

SONG DA CORPORATION - JSC
SONG DA CONSULTING JOINT
STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 18 /TTr-HDQT

Hanoi, April 21st, 2025

PROPOSAL

On the settlement of remuneration expenses for the Board of Directors and Board of Supervisors in 2024 and the plan for 2025

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;

Pursuant to Decree No. 53/2016/ND-CP of the Government dated June 13th, 2016 on labor, salaries, remuneration and bonuses for joint stock companies and controlling capital contributed by the State;

Pursuant to Decree No. 44/2025/ND-CP of the Government dated February 28th, 2025 on management of labor, salaries, remuneration and bonuses in State-owned enterprises;

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

Based on the business plan of Song Da Consulting Joint Stock Company for 2025.

The Board of Directors of the Company respectfully submits the settlement of remuneration expenses for the Board of Directors and Board of Supervisors in 2024 and the payment plan for 2025 to the General Meeting of Shareholders for approval, as follows:

I. Settlement of remuneration expenses for the Board of Directors and Board of Supervisors in 2024

According to Resolution No. 35/NQ/2024/DHD CD dated April 24th, 2024 of the 2024 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company, when the Company completes its business and profit plan, the maximum remuneration of the Board of Directors and the Board of Supervisors shall be as follows:

Unit: VND

| No. | Title | Remuneration/month/ person | Notes |
|-----|------------------------------------|-------------------------------|------------|
| 1 | Member of the Board of Directors | 5,000,000 | 04 members |
| 2 | Member of the Board of Supervisors | 3,000,000 | 02 members |

Pursuant to Articles 15 and 16 of Circular No. 28/2016/TT-BLĐTTBXH dated September 01st, 2016 of the Ministry of Labor, Invalids and Social Affairs and the audited financial statements for 2024, the remuneration expenses of the Board of Directors and the Board of Supervisors in 2024 are settled as follows:

Unit: VND

| No. | Title | Remuneration/ month/ person according to the 2024 plan | Profit achievement rate in 2024 | Remuneration/month/ person to be settled for 2024 | Notes |
|-----|------------------------------------|--|---------------------------------------|---|-------|
| 1 | Member of the Board of Directors | 5,000,000 | 100% | 5,000,000 | |
| 2 | Member of the Board of Supervisors | 3,000,000 | 100% | 3,000,000 | |

The total remuneration expenses of the Board of Directors and the Board of Supervisors in 2024 are VND 312,000,000.

(Attached to details)

II. Plan for remuneration payment to the Board of Directors and the Board of Supervisors in 2025

When the Company completes its business plan and its actual profit is equal to the planned one, the maximum remuneration of the Board of Directors, the Board of Supervisors shall be as follows:

Unit: VND

| No. | Title | Remuneration/month/ person | Notes |
|-----|--|-------------------------------|------------|
| 1 | Member of the Board of Directors | 5,000,000 | 04 members |
| 2 | Part-time Head of the Board of Supervisors | 5,000,000 | 01 Head |

| | | | |
|---|------------------------------------|-----------|------------|
| 3 | Member of the Board of Supervisors | 3,000,000 | 02 members |
|---|------------------------------------|-----------|------------|

The settlement of remuneration expenses complies with Decree 44/2025/ND-CP of the Government dated February 28th, 2025 on management of labor, salaries, remuneration and bonuses in State-owned enterprises.

The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company for consideration and approval.

Best regards,

Recipients: ✓

- As above;
- Members of the Board of Directors and 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
Finance and Accounting Department

SETTLEMENT OF REMUNERATION FOR THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS

2024

| No. | Name | Approved monthly salary and remuneration | Plan completion rate | Quyết toán năm 2024 | | |
|-----|--------------------|--|----------------------|---|---|-------------|
| | | | | Monthly settled salary and remuneration | Total salary and remuneration settled in 2024 | Paid amount |
| 1 | Dinh Van Duan | 5.000.000 | 100,0% | 5.000.000 | 60.000.000 | 54.000.000 |
| 2 | Nguyen Van Hoang | 5.000.000 | 100,0% | 5.000.000 | 60.000.000 | 54.000.000 |
| 3 | Cu Van Vinh | 5.000.000 | 100,0% | 5.000.000 | 60.000.000 | 54.000.000 |
| 4 | Pham Anh Duc | 5.000.000 | 100,0% | 5.000.000 | 60.000.000 | 54.000.000 |
| 6 | Tran The Anh | 3.000.000 | 100,0% | 3.000.000 | 36.000.000 | 32.400.000 |
| 7 | Nguyen Quynh Trang | 3.000.000 | 100,0% | 3.000.000 | 36.000.000 | 32.400.000 |
| | Total | | | 26.000.000 | 312.000.000 | 280.800.000 |
| | | | | | | 31.200.000 |



SONG DA CORPORATION - JSC
SONG DA CONSULTING JOINT STOCK
COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 19 /TTr-HDQT

Hanoi, April 21st, 2025

PROPOSAL

On the amendment and supplement to the Charter of Song Da Consulting Joint Stock Company

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

Pursuant to the Law on Enterprises and documents guiding the implementation thereof;

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

Pursuant to Resolution No. /NQ-HDQT dated / /2025 of the Board of Directors approving the contents to be submitted to the 2025 Annual General Meeting of Shareholders.

In 2021, Song Da Consulting Joint Stock Company amended and supplemented the Company's Charter in accordance with Law on Enterprises No. 59/2020/QH14 dated June 30th, 2020. However, after reviewing, the Company finds it necessary to change a number of contents in the Company's Charter to suit its actual situation for the following reasons:

- Change the address information to suit the new administrative boundaries.
- Add more business lines to suit the fields that the Company is expected to engage in the near future.

The Board of Directors respectfully requests the 2025 Annual General Meeting of Shareholders of the Company to:

1. Approve the amendment and supplement to a number of articles in the Charter of Song Da Consulting Joint Stock Company (*attached to detailed amendment and supplement*).
2. Assign the legal representative of the Company to sign and issue in accordance with regulations.
3. Apply the amendment and supplement from the date of approval by the 2025 Annual General Meeting of Shareholders.



The Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders of Song Da Consulting Joint Stock Company for consideration and approval.

Best regards,

Recipients:

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

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



Pham Van Manh



CONTENT

OF AMENDMENTS AND SUPPLEMENTS TO THE CHARTER OF SONG DA CONSULTING JOINT STOCK COMPANY (Attached to Proposal No. 19/TTr-HDQT of the Company dated April 21st, 2025)

| EXTRACT FROM THE CURRENT CHARTER | | AMENDMENTS AND SUPPLEMENTS | |
|--|---|---|---|
| <p>Article 2. Name, form, head office, branch, representative office and activities of the Company</p> <p>Clause 3. The registered office of the Company is:</p> <p>- Head office address: No. 495, Nguyen Trai Street, Thanh Xuan Ward, Thanh Xuan District, Hanoi</p> <p>- Email: tuvansongda@sdec.com.vn</p> | | <p>Article 2. Name, form, head office, branch, representative office and activities of the Company</p> <p>Clause 3. The registered office of the Company is:</p> <p>- Head office address: G9 Building, No. 495, Nguyen Trai Street, Thanh Xuan Bac Ward, Thanh Xuan District, Hanoi</p> <p>- Email: ktkh.sdcc@gmail.com</p> | |
| <p>Article 4. The Company's business objectives</p> <p>Clause 1. Business lines of the Company</p> | | <p>Article 4. The Company's business objectives</p> <p>Clause 1. Business lines of the Company</p> | |
| No. | Name of business lines | No. | Name of business lines |
| 3 | <p>Architecture and related technical consulting activities</p> <p>Details: - Supervision of construction and installation of mechanical equipment in works, including: installation of construction equipment;</p> <p>- Supervision of construction and completion of transportation works;</p> <p>- Supervision of construction and completion of industrial works, underground works, and mining works;</p> <p>- Supervision of construction and completion of irrigation and hydropower works;</p> <p>- Supervision of construction and completion of civil, industrial, and technical infrastructure</p> | 3 | <p>Architecture and related technical consulting activities</p> <p>Details: - Supervision of construction and installation of mechanical equipment in works, including: installation of construction equipment;</p> <p>- Supervision of construction and completion of transportation works;</p> <p>- Supervision of construction and completion of industrial works, underground works, and mining works;</p> <p>- Supervision of construction and completion of irrigation and hydropower works;</p> <p>- Supervision of construction and completion of</p> |
| | 7110 (main) | | 7110 (main) |

| | | | |
|--|---|--|---|
| | works; - Preparation of environmental impact assessment reports for investment projects in civil, industrial, irrigation, hydropower, transportation, and urban technical infrastructure works up to Group A (limited to designs within the scope of registered business activities); - Design of bridge and road construction works; - Design of underground construction and mining exploitation; - Design of irrigation works; - Design of hydraulic and hydropower works; - Design of hydropower plants; - Design of master plans, interior and exterior architecture for civil, industrial, and urban technical infrastructure works; - Preparation and appraisal of investment projects for civil, industrial, transportation, irrigation, hydropower, and urban technical infrastructure works up to Group A; - Preparation of master and detailed plans for civil, industrial, and urban technical infrastructure works up to Group A; - Testing to determine physical and mechanical properties of soil, rock, foundations, and construction materials for construction works; - Topographic, geotechnical, and hydrogeological surveys for construction works; - Consulting and supervision of construction and equipment installation for civil, industrial, transportation, irrigation, hydropower, and urban technical infrastructure works up to Group A; - Consulting on the preparation of bidding documents for construction and equipment for civil, industrial, irrigation, hydropower, | | civil, industrial, and technical infrastructure works; - Preparation of environmental impact assessment reports for investment projects in civil, industrial, irrigation, hydropower, transportation, and urban technical infrastructure works up to Group A (limited to designs within the scope of registered business activities); - Design of bridge and road construction works; - Design of underground construction and mining exploitation; - Design of irrigation works; - Design of hydraulic and hydropower works; - Design of hydropower plants; - Design of master plans, interior and exterior architecture for civil, industrial, and urban technical infrastructure works; - Preparation and appraisal of investment projects for civil, industrial, transportation, irrigation, hydropower, and urban technical infrastructure works up to Group A; - Preparation of master and detailed plans for civil, industrial, and urban technical infrastructure works up to Group A; - Testing to determine physical and mechanical properties of soil, rock, foundations, and construction materials for construction works; - Topographic, geotechnical, and hydrogeological surveys for construction works; - Consulting and supervision of construction and equipment installation for civil, industrial, transportation, irrigation, hydropower, and urban technical infrastructure works up to Group A; |
|--|---|--|---|

| | | |
|---|--|--|
| <p>transportation, and urban technical infrastructure works up to Group A;</p> <ul style="list-style-type: none"> - Preparation of total cost estimates for civil, industrial, irrigation, hydropower, transportation, and urban technical infrastructure works up to Group A; - Design of electrical systems for civil and industrial construction works; - Structural design for civil, industrial, and urban technical infrastructure works; - Mechanical-electrical design for works; - Design of water supply and drainage systems; - Design of civil, industrial, and urban technical infrastructure construction works; - Appraisal of designs and total cost estimates for civil, industrial, irrigation, hydropower, transportation, and urban technical infrastructure works up to Group A; - Project management for civil, industrial, transportation, irrigation, and urban technical infrastructure works; - Quality inspection of construction works; - Certification of structural safety and compliance with construction quality standards; - Consulting on bidding, evaluation of bidding documents, and selection of contractors for construction and equipment for construction works; - Cost management consulting (Level 2); - Design of fire prevention and firefighting systems; | | <ul style="list-style-type: none"> - Consulting on the preparation of bidding documents for construction and equipment for civil, industrial, irrigation, hydropower, transportation, and urban technical infrastructure works up to Group A; - Preparation of total cost estimates for civil, industrial, irrigation, and urban technical infrastructure works up to Group A; - Design of electrical systems for civil and industrial construction works; - Structural design for civil, industrial, and urban technical infrastructure works; - Mechanical-electrical design for works; - Design of water supply and drainage systems; - Design of civil, industrial, and urban technical infrastructure construction works; - Appraisal of designs and total cost estimates for civil, industrial, irrigation, hydropower, transportation, and urban technical infrastructure works up to Group A; - Project management for civil, industrial, transportation, irrigation, and urban technical infrastructure works; - Quality inspection of construction works; - Certification of structural safety and compliance with construction quality standards; - Consulting on bidding, evaluation of bidding documents, and selection of contractors for construction and equipment for construction works; - Cost management consulting (Level 2); - Design of fire prevention and firefighting systems; - Surveying and mapping activities; |
|---|--|--|

| | | | |
|--|--|--|---|
| | | <ul style="list-style-type: none"> - Geological and water resource exploration activities; - Design and design appraisal for civil and industrial construction works; - Design and design appraisal for mining and mineral processing industrial works; - Design and design appraisal for oil and gas industrial works; - Design and design appraisal for energy industrial works: thermal power, geothermal power, nuclear power, hydropower, wind power, solar power, and tidal power; - Design and design appraisal for transportation works: roads, railways, bridges, tunnels, inland waterways, and maritime; - Design and design appraisal for agriculture and rural development works; - Design and design appraisal for technical infrastructure works: water supply and drainage, waste treatment; - Design and design appraisal for specialized construction works (piles, foundation reinforcement and treatment, structures, pre-stressed structures, building envelopes, and facades); - Consulting on investment project management for construction. | <p>Section 3.1; 3.2; 3.3; 3.4; 3.5; 3.6; 3.7; 3.8 and Section 4- Appendix VIII – Decree No. 175/2024/ND- CP</p> |
|--|--|--|---|

SONG DA CORPORATION - JSC
SONG DA CONSULTING JOINT
STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 23/TTr-HDQT

Hanoi, May 13th, 2025

PROPOSAL

On election of members of the Board of Directors and Board of Supervisors for the 2025-2030 term

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;

Pursuant to Resolution No. 26/TCT-HDQT dated April 03rd, 2025, of the Board of Directors of Song Da Corporation – JSC on staffing matters;

Pursuant to Text No. 39/TCT-HDQT dated May 13th, 2025 of the Board of Directors of Song Da Corporation – JSC on staffing matters;

Pursuant to Resolution No.18th/NQ-HDQT dated May 13th, 2025 of the Board of Directors of Song Da Consulting Joint Stock Company on approval of the contents of documents submitted to the 2025 Annual General Meeting of Shareholders.

According to the Charter of Song Da Consulting Joint Stock Company, 2025 marks the end of the 2020-2025 term of the Board of Directors and Board of Supervisors. The 2025 Annual General Meeting of Shareholders will elect members of the Board of Directors and Board of Supervisors for the 2025-2030 term.

The Board of Directors and the Organizing Committee of the General Meeting have received five applications for candidacy to the Board of Directors and three applications for candidacy to the Board of Supervisors for the 2025-2030 term so far. The Board of Directors hereby reports the list of candidates nominated for the Board of Directors and Board of Supervisors for the 2025-2030 term, as follows:

I. Candidates nominated for the Board of Directors: 05 candidates

✓ Pursuant to **Clause 2, Article 25** of the Charter of Song Da Consulting Joint Stock Company, which stipulates: “A shareholder or group of shareholders holding 10% to 25% of the total voting shares may nominate one candidate for 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 for the Board of Directors.”

✓ The Board of Directors and the Organizing Committee of the General Meeting received Official Letter No 39/TCT-HDQT dated May 13th, 2025 from the Board of Directors of Song Da Corporation – JSC regarding staffing matters of Song Da Consulting Joint Stock Company, along with three candidate applications, as follows:

1. **Mr. Pham Van Manh**, born on October 30th, 1965, Engineer in Mining and Underground Construction, Master of Engineering, Chairman of the Board of Directors for the 2020-2025 term, nominated for election as a Member of the Board of Directors for the 2025-2030 term, authorized to represent 631.100 shares, equivalent to 24,18 % of the charter capital of Song Da Consulting Joint Stock Company.

2. **Mr. Dinh Van Duan**, born on December 24th, 1974, Engineer in Hydropower Construction, Master of Engineering (specializing in Irrigation and Hydropower), Member of the Board of Directors and Chief Executive Officer for the 2020-2025 term, nominated for election as a Member of the Board of Directors for the 2025-2030 term, authorized to represent 400.000 shares, equivalent to 15,33 % of the charter capital of Song Da Consulting Joint Stock Company.

3. **Mr. Cu Van Vinh**, born on May 05th, 1979, Engineer in Hydrogeology and Engineering Geology, Master of Business Administration, Member of the Board of Directors for the 2020-2025 term, nominated for election as a Member of the Board of Directors for the 2025-2030 term, authorized to represent 300.000 shares, equivalent to 11,5% of the charter capital of Song Da Consulting Joint Stock Company.

✓ The Board of Directors and the Organizing Committee of the General Meeting received one candidate application, as follows:

1. **Mr. Pham Anh Duc**, born on May 24th, 1970, Engineer in Information Technology, Member of the Board of Directors for the 2020-2025 term, applying for election as a Member of the Board of Directors for the 2025-2030 term, holding 647.468 shares, equivalent to 24,8% of the charter capital of Song Da Consulting Joint Stock Company.

✓ The incumbent Board of Directors unanimously nominated one more candidate in accordance with the Law on Enterprises and Clause 3, Article 25 of the Charter of Song Da Consulting Joint Stock Company, stipulating: *“In case the number of candidates for the Board of Directors through nomination and candidacy is still insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the mechanisms stipulated in the Company’s internal regulations on corporate governance.”* The candidate information is as follows:



1. Mr. **Nguyen Van Hoang**, born on June 15th, 1975, Engineer in Hydropower Construction, Master of Engineering (specializing in Irrigation and Hydropower), Member of the Board of Directors for the 2020-2025 term and Vice Chief Executive Officer, nominated for election as a Member of the Board of Directors for the 2025-2030 term.

II. Candidates nominated for the Board of Supervisors: 03 candidates

Pursuant to **Clause 1, Article 36** of the Charter of Song Da Consulting Joint Stock Company, which stipulates: *"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."*

✓ The Board of Directors and the Organizing Committee of the General Meeting received Official Letter No. 39/TCT-HDQT dated May 13th, 2025 from the Board of Directors of Song Da Corporation – JSC regarding staffing matters of Song Da Consulting Joint Stock Company, along with two candidate applications, as follows:

1. Ms. **Trinh Thi Anh Dao**, born in 1981, Bachelor of Economics (specializing in Accounting), Specialist at the Finance and Accounting Department of Song Da Corporation, nominated for election as Head of the Board of Supervisors for the 2025-2030 term.

2. Mr. **Nguyen Khanh Tung**, born on April 25th, 1979, Engineer in Geology, currently Head of the Technical Economics Department of Song Da Consulting Joint Stock Company, nominated for election as a Member of the Board of Supervisors for the 2025-2030 term.

✓ The Board of Directors and the Organizing Committee of the General Meeting received one candidate application nominated by shareholder Pham Anh Duc, holding 24,8% % of the charter capital, as follows:

1. Ms. **Nguyen Quynh Trang**, born on September 05th, 1982, Bachelor of Economics, Member of the Board of Supervisors of Song Da Consulting Joint Stock Company for the 2020-2025 term, nominated for election as a Member of the Board of Supervisors for the 2025-2030 term.

III. Documents of candidates include:

Official Letters of introduction, nomination, and candidacy:

– Official Letter No. 39/TCT-HDQT dated May 13th, 2025 of the Board of Directors of Song Da Corporation – JSC regarding staffing matters of Song Da Consulting Joint Stock Company.

– Application for nomination and candidacy from Mr. Pham Anh Duc and Ms. Nguyen Quynh Trang.

– Attached shortlist of the candidates for the Board of Directors and Board of Supervisors.



The candidates meet the eligibility and qualifications to participate in the Board of Directors and Board of Supervisors as stipulated by the Charter of Song Da Consulting Joint Stock Company.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval.

Best regards,

Recipients:

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

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



Phạm Văn Mạnh

