Stock Company will be used to repay bank loans and to supplement working capital for the Company's production and business activities, as follows:

No.	Use of proceeds from the offering	Expected amount (VND)	Expected timing	Method of use
1	**Repayment of bank loans**	**54,700,000,000**		
1.1	Repayment of loans at Vietnam Prosperity Joint Stock Commercial Bank (VPBank) – Kinh Do Branch	25,910,275,504	Q1 and Q2 2027	Loan repayment
1.2	Repayment of loans at Military Commercial Joint Stock Bank (MB) – Hoan Kiem Branch	28,789,724,496		Loan repayment
2	**Supplementing working capital for the Company's production and business activities** *Specifically: Payment for goods, raw materials and services for the Company's production and business activities*	**20,000,000,000**	Q1 and Q2 2027	Payments to partners and suppliers
Total		**74,700,000,000**		

Plan in case the proceeds raised are less than planned:

If the proceeds are insufficient for all of the above purposes, the Company will prioritize the use of capital in order from (1) to (2). Based on the actual proceeds after the offering (net of offering-related expenses, if any), the net proceeds will be used by the BOD in accordance with the above plan and order of priority.

If the above amount is not fully raised, the BOD shall have full authority to decide on and rebalance funding sources (borrowings, own capital) or propose a plan to make up the shortfall of the capital expected to be raised from the offering, in line with the Company's business activities and the law.

Article 3: To approve the plan to ensure that the share issuance complies with the regulations on foreign ownership, as follows:

Pursuant to Official Letter No. 2016/UBCK-PTTT dated 13/03/2026 of the State Securities Commission of Vietnam on the notification dossier of the maximum foreign ownership ratio of GDC Group Joint Stock Company, the maximum foreign ownership ratio of the Company is 0%.

Foreign ownership ratio of the Company as at 12/11/2026 according to VSDC's data on foreign investors' holdings: 0%.

(Link: https://vsdc.vn:9994/VSD_PORTAL//ckeditor/601/JMUAh_room%201211.pdf)

To ensure compliance with the law, the BOD approves the plan to ensure compliance with the maximum foreign ownership ratio at GDC Group Joint Stock Company, as follows:

- For this additional public offering of shares to existing shareholders, if all existing shareholders exercise their purchase rights in proportion to their shareholdings, the foreign ownership ratio of the Company will not change. Existing shareholders who are foreign investors are entitled to purchase additional shares issued in this offering according to the rights exercise ratio in accordance with Clause 5, Article 139 of Decree No. 155/2020/NĐ-CP and Point b, Clause 56, Article 1 of Decree 245/2025/NĐ-CP.
- For the remaining unsubscribed shares: The Board of Directors undertakes to distribute such unsubscribed shares only to domestic investors.
- Existing shareholders who are domestic investors or foreign investors (if any) may not transfer their purchase rights to other foreign investors and may only transfer their purchase rights to domestic investors.

Article 4: To approve the commitment to register the additional shares for trading on the securities trading system

The shares of GDC Group Joint Stock Company (ticker: GDH) are currently registered for trading on the Unlisted Public Company Market (UPCoM). The Board of Directors undertakes to register the additional shares offered for trading on the securities trading system after the completion of the offering in accordance with Clause 2, Article 15 and Clause 2, Article 29 of Law on Securities No. 54/2019/QH14 dated 26/11/2019 and other

relevant regulations.

Article 5: To assign and authorize the Chairman of the Board of Directors to carry out the necessary work and sign the relevant documents to implement and complete the Offering Plan, and to carry out the procedures for registering the offering with the State Securities Commission of Vietnam (SSC), registering the additional shares for depository at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registering the additional shares for trading at the Hanoi Stock Exchange, in compliance with the law.

Article 6: This Resolution replaces BOD Resolution No. 23.10/2026/GDC/NQ-HĐQT dated 23/10/2026 on the implementation of the plan for the offering of shares to existing shareholders, the plan to ensure that the share offering complies with the regulations on foreign ownership, and the commitment to register the shares for trading.

Article 7: The Chairman of the Board of Directors, the functional departments and the relevant parties shall be responsible for implementing this Resolution. This Resolution takes effect from the date of signing./.

Recipients:

- *BOD, Board of Management;*
- *Archived: Office.*

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

NGUYEN VAN KHOA