

Số/No: 146 /2025/CIIBR-HC

TP. HCM, ngày 23 tháng 04 năm 2025
HCM city, April 23, 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

1. 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 Biên bản họp và Nghị quyết số 01/2025/NQ-ĐHĐCĐ ngày 22/04/2025 của Đại Hội đồng cổ đông thường niên năm tài chính 2024 Công ty Cổ phần Đầu tư Cầu đường CII.

CII Bridges & Roads Investment JSC respectfully announces to our esteemed shareholders the Minutes of Meeting and Resolution No. 01/2025/NQ-AGM dated April 22, 2025 of the Annual General Meeting of Shareholders for the 2024 financial year of CII Bridges & Roads Investment JSC.

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 23/04/2025 theo đường dẫn/ *This information was published on the Company's website on 23/04/2025 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*:

Biên bản họp và Nghị Quyết số 01/2025/NQ-ĐHĐCĐ ngày 22/04/2025 của Đại Hội đồng cổ đông.

Resolution No. 01/2025/NQ-DHĐCD dated 22/04/2025 of the AGM.

Đại diện tổ chức

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



TỔNG GIÁM ĐỐC
Nguyễn Văn Chính



No: 01 /2025/NQ-ĐHĐCĐ

HCM city, April 22, 2025

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 of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents (“Law on Enterprises”);
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (as amended and supplemented from time to time), and its guiding documents (“Law on Securities”);
- Pursuant to the Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities (“Decree 155”).
- Pursuant to the Circular No. 118/2020/TT-BTC dated December 31, 2020 providing guidance on the offering and issuance of securities, public tender offers, repurchase of shares, registration and delisting of public companies (“Circular 118”).
- 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: 192,531,570
Percentage: 100%

Votes: 0
Percentage: 0

Votes: 0
Percentage: 0

Article 2. Approving the 2024 Summary Report and the 2025 Operation Plan of the company.

2.1. 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				

2.2. 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				

* Voting results:

Agree

Votes: 192,626,176
Percentage: 100%

Disagree

Votes: 0
Percentage: 0

Abstention

Votes: 0
Percentage: 0

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

Approval for the company and its subsidiaries to write off bad debts that have been provisioned.

* Voting results:

Agree

Votes: 192,626,176
Percentage: 100%

Disagree

Votes: 0
Percentage: 0

Abstention

Votes: 0
Percentage: 0

Article 4. Approving the 2024 Operation Results and the 2025 Operation Plan of the Board of Directors of CII Bridges & Roads Investment JSC.

* Voting results:

Agree	Disagree	Abstention
Votes: 192,626,176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 5. Approving the 2024 Operation results of the Board of Supervisors of CII Bridges & Roads Investment JSC.

* Voting results:

Agree	Disagree	Abstention
Votes: 192,626,176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

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 **305,209,715,175 VND**), the agreed Profit Distribution Plan for 2024 is as follows:

- Allocation to the Bonus and Welfare Fund (2.0%): 6,104,194,304 VND.
- Remuneration and operating expenses of the BOD and BOS (0.5%): 1,526,048,576 VND.
- Dividend payout in cash: 12%

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: 2,0% Profit after-tax
- Remuneration and operating expenses of the BOM and BOS: 0,5% Profit after tax
- Dividend payout in cash: 10-12%

* Voting results:

Agree	Disagree	Abstention
Votes: 192,626,176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 7. Unanimously approving the selection of International Consulting and Public Auditing Company Limited (ICPA) as the audit firm for the 2025 financial

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statements of the company, as stated in the Proposal No. 07/TTr-ĐHĐCĐ-CIIBR dated 26/03/2025 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: 192,626,176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 8. Approving the change of the company's head office address and the addition of business line as stated in Proposal No. 08/TTr-ĐHĐCĐ-CIIBR dated 26/03/2025 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. Details: Management consulting services (excluding financial, accounting, and legal consulting).	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: 028. 38688379
- Fax : 028. 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. Details: Management consulting services (excluding financial, accounting, and legal consulting).	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: 192,626,176	Votes: 0	Votes: 0
Percentage: 0	Percentage: 0	Percentage: 0

Article 9. Approving the plan for a public offering of shares to existing shareholders to increase charter capital, the plan for utilizing the proceeds from the offering, and the listing of the additional shares on the Stock Exchange under the name of CII Bridges & Roads Investment JSC, with the following specific details:

9.1. Approval of the plan for a public offering of shares to existing shareholders:

(According to the contents of the Proposal No. 12/2025/TTr-ĐHĐCĐ-CIIBR dated April 21, 2025 of the Board of Directors attached)

9.2. Approval of the plan for utilization of capital raised from the share offering:

(According to the contents of the Proposal No. 12/2025/TTr-ĐHĐCĐ-CIIBR dated April 21, 2025 of the Board of Directors attached)

9.3. Approval of supplementary registration, depository and listing:

All shares offered to existing shareholders will be additionally registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) after the completion of the offering in accordance with legal regulations.

9.4. Approval to authorize the board of directors to decide on the following matters:

The General Meeting of Shareholders authorizes the Company's Board of Directors to decide on all matters related to the offering within its authority, including but not limited to the following:

- a) Develop a detailed offering plan, draft and issue the necessary documents related to the offering plan, select the appropriate time for the offering, implement the offering plan, and carry out other necessary procedures to

successfully offer additional shares for increasing charter capital, ensuring that the Company's share offering is conducted legally and in accordance with applicable laws while best protecting the rights of the Company's shareholders;

- b) Amend and supplement any contents or matters not presented in this charter capital increase plan that are required by law and/or necessary for clarification, to ensure the share offering complies with applicable regulations and safeguards shareholders' rights. The Board of Directors is responsible for reporting any amendments to the nearest General Meeting of Shareholders;
- c) The Board of Directors approve the detailed capital utilization plan, decide on matters related to the allocation, balancing, and adjustment of the capital raised from the offering to match the actual situation of the Company and the capital utilization purpose previously approved by the General Meeting of Shareholders;
- d) Carry out procedures for changing business registration and amending the Company's Charter to reflect the new charter capital based on the actual results of the offering, with the competent State authorities, and resolve any related matters in accordance with legal regulations.
- e) Carry out the registration for depository and additional listing of all newly issued shares in compliance with regulations of the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh City Stock Exchange.
- f) Approve the offering of shares in compliance with the legal regulations on foreign ownership limits.
- g) Approve contracts, documents, and other transactions related to the offering of shares for charter capital increase and the implementation of the capital utilization plan mentioned in Section 9.2.
- h) Perform all other necessary tasks and procedures to complete the offering and capital increase according to the offering plan and capital utilization plan approved by the General Meeting of Shareholders, in compliance with legal regulations and in the best interests of the Company's shareholders.

* Voting results:

Agree	Disagree	Abstention
Votes: 192,626,176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 10. 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
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Votes: 192,626,176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 11. Approving the election results for additional Board of Directors members for the term 2023–2028 for **Mr. Jose Ma. Kamantigue Lim Mr. Luis Soriano Reñon** (Enclosed with the vote counting record).

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 12. 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**

(Signed)
NGUYEN VAN THANH



Ho Chi Minh City, April 21, 2025

MEETING MINUTES
2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS
DATE: APRIL 22, 2025

I. COMPANY INFORMATION:

- Company name: CII Bridges & Roads Investment JSC
- Head office: 477 - 479 An Duong Vuong Street, Ward 11, District 6, Ho Chi Minh City.
- Telephone: (028). 38688239 Fax: (028). 38688189
- Enterprise Registration Certificate No.: 0300482241 issued by the Ho Chi Minh City Department of Planning and Investment, amended for the 22nd time on April 22, 2022.
- Charter capital: 1,928,547,650,000 VND (One trillion nine hundred twenty-eight billion five hundred forty-seven million six hundred fifty thousand dong).
- Stock code: LGC.

II. TIME, VENUE, AND PARTICIPANTS

- Time: 2:00 PM, April 22, 2025.
- Venue: Continental Hotel
132 - 134 Dong Khoi Street, Ben Nghe Ward, District 1, Ho Chi Minh City
- Participants: Shareholders of CII Bridges & Roads Investment JSC.

III. MEETING PROCEDURES

1. Report on Verification of Shareholders' Eligibility to Attend the 2024 Annual General Meeting of Shareholders

As of 2:00 PM on April 22, 2025, a total of 11 shareholders were present and registered to attend the 2024 Annual General Meeting of Shareholders, representing and/or holding 192,531,570 shares, equivalent to 99.83% of the total voting shares of the Company (as of the record date of March 19, 2025).

Pursuant to the Law on Enterprises, the number of shares represented at the 2024 Annual General Meeting of Shareholders exceeded 51% of the total voting shares of the Company (as of the record date of March 19, 2025), and therefore, the 2024 Annual General Meeting of Shareholders is deemed valid.

(Attached: Report on Verification of Shareholders' Eligibility and Quorum by the Board of Supervisors and the List of Shareholders Attending the 2024 Annual General Meeting of Shareholders).

2. Announcement of Nomination and Voting on the Chairing Panel

Pursuant to the Law on Enterprises and Clause 4, Article 19 of the Charter on the Organization and Operation of CII Bridges & Roads Investment JSC.

Mr. Nguyen Van Thanh, Chairman of the Board of Directors, is the default Chairman of the Meeting.

The Board of Directors announced the nomination and proposed that the General Meeting of Shareholders vote to approve the remaining member of the Chairing Panel:

Mr. Nguyen Van Chinh – Member of the Board of Directors and General Director.

The General Meeting conducted an open vote and approved the list of the Chairing Panel members with the following results:

Agree	Disagree	Abstention
Votes: 192.531.570	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Accordingly, the 2024 Annual General Meeting of Shareholders of CII Bridges & Roads Investment JSC was conducted under the direction of the Chairing Panel comprising:

- Mr. Nguyen Van Thanh – Chairman of the Board of Directors – Chairperson of the Meeting.

- Mr. Nguyen Van Chinh – Member of the Board of Directors and General Director.

3. Announcement of the Nomination of the Meeting Secretariat:

Pursuant to Clause 4, Article 19 of the Company's Charter on Organization and Operation, the Chairing Panel announced the nomination of the Meeting Secretariat, consisting of:

- Mr. Ho Xuan Minh.

- Ms. Nguyen Thi Thuy Quynh.

4. Approval of the AGM Agenda:

On behalf of the Presidium, Mr. Nguyen Van Thanh, Chairman of the Board of Directors, delivered the opening remarks and presented the proposed agenda for the AGM, which includes:

- Report on the summary of activities in 2024 and the operational plan for 2025.
- Report on the audited financial statements for the year 2024.
- Report on the activities of the Board of Directors in 2024.
- Report on the activities of the Board of Supervisors in 2024.
- Proposal regarding the profit distribution plan for 2024 and the proposed profit distribution plan for 2025.
- Proposal regarding the selection of the auditing firm for the fiscal year 2025.
- Proposal regarding the change of the company's head office address and the addition of business lines.
- Approving the dismissal and election of additional members to the Board of Directors for the 2023–2028 term.
- Approval of the plan to offer shares to existing shareholders.
- Discussion, shareholder feedback, and voting on the AGM's agenda items.
- Approving the Resolution of the Annual General Meeting of Shareholders for the fiscal year 2024.

The AGM conducted an open vote and approved the agenda. The voting results from the General Meeting of Shareholders are summarized as follows:

Agree	Disagree	Abstention
Votes: 192.531.570	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

5. Approval of the Regulations on Organizing the 2024 Annual General Meeting of Shareholders

Mr. Nguyen Van Thanh, on behalf of the Chairperson, presented the Regulations on Organizing the Annual General Meeting of Shareholders for the 2024 fiscal year.

The Meeting conducted an open vote and approved the Regulations on Organizing the General Meeting. The voting results were summarized as follows:

Agree	Disagree	Abstention
Votes: 192.531.570	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0:

IV. MEETING AGENDA

1. Report on 2024 Performance and 2025 Business Plan:

Mr. Nguyen Van Chinh – General Director of the Company – presented the Company's business performance results for 2024 and the business plan for 2025.

(The report had been sent to all shareholders in advance as part of the 2024 Annual General Meeting materials.).

2. Report on the 2024 Financial Statement Audit Results.

Ms. Nguyen Thi Hong Hanh – Head of the Board of Supervisors – delivered the audit report on the financial statements for the period from January 1, 2024 to December 31, 2024, prepared by CII Bridges & Roads Investment JSC. The audit was conducted by INTERNATIONAL CERTIFIED PUBLIC ACCOUNTANTS CO., LTD (ICPA).

(The report had been sent to all shareholders in advance as part of the 2024 Annual General Meeting materials.).

3. Report on the Activities of the Board of Directors in 2024.

Mr. Nguyen Van Thanh – Chairman of the Board of Directors – presented the report on the activities of the Board of Directors in 2024.

(The report had been sent to all shareholders in advance as part of the 2024 Annual General Meeting materials.).

4. Report by the Board of Supervisors on Operational and Financial Review for 2024.

Ms. Nguyen Thi Hong Hanh – Head of the Board of Supervisors – presented the report on the operational performance, compliance with regulations, and assessment of the 2024 financial statements.

(The report had been sent to all shareholders in advance as part of the 2024 Annual General Meeting materials)

5. Proposals to the General Meeting of Shareholders:

Mr. Nguyen Van Chinh – General Director – presented the following proposals from the Board of Directors for shareholder consideration:

- 5.1. Proposal No. 06/2025/TTr-DHDCD-CIIBR dated March 26, 2025: Profit distribution plan for 2024 and profit distribution plan for 2025.
- 5.2. Proposal No. 07/2025/TTr-DHDCD-CIIBR dated March 26, 2025: Selection of the independent audit firm for the 2025 fiscal year.

- 5.3. Proposal No. 08/2025/TTr-DHDCD-CIIBR dated March 26, 2025: Change of the Company's head office address and amendment to the Company's business lines.
- 5.4. Proposal No. 09/2025/TTr-DHDCD-CIIBR dated March 26, 2025: Dismissal and election of additional members of the Board of Directors for the 2023–2028 term.
- 5.5. Proposal No. 12/2025/TTr-DHDCD-CIIBR dated April 21, 2025: Public offering plan to existing shareholders.

(All proposals had been sent to shareholders in advance as part of the 2024 Annual General Meeting materials.)

6. Supplementary Report on Shareholder Attendance:

Ms. Nguyen Thi Hong Hanh – Head of the Board of Supervisors – reported on the updated shareholder attendance: As of 3:10 PM on April 22, 2025, a total of 19 shareholders were present, representing and holding 192,626,176 shares, accounting for 99.88% of the total voting shares (as of the record date on March 19, 2025).

7. Election of Additional Members to the Board of Directors for the 2023–2028 Term:

7.1. Approval of the Dismissal of Board Members (2023–2028 Term):

Based on the notifications dated November 22, 2024, and March 3, 2025, from major shareholder Metro Pacific Tollways Corporation (MPTC), holding 44.94% of charter capital, requesting the replacement of Board members **Mr. Rodrigo E. Franco** (Vice Chairman of the Board) and **Mr. Christopher Daniel C. Lizo** (Board Member), and nominating replacement candidates.

Based on Proposal No. 09/2025/TTr-DHDCD-CIIBR dated March 26, 2025, on the dismissal and election of additional Board members for the 2023–2028 term.

The General Meeting conducted an open vote and approved the dismissal of **Mr. Rodrigo E. Franco** and **Mr. Christopher Daniel C. Lizo**. Voting results were as follows:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

7.2. Approval of the List of Nominated Candidates for the Board of Directors (2023–2028 Term) :

Pursuant to Clause 2, Article 25 of the Charter of CII Bridges & Roads Investment JSC on the right of shareholders to nominate and self-nominate

candidates for the Board of Directors.

As of the reporting time, the Meeting Organizing Committee had received one nomination letter from major shareholder Metro Pacific Tollways Corporation (MPTC), holding 44.94% of voting shares, nominating the following two candidates:

1. Mr. Jose Ma. Kamantigue Lim.
2. Mr. Luis Soriano Reñon.

In addition, no shareholders or shareholder groups nominated or self-nominated any additional candidates for the Board of Directors at the General Meeting.

Therefore, the list of candidates for the additional election to the Board of Directors consists of the two nominees mentioned above.

(Summarized CV of the two candidates had been sent in advance to all shareholders as part of the 2024 Annual General Meeting materials.).

Request for the General Meeting to publicly vote and approve the list of candidates for the additional election of members of the Board of Directors for the 2023–2028 term. The voting results of the General Meeting of Shareholders are as follows:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

7.3. Announcement of nomination and voting on the list of the Election Committee:

Based on the preparations by the Organizing Committee, the Chairing Panel announced the nominations and requested the General Meeting of Shareholders to vote on the following members of the Election Committee:

1. Ms. Nguyen Thi Hong Hanh – Head
2. Mr. Dang Quang Phuc – Member.
3. Mr. Le Hoang Vu – Member.

The General Meeting conducted a public vote and approved the Election Committee with the following results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

7.4. Approval of the Election Regulations:

Mr. Dang Quang Phuc, representing the Election Committee, announced the Election Regulations for the election of Board members and sought approval from the General Meeting of Shareholders. (The Election Regulations had been distributed to all shareholders in advance as part of the 2024 AGM documents.)

The General Meeting conducted a public vote and approved the Election Regulations with the following results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

7.5. Voting:

After receiving instructions from the Election Committee, the General Meeting of Shareholders conducted the vote to elect additional members to the Board of Directors for the 2023–2028 term.

8. Discussion on the contents of the reports and proposals.

Shareholder Pacific Tollways Corporation (MPTC) proposed adjusting the 2025 cash dividend plan to 10–12%.

9. Announcement of the election results for additional members of the Board of Directors for the 2023–2028 term:

Based on the Minutes of Vote Counting dated April 22, 2025, as announced by the Election Committee, the results are as follows:

No.	Full name	Votes	Percentage
1	Jose Ma. Kamantigue Lim	192.626.176	100%
2	Luis Soriano Reñon	192.626.176	100%

Pursuant to the Election Regulations approved by the General Meeting of Shareholders, Mr. Jose Ma. Kamantigue Lim and Mr. Luis Soriano Reñon were elected as members of the Board of Directors of CII Bridges & Roads Investment JSC for the 2023–2028 term. (Vote counting minutes attached.).

10. Voting on the contents of the 2024 Annual General Meeting of Shareholders:

After reviewing the reports and proposals presented by the Board of Directors, the General Meeting discussed and unanimously approved the following items:

10.1. Approval of the 2024 Activity Summary Report and the 2025 Activity Plan.

*Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

10.2. Approval of the 2024 Audited Financial Statement of CII Bridges & Roads Investment JSC.

Approval for the company and its subsidiaries to write off bad debts that have been provisioned.

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

10.3. Approval of the 2024 Board of Directors' Activity Report.

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

10.4. Approval of the 2024 Board of Supervisors' Activity Report.

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

10.5. Approval of the 2024 Profit Distribution Plan and the 2025 Profit Distribution Plan Based on the 2024 after-tax profit of the parent company (305,209,715,175 VND), the proposed 2024 profit distribution plan is as follows:

a) Profit Distribution Plan for 2024 After-Tax Profit:

Based on the parent company's after-tax profit for 2024 (305,209,715,175 VND), the profit distribution plan for 2024 is agreed as follows:

- Allocation to bonus and welfare fund (2.0%) (2,0%): 6.104.194.304 VND.
- Remuneration and operating expenses for the Board of Directors and Board of Supervisors (0,5%): 1.526.048.576 VND.
- Cash dividend: 12%

The dividend payment will be made once all legal conditions are fully met.

Depending on the company's financial position, the Board of Directors is authorized to determine the dividend payment timing.

b) Profit Distribution Plan for 2025 After-Tax Profit:

Based on the 2025 business plan, the General Meeting of Shareholders approved the profit after tax distribution plan for 2025 (parent company) as follows:

- Allocation to bonus and welfare fund: 2,0% profit after tax
- Remuneration and operating expenses of the Board of Directors and Board of Supervisors: 0,5% profit after tax
- Cash dividend distribution: 10% - 12%

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

10.6 Approval was granted to select International Consulting and Public Auditing Company Limited (ICPA) as the independent auditor for the Company's 2025 fiscal year, pursuant to the proposal No. 07/2025/TTr-ĐHĐCĐ-CIIBR dated March 26, 2025, from the Board of Directors.

Authorize the General Director of the Company to sign the service contract with the selected auditing firm to conduct the audit of the Company's 2025 financial statements.

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

10.7. Approval of the Change of the Company's Head Office Address and Addition of Business Lines of CII Bridges & Roads Investment JSC. Pursuant to proposal No. 08/2025/TTr-ĐHĐCĐ-CIIBR dated March 26, 2025, from the Board of Directors, the following matters were approved:

- a) Approval for the relocation of the head office of CII Bridges & Roads Investment JSC from 477-479 An Duong Vuong, Ward 11, District 6, Ho Chi Minh City to: 21st Floor, 152 Dien Bien Phu Street, Ward 25, Binh Thanh District, Ho Chi Minh City, Vietnam.
- b) Approval for the addition of new business activities to the Company's registered business lines to meet operational needs, specifically:

No.	Business Line	Code
1	Management consultancy activities. Detail: Management consulting services (excluding financial, accounting, and legal consulting)	7020

c) Approval of amendments to the Company's Charter, as follows:

c1) Amendment to Clause 3, Article 2 of the Company's Charter on Organization and Operation:

* The Company's registered head office is:

- o Address: 21st Floor, 152 Dien Bien Phu Street, Ward 25, Binh Thanh District, Ho Chi Minh City.
- o Tel: 028.38688239 – 38688379

- Fax : 028. 38688189
- E-mail : ciibr@ciibr.com.vn
- Website : www.ciibr.com.vn

c2) Update and addition to the list of business lines in Clause 1, Article 3 of the Company's Charter:

* In addition to the registered business lines, the Company shall add the following business line:

No.	Business Line	Code	Note
	Management consultancy activities. Detail: Management consulting services (excluding financial, accounting, and legal consulting)	7020	Supplement

d) Authorization for the Chairman of the Board of Directors to sign and promulgate the amended and supplemented Charter of the Company after being approved by the General Meeting of Shareholders.

e) The General Director is assigned to carry out the business registration procedures in accordance with applicable laws.

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

10.8. Approving the plan for a public offering of shares to existing shareholders to increase charter capital, the plan for utilizing the proceeds from the offering, and the listing of the additional shares on the Stock Exchange under the name of CII Bridges & Roads Investment JSC, with the following specific details:

a) Approval of the plan for a public offering of shares to existing shareholders:

Issuer Name	:	CII Bridges & Roads Investment JSC
Name of Shares Offered	:	Shares of CII Bridges & Roads Investment JSC
Stock Code	:	LGC
Stock Exchange	:	HOSE
Type of Shares	:	Common shares
Par Value	:	10.000 VND/share

Current Charter Capital	:	1.928.547.650.000 VND
Number of Outstanding Shares	:	192.854.765 Shares
Number of Treasury Shares	:	0 share
Expected Number of Shares to be Offered	:	19,285,476 shares, equivalent to 10% of the outstanding shares
Total Par Value of the Offering	:	192.854.760.000 VND
Purpose of the Offering	:	To contribute capital to Hien An Binh Bridges and Roads Joint Stock Company (a subsidiary of the Issuer) for the implementation of infrastructure investment projects planned by the company.
Offering Method:	:	Public offering of shares to existing shareholders
Eligible Buyers:	:	Existing shareholders whose names appear on the list of shareholders as of the record date for exercising the right to purchase additional shares, as prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC). (The specific record date will be decided by the Board of Directors as authorized by the General Meeting of Shareholders.)
Exercise Ratio:	:	10:1 (On the record date for exercising rights, shareholders holding 01 share will receive 01 purchase right. Shareholders holding 10 purchase rights will be entitled to buy 01 new share. The purchase right is transferable once.)
Offering Price:	:	10.000 VND/share
Expected Offering Period:	:	<ul style="list-style-type: none"> Expected in 2025 or another time as determined by the Board of Directors and after the State Securities Commission issues the Certificate of Public Offering Registration. The General Meeting of Shareholders authorizes the Board of Directors to decide the offering date, in accordance with applicable laws and in the best interests of the shareholders and the Company.

Distribution Method:	:	Distribution through the exercise of rights by existing shareholders.
Transfer of Purchase Rights:	:	<ul style="list-style-type: none"> Shareholders may transfer their purchase rights to others, but each right may only be transferred once during the prescribed period. The transferee may not further transfer the rights to a third party. The parties will negotiate the transfer value and be responsible for all related obligations.
Transfer Restrictions:	:	The additional shares offered to existing shareholders are common shares and are not subject to any transfer restrictions.
Rounding Policy:	:	<p>The number of additional shares will be rounded down to the nearest whole share to ensure that the total number of distributed shares does not exceed the total number of shares issued. Any fractional shares will be canceled.</p> <p>Example: On the record date, Shareholder A owns 185 LGC shares, thus entitled to 185 rights. The number of new shares they can purchase is $(185 \times 1) / 10 = 18.5$ LGC shares. According to the rounding policy, Shareholder A will be entitled to purchase 18 additional LGC shares. The 0.5 fractional share will be canceled.</p>
Treatment of Fractional Shares and Shares Not Subscribed or Not Paid for by Investors (Unallocated Shares, if any):	:	Any remaining shares not fully distributed will be canceled.
Plan to Ensure Compliance with Foreign Ownership Limit:	:	The General Meeting of Shareholders authorizes the Board of Directors to approve a specific plan to ensure the share offering complies with foreign ownership regulations.
Minimum Successful Subscription Rate:	:	As this is a rights offering to existing shareholders based on their ownership ratio, no minimum successful subscription rate is applicable.

Capital Raising Plan in Case of Incomplete Subscription:	:	In the event that the offering is not fully subscribed and the total capital raised falls short of the expected amount, the Board of Directors may consider flexibly using other available company funds, bank loans, or other legitimate sources to make up for the shortfall in order to achieve the intended use of proceeds.
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b) Approving the plan for utilization of capital raised from the share offering::

No.	Capital Utilization Plan	Amount (VND)
1	Capital contribution to Hien An Binh Bridges & Roads JSC (a subsidiary of the Issuer) for the implementation of infrastructure investment projects as planned by the company.	192.854.760.000
	Total	192.854.760.000

c) Approving the supplementary registration, depository and listing:

All shares offered to existing shareholders will be additionally registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) after the completion of the offering in accordance with legal regulations.

d) The General Meeting of Shareholders authorizes the Company's Board of Directors to decide on all matters related to the offering within its authority, including but not limited to the following:

- Develop a detailed offering plan, draft and issue the necessary documents related to the offering plan, select the appropriate time for the offering, implement the offering plan, and carry out other necessary procedures to successfully offer additional shares for increasing charter capital, ensuring that the Company's share offering is conducted legally and in accordance with applicable laws while best protecting the rights of the Company's shareholder;
- Amend and supplement any contents or matters not presented in this charter capital increase plan that are required by law and/or necessary for clarification, to ensure the share offering complies with applicable regulations and safeguards shareholders' rights. The Board of Directors is responsible for reporting any amendments to the nearest General Meeting of Shareholders;
- The Board of Directors approve the detailed capital utilization plan, decide on matters related to the allocation, balancing, and adjustment of the capital raised from the offering to match the actual situation of the Company and the capital utilization purpose previously approved by the General Meeting of Shareholders.

- Carry out procedures for changing business registration and amending the Company's Charter to reflect the new charter capital based on the actual results of the offering, with the competent State authorities, and resolve any related matters in accordance with legal regulations.
- Carry out the registration for depository and additional listing of all newly issued shares in compliance with regulations of the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh City Stock Exchange.
- Approving the offering of shares in compliance with the legal regulations on foreign ownership limits.
- Approving contracts, documents, and other transactions related to the offering of shares to increase charter capital, and the implementation of the capital use plan stated in Section b).
- Carry out other necessary tasks and procedures to complete the offering of shares to increase charter capital in accordance with the approved share offering plan and the post-offering capital use plan as approved by the General Meeting of Shareholders, in compliance with legal regulations and in the best interests of the Company's shareholders.

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

V. APPROVAL OF THE DRAFT RESOLUTION OF THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Based on the Draft Resolution prepared by the Meeting Secretariat, the General Meeting of Shareholders voted to approve the draft resolution of the 2024 Annual General Meeting of Shareholders. The voting results are as follows:

* Voting results:

Agree	Disagree	Abstention
Votes: 192.626.176	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

The meeting was concluded at 16h15 on the same day.

MEETING SECRETARIES

**CHAIRING PANEL
BOD CHAIRMAN**

(Signed)
Nguyễn Thị Thúy Quỳnh

(Signed)
Hồ Xuân Minh

(Signed)
NGUYỄN VĂN THÀNH



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

3. Based on the 2024 audited consolidated financial statements of CII Bridges & Roads Investment JSC, provisions have been made for uncollectible receivables.

At the General Meeting, the shareholders are requested to approve allowing CII Bridges & Roads Investment JSC and its subsidiaries to write off the uncollectible receivables that have already been provisioned for.

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
<i>Unit: Million VND</i>							

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



Ho Chi Minh City, March 26, 2025

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-ĐHĐCĐ dated April 23, 2024, of the General Meeting of Shareholders, achieving the following results:

No.	Content of Resolution No. 01/2024/NQ-ĐHĐCĐ	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

Ho Chi Minh City, March 21st, 2025

**BOARD OF
SUPERVISORS**



**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 |
| <i>Bonus and welfare fund (2.0%)</i> | <i>: 6,104,194,304 đồng</i> |



- 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**

[Signature]

NGUYỄN VĂN THÀNH



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

Số: 67/2025/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.

ICAP 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**

Số: 08/2025/TTr-DHĐCĐ-CIIBR
No: 08/2025/TTr-DHĐCĐ-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 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:

- 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.

- Điện thoại/Telephone : 08. 38688379
- Fax : 08. 38688189
- E-mail : ciibr@ciibr.com.vn
- 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>
	<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> <i>Details: Management consulting services (excluding financial, accounting, and legal consulting).</i></p>	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**



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



**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
THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

Số: 12/2025/TTr-ĐHĐCĐ-CIIBR
No: 12/2025/TTr-ĐHĐCĐ-CIIBR

Tp. Hồ Chí Minh, ngày 21 tháng 04 năm 2025
HCM city, April 21, 2025

TỜ TRÌNH/ PROPOSAL

*V/v Phương án chào bán cổ phiếu ra công chúng cho cổ đông hiện hữu
Re: Plan for Public Offering of Shares to Existing Shareholders*

Kính trình: ĐẠI HỘI ĐỒNG CỔ ĐÔNG

CÔNG TY CỔ PHẦN ĐẦU TƯ CẦU ĐƯỜNG CII.

To: GENERAL MEETING OF SHAREHOLDERS

CII BRIDGES AND ROADS INVESTMENT JSC

Căn cứ/ Pursuant:

- Luật Doanh Nghiệp số 59/2020/QH14 được Quốc Hội Nước Cộng Hòa Xã Hội Chủ Nghĩa Việt Nam thông qua ngày 17 tháng 06 năm 2020 và các văn bản hướng dẫn thi hành (“**Luật Doanh Nghiệp**”)/ The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents (“Law on Enterprises”);
- Luật Chứng Khoán số 54/2019/QH14 được Quốc Hội Nước Cộng Hòa Xã Hội Chủ Nghĩa Việt Nam thông qua ngày 26 tháng 11 năm 2019 (được sửa đổi, bổ sung tùy từng thời điểm), và các văn bản hướng dẫn thi hành (“**Luật Chứng Khoán**”)/ The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 (as amended and supplemented from time to time), and its guiding documents (“Law on Securities”);
- Nghị định số 155/2020/NĐ-CP ngày 31 tháng 12 năm 2020 của Chính Phủ quy định chi tiết thi hành một số điều của Luật Chứng Khoán (“**Nghị Định 155**”)/ Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities (“Decree 155”).
- Thông tư số 118/2020/TT-BTC ngày 31 tháng 12 năm 2020 hướng dẫn một số nội dung về chào bán, phát hành chứng khoán, chào mua công khai, mua lại cổ phiếu, đăng ký công ty đại chúng và hủy tư cách công ty đại chúng (“**Thông tư 118**”)/ Circular No. 118/2020/TT-BTC dated December 31, 2020 providing guidance on the offering and

issuance of securities, public tender offers, repurchase of shares, registration and delisting of public companies (“Circular 118”).

- Điều lệ Tổ chức và hoạt động của Công ty Cổ phần Đầu tư Cầu đường CII/ The Charter on the Organization and Operation of CII Bridges & Roads Investment JSC.

Nhằm bổ sung nguồn vốn để mở rộng nhu cầu đầu tư trong năm 2025, Hội đồng quản trị Công ty Cổ phần Đầu tư Cầu đường CII (“**HĐQT**”) kính trình Đại hội đồng cổ đông (“**DHĐCĐ**”) thông qua Phương án chào bán cổ phiếu ra công chúng cho cổ đông hiện hữu để tăng vốn điều lệ, thông qua Phương án sử dụng vốn thu được từ đợt chào bán và thông qua việc niêm yết cổ phiếu chào bán thêm trên Sở giao dịch Chứng khoán của Công ty Cổ phần Đầu tư Cầu đường CII, với các nội dung cụ thể như sau/ To supplement capital for expanding investment needs in 2025, the Board of Directors of CII Bridges & Roads Investment JSC (the “Board of Directors”) respectfully submits for approval by the General Meeting of Shareholders (the “GMS”) the plan for a public offering of shares to existing shareholders to increase charter capital, the plan for utilizing the proceeds from the offering, and the listing of the additional shares on the Stock Exchange under the name of CII Bridges & Roads Investment JSC, with the following specific details:

I. Phương án chào bán cổ phiếu ra công chúng cho cổ đông hiện hữu/Public share offering plan for existing shareholders

Tên Tổ chức phát hành <i>Issuer Name</i>	:	Công ty Cổ phần Đầu tư Cầu đường CII <i>CII Bridges & Roads Investment JSC</i>
Tên cổ phiếu chào bán <i>Name of Shares Offered</i>	:	Cổ phiếu Công ty Cổ phần Đầu tư Cầu đường CII <i>Shares of CII Bridges & Roads Investment JSC</i>
Mã cổ phiếu/ <i>Stock Code</i>	:	LGC
Sàn giao dịch/ <i>Stock Exchange</i>	:	HOSE
Loại cổ phiếu/ <i>Type of Shares</i>	:	Cổ phiếu phổ thông/ <i>Common shares</i>
Mệnh giá cổ phiếu/ <i>Par Value</i>	:	10.000 đồng/cổ phiếu <i>VND/share</i>
Vốn điều lệ hiện tại/ <i>Current Charter Capital</i>	:	1.928.547.650.000 đồng/ <i>VND</i>
Số lượng cổ phiếu đang lưu hành/ <i>Number of Outstanding Shares</i>	:	192.854.765 cổ phiếu/ <i>Shares</i>
Số lượng cổ phiếu quỹ/ <i>Number of Treasury Shares</i>	:	0 cổ phiếu/ <i>share</i>
Số lượng cổ phiếu dự kiến chào bán/ <i>Expected Number of Shares to be Offered</i>	:	19.285.476 cổ phiếu, tương ứng bằng 10% số lượng cổ phiếu đang lưu hành/ <i>19,285,476 shares, equivalent to 10% of the outstanding shares</i>

Tổng giá trị chào bán dự kiến theo mệnh giá/ <i>Total Par Value of the Offering</i>	:	192.854.760.000 đồng/ VND
Mục đích chào bán/ <i>Purpose of the Offering</i>	:	Góp vốn vào Công ty Cổ phần Cầu đường Hiền An Bình (công ty con của Tổ chức phát hành) để thực hiện các dự án đầu tư trong lĩnh vực hạ tầng mà công ty có kế hoạch triển khai./ <i>To contribute capital to Hien An Binh Bridges and Roads Joint Stock Company (a subsidiary of the Issuer) for the implementation of infrastructure investment projects planned by the company.</i>
Hình thức chào bán/ <i>Offering Method:</i>	:	Chào bán cổ phiếu ra công chúng cho cổ đông hiện hữu/ <i>Public offering of shares to existing shareholders</i>
Đối tượng chào bán/ <i>Eligible Buyers:</i>	:	Cổ đông hiện hữu có tên trong danh sách cổ đông tại ngày đăng ký cuối cùng chốt Danh sách cổ đông để thực hiện quyền mua cổ phiếu chào bán thêm cho cổ đông hiện hữu do Tổng Công ty Lưu ký và Bù trừ Chứng khoán Việt Nam (VSDC) lập (Thời điểm chốt danh sách được HĐQT ủy quyền cho HĐQT quyết định)/ <i>Existing shareholders whose names appear on the list of shareholders as of the record date for exercising the right to purchase additional shares, as prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC). (The specific record date will be decided by the Board of Directors as authorized by the General Meeting of Shareholders.)</i>
Tỷ lệ thực hiện quyền/ <i>Exercise Ratio:</i>	:	10:1 (Tại Ngày đăng ký cuối cùng thực hiện quyền, cổ đông sở hữu 01 (một) cổ phiếu sẽ được hưởng 01 (một) quyền mua, cổ đông sở hữu 10 (mười) quyền mua sẽ được mua thêm 01 (một) cổ phiếu mới và quyền mua được chuyển nhượng 01 lần)/ <i>10:1 (On the record date for exercising rights, shareholders holding 01 share will receive 01 purchase right. Shareholders holding 10 purchase rights will be entitled to buy 01 new share. The purchase right is transferable once.)</i>
Giá chào bán/ <i>Offering Price:</i>	:	10.000 đồng/cổ phiếu VND/share

Thời gian chào bán dự kiến/ <i>Expected Offering Period:</i>	:	<ul style="list-style-type: none"> - Dự kiến trong năm 2025 hoặc thời điểm khác theo quyết định của HĐQT và sau khi được Ủy Ban Chứng Khoán Nhà Nước cấp Giấy chứng nhận đăng ký chào bán chứng khoán ra công chúng/ <i>Expected in 2025 or another time as determined by the Board of Directors and after the State Securities Commission issues the Certificate of Public Offering Registration.</i> - ĐHĐCĐ giao và ủy quyền cho HĐQT quyết định thời điểm chào bán thêm cổ phiếu cho cổ đông hiện hữu phù hợp với quy định của pháp luật có liên quan, đảm bảo lợi ích của cổ đông và Công Ty/ <i>The General Meeting of Shareholders authorizes the Board of Directors to decide the offering date, in accordance with applicable laws and in the best interests of the shareholders and the Company.</i>
Phương thức phân phối/ <i>Distribution Method:</i>	:	Phân phối theo phương thức thực hiện quyền mua của cổ đông hiện hữu/ <i>Distribution through the exercise of rights by existing shareholders.</i>
Chuyển nhượng quyền mua/ <i>Transfer of Purchase Rights:</i>	:	<ul style="list-style-type: none"> - Cổ đông có quyền chuyển nhượng quyền mua cổ phiếu cho người khác nhưng chỉ được chuyển nhượng một lần trong thời gian quy định. Người nhận chuyển nhượng quyền mua không được chuyển nhượng quyền mua đó cho người thứ ba/ <i>Shareholders may transfer their purchase rights to others, but each right may only be transferred once during the prescribed period. The transferee may not further transfer the rights to a third party.</i> - Các bên tự thỏa thuận giá trị chuyển nhượng, thanh toán và chịu trách nhiệm đối với các nghĩa vụ theo quy định có liên quan đến việc chuyển nhượng quyền mua/ <i>The parties will negotiate the transfer value and be responsible for all related obligations.</i>

Điều kiện hạn chế chuyển nhượng/ <i>Transfer Restrictions</i> :	:	Cổ phiếu chào bán thêm cho cổ đông hiện hữu là cổ phiếu phổ thông và không hạn chế chuyển nhượng/ <i>The additional shares offered to existing shareholders are common shares and are not subject to any transfer restrictions.</i>
Phương án làm tròn/ <i>Rounding Policy</i> :	:	Số lượng cổ phiếu chào bán thêm được làm tròn xuống đến hàng đơn vị để đảm bảo tổng số lượng cổ phiếu phân phối không vượt tổng số lượng phát hành. Số lượng cổ phiếu lẻ thập phân (nếu có) sẽ bị hủy bỏ./ <i>The number of additional shares will be rounded down to the nearest whole share to ensure that the total number of distributed shares does not exceed the total number of shares issued. Any fractional shares will be canceled.</i> <i>Ví dụ: Tại ngày chốt danh sách cổ đông để thực hiện quyền, cổ đông A sở hữu 185 cổ phiếu LGC. Cổ đông A sẽ được hưởng 185 quyền. Cổ đông A sẽ được quyền mua thêm: $(185 \times 1) / 10 = 18,5$ cổ phiếu LGC. Theo nguyên tắc làm tròn, cổ đông A được quyền mua thêm 18 cổ phiếu LGC. Phần lẻ thập phân 0,5 cổ phiếu sẽ được bị hủy bỏ/</i> <i>Example: On the record date, Shareholder A owns 185 LGC shares, thus entitled to 185 rights. The number of new shares they can purchase is $(185 \times 1) / 10 = 18.5$ LGC shares. According to the rounding policy, Shareholder A will be entitled to purchase 18 additional LGC shares. The 0.5 fractional share will be canceled.</i>
Phương án xử lý số cổ phiếu lẻ và cổ phiếu nhà đầu tư không đăng ký mua, không nộp tiền mua (cổ phiếu còn lại chưa phân phối hết) (nếu có)/ <i>Treatment of Fractional Shares and Shares Not Subscribed or Not Paid for by Investors (Unallocated Shares, if any)</i> :	:	Số lượng cổ phiếu còn lại chưa phân phối hết sẽ bị hủy bỏ/ <i>Any remaining shares not fully distributed will be canceled.</i>

Phương án đảm bảo việc phát hành cổ phiếu đáp ứng quy định về tỷ lệ sở hữu nước ngoài/ <i>Plan to Ensure Compliance with Foreign Ownership Limit:</i>	:	ĐHĐCĐ giao/ủy quyền cho HĐQT thông qua phương án cụ thể để bảo đảm việc chào bán cổ phiếu đáp ứng quy định về tỷ lệ sở hữu nước ngoài/ <i>The General Meeting of Shareholders authorizes the Board of Directors to approve a specific plan to ensure the share offering complies with foreign ownership regulations.</i>
Tỷ lệ chào bán thành công tối thiểu/ <i>Minimum Successful Subscription Rate:</i>	:	Đây là đợt chào bán cổ phiếu cho các cổ đông hiện hữu theo tỷ lệ sở hữu nên không áp dụng tỷ lệ chào bán thành công tối thiểu/ <i>As this is a rights offering to existing shareholders based on their ownership ratio, no minimum successful subscription rate is applicable.</i>
Phương án huy động vốn trong trường hợp cổ phiếu không chào bán hết theo dự kiến/ <i>Capital Raising Plan in Case of Incomplete Subscription:</i>	:	Trong trường hợp cổ phiếu chào bán không được phân phối hết và số lượng vốn huy động không đạt đủ như dự kiến, Hội đồng quản trị Công ty cân nhắc sử dụng linh hoạt các nguồn vốn khác của Công ty hoặc vay ngân hàng hoặc huy động từ các nguồn hợp lệ khác nhằm bù đắp phần vốn còn thiếu để thực hiện mục đích sử dụng vốn nêu trên/ <i>In the event that the offering is not fully subscribed and the total capital raised falls short of the expected amount, the Board of Directors may consider flexibly using other available company funds, bank loans, or other legitimate sources to make up for the shortfall in order to achieve the intended use of proceeds.</i>

II. Phương án sử dụng vốn thu được từ đợt chào bán/ *Plan for utilization of capital raised from the offering*

Stt/ No.	Phương án sử dụng vốn/ <i>Capital Utilization Plan</i>	Giá trị (đồng) <i>Amount (VND)</i>
1	Góp vốn vào Công ty Cổ phần Cầu đường Hiền An Bình (công ty con của Tổ chức phát hành) để thực hiện các dự án đầu tư trong lĩnh vực hạ tầng mà công ty có kế hoạch triển khai/ <i>Capital contribution to Hien An Binh Bridges & Roads JSC (a subsidiary of the Issuer) for the implementation of infrastructure investment projects as planned by the company.</i>	192.854.760.000
	Tổng cộng/ <i>Total</i>	192.854.760.000

III. Đăng ký, lưu ký bổ sung và niêm yết bổ sung/ *Additional registration, depositary registration, and listing*

Toàn bộ số lượng cổ phiếu chào bán cho cổ đông hiện hữu sẽ được đăng ký lưu ký bổ sung tại Tổng Công ty Lưu ký và Bù trừ Chứng khoán Việt Nam (VSDC) và niêm yết cổ phiếu bổ sung tại Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh (HOSE) sau khi kết thúc đợt chào bán theo đúng quy định của pháp luật./ *All shares offered to existing shareholders will be additionally registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) after the completion of the offering in accordance with legal regulations.*

IV. Giao và ủy quyền cho hội đồng quản trị/ *Authorization to the board of directors*

ĐHĐCĐ giao và ủy quyền cho HĐQT Công Ty quyết định tất cả các vấn đề liên quan đến đợt chào bán theo thẩm quyền bao gồm nhưng không giới hạn các nội dung sau:/ *The General Meeting of Shareholders authorizes the Company's Board of Directors to decide on all matters related to the offering within its authority, including but not limited to the following:*

- a. Lập phương án chào bán chi tiết, soạn thảo và ban hành các văn bản cần thiết liên quan đến phương án chào bán, lựa chọn thời điểm thích hợp chào bán, triển khai phương án chào bán và tiến hành các thủ tục cần thiết khác để thực hiện thành công việc chào bán thêm cổ phiếu tăng vốn điều lệ đảm bảo việc chào bán cổ phiếu của Công ty được thực hiện hợp pháp, đúng quy định của Pháp luật, đảm bảo tốt nhất quyền lợi cho cổ đông Công ty/ *Develop a detailed offering plan, draft and issue the necessary documents related to the offering plan, select the appropriate time for the offering, implement the offering plan, and carry out other necessary procedures to successfully offer additional shares for increasing charter capital, ensuring that the Company's share offering is conducted legally and in accordance with applicable laws while best protecting the rights of the Company's shareholders;*
- b. Điều chỉnh, bổ sung toàn bộ các nội dung, vấn đề khác chưa được trình bày tại phương án tăng vốn điều lệ này mà theo quy định của pháp luật cần phải đáp ứng và/hoặc nhằm mục đích làm rõ các nội dung, vấn đề của phương án tăng vốn điều lệ này nhằm đảm bảo việc chào bán cổ phiếu của Công ty được thực hiện đúng quy định của pháp luật, đảm bảo tốt nhất quyền lợi cho cổ đông Công ty. HĐQT có trách nhiệm báo cáo ĐHĐCĐ gần nhất về các nội dung điều chỉnh liên quan/ *Amend and supplement any contents or matters not presented in this charter capital increase plan that are required by law and/or necessary for clarification, to ensure the share offering complies with*

applicable regulations and safeguards shareholders' rights. The Board of Directors is responsible for reporting any amendments to the nearest General Meeting of Shareholders;

- c. Hội đồng quản trị thông qua phương án sử dụng vốn chi tiết, Quyết định các vấn đề liên quan đến việc phân bổ, cân đối và điều chỉnh phương án sử dụng số tiền thu được từ đợt chào bán thêm cổ phiếu để phù hợp với tình hình thực tế của Công Ty và mục đích sử dụng vốn đã được ĐHĐCĐ thông qua./ *The Board of Directors approve the detailed capital utilization plan, decide on matters related to the allocation, balancing, and adjustment of the capital raised from the offering to match the actual situation of the Company and the capital utilization purpose previously approved by the General Meeting of Shareholders.*
- d. Thực hiện thủ tục thay đổi đăng ký kinh doanh, đồng thời thực hiện sửa đổi Điều lệ của Công ty để ghi nhận phần vốn điều lệ mới theo kết quả thực tế của việc chào bán nêu trên với Cơ quan nhà nước có thẩm quyền và xử lý các vấn đề có liên quan đảm bảo phù hợp với quy định của Pháp luật./ *Carry out procedures for changing business registration and amending the Company's Charter to reflect the new charter capital based on the actual results of the offering, with the competent State authorities, and resolve any related matters in accordance with legal regulations.*
- e. Thực hiện đăng ký lưu ký và niêm yết bổ sung toàn bộ số cổ phiếu mới chào bán thêm theo đúng quy định của Tổng Công ty Lưu ký và Bù trừ Chứng khoán Việt Nam và Sở Giao dịch Chứng khoán Thành phố Hồ Chí Minh/ *Carry out the registration for depository and additional listing of all newly issued shares in compliance with regulations of the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh City Stock Exchange.*
- f. Thông qua việc chào bán cổ phiếu đảm bảo tỷ lệ sở hữu nước ngoài đúng quy định của pháp luật./ *Approve the offering of shares in compliance with the legal regulations on foreign ownership limits.*
- g. Phê chuẩn các hợp đồng, tài liệu, giao dịch khác liên quan đến việc chào bán cổ phiếu tăng vốn điều lệ, việc thực hiện phương án sử dụng vốn nêu tại Mục II/ *Approve contracts, documents, and other transactions related to the offering of shares for charter capital increase and the implementation of the capital utilization plan mentioned in Section II.*
- h. Thực hiện các công việc, thủ tục cần thiết khác để hoàn tất việc chào bán cổ phiếu tăng vốn điều lệ theo phương án chào bán và phương án sử dụng vốn sau khi chào bán đã

được Đại hội đồng cổ đông thông qua, đúng quy định Pháp luật và lợi ích của cổ đông Công ty/ *Perform all other necessary tasks and procedures to complete the offering and capital increase according to the offering plan and capital utilization plan approved by the General Meeting of Shareholders, in compliance with legal regulations and in the best interests of the Company's shareholders.*

Kính trình Đại Hội Hội Đồng Cổ Đông xem xét và thông qua./ *Respectfully submitted to the General Meeting of Shareholders for review and approval.*

*** Nơi nhận/ Recipients:**

- Cổ đông công ty/ *Shareholders;*
- Thành viên HĐQT/ *BOD member;*
- Ban kiểm soát/ *Board of Supervisors;*
- Lưu: VP.HĐQT/ *filing: BOD.*

TM. HỘI ĐỒNG QUẢN TRỊ
CHỦ TỊCH
ON BEHALF OF THE BOARD OF
DIRECTORS CHAIRMAN



NGUYỄN VĂN THÀNH