SONG DA CAO CUONG JOINT STOCK COMPANY	**THE SOCIALIST REPUBLIC OF VIETNAM** **Independence – Freedom – Happiness**
No.: 1191/NQ-HDQT	*Hai Phong, September 21, 2026*

RESOLUTION

Re: Approving the implementation of the plan for the public offering of additional shares to existing shareholders

BOARD OF DIRECTORS
SONG DA CAO CUONG JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises 2020;*
- *Law on Securities 2019;*
- *Law No. 56/2024/QH15 dated 29 November 2024 amending and supplementing a number of articles of the Law on Securities and relevant laws;*
- *Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/ND-CP dated 11 September 2025 of the Government amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated 31 December 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 December 2020 of the Ministry of Finance guiding certain contents on the offering and issuance of securities, tender offers, share buy-backs, public company registration and revocation of public company status;*
- *Circular No. 115/2025/TT-BTC dated 15 December 2025 amending and supplementing a number of articles of Circular No. 118/2020/TT-BTC dated 31 December 2020 of the Minister of Finance guiding certain contents on the offering and issuance of securities, tender offers, share buy-backs, public company registration and revocation of public company status;*
- *The Charter of Song Da Cao Cuong Joint Stock Company;*
- *Resolution of the 2026 Annual General Meeting of Shareholders No. 486/NQ-DHDCD dated April 24, 2026;*
- *Minutes of the Board of Directors' Meeting No. 1190/BB-HDQT dated September 21, 2026.*

RESOLVES:

Article 1. To approve the implementation of the plan for offering shares to existing shareholders pursuant to Resolution of the Annual General Meeting of Shareholders No. 486/NQ-DHDCD dated April 24, 2026, with specific contents as follows:

- Share name	Shares of Song Da Cao Cuong Joint Stock Company
- Type of shares offered	Ordinary shares
- Par value	VND 10,000 per share
- Total number of shares issued	38,836,815 shares
- Total number of outstanding shares	38,836,815 shares
- Expected number of shares to be offered	6,000,000 shares
- Total offering value at par value	VND 60,000,000,000
- Offerees	Existing shareholders of the Company whose names appear on the shareholder list as of the record date for allocation of rights
- Offering price	VND 12,500 per share
- Issuance ratio (number of shares expected to be issued/number of outstanding shares)	15.45%
- Rights-exercise ratio for existing shareholders	100 : 15.4453 (as of the record date for exercising rights, a shareholder holding 01 (one) share is entitled to 01 (one) right; a shareholder holding 1,000,000 (one million) rights is entitled to purchase 154,453 (one hundred fifty-four thousand four hundred fifty-three) new shares)
- Issuance method	By way of exercise of rights as of the shareholder-list record date
- Transfer of purchase rights	Shareholders are permitted to transfer their purchase rights to other domestic investors within the prescribed period, provided that such rights may be transferred only once (the transferee of the purchase rights shall not be permitted to further transfer such rights to a third party)
- Rounding treatment	The number of additional shares offered to existing shareholders shall be rounded down to the nearest whole

	share; any resulting fractional amount (if any) shall be aggregated and handled in accordance with the treatment plan for fractional and undistributed shares
- Treatment of fractional shares and shares not fully subscribed by existing shareholders	The shares to be redistributed shall comprise: fractional shares arising from rounding; the difference between the registered offering volume (6,000,000 shares) and the number of shares actually offered to existing shareholders based on their respective rights-exercise ratios; and any shares not fully subscribed due to investors' failure to register to purchase or to pay for such shares (if any). Pursuant to the authorization granted by the General Meeting of Shareholders to the Board of Directors, such shares shall be distributed to other subscribers on offering terms and conditions regarding investors' rights and obligations no more favorable than those applicable to existing shareholders (including an offering price not lower than the price offered to existing shareholders), with the specific price to be determined by the Board of Directors. The selection of subscribers shall comply with Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020, and, in order to ensure the maximum foreign ownership ratio in the Company, the Board of Directors shall redistribute such shares only to domestic investors. Subscribers named in the list attached to the Proposal on the Issuance Plan No. 361/TTr-HDQT dated April 02, 2026 shall not be required to carry out a tender offer procedure in the event that their purchase of redistributed shares causes their SCL shareholding ratio to reach the ownership thresholds prescribed in Article 35 of the Law on Securities 2019. Subscribers named in such list are entitled to purchase 10% or more of SCL's charter capital pursuant to Clause 3, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020. The inclusion of a subscriber's name in the list attached to the Proposal on the Issuance Plan No. 361/TTr-HDQT dated April 02, 2026 does not, in every case, entitle such subscriber to purchase the shares subject to further redistribution. The Board of Directors shall, based on actual circumstances, select one or more subscribers from the approved list, or other subscribers outside such list (where appropriate), to continue the offering, and shall report to the General Meeting of

	Shareholders at its nearest session. The selection of subscribers shall comply with Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020. Upon completion of the offering, any remaining shares not fully distributed shall be cancelled. The Company shall increase its charter capital in accordance with the number of shares actually issued.
- Restrictions on transfer	Shares offered to existing shareholders shall be freely transferable. Fractional shares and shares not fully subscribed due to investors' failure to register to purchase or to pay for such shares, which are further distributed, shall be subject to a transfer restriction of one (01) year from the date of completion of the offering.
- Method of payment for shares purchased	Shareholders shall carry out the procedures for transferring purchase rights, registering to purchase shares, and paying for the shares in accordance with the guidance of the Company and the securities depository institution.
- Expected time of issuance	Expected to take place in the third and fourth quarters of 2026, after the State Securities Commission issues the Certificate of registration for the public offering of shares.

Article 2. Approving the plan for use of proceeds from the offering

The entire expected proceeds from the offering of 6,000,000 shares to existing shareholders, amounting to VND 75,000,000,000, shall be used to repay the Company's loans and finance lease liabilities owed to the Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) – North Hai Duong Branch. Specifically:

No.	Contract No.	Expected amount to be used from the offering proceeds (VND)	Expected time of fund utilization
1	Credit contract No. 02/2026/1605829/HDTD dated 29 July 2026	75,000,000,000	January – February 2027
Total		**75,000,000,000**	

Order of priority for use of the proceeds from the offering: the proceeds from the offering shall be used with priority given to settling debts falling due first.

In the event that the proceeds from the offering are insufficient, the Company shall use its other lawful sources and funds, or other capital mobilized in accordance with applicable laws and the Company's Charter, to repay such loans and finance lease liabilities, so as to ensure the timely discharge of its debt obligations and to maintain the Company's credibility and credit relationships with credit institutions.

Article 3. Approving the plan to ensure that the share issuance satisfies the foreign ownership ratio, specifically as follows:

Pursuant to Point dd, Clause 1, Article 139 of Decree No. 155/2020/ND-CP dated December 31, 2020, the Company determines the maximum foreign ownership ratio in the Company to be 49%.

As of September 16, 2026, the foreign ownership ratio in the Company was 0.03%, in compliance with Official Letter No. 1963/UBCK-PTTT dated May 27, 2025 of the State Securities Commission. Song Da Cao Cuong Joint Stock Company (SCL) undertakes to maintain the foreign investors' shareholding ratio within the limits prescribed by law. With respect to this offering of shares to the Company's existing shareholders, if all existing shareholders exercise their purchase rights in proportion to their respective shareholding ratios, the foreign ownership ratio in the Company shall remain unchanged. In the event that fractional shares arise from rounding down, or existing shareholders fail to register to purchase and/or fail to pay for shares in this offering, the Board of Directors shall distribute such shares only to domestic investors.

Article 4. To authorize the General Director to organize the implementation of, and to complete, the procedures for registering the additional share offering with the State Securities Commission, registering the depository, and registering additional shares for trading, in accordance with current applicable laws.

Article 5. Effect and implementation

1. This Resolution shall take effect from its date of signing and shall entirely supersede Resolution No. 1092/NQ-HDQT dated September 03, 2026.

2. Members of the Board of Directors, the General Director, the Chief Accountant, and other relevant individuals and departments shall be responsible for implementing this Resolution./.

<u>Recipients:</u>

- *As stated in Article 5;*
- *The Supervisory Board;*
- *Filed at the Office.*

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

M.S.D.N: 0800376530
CÔNG TY CỔ PHẦN SÔNG ĐÀ CAO CƯỜNG
THÀNH PHỐ HẢI PHÒNG

KIEU VAN MAT