

Số/No: ~~114~~/2025/CIIBR-HC

TP. HCM, ngày 28 tháng 03 năm 2025
HCM city, March 28, 2025

CÔNG BỐ THÔNG TIN BẤT THƯỜNG EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi : Sở Giao dịch Chứng khoán TP. Hồ Chí Minh.
To: Ho Chi Minh Stock Exchange

- Tên tổ chức/ Organization Name:** Công ty Cổ phần Đầu tư Cầu đường CII/ CII Bridges & Roads Investment Joint Stock Company
 - Mã chứng khoán/Mã thành viên/Security code/ Member code : LGC
 - Địa chỉ: 477-479 An Dương Vương, phường 11, quận 6, TP.HCM/ Address: 477-479 An Duong Vuong, Ward 11, District 6, Ho Chi Minh City
 - Điện thoại/ Telephone: 028.3868.8239 Fax: 028.3868.8189
 - Email: ciibr@ciibr.com.vn

2. Nội dung thông tin công bố/ Contents of disclosure:

Công ty Cổ phần Đầu tư Cầu đường CII trân trọng công bố đến Quý cổ đông các nội dung sau: / CII Bridges & Roads Investment JSC respectfully announces the following to its shareholders:

- Quyết định số 03/2025/NQ-HĐQT ngày 27/03/2025 của Chủ tịch Hội đồng quản trị Công ty Cổ phần Đầu tư Cầu đường CII về thời gian và địa điểm tổ chức Đại hội đồng cổ đông thường niên năm tài chính 2024, cụ thể như sau/ Decision No. 03/2025/NQ-HĐQT dated 27/03/2025 of the Chairman of the Board of Directors of CII Bridges & Roads Investment JSC regarding the time and venue for holding the Annual General Meeting of Shareholders for the 2024 fiscal year, as follows:
 - Thời gian: 14 giờ 00 ngày 22/4/2025 (Thứ ba)/ Time: 14:00 on April 22, 2025 (Tuesday).
 - Địa điểm: Khách sạn Continental, địa chỉ số 132 -134 Đồng Khởi, P. Bến Nghé, Quận 1, TP.HCM./ Venue: Continental Hotel, 132-134 Dong Khoi Street, Ben Nghe Ward, District 1, Ho Chi Minh City.
- Thư mời và tài liệu Đại hội đồng cổ đông thường niên năm tài chính 2024.
Invitation and Documents for the Annual General Meeting of Shareholders for the 2024 Fiscal Year.




3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 28/03/2025 theo đường dẫn/ *This information was published on the Company's website on 28/03/2025 at the link: <http://ciibr.com.vn>.*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ *We commit that the disclosed information is true and take full responsibility before the law for the content of the disclosed information.*

*** Tài liệu đính kèm/ Attached Document:**

- Quyết định số 03/2025/NQ-HĐQT ngày 27/03/2025 của Hội đồng quản trị/ *Resolution No. 03/2025/NQ-HĐQT dated 27/03/2025 of the Board of Directors.*
- Thư mời và Tài liệu Đại hội đồng cổ đông thường niên năm tài chính 2024./ *Invitation and Documents for the Annual General Meeting of Shareholders for the 2024 Fiscal Year.*

Đại diện tổ chức 
Người đại diện theo pháp
luật/Người UQ CBTT/ *Legal
Representative/ Representative of
the Organization/ Authorized
Person for Information Disclosure*



NGUYỄN VĂN CHÍNH



Số: 03/2025/QĐ-HĐQT

Tp. Hồ Chí Minh, ngày 27 tháng 03 năm 2025

QUYẾT ĐỊNH
CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN ĐẦU TƯ CẦU ĐƯỜNG CII

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 của Quốc hội Nước Cộng Hòa Xã Hội Chủ Nghĩa Việt Nam có hiệu lực thi hành từ ngày 01/01/2021;
- Căn cứ Điều lệ Tổ chức Hoạt động của Công ty Cổ phần Đầu tư Cầu đường CII;
- Căn cứ Nghị quyết số 02/2025/NQ-HĐQT ngày 25/02/2025 của Hội đồng quản trị về việc thông qua kế hoạch tổ chức Đại hội đồng cổ đông thường niên năm tài chính 2024.
- Theo đề nghị của Tổng Giám đốc Công ty về thời gian và địa điểm tổ chức Đại hội đồng cổ đông thường niên năm tài chính 2024.

CHỦ TỊCH HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN ĐẦU TƯ CẦU ĐƯỜNG CII
QUYẾT ĐỊNH

Điều 1. Quyết định thời gian và địa điểm tổ chức Đại hội đồng cổ đông thường niên năm tài chính 2024 Công ty Cổ phần Đầu tư Cầu đường CII, với các nội dung cụ thể như sau:

- Thời gian: **14 giờ 00 ngày 22/4/2025 (Thứ ba).**
- Địa điểm: Khách sạn Continental, địa chỉ số 132 -134 Đồng Khởi, P. Bến Nghé, Quận 1, TP.HCM.

Điều 2. Giao Tổng Giám đốc công ty triển khai thực hiện các công việc cần thiết có liên quan đến công tác tổ chức Đại hội đồng cổ đông thường niên năm tài chính 2024 theo quy định của pháp luật và điều lệ công ty.

Điều 3. Quyết định này có hiệu lực kể từ ngày ký, Thành viên Hội đồng Quản trị, Ban Kiểm Soát, Ban điều hành và toàn thể CB-NV Công ty chịu trách nhiệm thi hành Quyết định này.

Nơi nhận:

- Thành viên HĐQT; BKS;
- Tổng Giám Đốc Công ty.
- Lưu.

CHỦ TỊCH
HỘI ĐỒNG QUẢN TRỊ
CÔNG TY
CỔ PHẦN
ĐẦU TƯ CẦU ĐƯỜNG
CII
NGUYỄN VĂN THÀNH

POWER OF ATTORNEY

My name is:.....No.:.....

Currently holding:..... shares of CII Bridges and Roads Investment JSC.

Due to personal reasons, I am unable to attend the Annual General Meeting of Shareholders for the financial year 2024.

Therefore, I hereby authorize:

Mr./Ms.:.....

ID No.:; Issued on:

Place of issue:.....

To represent me in attending and voting on all matters presented at the Annual General Meeting of Shareholders for the fiscal year 2024 on April 22, 2025.

**SIGNATURE OF
AUTHORIZED PERSON**

**SIGNATURE OF
PRINCIPAL**

CII BRIDGES AND ROADS INVESTMENT JSC

477-479 An Duong Vuong, Ward 11, District 6, HCM city



**MEETING INVITATION
ANNUAL GENERAL MEETING OF
SHAREHOLDERS FISCAL YEAR 2024**

April 22, 2025

No: 02/TM-HĐQT-CIIBR

Ho Chi Minh City, dated March, 27 2025

INVITATION

- Pursuant to the Charter on the organization and operation of CII Bridges & Roads Investment JSC;
- Pursuant to Resolution No. 02/2025/NQ-BOD dated February 25, 2025, of the Board of Directors of CII Bridges and Roads Investment JSC on approving the plan for organizing the Annual General Meeting of Shareholders for the fiscal year 2024;
- Pursuant to Decision No. 03/2025/QĐ-HĐQT dated 27/03/2025 of the Chairman of the Board of Directors regarding the time and venue for holding the Annual General Meeting of Shareholders for the fiscal year 2024.

The Board of Directors of CII Bridges & Roads Investment JSC respectfully invites:

Mr./Ms:

Number of shares:

Serial number:

To attend the Annual General Meeting of Shareholders for the fiscal year 2024 of CII Bridges & Roads Investment JSC.

At : 14h00, on April 22, 2025.

Venue : Continental Hotel

No. 132-134 Dong Khoi Street, Ben Nghe Ward,
District 1, Ho Chi Minh City.

We kindly request your punctual attendance to ensure the success of the meeting.

Sincerely.

ON BEHALF OF THE BOD
CHAIRMAN
CII
NGUYEN VAN THANH

AGENDA OF THE GENERAL MEETING

PART I

- 14h00 - 14h30 : Shareholders complete registration procedures for the General Meeting.
- 14h30 - 16h30 :
 - Report on the 2024 operational summary and the 2025 operational plan.
 - Audited financial statements report for 2024.
 - Report on the activities of the BOD in 2024.
 - Report on the activities of the BOS in 2024.
 - Proposal on the profit distribution plan for 2024 and the profit distribution plan for 2025.
 - Proposal on selecting the auditing firm for the 2025 financial year
 - Proposal on changing the head office address and supplementing the company's business lines.
 - Approval of the dismissal and additional election of BOD members for the 2023–2028 term.
 - Other matters (if any).

PART II

- 16h30 – 17h00:
 - The General Meeting discusses and votes on the agenda items.
 - Approval of the Meeting Minutes and Resolutions.

Shareholders can refer to the General Meeting documents on the company's website: www.ciibr.com.vn (Investor Relations/General Meeting section). Meeting documents will also be provided to shareholders on the meeting day.

Note:

- Please bring the invitation letter and ID card when attending the meeting.
- Shareholders who are unable to attend the meeting may authorize another person to attend on their behalf. The BOD would like to introduce the following two members of the BOS whom shareholders can authorize to attend:
 - Mrs. Nguyen Thi Hong Hanh – Head of the BOS.
 - Mrs. Luong Kim Dien An – Member of the BOS.

After completing the authorization (using the form on page 4 of this letter), please send it to the Company's office **before 17:00 on April 21, 2025.**

Ho Chi Minh City, March 26, 2025

REPORT

BUSINESS OPERATION IN 2024 AND BUSINESS PLAN FOR 2025

To: General Meeting of Shareholders of CII Bridges & Roads Investment JSC

I. BUSINESS OPERATION RESULTS:

1. Actual results of business operation in 2024 (Consolidated):

No.	Items	Actual 2024	Plan 2024	Actual 2024/ Plan 2024
1	Total Revenue	3,060,831	2,983,282	102.6%
2	Total Costs	2,236,102	1,983,395	112.7%
3	Total profit before tax	824,729	999,887	82.5%
4	Profit after tax	791,644	931,982	84.9%

Unit: million VND

2. Company business plan for 2025: (Consolidated)

No.	Items	Actual 2024	Plan 2025	Plan 2025/ Actual 2024
1	Total Revenue	3,060,831	3,200,906	104.6%
2	Total Costs	2,236,102	2,326,406	104.1%
3	Profit before tax	824,729	874,500	106.0%
4	Profit after tax	791,644	818,790	103.4%

Unit: Million VND

II. TOLL COLLECTION, MANAGEMENT, AND OPERATION OF PROJECTS:

1. Toll Collection:

The actual results for 2024 and the business plan for 2025 are as follows

No.	Booth	Traffic volume 2024 (vehicle)	Toll revenue 2024 (Million VND)	Plan Traffic volume 2025 (vehicle)	Plan Toll revenue 2025 (Million VND)	Traffic volume KH 2025/TH 2024 (%)	Toll revenue plan 2025/ actual 2024 (%)
1	Rach Mieu booth	6,825,455	278,970	7,191,569	293,765	105.4%	105.3%
2	Co Chien booth	2,653,246	146,178	2,918,571	161,686	110.0%	110.6%
3	DT 741 booth	4,791,182	160,525	4,791,182	160,527	100.0%	100.0%
4	Ca na booth	3,025,508	245,727	3,388,569	276,308	112.0%	112.4%
5	XLHN booth	15,747,648	767,637	16,535,030	791,542	105.0%	103.1%
6	TLMT booth	10,043,134	1,165,492	10,746,153	1,277,065	107.0%	109.6%
Total		43,086,173	2,764,529	45,571,074	2,960,893	105.8%	107.1%

2. Project Management and Operations:

In 2024, maintenance activities for all projects were completed, except for unscheduled repairs at Rach Mieu Bridge, which will be finalized in 2025. The actual and planned costs for maintenance and repairs are as follows:

No.	Project	Routine Maintenance		Medium/Major Repairs		Unscheduled Repairs	
		Actual 2024	Plan 2025	Actual 2024	Plan 2025	Actual 2024	Plan 2025
1	Ninh Thuan 2	11,395	12,550	-	41,607	11,582	-
2	DT741	6,945	7,300	19,578	30,000	-	-
3	Rach Mieu- QL60 (Phase 1 và 2)	8,144	7,370	18,604	-	44,379	27,399
4	Ha Noi Highway	45,481	53,800	27,924	-	-	-
5	Co Chien	890	986	-	-	-	-
6	Trung Luong – My Thuan	45,197	73,553	-	-	-	-
Total		118,052	155,559	66,106	71,607	55,961	27,399

Unit: Million VND

III. OTHER ACTIVITIES

- Research on New Project Development: The Board of Management has compiled a list of potential projects and engaged a consulting firm to conduct traffic surveys as a basis for evaluation and submission to the Board of Directors/General Meeting of Shareholders for bidding participation in 2025.
- Feasibility Study on Acquiring BOT Projects: The Board of Management has assessed several BOT projects available for transfer and submitted them to the Board of Directors for approval, aiming to expand the Company's investment portfolio.
- Dividend Payments: In 2024, the Company distributed dividends for 2020 (6%) and the remaining portion of 2022 (8%), as well as dividends for 2023 (11%), in accordance with the resolutions of the Board of Directors, totaling VND 482.2 billion.

This concludes the 2024 Business Operation Result and the 2025 Business Plan of CII Bridges & Roads Investment JSC. The report is hereby submitted to the General Meeting of Shareholders for review and approval.

GENERAL DIRECTOR
(Signed)

NGUYỄN VĂN CHÍNH

REPORT

REGARDING THE ACTIVITIES OF THE BOARD OF DIRECTORS IN 2024 AND ORIENTATION FOR 2025

The Board of Directors (BOD) of CII Bridges & Roads Investment JSC hereby reports to the General Meeting of Shareholders on the results of the BOD's activities in 2024 and the orientation for 2025 as follows:

I. ASSESSMENT OF COMPANY OPERATIONS IN 2024:

1. Business Performance Indicators: (Consolidated)

No.	Items	Actual 2024	Plan 2024	Act 2024/ Plan 2024
1	Total Revenue	3,060,831	2,983,282	102.6%
2	Total Expenses	2,236,102	1,983,395	112.7%
3	Net Profit after Tax	791,644	931,982	84.9%

Unit: Million VND

2. Project Management, Operations, and Research:

- In 2024, the Board of Management organized and implemented the management, operation, and exploitation of affiliated projects, ensuring stability and efficiency. Regular maintenance, periodic repairs, major overhauls, and emergency repairs at the projects were carried out in accordance with the plan approved by the State authorities and the BOT contract of the project.
- The Company has undertaken research and proposed new projects under Resolution No. 98/2023/QH15 dated June 24, 2023, of the National Assembly on piloting specific mechanisms and policies for the development of Ho Chi Minh City. Efforts have been focused on researching and developing new projects, with a list of three projects of

interest for bidding that have already received investment policy decisions from competent State authorities.

- To assess the feasibility of new projects as a basis for advising the Board of Directors on bidding decisions in 2025, the Company has collaborated with contractors and consultants to propose traffic survey solutions for certain projects of interest.
- The Company has established a competent and experienced organizational structure for expressway operation and maintenance (O&M) in preparation for participating in the bidding process for expressway projects to be invested by the State in the near future.

3. Financial Activities:

- In 2024, the company balanced its capital sources to pay dividends to shareholders. Accordingly, it distributed dividends for 2020 (6%) and the remaining portion of 2022 (8%), as well as the 2023 dividend (11%).
- The company completed the restructuring of loans for the following projects: Hanoi Highway, the expansion of National Route 1 through Ninh Thuan Province, and the Trung Luong – My Thuan project. This restructuring aimed to utilize new funding sources with lower capital costs and allow greater flexibility in using project revenues.
- The company collaborated with its parent company (CII) and major shareholder (MPTC) to work with domestic and international financial institutions on restructuring the cash flow of its projects.

II. THE BOARD OF DIRECTORS' ASSESSMENT OF THE COMPANY'S BOARD OF MANAGEMENT IN 2024:

- The Board of Management has fully performed its functions and duties as stipulated in the company's Charter, promptly reporting and advising the Board of Directors on key decisions aligned with the company's development strategy.
- The Board of General Directors proactively implemented the Resolutions of the General Meeting of Shareholders and strictly followed the Board of Directors' directives in managing business operations. As a result, the company's revenue in 2024 exceeded the target by 3%, while after-tax profit reached 85% of the target set by the General Meeting of Shareholders.

- Successfully completed the restructuring of cash flows for the following projects: Hanoi Highway, the expansion of National Route 1 through Ninh Thuan Province, and the Trung Luong – My Thuan project, aiming to reduce capital costs for these projects.
- Developed a comprehensive financial management plan to ensure cash flow balance, enabling dividend payments to shareholders and securing capital for the company’s operations and its subsidiaries.

III. BOARD OF DIRECTORS' ACTIVITIES IN 2024:

1. Board of Directors for the 2023–2028 Term:

No.	Full name	Position	Start/End Date as a Member of the Board of Directors
1	Mr. Nguyen Van Thanh	Chairman of the BOD	12/4/2023
2	Mr. Rodrigo E. Franco	Vice Chairman of the BOD	12/4/2023
3	Mr. Le Quoc Binh	Member of the BOD	12/4/2023
4	Mr. Nguyen Van Chinh	Member of the BOD cum General Director	12/04/2023
5	Mr. Francis Gerard E. Aberilla	Member of the BOD	12/4/2023
6	Mr. Christopher Daniel C. Lizo	Member of the BOD	12/4/2023
7	Mr. Le Van Nam	Member of the BOD	12/4/2023

2. Implementation of the 2024 General Meeting of Shareholders’ Resolution:

In 2024, the Board of Directors directed and implemented Resolution No. 01/2024/NQ-DHĐCĐ dated April 23, 2024, of the General Meeting of Shareholders, achieving the following results:

No.	Content of Resolution No. 01/2024/NQ-DHĐCĐ	Implementation Results
1	Approval of the 2023 post-tax profit distribution plan and the 2024 post-tax profit distribution plan.	Completed the distribution of 2023 dividends to shareholders at a rate of 11%

2	Approval of selecting International Auditing Co., Ltd. (ICPA) as the auditor for the Company's 2023 financial statements.	Signed a contract with the auditing firm.
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3. Board of Directors' Activities in 2024:

In 2024, the Board of Directors (BOD) convened meetings and collected written opinions to approve 12 resolutions and several decisions, focusing on the following key areas:

a) Organizational, Personnel, and Management Matters:

- Approved reports on quarterly and annual business performance and plans.
- Approved the organization plan for the 2023 Annual General Meeting of Shareholders.
- Approved the agenda items to be presented at the 2023 Annual General Meeting of Shareholders.
- Approved the Company's organizational and operational regulations.

b) Financial Matters:

- Approved the 2023 profit distribution plan and the 2024 profit distribution plan for submission to the General Meeting of Shareholders.
- Approved the selection of an auditing firm for the 2024 financial statements to be presented to the General Meeting of Shareholders.
- Approved the 2023 dividend payment plan at a rate of 11%.
- Approved amendments and supplements to certain provisions in the bond issuance plan of BOT Ninh Thuan Province Company Limited.

c) Investment Activities:

- Approved amendments and supplements to certain provisions in the bond issuance plan of BOT Ninh Thuan Province Company Limited.
- Approved the repurchase of bonds before maturity BOT Ninh Thuan Province Company Limited.
- Approved adjustments to certain terms of the contract for transferring future revenue shares from the Trung Luong – My Thuan Project.

- Agreed on the policy to negotiate and resolve issues related to the Rach Mieu Bridge project with the competent State authorities.

In 2024, the BOD conducted meetings in compliance with regulations, ensuring timely and effective decision-making in directing the Company's operations, thereby contributing to the full implementation of the resolutions of the General Meeting of Shareholders.

4. Remuneration of the Board of Directors and Board of Supervisors:

In 2024, the Company provided remuneration to the Board of Directors (BOD) and the Board of Supervisors, with the total amount detailed in the notes to the audited standalone financial statements for 2024 (Section VII.1, page 33).

5. Activities of Independent BOD Members and their Assessment of the BOD's Performance:

5.1. Activities of Independent BOD Members:

For the 2023–2028 term, the BOD includes two independent members: Mr. Le Van Nam and Mr. Christopher Daniel C. Lizo.

The independent BOD members play a supervisory and evaluative role in the execution of strategic and business plans, conflict-of-interest control—particularly in related-party transactions—and in proposing measures to enhance corporate governance. Their primary goal is to ensure that BOD decisions align with the common interests of the Company and its shareholders.

5.2. Assessment of the BOD's Performance by Independent Members:

In 2024, the BOD promptly approved and issued resolutions within its authority to manage the Company's governance and business activities effectively. Additionally, it closely directed and supervised the Board of Management in executing the business objectives, strategies, and plans approved by the General Meeting of Shareholders.

IV. BOARD OF DIRECTORS 'S ORIENTATION FOR 2025:

1. Key Directions for 2025:

In 2025, the BOD will focus on directing the following key activities:

- Organizing the Annual General Meeting of Shareholders for the 2024 fiscal year.

- Leading and overseeing the Board of General Directors to achieve the 2025 business targets.
- Directing the Board of Management to continue researching and proposing new projects for the BOD’s investment policy decisions.
- Guiding the Board of Management in preparing resources to participate in bidding for expressway toll collection rights for projects funded by the State budget.
- Continuing to supervise the General Director, Board of Management members, and the business operations of subsidiaries.
- Enhancing the management structure to improve operational efficiency and support the Company’s development needs.

2. Key Performance Targets for 2025:

No.	Items	Actual 2024	Plan 2025	Plan 2025/Actual 2024
1	Total Revenue	3,060,831	3,200,906	104.6%
2	Total Costs	2,236,102	2,326,406	104.1%
3	Profit After CIT	791,644	818,790	103.4%
Unit: Million VND				

The Board of Directors sincerely looks forward to receiving feedback, support, and cooperation from esteemed shareholders in the coming period.

**ON BEHALF OF THE BOD
CHAIRMAN
(Signed)**

NGUYEN VAN THANH

**REPORT ON THE ACTIVITIES OF THE
BOARD OF SUPERVISORS IN 2024**

Based on the duties and authority of the Supervisory Board as stipulated in the 2020 Law on Enterprises and the Charter of CII Bridges & Roads Investment JSC (CII B&R);

The Board of Supervisors of CII B&R reports to the General Meeting of Shareholders on its activities in 2024 as follows:

I. ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2024

1. Organization:

1.1 Personnel:

The Supervisory Board of CII Bridges & Roads Investment JSC (CII B&R) in 2024 consists of the following members:

- | | |
|----------------------------|-----------------|
| - Ms. Nguyen Thi Hong Hanh | Head of the BOS |
| - Ms. Luong Kim Dien An | Member |
| - Ms. Duong Thi Long Nghi | Member |

All 3/3 members of the Board of Supervisors hold professional qualifications in finance and accounting, with two members holding an MBA degree.

The members operate on a part-time basis;

1.2. Remuneration of the Board of Supervisors in 2024:

- Based on the resolution of the General Meeting of Shareholders for the 2024 financial year, the total remuneration and operating expenses for the Board of Directors and the Board of Supervisors in 2024 were set at 0.5% of post-tax profit.
- Other expenses for the Board of Supervisors: None incurred.

2. Activities of the Board of Supervisors:

Under the assignment of the Board of Supervisors, Ms. Luong Kim Dien An was designated to oversee the Company's capital management and financial situation. This allowed the Board of Supervisors to promptly grasp the Company's operational and financial status, facilitating its monitoring functions. Additionally, the Board of Supervisors exchanged information via online meetings, phone calls, and emails.

The Board of Supervisors also maintained regular communication with the Board of Management regarding Company operations, ensuring timely reminders and corrective actions on emerging issues.

During the year, the Board of Supervisors conducted the following key activities:

- Reviewed and assessed the Company's compliance with legal regulations in its business operations;
- Supervised the organization of the 2023 Annual General Meeting of Shareholders;
- Developed the 2024 work plan for the Board of Supervisors and assigned responsibilities to its members;
- Monitored the Company's financial activities and ensured the compliance of the Board of Directors and the Board of Management with legal regulations through the designated Board of Supervisors member.
- Examined the Company's information disclosure for completeness, accuracy, and compliance with legal requirements;
- Reviewed the audited six-month financial report for 2024, the Board of Management's 2024 performance report, and the Company's 2025 business plan.
- The Board of Supervisors held meetings on April 1, 2024, to review the 2023 report and the agenda for the 2024 General Meeting of Shareholders; on August 26, 2024, to review CII B&R's six-month financial statements for 2024 and the first-half 2024 corporate governance report as required; and on March 21, 2025, to review CII B&R's 2024 financial statements and prepare for the 2024 financial year General Meeting of Shareholders.

Additionally, the Board of Supervisors maintained ongoing discussions and internal reports among its members to stay updated on the Company's operations. Based on these insights, it provided recommendations to the Board of Management and the Board of Directors regarding governance matters.

3. Supervision of the Board of Management and the Board of Directors:

- The activities of the Board of Directors in 2024 complied with the Company's Charter as well as current legal regulations.
- The Resolutions and Decisions issued by the Board of Directors comply with the Company's Charter and current legal regulations, ensuring timely and effective support for the Company's business operations.
- The Board of Management consistently adheres to state laws, complies with the Company's regulations, and strives to fulfill the tasks entrusted by the General Meeting of Shareholders.
- The Board of Management continuously innovates in corporate governance and management, revising and updating the Company's policies and regulations to align with actual conditions and legal requirements.
- The Board of Management has made efforts to improve the quality of the Company's management team.

- Throughout the year, the Board of Supervisors did not receive any complaints regarding the activities of the Board of Directors or the Board of Management.

4. Financial Supervision of the Company

- During the year, the Board of Supervisors monitored the Company's financial situation through regular oversight by the assigned member, as well as through the accounting department and independent auditors. Every six months, the Board of Supervisors reviewed the Company's audited financial statements.
- The key financial figures (consolidated) for 2024 are as follows:

Unit: Million VND

No.	Item	Actual 2024	Target 2024	% Actual vs. Plan
1	Total Revenue	3,060,831	2,983,282	102.6%
2	Total Costs	2,236,102	1,983,395	112.7%
3	Profit before tax	824,729	999,887	82.5%
4	Profit after tax	791,644	931,892	84.9%

Based on the 2024 audited financial statements of CII Bridges & Roads Investment JSC, audited by International Auditing Company Limited (iCPA), the auditor issued an unqualified opinion. The members of the Board of Supervisors conducted a review and provided the following assessments:

- The audited 2024 financial statements are consistent with the reviewed figures.
- The financial statements fairly and accurately present the Company's financial position as of December 31, 2024, in all material respects.
- The results of business operations and cash flows for the financial year ending on the same date comply with current Vietnamese accounting standards, corporate accounting policies, and relevant legal regulations.

II. RECOMMENDATIONS OF THE BOARD OF SUPERVISORS TO THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT.

Based on the above analysis and evaluation, the Board of Supervisors recommends the following to the Board of Directors and the Board of Management:

- The Board of Directors and the Board of Management should regularly review and assess the performance of projects in alignment with the Company's development orientation and medium- to long-term strategy.
- Develop a plan for recruiting and training a competent workforce to meet the Company's management and business operation requirements.

III. OPERATION PLAN OF THE BOARD OF SUPERVISORS FOR 2025

Based on the functions and duties stipulated in the Company's Charter, as well as the Company's human resources situation and 2025 business plan, the Board of Supervisors has identified the following key activities for 2025:

- Reviewing the semi-annual reviewed financial report for 2025 in collaboration with the independent auditor;

- Monitoring compliance with legal regulations and the Company's Charter in corporate governance and management;
- Overseeing the activities of the Board of Directors and the Board of Management to ensure the implementation of plans and strategies as approved by the Board of Directors and the General Meeting of Shareholders.
- Inspecting other related activities as necessary.

This report is respectfully submitted by the Board of Supervisors of CII Bridges & Roads Investment JSC to the 2024 Annual General Meeting of Shareholders for approval.

Sincerely,

Recipients:

- *AGM;*
- *BOD;*
- *BOS archive.*

ON BEHALF OF THE BOS

HEAD OF THE BOS

(Signed)

Nguyễn Thị Hồng Hạnh

Số: 06/2025/TTr-ĐHĐCĐ-CIIBR
No.: 06/2025/TTr-DHDCD-CIIBR

Tp. Hồ Chí Minh, ngày 26 tháng 03 năm 2025
Ho Chi Minh City, March 26, 2025

TỜ TRÌNH PROPOSAL

V/v Phương án phân phối lợi nhuận năm 2024
và Kế hoạch phân phối lợi nhuận năm 2025
*Regarding the Profit Distribution for 2024
and the Profit Distribution Plan for 2025*

Kính gửi: Đại Hội đồng cổ đông Công ty Cổ phần Đầu tư Cầu đường CII.
To: The Annual General Meeting of CII Bridges and Roads Investment JSC

- Căn cứ Điều lệ Tổ chức và hoạt động của Công ty Cổ phần Đầu tư Cầu đường CII.
Pursuant to the Charter of CII Bridges and Roads Investment Joint Stock Company (CIIB&R).
- Căn cứ Nghị quyết số 01/2024/NQ-ĐHĐCĐ ngày 23/04/2024 của Đại hội đồng cổ đông thường niên năm tài chính 2023 Công ty Cổ phần Đầu tư Cầu đường CII.
Pursuant to the Resolution No. 01/2024/NQ-ĐHĐCĐ dated on April 23, 2024 of CII B&R's 2023 Annual General Meeting.
- Căn cứ kết quả hoạt động sản xuất kinh doanh năm 2024 và kế hoạch hoạt động sản xuất kinh doanh năm 2025.
Pursuant to the 2024 Business result and 2025 Business plan.
- Căn cứ tình hình tài chính và Kế hoạch dòng tiền năm 2025 tại công ty.
Based on the company's financial and the cash flow plan for 2025.

Hội đồng quản trị kính trình Đại hội đồng cổ đông thông qua phương án phân phối lợi nhuận năm 2024 và kế hoạch phân phối lợi nhuận năm 2025 của Công ty Cổ phần Đầu tư Cầu đường CII, với các nội dung cụ thể như sau:

The Board of Directors of CII B&R kindly submits to the General Shareholders' Meeting to approve the profit distribution plan for 2024 and the profit distribution plan for 2025 of CII Bridges and Roads Investment JSC, with details as follows:

1. Phương án phân phối lợi nhuận năm 2024: *The profit distribution plan for 2024:*

Lợi nhuận sau thuế năm 2024 của công ty mẹ (là 305.209.715.175 đồng)
The after-tax profit of the parent company in 2024 (which is 305,209,715,175 VND).

- Trích quỹ khen thưởng, phúc lợi (2,0%) : 6.104.194.304 đồng
Bonus and welfare fund (2.0%) : 6,104,194,304 đồng



- Thù lao và chi phí hoạt động của HĐQT, BKS (0,5%): 1.526.048.576 đồng
Salaries and operating expenses of the BOD, BOS (0.5%): 1,526,048,576 đồng
- Chia cổ tức bằng tiền: 12%
Dividend payout rate by cash: 12%

Việc chi trả cổ tức được thực hiện khi đáp ứng đầy đủ các điều kiện theo quy định của pháp luật.

The payment of dividends shall be made when fully meeting the conditions as prescribed by law.

Tùy thuộc vào tình hình tài chính của Công ty, ủy quyền cho Hội đồng Quản trị quyết định thời điểm chi trả cổ tức.

Depending on the financial situation of the Company, authorizing the Board of Directors to decide the period of dividend payment.

2. Kế hoạch phân phối lợi nhuận sau thuế năm 2025:

The profit distribution plan for 2025:

Trên cơ sở kế hoạch sản xuất kinh doanh năm 2025, Hội đồng quản trị kính trình ĐHĐCĐ thông qua kế hoạch phân phối lợi nhuận sau thuế năm 2025 (công ty mẹ) như sau:

Pursuant to 2025 Business plan, the Board of Directors kindly submits to the General Shareholders' Meeting to approve the profit distribution plan for 2025 (parent company) as follows:

- Trích Quỹ khen thưởng, phúc lợi: 2% Lợi nhuận sau thuế
Bonus and welfare fund: 2% of profit after tax
- Thù lao và chi phí hoạt động của HĐQT, BKS: 0,5% Lợi nhuận sau thuế
Salaries and operating expenses of the BOD, BOS: 0.5% of profit after tax
- Chia cổ tức bằng tiền: 6% - 12%
Dividend payout rate by cash: 6% - 12%

Rất mong nhận được sự chấp thuận của Đại hội Hội đồng cổ đông.

We look forward to the approval of the General Shareholders' Meeting.

Trân trọng kính trình.

Respectfully,

* Nơi nhận/Recipients:

- Như trên/As above;
- Lưu HĐQT/ Filed BOD.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
ON BEHALF OF BOD
CHAIRMAN



NGUYỄN VĂN THÀNH



CÔNG TY CỔ PHẦN
ĐẦU TƯ CẦU ĐƯỜNG CII
CII BRIDGES AND ROADS
INVESTMENT JSC

Số: 07/2025/TTr-ĐHĐCĐ-CIIBR
No.: 07/2025/TTr-DHDCD-CIIBR

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Tp. Hồ Chí Minh, ngày 26 tháng 03 năm 2025
Ho Chi Minh City, March 26, 2025

TỜ TRÌNH PROPOSAL

V/v Chọn đơn vị kiểm toán độc lập cho năm tài chính 2025
Regarding the selection of the independent auditor for the fiscal year 2025

Kính gửi: **Đại Hội đồng cổ đông Công ty Cổ phần Đầu tư Cầu đường CII.**
To: The Annual General Meeting of CII Bridges and Roads Investment JSC

Để chuẩn bị cho việc lựa chọn Công ty kiểm toán cho năm tài chính 2025, Hội đồng quản trị Công ty Cổ phần Đầu tư Cầu đường CII kính trình Đại hội đồng cổ đông thông qua việc xem xét lựa chọn Công ty TNHH Kiểm toán Quốc tế (ICPA) là đơn vị sẽ kiểm toán báo cáo tài chính năm 2025 cho Công ty Cổ phần Đầu tư Cầu đường CII, vì một số lý do sau:

In preparation for the selection and appointment of the independent auditor for the fiscal year 2025, the Board of Directors of CII Bridges and Roads Investment JSC submit to the General Meeting of Shareholders to approve the selection of International Auditing Company Limited (ICPA) as the unit that will audit the financial statements in 2025 for CII Bridge and Road Investment Joint Stock Company, following reasons:

- Công ty TNHH Kiểm toán Quốc tế (ICPA) là thành viên duy nhất tại Việt Nam của AGN International - Hãng Kế toán, kiểm toán lớn với 198 thành viên ở khắp 95 quốc gia trên toàn cầu.
ICPA is the only Vietnam-based member of AGN International – a worldwide association of separate and independent accounting and advisory firms with 198 members spanning 95 countries.
- ICPA đã và đang kiểm toán báo cáo tài chính hàng năm cho các công ty niêm yết và các tập đoàn kinh tế lớn như: Tập đoàn Bưu chính Viễn thông Việt Nam, Tổng Công ty Sông Đà, Công ty Cổ phần Dược phẩm OPC, Công ty Cổ phần Đầu tư Hạ tầng Kỹ thuật TP.HCM (CII),...
- *ICPA has been auditing annual financial statements for major listed companies and corporations, for example, Vietnam Posts and Telecommunications, Song Da Corporation, OPC Pharmaceutical JSC, Ho Chi Minh City Infrastructure Investment JSC (CII), etc.*
- Hiện nay ICPA là một trong các công ty kiểm toán được chấp thuận là Tổ chức kiểm toán độc lập cho các đơn vị có lợi ích công chúng thuộc lĩnh vực chứng khoán năm



2025 theo Quyết định số 1261/QĐ-UBCK ngày 19/11/2024 của Chủ tịch Ủy ban Chứng khoán Nhà nước.

ICPA is one of the firms allowed to conduct an independent audit of the public interest unit in the field of securities for 2025 pursuant to Decision No. 1261/QĐ-UBCK dated November 19, 2024 by Chairman of the State Securities Commission of Vietnam.

- Với mức phí đưa ra của ICPA cũng khá hợp lý và cạnh tranh, cam kết đáp ứng về thời gian phát hành báo cáo soát xét, báo cáo kiểm toán năm theo đúng kế hoạch. Ngoài ra, ICPA cam kết sẽ hỗ trợ tốt việc trao đổi với kiểm toán viên của cổ đông là các tập đoàn nước ngoài để giải trình số liệu.

With the cost offered by ICPA is also quite reasonable and competitive, committed to meeting the time of issuing the review report, the annual audit report as planned. In addition, ICPA is committed to supporting the exchange with auditors of shareholders who are foreign corporations for data interpretation.

Rất mong nhận được sự chấp thuận của Đại Hội đồng cổ đông.

We look forward to the approval of the General Shareholders' Meeting.

Trân trọng kính trình.

Respectfully,

*** Nơi nhận/Recipients:**

- Như trên/As above;
- Lưu HĐQT/ For record BOD.

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
ON BEHALF OF BOD
CHAIRMAN**



NGUYỄN VĂN THÀNH



**CÔNG TY CỔ PHẦN
ĐẦU TƯ CẦU ĐƯỜNG CII
CII BRIDGES AND ROADS
INVESTMENT JSC**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Số: 08/2025/TTr-ĐHĐCĐ-CIIBR
No: 08/2025/TTr-DHDCD-CIIBR

Tp. Hồ Chí Minh, ngày 26 tháng 03 năm 2025
Ho Chi Minh City, March 26, 2025

TỜ TRÌNH PROPOSAL

V/v Thay đổi địa chỉ trụ sở chính và bổ sung ngành nghề kinh doanh của công ty
Re: Change of Registered Head Office Address and Addition of Business Sector

Kính gửi: **Đại Hội đồng cổ đông Công ty Cổ phần Đầu tư Cầu đường CII**

To: The Annual General Meeting of CII Bridges and Roads Investment JSC

Căn cứ Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17/06/2020 và có hiệu lực từ 01/01/2021;

Pursuant to the Law on Enterprises No. 59/2020 / QH14 passed by the National Assembly on June 17, 2020 and takes effect from January 01, 2021;

Căn cứ Nghị định số 01/2021/NĐ-CP ngày 04/01/2021 của Chính phủ về đăng ký doanh nghiệp.

Pursuant to the Government's Decree No.01/2021/ND-CP dated January 4, 2021 on business registration.

Căn cứ Quyết định số 27/2018/QĐ-TTg ngày 06/7/2018 của Thủ tướng Chính phủ ban hành hệ thống ngành kinh tế Việt Nam.

Pursuant to the Prime Minister's Decision No.27/2018/QĐ-TTg dated July 6, 2018 promulgating the system of Vietnam's economic sectors.

Căn cứ Điều lệ tổ chức và hoạt động của Công ty Cổ phần Đầu tư Cầu đường CII;

Pursuant to the Charter of CII Bridges and Roads Investment JSC.

Căn cứ Nghị quyết số 11/NQ-HĐQT ngày 20/11/2024 của Hội đồng quản trị về việc thông qua kế hoạch di dời văn phòng công ty.

Pursuant to Resolution No. 11/NQ-HĐQT dated November 20, 2024, of the Board of Directors regarding the approval of the company's office relocation plan.

Để có căn cứ thực hiện các thủ tục thay đổi nội dung đăng ký doanh nghiệp theo quy định của pháp luật hiện hành.

To have a basis to carry out the procedures for changing business registration contents in accordance with current law.

Hội đồng quản trị kính trình Đại Hội đồng cổ đông thông qua việc thay đổi địa chỉ trụ sở chính và bổ sung ngành nghề kinh doanh của Công ty Cổ phần Đầu tư Cầu đường CII, cụ thể như sau:



The Board of Directors kindly submits to the General Meeting of Shareholders to approve the change of the registered head office address and the addition of business sectors of CII Bridges & Roads Investment JSC, as detailed below:

1. Chấp thuận cho Công ty Cổ phần Đầu tư Cầu đường CII di dời trụ sở chính của công ty từ số 477-479 An Dương Vương, phường 11, quận 6, TP.HCM về địa chỉ Tầng 21, 152 Điện Biên Phủ, phường 25, quận Bình Thạnh, TP.HCM, Việt Nam.

Approving for CII B&R to relocate its head office address from 477-479 An Duong Vuong Street, Ward 11, District 6, Ho Chi Minh City to the address 21st Floor, 152 Dien Bien Phu Street, Ward 25, Binh Thanh District, Ho Chi Minh City, Viet Nam.

2. Chấp thuận cho Công ty Cổ phần Đầu tư Cầu đường CII đăng ký bổ sung ngành, nghề kinh doanh phù hợp với nhu cầu hoạt động của công ty, cụ thể như sau:

Approve CII Bridges & Roads Investment JSC to register additional business lines in accordance with the company's operational needs, as follows:

STT #	Tên ngành, nghề kinh doanh <i>Description</i>	Mã ngành <i>Industry Code</i>
1	<p>Hoạt động tư vấn quản lý. <i>Management consulting activities</i></p> <p><i>Chi tiết: Dịch vụ tư vấn quản lý (trừ tư vấn tài chính, kế toán, pháp luật)</i></p> <p><i>Details: Management consulting services (excluding financial, accounting, and legal consulting)</i></p>	7020

3. Thông qua các nội dung sửa đổi điều lệ công ty như sau:

Approving the following amendments to the company's charter:

- 3.1. Sửa đổi khoản 3 điều 2 Điều lệ tổ chức và hoạt động của công ty như sau:

Amending Clause 3, Article 2 of the company's charter on organization and operation as follows:

* Trụ sở đăng ký của Công ty là:

The company's head office address:

- o Địa chỉ: Tầng 21, 152 Điện Biên Phủ, phường 25, quận Bình Thạnh, TP. Hồ Chí Minh.

Address: 21st Floor, 152 Dien Bien Phu Street, Ward 25, Binh Thanh District, HCMC.

- o Điện thoại/Telephone : 08. 38688379
- o Fax : 08. 38688189
- o E-mail : ciibr@ciibr.com.vn
- o Website : www.ciibr.com.vn



3.2. Cập nhật bổ sung ngành nghề kinh doanh tại khoản 1 điều 3 Điều lệ tổ chức và hoạt động của công ty:

Amending Clause 1, Article 3 of the Charter of the organization and operation of the company as follows:

* Bổ sung ngành nghề kinh doanh của công ty:

Adding the company's business sectors:

STT #	Tên ngành, nghề kinh doanh <i>Description</i>	Mã ngành <i>Class</i>	Ghi chú <i>Note</i>
	Hoạt động tư vấn quản lý. <i>Management consulting activities.</i> Chi tiết: Dịch vụ tư vấn quản lý (trừ tư vấn tài chính, kế toán, pháp luật) <i>Details: Management consulting services (excluding financial, accounting, and legal consulting).</i>	7020	Bổ sung/ <i>Supplement</i>

4. Ủy quyền Chủ tịch Hội đồng quản trị công ty ký, ban hành Điều lệ Công ty (được sửa đổi, bổ sung) sau khi được Đại hội đồng cổ đông thông qua.

Authorize the Chairman to sign and issue the Company's amended Charter after they are approved by the General Meeting of Shareholders.

5. Giao Tổng Giám đốc công ty thực hiện các thủ tục đăng ký kinh doanh theo qui định của pháp luật.

Assigning the General Director to carry out the business registration procedures as prescribed by law.

Rất mong nhận được sự chấp thuận của Đại Hội đồng cổ đông.

We look forward to the approval of the General Shareholders' Meeting.

Trân trọng kính trình.

Respectfully,

* Nơi nhận/Recipients:

- Như trên/As above;

- Lưu HĐQT/ For record BOD.

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
ON BEHALF OF BOD
CHAIRMAN

CÔNG TY
CỔ PHẦN
ĐẦU TƯ CẦU ĐƯỜNG
CHI
QUẬN 6 - TP. HỒ CHÍ MINH
NGUYỄN VĂN THÀNH

CÔNG TY CỔ PHẦN
ĐẦU TƯ CẦU ĐƯỜNG CII
CII BRIDGES AND ROADS
INVESTMENT JSC

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Số: 09 /2025/TTr-DHĐCĐ-CIIBR
No: 09 /2025/TTr-DHĐCĐ-CIIBR

Tp. Hồ Chí Minh, ngày 26 tháng 03 năm 2025
Ho Chi Minh City, March 26, 2025

TỜ TRÌNH PROPOSAL

V/v Thông qua việc miễn nhiệm và bầu bổ sung thành viên
Hội đồng quản trị Công ty cổ phần Đầu tư Cầu đường CII
Re: Approval of Dismissal and Additional Election of Members
Board of Directors of CII Bridges & Roads Investment JSC

Kính gửi: **Đại Hội đồng cổ đông Công ty Cổ phần Đầu tư Cầu đường CII**
To: *The Annual General Meeting of CII Bridges and Roads Investment JSC*

Căn cứ Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17/06/2020 và có hiệu lực từ 01/01/2021;

Pursuant to the Law on Enterprises No. 59/2020 / QH14 passed by the National Assembly on June 17, 2020 and takes effect from January 01, 2021;

Căn cứ Điều lệ tổ chức và hoạt động của Công ty Cổ phần Đầu tư Cầu đường CII;
Pursuant to the Charter of CII Bridges and Roads Investment JSC.

Hội đồng quản trị Công ty Cổ phần Đầu tư Cầu đường CII (CII B&R) có nhận được Thông báo ngày 22/11/2024 và Thông báo ngày 03/03/2025 của cổ đông lớn (nắm giữ 44,94% vốn điều lệ) là Metro Pacific Tollways Corporation (MPTC) về việc thay thế thành viên Hội đồng quản trị của Công ty CII B&R là **ông Rodrigo E. Franco** (Phó Chủ tịch HĐQT) và **ông Christopher Daniel C. Lizo** (Thành viên HĐQT), đồng thời đề cử ứng viên thay thế.

The Board of Directors ("BOD") of CII Bridges & Roads Investment JSC (CII B&R) has received the Notice dated November 22, 2024, and the Notice dated March 03, 2025, from the major shareholder (holding 44.94% of the charter capital) Metro Pacific Tollways Corporation (MPTC) regarding the replacement of members of the BOD of CII B&R, namely Mr. Rodrigo E. Franco (Vice Chairman of the BOD) and Mr. Christopher Daniel C. Lizo (BOD member), and the nomination of replacement candidates.

Để đảm bảo việc miễn nhiệm và bầu bổ sung thành viên Hội đồng quản trị theo đúng thủ tục quy định của Luật doanh nghiệp 2020 và Điều lệ tổ chức hoạt động của Công ty Cổ phần Đầu tư Cầu đường CII./ *To ensure the dismissal and additional election of BOD members in accordance with the procedures stipulated by the Law on Enterprises 2020 and the Charter of CII Bridges & Roads Investment JSC.*

Hội đồng quản trị kính trình Đại hội đồng cổ đông thường niên năm tài chính 2024 thông qua việc miễn nhiệm thành viên Hội đồng quản trị đối với **ông Rodrigo E. Franco** (Phó Chủ tịch HĐQT) và **ông Christopher Daniel C. Lizo** (Thành viên HĐQT), đồng thời chấp thuận

bầu bổ sung 02 thành viên Hội đồng quản trị nhiệm kì (2023-2028) theo quy định của pháp luật và điều lệ công ty./ *The BOD respectfully submits to the Annual General Meeting of Shareholders for the fiscal year 2024 to approve the dismissal of Mr. Rodrigo E. Franco (Vice Chairman of the BOD) and Mr. Christopher Daniel C. Lizo (BOD Member) from their positions on the BOD, and to approve the election of 02 additional BOD members for the term (2023-2028) in accordance with the law and the company's charter.*

Rất mong nhận được sự chấp thuận của Đại Hội đồng cổ đông.

We look forward to the approval of the General Shareholders' Meeting.

Trân trọng kính trình.

Respectfully,

*** Nơi nhận/Recipients:**

- Như trên/As above;
- Lưu HĐQT/ For record BOD.

**TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
ON BEHALF OF BOD
CHAIRMAN**



NGUYỄN VĂN THÀNH



NOTICE

Re: The nomination and candidacy to the BOD, BOS
for the term of 2023-2028

To: Shareholders of CII Bridges and Roads Investment Joint Stock Company.

- Pursuant to the Law on Enterprises No.59/2020/QH14 of the National Assembly of the Socialist Republic of Vietnam come into effect from January 01, 2021.
- Pursuant to the Charter for the organization and operation of CII Bridges and Roads Investment Joint Stock Company;
- Pursuant to the Proposal No.09/2025/TTr-ĐHĐCĐ-CIIBR dated 26/03/2025 of the Board of Directors regarding the dismissal and election of additional members of the Board of Directors of CII Bridges & Roads Investment JSC.

To ensure the election of additional members to the Board of Directors to comply with laws and company charter. Board of Directors would like to give our shareholders the notice of the nomination and candidacy to elect additional members to the Board of Director of Company for the term of 2023 - 2028 as follows:

1. Number of additional Board of Directors members to be elected: 02 (two) members.
2. Conditions for nomination, candidacy to the BOD:

Pursuant to Clause 2, Article 24 of the Company's Charter, which stipulates the rights of shareholders to nominate and stand for election as members of the Board of Directors as follows:

- Shareholders or group of shareholders holding between 10% and less than 20% of voting shares have the right to nominate up to 01 candidate for the Board of Directors.
- Shareholders or group of shareholders holding between 20% and less than 30% of voting shares have the right to nominate up to 02 candidates for the Board of Directors.
- Shareholders or group of shareholders holding between 30% and less than 40% of voting shares have the right to nominate up to 03 candidates for the Board of Directors.
- Shareholders or group of shareholders holding between 40% and less than 50% of voting shares have the right to nominate up to 04 candidates for the Board of Directors.

- Shareholders or group of shareholders holding between 50% and less than 60% of voting shares have the right to nominate up to 05 candidates for the Board of Directors.
 - Shareholders or group of shareholders holding between 60% and less than 70% of voting shares have the right to nominate up to 06 candidates for the Board of Directors.
 - Shareholders or group of shareholders holding between 70% and less than 80% of voting shares have the right to nominate up to 07 candidates for the Board of Directors.
3. Standards and conditions to become a member of BOD: In compliance with the Law on Enterprises.
4. Nomination/candidacy application includes:
- Statement of nomination (in the form attached).
 - CV (form attached).
- (Shareholders can load the forms from the website: www.ciibr.com.vn)*
5. Nomination/candidacy application deadline and recipient:
- Deadline: **17:00**, dated **18/04/2025**.
 - Recipient: CII Bridges and Roads Investment Joint Stock Company.
 - Address: 477-479 An Duong Vuong Street, Ward 11, District 6, HCMC.
 - Telephone: 028. 38688379 Email: ciibr@ciibr.com.vn
- After the deadline, we will cease to consider any nomination/ candidacy.

Respectfully.

Recipients:

- As above;
- Archived in office of BOD.

**ON BEHALF OF BOD
CHAIRMAN
(Signed)**

NGUYEN VAN THANH

**Shareholder/Group of
shareholders**

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

No.:

TP. Ho Chi Minh City, day....month2025

Re: Nomination for member of BOD of
CII B&R for the term 2023-2028

To: - **Annual General Meeting of Shareholders of CII Bridges and
Roads;**
- **Board of Directors, CII Bridges and Roads.**

Pursuant to the Law on Enterprises No.59/2020/QH14 of the National Assembly
of the Socialist Republic of Vietnam come into effect from January 01, 2021.

Pursuant to the Organization and Operation provisions of CII B&R;

Shareholder/Group of shareholders(*) is one of the major shareholders /
group of shareholders owning% of the shares of CII Bridges and Roads
Investment SJC.

We use shares, equivalent to% of Charter Capital of CII Investment
Bridge Joint Stock Company to nominate (or nominate ourselves) as member of
the Board of Directors of the CII B&R (2023-2028) at the Annual General Meeting of
Shareholders in 2024.

I. Information of nominees and candidates for the Board of Directors members:

1. Full name:

- Qualification:

- Job title, at:

- Address:

(See attached CV)

2. Full name:

- Qualification:

- Job title, at:

- Address:

3.

(See attached CV)

We are committed to maintaining our registered ownership as required so that all qualified candidates meet the criteria for joining the Board of Directors / Board of Supervisors on the day of the meeting.

We are looking forward to getting the approval of the Annual General Meeting of Shareholders.

Kindly submitted,

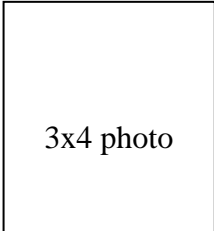
*** Recipients:**

- *As above;*
- *Archived:*

Shareholder/Group of shareholders(*)

(Signature, full name and seal) (in case of an organization)

(*) The group of shareholders, when nominating members of the BOD/ BOS, must enclose a list of shareholders in accordance with the law and the charter of the company.



SOCIALIST REPUBLIC OF VIET NAM
Independence - Freedom - Happiness

_____ *HCMC, Ho Chi Minh, day....month 2025*

CV

(Touse for members of BOD, BOS, BOM)

1. Full name:
2. Gender:
3. ID/Passport: Date of issuance: Place of issuance:
4. DOB: Birthplace:
5. Nationality: Ethnic:
6. Originally from:
7. Permanent Address:
8. Diploma:
9. Qualification:

Certificates:	Profession	Training facility
.....

10. Working experience

Time	Office:	Title

11. Title at the company:
12. Title at other organizations:
13. Number of shares owned:shares, equivalent of% charter capital.
14. Shares entitled to represent:shares, equivalent of% charter capital.
15. Ownership percentage of related persons (detailing the relationship, number of shares, ownership of each person): None
16. Other liabilities of the Company: None
17. Related benefits to the company: None

I hereby declare that the above statements are true and correct. In case any of the above information is found to be false or untrue or misleading or misrepresenting, I am aware that I may be held responsible before the law.

Declarant
(Sign, full name)

DRAFT

WORKING REGULATION
THE ANNUAL GENERAL MEETING (FOR FINANCIAL 2024)

- *Pursuant to the Law on Enterprises No. 59/2020 / QH14 passed by the National Assembly on June 17, 2020 and takes effect from January 01, 2021;*
- *Pursuant to the Charter of CII Bridges and Roads Investment JSC.*
- *Pursuant to the internal governance regulations of CII Bridges & Roads Investment JSC.*

Chapter I

GENERAL RULE

- Article 1.** Working regulation of Annual General Meeting governs the Annual General Meeting (for fiscal year 2024) of CII Bridges and Road Investment Joint Stock Company.
- Article 2.** This regulation verifies the rights and liabilities of participants of the meeting, conditions, work-flow of the meeting.
- Article 3.** Shareholders and participants have the responsibility to conform to the rule of this regulation.

Chapter II

RIGHT AND LIABILITIES OF MEETING PARTICIPANTS

- Article 4. Rights and liabilities of common shareholders.**

4.1. Conditions to join the Meeting:

Shareholders are legal entities, individuals, or representatives of shareholders, groups of shareholders who own voting shares of the Company at closing date of shareholder list (March 19, 2025) or documented authorized representatives of one or more shareholders who own voting shares.

4.2. Right of common shareholders attending the meeting

-
- Have the right to vote on all issues set out by the Company' charter.
 - Have the right to authorize in writing an individual to attend and vote at the Annual General Meeting on his/her behalf.
 - The Organizing board will publicly announce: the Agenda and Contents of the Meeting. All qualified shareholders can voice their ideas in person or through authorized representative(s). All ideas will be discussed at the Annual General Meeting.
 - At the Annual General Meeting, each shareholder, representative attending the Annual General Meeting will have to bring his/her Identity Card/Passport. In case of authorization, the attendee must also bring the letter of authorization. The Shareholder status Inspection Board will check those documents and give a voting sheet (which write down the ordinal number of the shareholder and his/her number of voting shares).
 - Shareholders, representatives attending the Annual General Meeting will discuss and vote on all the issues, contents set out after listening to the report on issues that need to be voted on.
 - Voting rule is as below:
 - + The shareholders voted by raising the **Blue voting card** (agree, disagree, or other opinions) for each content at the meeting.
 - + The shareholders mark (agree, disagree, or have other opinions) on the **Yellow voting card** and sign the voting slip for all voting contents. The Board of Scrutineers will collect the signed voting card and the voting result for each content will be recorded in the Meeting Resolution.

Each voting card represents the ratio of voting shares owned by the shareholder over the total voting shares registered at the Meeting.

- Other content stipulated by specific regulation (if any) will be conducted conforming to this regulation.
- Issues to be voted will be approved when:
 - Approve the revision and supplement of Company's Charter, type of stock, number of stock to be offered, acquisition, restructuring, disintegration, asset liquidation, or transaction by the company with audited value of more than 50% of Company or Branch's total asset (on

book value basis): a minimum ratio of 65% of total registered voting shares.

- Other approval: a minimum ratio of 51% of total registered voting shares.
- The late-coming shareholders can vote after registering and joining the Meeting, but the Chairman does not need to stop the Meeting during the registration of late shareholders, and the validity of previous approvals remain unchanged.

4.3. The liabilities of common shareholders attending the Meeting.

- To attend or authorize their representatives to attend the Annual General Meeting in line with the Charter of the Company.
- To conform to rules of this regulation.
- Shareholders or authorized representatives who attend the meeting must complete their registration with the Organizing Board.
- Strictly follow the rules of Annual General Meeting, with a respect to the results of the Meeting.

Article 5. Rights and liabilities of Meeting's Board of Shareholder Status Inspectors

The Board of Supervisors will check the shareholder status at the Annual General Meeting and report the results to the Meeting.

Article 6. Rights and liabilities of Chairman of the Meeting and Secretary Board:

- The Board of Directors will assign the Chairman Board and appeal for the approval of General Meeting. Then, the Chairman Board will appoint the Meeting secretary Board and nominate the Election Board and seek for the approval of General meeting.
- The Chairman of Board of Directors is the Chairman of the Annual General Meeting.
- The Chairman can decide the order, procedures or contingent events of the general Meeting and perform necessary affairs to ensure the order and valid

of the Meeting; or meet the expectation of majority of attending shareholders.

- The Chairman can also suspend the Meeting to a specific time and venue if this fact is stipulated in the Charter of the company.
- The Secretary Board will assist and follow the guidance of Chairman Board.

Chapter III

DURING MEETING

Article 7. Conditions to run the meeting

The Annual General Meeting will start if at least 51% of voting shares of shareholders are registered at the day of Meeting.

Article 8. Meeting work-flow

The Meeting will discuss and vote for contents in documents which are previously sent to shareholders.

The Meeting will last for one session and give approval on the following contents:

- Approve the Chairman Board, Board of Scrutineers.
- Approve the Meeting agenda.
- Vote for contents displayed by Chairman Board.
- Approve the minute and resolutions of the Meeting.

Chapter IV

END OF MEETING

Article 9. Approve the Resolution of Annual General Meeting

The Chairman of the Meeting read the approved Meeting's Resolution.

Article 10. Minute of the General Annual Meeting

All the contents of the General Annual Meeting will be recorded into the Meeting's minute by the secretary.

Chapter V

ENFORCEMENT PROVISIONS

Article 11. Enforcement Provisions

- This regulation consists of 5 chapters and 11 articles, presented to the General Meeting and submitted for voting by the attending shareholders. It becomes legally binding on all shareholders once approved by the General Meeting of Shareholders.
- The Chairman of the General Meeting is responsible for conducting the meeting in accordance with this regulation, and shareholders attending the meeting are responsible for complying with its provisions.

**ON BEHALF OF THE BOD
CHAIRMAN**

NGUYỄN VĂN THÀNH

No: /2025/NQ-ĐHĐCĐ

HCM city, April 22, 2025

DRAFT

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS
FISCAL YEAR 2024

CII BRIDGES AND ROADS INVESTMENT JSC

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, effective from January 1, 2021;
- Pursuant to the Charter of Organization and Operation of CII Bridge & Road Investment Joint Stock Company;
- Pursuant to the voting results of the Annual General Meeting of Shareholders for the fiscal year 2024 on April 22, 2025.

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
CII BRIDGES AND ROADS INVESTMENT JSC

RESOLVES

Article 1. Approving the Regulation on the Organization of the 2024 Annual General Meeting of Shareholders of CII Bridges & Roads Investment JSC.

* Voting results:

Agree

Disagree

Abstention

Votes:

Votes:

Votes:

Percentage:

Percentage:

Percentage:

Article 2. Approving the 2024 Summary Report and the 2025 Operation Plan of the company (attached in the documents of the Annual General Meeting of Shareholders sent to all company shareholders).

* Voting results:

Agree

Disagree

Abstention

Votes:

Votes:

Votes:

Percentage:

Percentage:

Percentage:

Article 3. Approving the audit report on the 2024 financial statements of CII Bridges & Roads Investment JSC.

* Voting results:

Agree	Disagree	Abstention
Votes:	Votes:	Votes:
Percentage:	Percentage:	Percentage:

Article 4. Approving the 2024 Operation Results and the 2025 Operation Plan of the Board of Directors of CII Bridges & Roads Investment JSC (attached in the Annual General Meeting of Shareholders documents sent to all shareholders).

* Voting results:

Agree	Disagree	Abstention
Votes:	Votes:	Votes:
Percentage:	Percentage:	Percentage:

Article 5. Approving the 2024 Operation results of the Board of Supervisors of CII Bridges & Roads Investment JSC (attached in the Annual General Meeting of Shareholders documents sent to all shareholders).

* Voting results:

Agree	Disagree	Abstention
Votes:	Votes:	Votes:
Percentage:	Percentage:	Percentage:

Article 6. Approving the Proposal on the Profit Distribution Plan for 2024 and the Profit Distribution Plan for 2025 with the following details:

1. Profit Distribution Plan for 2024:

Based on the Profit after-tax of the parent company for 2024 (amounting to VND), the agreed Profit Distribution Plan for 2024 is as follows:

- Allocation to the Bonus and Welfare Fund (2,0%):..... VND.
- Remuneration and operating expenses of the BOD and BOS (0,5%):VND.
- Dividend payout in cash:%

The dividend payment shall be made when all legal conditions are fully met.

Depending on the financial situation of the Company, the Board of Directors is authorized to determine the timing of the dividend payment.

2. Profit Distribution Plan for 2025:

- Allocation to the Bonus and Welfare Fund:.....% Profit after-tax
- Remuneration and operating expenses of the BOM and BOS:% Profit after tax
- Dividend payout in cash:%

* Voting results:

Agree	Disagree	Abstention
Votes:	Votes:	Votes:
Percentage:	Percentage:	Percentage:

Article 7. Unanimously approving the selection of as the audit firm for the 2025 financial statements of the company, as stated in the Proposal No./TTr-ĐHĐCĐ-CIIBR dated .../03/2025 by the Board of Directors.

Authorize the General Director to sign the audit service contract with the selected audit firm to perform the audit of the 2025 financial statements for the company.

* Voting results:

Agree	Disagree	Abstention
Votes:	Votes:	Votes:
Percentage:	Percentage:	Percentage:

Article 8. Approving the change of the company's head office address and the addition of business line as stated in Proposal No./TTr-ĐHĐCĐ-CIIBR dated .../03/2025 by the Board of Directors, with the following details:

- 8.1. Approving the relocation of CII Bridges & Roads Investment JSC's head office from 477-479 An Duong Vuong, Ward 11, District 6, Ho Chi Minh City, to Floor 21, 152 Dien Bien Phu, Ward 25, Binh Thanh District, Ho Chi Minh City.
- 8.2. Approve the registration of additional business lines suitable for the company's operational needs, as follows:

No.	Business Line	Code
1	Management consulting activities. <i>Details: Management consulting services (excluding financial, accounting, and legal consulting).</i>	7020

8.3. Approving the amendments to the Company's Charter as follows:

a) Amending Clause 3, Article 2 of the Company's Charter on organization and operation:

* The Company's registered head office is:

- Address: Floor 21, 152 Dien Bien Phu, Ward 25, Binh Thanh District, Ho Chi Minh City.
- Phone: 08. 38688379
- Fax : 08. 38688189
- E-mail: ciibr@ciibr.com.vn
- Website : www.ciibr.com.vn

b) Updating and supplementing business lines in Clause 1, Article 3 of the Company's Charter on organization and operation:

* Adding the company's business lines:

No.	Business Line	Code	Note
	Management consulting activities. <i>Details: Management consulting services (excluding financial, accounting, and legal consulting).</i>	7020	Addition

8.4. Authorizing the Chairman of the Board of Directors to sign and promulgate the Company's Charter (amended and supplemented) after approval by the General Meeting of Shareholders.

8.5. Assigning the General Director of the Company to carry out business registration procedures in accordance with the law.

* Voting results:

Agree	Disagree	Abstention
Votes:	Votes:	Votes:
Percentage:	Percentage:	Percentage:

Article 9. Approving the dismissal of the Board of Directors members for the term 2023–2028, including **Mr. Rodrigo E. Franco** (Vice Chairman of the BOD) and **Mr. Christopher Daniel C. Lizo** (BOD Member).

* Voting results:

Agree	Disagree	Abstention
Votes:	Votes:	Votes:
Percentage:	Percentage:	Percentage:

Article 10. Approving the election results for additional Board of Directors members for the term 2023–2028 for Mr./Ms. (Enclosed with the vote counting record).

* Voting results:

Agree	Disagree	Abstention
Votes:	Votes:	Votes:
Percentage:	Percentage:	Percentage:

Article 11. This resolution takes effect from the date of signing. All shareholders of CII Bridges and Roads Investment JSC, members of the Board of Directors,

members of the Board of Supervisors, and company staff are responsible for implementing this resolution.

**ON BEHALF OF THE GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN OF THE MEETING**

NGUYEN VAN THANH