

**CÔNG TY CỔ PHẦN
TẬP ĐOÀN GDC
GDC GROUP JOINT STOCK COMPANY**

Số/No.: 48./2026/CBTT-GDC
V/v: NQ HĐQT số 23.10/2026/GDC/NQ-HĐQT
Ngày 23/10/2026

Re: Resolution of the Board of Directors No.
23.10/2026/GDC/NQ-HĐQT dated 23 October
2026

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM
SOCIALIST REPUBLIC OF VIETNAM**

**Độc lập - Tự do - Hạnh phúc
Independence - Freedom - Happiness**

Hà Nội, ngày 23 tháng 10 năm 2026
Hanoi, October 23, 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG
UNUSUAL INFORMATION DISCLOSURE**

**Kính gửi: - ỦY 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 23.10/2026/GDC/NQ-HĐQT ngày 23/10/2026 của Hội đồng quản trị Công ty cổ phần tập đoàn GDC về việc: Triển khai phương án chào bán cổ phiếu cho cổ đông hiện hữu, phương án đảm bảo chào bán cổ phiếu đáp ứng quy định về tỷ lệ sở hữu nước ngoài, cam kết đăng ký giao dịch cổ phiếu.

GDC Group Joint Stock Company discloses information on: The Board of Directors' Resolution No. 23.10/2026/GDC/NQ-HĐQT dated October 23, 2026, regarding the implementation of the plan for the offering of shares to existing shareholders, the plan to ensure that the share offering complies with regulations on foreign ownership ratio, and the commitment to register the shares for trading.

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 23/10/2026 tại đường dẫn <https://gdcgroup.vn/cong-bo-thong-tin/>
This information and the accompanying document were published on the Company's website on 23/10/2026 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 23.10/2026/GDC/NQ-HĐQT ngày 23/10/2026

Resolution of the Board of Directors No. 23.10/2026/GDC/NQ-HĐQT dated 23 October 2026

**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
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**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)**



**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.

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.

No.:23.10/2026/GDC/NQ-HĐQT

Hanoi, October 23 2026

RESOLUTION

On the implementation of the plan for the offering of shares to existing shareholders, the plan to ensure compliance of the share offering with regulations on foreign ownership ratio, and the undertaking to register the shares for trading

BOARD OF DIRECTORS GDC GROUP JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020;*
- *Circular No. 118/2020/TT-BTC dated December 31, 2020;*
- *The Charter of GDC Group Joint Stock Company;*
- *The Resolution of the 2026 Annual General Meeting of Shareholders;*
- *The Minutes of the Board of Directors Meeting No.23.10/2026/NQ-HĐQT dated 23/10/2026.*

RESOLVES

Article 1: Approval of the implementation of the Plan for the initial public offering of shares, with the following details:

1. Offering organization: GDC Group Joint Stock Company
2. Name of shares: Shares of GDC Group Joint Stock Company
3. Type of shares: Ordinary shares
4. Par value: VND 10,000 per share
5. Number of shares prior to the offering: 16,600,000 shares, including:
 - *Number of outstanding shares: 16,600,000 shares*
 - *Number of treasury shares: 0 shares*
6. Number of shares offered: 7,470,000 shares (Seven million four hundred and seventy thousand shares)
7. Total expected value of shares offered at par value: VND 74,700,000,000 (Seventy-four billion seven hundred million Vietnamese dong)
8. Expected charter capital after the issuance: VND 240,700,000,000 (Two hundred and forty billion seven hundred million Vietnamese dong)

9. Offering method: Additional offering of shares to existing shareholders through the exercise of subscription rights
10. Offerees: Existing shareholders on the shareholder list finalized by the Vietnam Securities Depository and Clearing Corporation (VSDC) on the record date for exercising the rights to purchase newly issued shares.
11. Offering ratio: 100:45 (Each shareholder holding 01 share shall be entitled to 01 subscription right; every 100 subscription rights shall entitle the holder to purchase 45 new shares)
12. Rounding and handling of fractional shares arising from distribution in proportion to subscription (if any) and undistributed shares:
 - The number of shares offered to existing shareholders shall be rounded down to the nearest whole share. For undistributed shares arising from rounding, shares not subscribed for by investors, and shares subscribed for but subsequently declined or not fully paid for, the General Meeting of Shareholders authorizes the Board of Directors to select investors to continue offering such shares at a price of VND 10,000 per share.
 - Example: Shareholder A is included in the shareholder list on the record date and holds 150 shares. With an exercise ratio of 100:45, Shareholder A shall be entitled to purchase: $(150 \times 45) / 100 = 67.5$ shares. As the number of shares is rounded down to the nearest whole share, Shareholder A shall be entitled to purchase 67 shares
 - Within five (5) working days from the date of continuation of the offering, if all remaining shares have not been distributed, the Board of Directors shall cancel the remaining shares.
13. Offering price: VND 10,000 per share
14. **Principles and basis for determining the offering price**
 - *Par value of the shares: VND 10,000 per share*
 - *Book value per share of GDC Group Joint Stock Company according to the 2025 financial statements as at December 31, 2025: VND 12,670 per share*
 - *Based on financial market conditions and the Company's capital raising needs, and in order to ensure the successful completion of the offering and the distribution of all proposed shares, the Board of Directors of GDC Group Joint Stock Company proposes an issuance price of VND 10,000 per share for existing shareholders*
15. Total expected capital raised: VND 74,700,000,000 (Seventy-four billion seven hundred million Vietnamese dong).
16. Distribution of shares
 - *For deposited securities: Securities holders shall carry out procedures to exercise their rights to purchase shares at the depository members where their securities accounts are maintained;*
 - *For non-deposited securities: Securities holders shall carry out procedures to exercise their rights to purchase shares at the head office of GDC Group Joint Stock Company;*
 - *Detailed information shall be provided in the Notice of Share Offering;*
17. Transfer of subscription rights:
 - Existing shareholders included in the shareholder list on the record date for exercising the rights to purchase newly issued shares shall have the right to transfer their subscription rights

to other persons within the prescribed period and may transfer such rights only once (the transferee may not further transfer the rights to a third party). The transferor and transferee shall mutually agree on the transfer price and payment and shall be responsible for fulfilling obligations in accordance with applicable regulations relating to the transfer.

- *Example: On the record date, Shareholder A is entitled to 100 subscription rights. Shareholder A may transfer all 100 subscription rights to Investor B. Investor B may not further transfer such subscription rights to a third party*

18. Transfer restrictions: No transfer restrictions

- *Shares offered to existing shareholders shall not be subject to transfer restrictions.*
- *Undistributed shares arising from the handling of fractional shares shall not be subject to transfer restrictions.*
- *Undistributed shares arising from investors failing to register for purchase, or registering but subsequently declining to purchase or failing to fully pay for the registered shares, shall be subject to a transfer restriction for one (1) year from the date of completion of the offering.*

19. Implementation period: Expected to be from Q4/2026 to Q1/2027, subject to approval of the offering by the State Securities Commission.

Article 2: Approval of the detailed plan for the use of proceeds from the offering of shares to existing shareholders, as follows:

The total expected proceeds of VND 74,700,000,000 from the Company's share issuance shall be used for the following purposes: repayment of bank loans and supplementing working capital for the Company's production and business activities, specifically:

No.	Item	Amount (VND)	Expected implementation period
1	Repayment of bank loans	54,700,000,000	
1.1	Repayment of loan at Vietnam Prosperity Joint Stock Commercial Bank (VPBank) – Kinh Do Branch	25,910,275,504	Q4/2026 – Q1/2027
1.2	Repayment of loan at Military Commercial Joint Stock Bank (MB Bank) – Hoan Kiem Branch	28,789,724,496	
2	Supplementing working capital for the Company's production and business activities Specifically: Payment for goods, raw materials and services serving the Company's production and business activities	20,000,000,000	
2.1	Phuong Bac General Trading & Services Co., Ltd.	5,000,000,000	Q4/2026 – Q1/2027
2.2	Cu Huong Trading, Services and Construction Co., Ltd.	2,000,000,000	
2.3	GOLDSUN Trading and Services Co., Ltd.	3,000,000,000	
2.4	PC33 Construction and Development Joint Stock Company	2,000,000,000	
2.5	Quang Thang Interior Development Investment Joint Stock Company	2,000,000,000	
2.6	Viet Chao Joint Stock Company	4,000,000,000	
2.7	Toan Phat Kaiser Viet Trading Company Limited	2,000,000,000	
Total		74,700,000,000	

- *The priority order for disbursement for each item shall be: (1) repayment of bank loans; (2) payment for goods, raw materials and services serving the Company's production and business activities.*
- *Any expenses arising in connection with the offering (if any) shall be paid from the proceeds of the offering.*
- *Based on the actual proceeds received after completion of the offering (after deducting expenses related to the offering, if any), the net proceeds shall be used by the Board of Directors in accordance with the above-mentioned plan and priority order. Any shortfall in the proceeds from the offering resulting from the deduction of expenses related to the offering shall be supplemented by the Company from other sources of funds to ensure that the proceeds are fully and effectively utilized.*

Detailed plan for the use of proceeds from the offering

2.1 Repayment of bank loans

a. Repayment of the loan at Vietnam Prosperity Joint Stock Commercial Bank (VPBank) – Kinh Do Branch pursuant to Credit Agreement No. CLC-52783-01 dated August 6, 2025 and the Appendix to the Agreement dated August 6, 2026

- Relationship between the Company and the parties to the agreement: The parties to the agreement have no relationship with the Company's internal persons, major shareholders, related persons of internal persons or major shareholders
- Credit limit: VND 300,000,000,000
- Credit term: 15 months from the date of signing the agreement
- Disbursement method: Multiple disbursements
- Outstanding balance as at September 30, 2026: VND 78,937,346,430
- Expected repayment period: Q4/2026 – Q1/2027

b. Repayment of the loan at Military Commercial Joint Stock Bank (MB Bank) – Hoan Kiem Branch pursuant to Credit Agreement No. 350363.25.057.2766538.TD dated November 12, 2025 and the Notice of Approval of Credit Limit dated July 6, 2026

- Relationship between the Company and the parties to the agreement: The parties to the agreement have no relationship with the Company's internal persons, major shareholders, related persons of internal persons or major shareholders
- Credit limit: VND 700,000,000,000
- Credit term: From the date of signing the agreement until June 25, 2027
- Disbursement method: Multiple disbursements
- Outstanding balance as at September 30, 2026: VND 186,866,832,642
- Expected repayment period: Q4/2026 – Q1/2027

2.2 Payment for goods, raw materials and services serving the Company's production and business activities, specifically:

No.	Use of proceeds in the following priority order	Business Registration Certificate No.	Contract No.	Contract signing date	Expected implementation date	Scope of work	Project	Contract / estimated value of the item (VND)	Expected amount funded from offering proceeds (VND)
1	Phuong Bac General Trading & Services Co., Ltd.	0105350876	0809/HĐNT/N OXH/GDC-PB	08/09/2026	Q4/2026	Design – supply of materials and equipment – construction and installation of works and equipment	Tien Cat Social Housing Project	Framework Agreement	5,000,000,000
2	Cu Huong Trading, Services and Construction Co., Ltd.	0900596554	010626/HĐTC/NOXH/T/GDC -GH	01/06/2026	15/10/2026	Installation of gypsum ceilings	CT3 Building – Social Housing in Tan Truong Industrial Park	8,614,137,780	2,000,000,000
			Appendix No. 05 to the Contract	25/07/2026		Installation of gypsum ceilings	CT2 Building – Social Housing in Tan Truong Industrial Park		
3	GOLDSUN Trading and Services Co., Ltd.	0104186140	200526/HĐTC/NOXH/T/GDC -GS	20/05/2026	10/10/2026	Installation of aluminum and glass doors and partitions	CT4 Building – Social Housing in Tan Truong Industrial Park	17,309,284,519	3,000,000,000

No.	Use of proceeds in the following priority order	Business Registration Certificate No.	Contract No.	Contract signing date	Expected implementation date	Scope of work	Project	Contract / estimated value of the item (VND)	Expected amount funded from offering proceeds (VND)
			Appendix No. 05 to the Contract	20/08/2026		Installation of aluminum and glass doors and partitions	CT1 Building – Social Housing in Tan Truong Industrial Park		
4	PC33 Construction and Development Joint Stock Company	0106870814	150626/HĐTC/NOXHTT/GDC-PC33	15/06/2026	20/10/2026	Supply and installation of composite doors	CT4 Building – Social Housing in Tan Truong Industrial Park	8,958,995,228	2,000,000,000
			Appendix No. 05 to the Contract	20/08/2026		Supply and installation of composite doors	CT1 Building – Social Housing in Tan Truong Industrial Park		
5	Quang Thang Interior Development Investment Joint Stock Company	0201954260	1505026/HĐTC/NOXHTT/GD C-QT	15/05/2026	01/11/2026	Installation of gypsum ceilings	CT4 Building – Social Housing in Tan Truong Industrial Park	8,614,137,780	2,000,000,000
			Appendix No. 05 to the Contract	25/07/2026		Installation of gypsum ceilings	CT1 Building – Social Housing in		

No.	Use of proceeds in the following priority order	Business Registration Certificate No.	Contract No.	Contract signing date	Expected implementation date	Scope of work	Project	Contract / estimated value of the item (VND)	Expected amount funded from offering proceeds (VND)
							Tan Truong Industrial Park		
6	Viet Chao Joint Stock Company	0101454169	210526/HMB/N OXHTT/GDC-VC	21/05/2026	Q4/2026	Supply and installation of elevators	Social Housing Project in Tan Truong Industrial Park	32,994,000,000	4,000,000,000
7	Toan Phat Kaiser Viet Trading Company Limited	0107600218	200726/HMB/NOXHTT/GDC-KAISER	20/07/2026	Q4/2026	Supply of sanitary equipment	Social Housing Project in Tan Truong Industrial Park	20,818,209,600	2,000,000,000
Total									20,000,000,000

Expected period for use of proceeds: From Q4/2026 to Q1/2027

Relationship between GDC Group Joint Stock Company, its related persons and key personnel and the contractors and suppliers implementing the above-mentioned projects: None

Detailed information on the Tien Cat Social Housing Project (Thanh Cong Area, Thanh Mieu Ward, Viet Tri City, Phu Tho Province) and the Investment and Construction Project for Social Housing within the residential area, workers' housing and services area of Tan Truong Industrial Park (Mao Dien Commune, Hai Phong City) is published on the official website of the Department of Construction of the respective locality.

Article 2: Approval of the plan to ensure that the share offering complies with regulations on foreign ownership ratio, specifically as follows:

According to Official Letter No. 2016/UBCK-PTTT dated March 13, 2026, the maximum foreign ownership ratio in GDC Group Joint Stock Company is determined to be 0%.

According to the shareholder list dated January 26, 2026, the foreign ownership ratio in GDC Group Joint Stock Company is 0%. The Board of Directors undertakes not to distribute shares to foreign investors in the offering, including in the event that the Board of Directors continues to offer the undistributed shares, in order to ensure that the foreign ownership ratio in the Company does not exceed the maximum limit of 0%.

Article 3: Approval of the undertaking to carry out procedures for additional registration for trading and deposit of shares, specifically as follows

The Company's Board of Directors undertakes to carry out the additional registration for trading and additional deposit of all successfully offered shares of the Company (stock code: GDH) on the securities trading system after completion of the offering, in compliance with applicable laws and regulations. The Company undertakes to complete the dossier for additional registration for trading of the shares within 30 days from the date of completion of the offering.

Article 4: Assignment and authorization to the Chairman of the Board of Directors and the General Director of the Company to implement the relevant tasks, execute relevant contracts and legal documents, and carry out necessary procedures to complete the offering of shares to existing shareholders in accordance with the detailed plan approved by the Board of Directors, ensuring compliance with the Resolution of the 2026 General Meeting of Shareholders and applicable laws and regulations.

Recipients:

Board of Directors, Board of
Management;
Filed at the Company's Office

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



CHỦ TỊCH HĐQT
Nguyễn Văn Kho