

Số/No: 163/2026/CIIBR-HC

TP. HCM, ngày 24 tháng 04 năm 2026
HCM city, April 24, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi : Sở Giao dịch Chứng khoán TP. Hồ Chí Minh.

To: Ho Chi Minh Stock Exchange

- Tên tổ chức/ Organization Name:** Công ty Cổ phần Đầu tư Cầu đường CII/ CII Bridges & Roads Investment Joint Stock Company
 - Mã chứng khoán/Mã thành viên/Security code/ Member code : LGC
 - Địa chỉ: Tầng 21, 152 Điện Biên Phủ, phường Thạnh Mỹ Tây, TP.HCM/ Address: 21th Floor, 152 Dien Bien Phu Streets, Thanh My Tay Ward , HCM 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 01/2026/NQ-ĐHĐCĐ ngày 24/04/2026 của Đại Hội đồng cổ đông thường niên năm tài chính 2025 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. 01/2026/NQ-AGM dated April 24, 2026 of the Annual General Meeting of Shareholders for the 2025 financial year of CII Bridges & Roads Investment JSC.

- Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 24/04/2026 theo đường dẫn/ This information was published on the Company's website on 24/04/2026 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 01/2026/NQ-ĐHĐCĐ ngày 24/04/2026 của Đại Hội đồng cổ đông.

Resolution No. 01/2026/NQ-DHĐCĐ dated 24/04/2026 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 /2026/NQ-ĐHĐCĐ

HCM City, April 24, 2026



RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS
FISCAL YEAR 2025

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 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 2025 on April 24, 2026.

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

RESOLVES

Article 1. Approving the Regulation on the Organization of the 2025 Annual General Meeting of Shareholders of CII Bridges & Roads Investment JSC.

* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.590	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 2. Approving the 2025 Summary Report and the 2026 Operation Plan of the company (attached in the documents of the Annual General Meeting of Shareholders sent to all company shareholders).

2.1. Actual results of business operation in 2025 (Consolidated):

No.	Items	Actual 2024	Actual 2025	Plan 2025	Actual 2025/Actual 2024	Actual 2025/ Plan 2025
1	Total revenue	3,060,831	3,141,387	3,200,906	102.6%	98.1%
2	Total expenses	2,236,102	2,371,878	2,326,406	106.1%	102.0%

3	<i>Profit before tax</i>	824,729	769,510	874,500	93.3%	88.0%
4	<i>Profit after tax</i>	791,644	718,845	818,790	90.8%	87.8%
Unit: Million VND						

2.2. Company business plan for 2026: (Consolidated)

No.	Items	Actual 2025	Plan 2026	Plan 2026/Actual 2025
1	Total Revenue	3,141,387	3,029,439	96.4%
2	Total Costs	2,371,878	2,442,442	103.0%
3	Profit before tax	769,510	586,997	76.3%
4	Profit after tax	718,845	518,248	72.1%
Unit: Million VND				

* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 3. Approving the audit report on the 2025 financial statements of CII Bridges & Roads Investment JSC.

* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 4. Approving the 2025 Operation Results and the 2026 Operation Plan of the Board of Directors of CII Bridges & Roads Investment JSC (attached in the Annual General Meeting of Shareholders documents sent to all shareholders).

* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 5. Approving the 2025 Operation results of the Board of Supervisors of CII Bridges & Roads Investment JSC (attached in the Annual General Meeting of Shareholders documents sent to all shareholders).

* Voting results:

Agree	Disagree	Abstention
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Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 6. Approving the Report on the use of proceeds from the share issuance, as audited (attached in the Annual General Meeting of Shareholders documents sent to all shareholders).

* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 7. Approving the Proposal on the Profit Distribution Plan for 2025 and the Profit Distribution Plan for 2026 with the following details:

1. Profit Distribution Plan for 2025:

Based on the Profit after-tax of the parent company for 2025 (amounting to 323,763,659,724 VND), the agreed Profit Distribution Plan for 2025 is as follows:

- Allocation to the Bonus and Welfare Fund (2.0%): 6,475,273,194 VND.
- Remuneration and operating expenses of the BOD and BOS (1.0%): 3.237.636.597 VND.
- Dividend payout in cash: 17.0%

(In which the distribution of after-tax profits in 2025 at a rate of 9.0%, the distribution of after-tax profits not yet distributed from previous years to date at a rate of 8.0%).

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 2026:

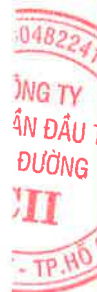
- Allocation to the Bonus and Welfare Fund: 2.0 % Profit after-tax
- Remuneration and operating expenses of the BOM and BOS: 1.0% Profit after tax
- Dividend payout in cash: 10% -12%

* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 8. Unanimously approving the selection of International Auditing Company Limited (ICPA) as the audit firm for the 2026 financial statements of the company, as stated in the Proposal No. 06/2026/TTr-ĐHĐCĐ-CIIBR dated 02/04/2026 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 2026 financial statements for the company.



* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 9. Approving the dismissal of the Board of Directors members for the term 2023–2028, including **Mr. Luis S. Reñon**.

* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

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

* Voting results:

Agree	Disagree	Abstention
Votes: 211.778.595	Votes: 0	Votes: 0
Percentage: 100%	Percentage: 0	Percentage: 0

Article 11. This resolution takes effect from the date of signing. All shareholders of CII Bridges and Roads Investment JSC, members of the Board of Directors, members of the Board of Supervisors, and company staff are responsible for implementing this resolution.

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

Signed

NGUYEN VAN THANH



CÔNG TY CỔ PHẦN
ĐẦU TƯ CẦU ĐƯỜNG CII
CII BRIDGES AND ROADS
INVESTMENT JOINT STOCK
COMPANY

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



MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR FISCAL YEAR 2025
April 24, 2026

I. COMPANY INFORMATION

- **Company Name:** CII Bridges and Roads Investment Joint Stock Company
- **Head Office:** 21st Floor, 152 Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City
- **Tel:** (028). 38688239 **Fax:** (028). 38688189
- **Business Registration Certificate No.** 0300482241 issued by the Ho Chi Minh City Department of Planning and Investment, 24th amendment dated December 25, 2025.
- **Charter Capital:** VND 2,121,303,080,000 (Two thousand one hundred twenty-one billion, three hundred three million, eighty thousand dong).
- **Stock Code:** LGC

II. TIME, VENUE AND PARTICIPANTS

- **Time:** 09:00 AM, April 24, 2026
- **Venue:** Hoan Cau Hotel (Continental Hotel)
No. 132-134 Dong Khoi Street, Sai Gon Ward, Ho Chi Minh City
- **Participants:** Shareholders of CII Bridges and Roads Investment Joint Stock Company.

III. MEETING PROCEDURES

1. Report on verification of shareholder eligibility for attendance at the Annual General Meeting of Shareholders for fiscal year 2025

As of 09:30 AM on April 24, 2026, the number of delegates present and registered to attend the Annual General Meeting of Shareholders for fiscal year 2025 is 10 shareholders, holding and/or representing 211,778,590 shares, accounting for 99.83% of the total voting shares of the Company (as of the record date March 24, 2026).

Pursuant to the Enterprise Law, the number of shares present at the Annual General Meeting of Shareholders for fiscal year 2025 exceeds 51% of the Company's total voting shares (as of the record date March 24, 2026); therefore, the meeting is valid.

(Attached: Report on verification of eligibility and quorum of shareholders by the Supervisory Board and List of shareholders attending the Annual General Meeting of Shareholders for fiscal year 2025).

2. Announcement of nominations and voting to approve the list of the Presiding Panel

Pursuant to the Enterprise Law and Clause 4, Article 19 of the Organizational and Operational Charter of CII Bridges and Roads Investment Joint Stock Company.

Mr. Nguyen Van Thanh, Chairman of the Board of Directors, is the ex-officio Chairperson of the Meeting.

The Board of Directors announces the nomination and requests the General Meeting of Shareholders to vote to approve the additional member of the Presiding Panel: Mr. Nguyen Van Chinh – Member of the Board of Directors cum General Director of the Company.

The Meeting conducted an open vote and approved the list of the Presiding Panel. The vote summary is as follows:

Approve	Disapprove	Abstain
Votes: 211.778.590	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

Thus, the Annual General Meeting of Shareholders for fiscal year 2025 of CII Bridges and Roads Investment Joint Stock Company is chaired by the Presiding Panel consisting of:

- Mr. Nguyen Van Thanh – Chairman of the Board of Directors – Chairperson
- Mr. Nguyen Van Chinh – Member of the Board of Directors cum General Director

3. Announcement of nomination of the Meeting Secretary Team

Pursuant to Clause 4, Article 19 of the Organizational and Operational Charter. The Presiding Panel announces the nomination of the Meeting Secretary Team consisting of:

- Mr. Ho Xuan Minh
- Ms. Nguyen Hoang Thu Ngan

4. Approval of the Meeting Agenda

On behalf of the Presiding Panel, Mr. Nguyen Van Thanh – Chairman of the Board of Directors delivers the opening speech and presents the draft meeting agenda:

- Report on 2025 operations summary and 2026 plan
- Report on the audited 2025 financial statements
- Report on the Board of Directors' activities in 2025
- Report on the Supervisory Board's activities in 2025
- Report on the use of capital raised from the share offering (audited)
- Proposal on profit distribution for 2025 and profit distribution plan for 2026
- Proposal on selection of auditor for fiscal year 2026
- Proposal on dismissal and additional election of Board members for the term 2023–2028

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- Discussion, shareholder feedback, and voting on meeting contents
- Approval of the Resolution of the Annual General Meeting of Shareholders for fiscal year 2025

The Meeting conducted an open vote and approved the agenda. The vote summary is as follows:

Approve	Disapprove	Abstain
Votes: 211.778.590	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

5. Approval of the Rules of Procedure for the Annual General Meeting of Shareholders 2025

On behalf of the Presiding Panel, Mr. Nguyen Van Thanh presents the Rules of Procedure for the Annual General Meeting of Shareholders for fiscal year 2025.

The Meeting conducted an open vote and approved the Rules of Procedure. The vote summary is as follows:

Approve	Disapprove	Abstain
Votes: 211.778.590	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

IV. MEETING CONTENTS

1. Report on 2025 operations summary and 2026 plan

Mr. Nguyen Van Chinh – General Director, reported on the business performance in 2025 and the 2026 plan.

(Documents sent in advance to all shareholders in the materials for the Annual General Meeting for fiscal year 2025).

2. Report on the audited 2025 financial statements

Ms. Nguyen Thi Hong Hanh – Head of Supervisory Board, presented the audit report on the financial statements for the fiscal year from January 1, 2025 to December 31, 2025, audited by International Audit Co., Ltd. (ICPA).

(Documents sent in advance to all shareholders in the materials for the Annual General Meeting for fiscal year 2025).

3. Report on the Board of Directors' activities in 2025

Mr. Nguyen Van Thanh – Chairman of the Board of Directors, reported on the Board's activities in 2025.

(Documents sent in advance to all shareholders in the materials for the Annual General Meeting for fiscal year 2025).

4. Report on the Supervisory Board's review of the Company's operations and finances in 2025

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Ms. Nguyen Thi Hong Hanh, Head of Supervisory Board, reported on the review of operational compliance with laws and regulations, and the appraisal of the 2025 financial statements.

(Documents sent in advance to all shareholders in the materials for the Annual General Meeting for fiscal year 2025).

5. Audited report on the use of proceeds from the share offering.

Mr. Nguyen Van Chinh – General Director, presented the audited report on the utilization of proceeds raised from the share offering

(Documents sent in advance to all shareholders in the materials for the Annual General Meeting for fiscal year 2025).

6. Presentation of proposals seeking approval from the General Meeting

Mr. Nguyen Van Chinh – General Director, presented the proposals from the Board of Directors:

6.1. Proposal No. 05/2026/TTr-ĐHĐCĐ-CIIBR dated April 02, 2026, regarding the 2025 profit distribution plan and 2026 profit distribution plan.

6.2. Proposal No. 06/2026/TTr-ĐHĐCĐ-CIIBR dated April 02, 2026, regarding the selection of independent auditor for fiscal year 2026.

6.3. Proposal No. 07/2026/TTr-ĐHĐCĐ-CIIBR dated April 02, 2026, regarding the dismissal and additional election of Board members for the term 2023–2028.

(Documents sent in advance to all shareholders in the materials for the Annual General Meeting for fiscal year 2025).

7. Supplementary report on shareholder quorum

Ms. Nguyen Thi Hong Hanh – Head of Supervisory Board, reported supplementary quorum: After the meeting commenced, as of 10:10 on April 24, 2026, 11 shareholders attended, holding and representing 211,778,595 shares, accounting for 99.83% of total voting shares (as of record date March 24, 2026).

8. Additional election of Board members for the term 2023–2028

8.1. Approval of dismissal of a Board member for the term 2023–2028

Pursuant to the Notice dated September 01, 2025, from the major shareholder Metro Pacific Tollways Corporation (MPTC) holding 40.86% of charter capital, requesting the replacement of Board member **Mr. Luis S. Reñon** and nominating a replacement candidate.

Pursuant to Proposal No. 07/2026/TTr-ĐHĐCĐ-CIIBR dated April 02, 2026, regarding dismissal and additional election of Board members.

The Meeting conducted an open vote to approve the dismissal of **Mr. Luis S. Reñon** as Board member. The vote summary is as follows:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

8.2. Approval of the nomination list for additional election of Board members for the term 2023–2028

Pursuant to Clause 2, Article 25 of the Company Charter regarding shareholders' rights to nominate candidates for the Board.

To date, the Meeting Organizing Committee has received one nomination document from the major shareholder Metro Pacific Tollways Corporation (MPTC), holding 40.86% of voting shares, nominating one candidate: **Ms. Marisa Valencia Conde**.

No other shareholder/shareholder group nominated or self-nominated any additional candidate.

Therefore, the list of candidates for additional election consists of one nominee as above.

(The candidate's brief resume/career summary had been sent in advance to all shareholders in the materials for the Annual General Meeting of Shareholders for the fiscal year 2025)

The Meeting is requested to conduct an open vote to approve the list of candidates for additional election of Board members for the term 2023–2028. The vote summary is as follows:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

8.3. Announcement of nomination and voting to approve the Election Committee

Based on the preparations of the Meeting Organizing Committee, the Presiding Panel announces the nomination and requests the General Meeting to approve the Election Committee consisting of:

1. Ms. Nguyen Thi Hong Hanh, Head of Supervisory Board – Head
2. Mr. Dang Quang Phuc – Member
3. Mr. Nguyen Chanh Nghia – Member

The Meeting conducted an open vote to approve the Election Committee. The vote summary is as follows:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

8.4. Approval of the Election Regulations

On behalf of the Election Committee, Mr. Dang Quang Phuc presents the Election Regulations for electing Board members and seeks the General Meeting's approval.

(The Election Regulations had been sent in advance to all shareholders in the materials for the Annual General Meeting of Shareholders for the fiscal year 2025)

The Meeting conducted an open vote to approve the Election Regulations. The vote summary is as follows:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

8.5. Voting:

After the Election Committee's guidance, the General Meeting proceeded to vote for the additional election of Board members for the term 2023–2028.

9. Discussion on reports and proposals

10. Announcement of results of additional election of Board members for the term 2023–2028

Pursuant to the Vote Counting Report for the additional election of member of the Board of Directors dated April 24, 2026, announced by the Election Committee. The vote counting results are as follows:

No.	Full Name	Votes in Favor	Percentage
1	Marisa Valencia Conde		

Pursuant to the Election Regulations approved by the General Meeting, **Ms. Marisa Valencia Conde** has been elected as a member of the Board of Directors of CII Bridges and Roads Investment Joint Stock Company for the term 2023–2028. *(Attached: Vote Counting Report).*

11. Voting to approve the contents of the Annual General Meeting of Shareholders for fiscal year 2025

After hearing the reports and reviewing the proposals from the Board of Directors, the Meeting discussed and unanimously voted to approve the following contents:

11.1. Approval of the 2025 operations summary report and 2026 plan

- Vote results:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

11.2. Approval of the Audited Financial Statements Report for the fiscal year 2025 of CII B&R.

- Vote results:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

11.3. Approval of the Report on the activities of the Board of Directors of CII B&R for the year 2025

- Vote results:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

11.4. Approval of the Report on the Supervisory Board's activities in 2025

- Vote results:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

11.5. Approval of the 2025 profit distribution plan and the 2026 profit distribution plan in accordance with the contents of Proposal No. 05/2026/TTr-DHDCD-CIIBR dated April 02, 2026, from the Board of Directors, with details as follows:

a) 2025 after-tax profit distribution plan:

Based on the parent company's 2025 after-tax profit of VND 323,763,659,724, the plan is approved as follows:

- Bonus and welfare fund (2.0%): VND 6,475,273,194
- Remuneration and operating expenses of BOD and Supervisory Board (1.0%): VND 3,237,636,597
- Cash dividend: 17%

(Including 9.0% from 2025 after-tax profit, and 8.0% from undistributed after-tax profits of prior years).

The Board of Directors is authorized to decide the timing of dividend payment based on the Company's financial situation.

b) 2026 after-tax profit distribution plan:

Based on the 2026 business plan, the General Meeting approves the following distribution plan (parent company):

- Bonus and welfare fund: 2.0% of after-tax profit

- Remuneration and operating expenses of BOD and Supervisory Board: 1.0% of after-tax profit
- Cash dividend: 10% – 12%
- Vote results:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

11.6. Approval of the selection of International Audit Co., Ltd. (ICPA) as the independent auditor for fiscal year 2026 according to Proposal No. 06/2026/TTr-DHDCD-CIIBR dated April 02, 2026.

The General Director is authorized to sign the audit service contract with the selected auditor to audit the 2026 financial statements.

- Vote results:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

V. APPROVAL OF THE DRAFT RESOLUTION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2025

Based on the draft Resolution prepared by the Meeting Secretary Team, the General Meeting voted to approve the draft Resolution of the Annual General Meeting of Shareholders for fiscal year 2025. The results are as follows:

Approve	Disapprove	Abstain
Votes: 211.778.595	Votes: 0	Votes: 0
Ratio: 100%	Ratio: 0	Ratio: 0

The Meeting adjourned at 11:30 AM on the same day.

MEETING SECRETARY

(Signed)

Nguyen Hoang Thu Ngan Ho Xuan Minh

**ON BEHALF OF THE
PRESIDING PANEL
CHAIRMAN OF THE
BOARD**

(Signed)

NGUYEN VAN THANH





Ho Chi Minh City, on 31 March 03, 2026



REPORTS BUSINESS PERFORMANCE IN 2025 AND BUSINESS PLAN FOR 2026

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

I. BUSINESS ACTIVITIES:

1. Results of implementation of business targets in 2025 (Consolidated):

ST T	Criteria	Actual 2024	Actual 2025	Plan 2025	Actual 2025/ Actual 2024	Actual 2025/ Plan 2025
1	Total revenue	3,060,831	3,141,387	3,200,906	102.6%	98.1%
2	Total expense	2,236,102	2,371,878	2,326,406	106.1%	102.0%
3	Profit before tax	824,729	769,510	874,500	93.3%	88.0%
4	Profit after tax	791,644	718,845	818,790	90.8%	87.8%

Unit: Million VND

2. The Company's Business Plan 2026: (Consolidated)

ST T	Criteria	Actual 2025	Plan for 2026	Plan 2026/ Actual 2025
1	Total revenue	3,141,387	3,029,439	96.4%
2	Total expenses	2,371,878	2,442,442	103.0%
3	Profit before tax	769,510	586,997	76.3%
4	Profit after tax	718,845	518,248	72.1%

Unit: Million VND

II. TOLL COLLECTION, MANAGEMENT AND EXPLOITATION ACTIVITIES AT PROJECTS:

1. Toll collection:

The results of implementation in 2025 and the Plan for 2026 are as follows:



S T T	Station	Traffic 2025 (vehicle turn)	Toll sales in 2025 (Million VND)	Traffic plan 2026 (vehicle turn)	Toll Sales Plan 2026 (Million VND)	Traffic 2026/TH 2025 (%)	Sales in 2026/TH 2025 (%)
1	Rach Mieu Station	6,211,213	210,764	2,676,671	90,839	43.1%	43.1%
2	Co Chien Station	2,864,152	155,629	3,150,567	171,561	110.0%	110.2%
3	DT741 Station	4,532,282	149,562	4,985,024	164,501	110.0%	110.0%
4	Ca Na Station	2,174,807	176,790	2,873,621	229,826	132.1%	130.0%
5	Hanoi highway Station	15,351,581	775,839	16,949,218	851,982	110.4%	109.8%
6	TL-MT Station	11,065,496	1,343,107	11,604,791	1,548,796	104.9%	115.3%
Total		42,199,531	2,811,690	42,239,892	3,057,505	100.1%	108.7%

2. Project management and exploitation:

The results of the maintenance of projects in 2025 and the 2026 Plan are as follows:

S T T	Projects	Regular Maintenance		Overhaul/ Overhaul		Unscheduled repairs		Total	
		Actual 2025	Plan 2026	Actual 2025	Plan 2026	Actual 2025	Plan 2026	Actual 2025	Plan 2026
1	Ninh Thuan 2	11,643	12,272	103,353	-	-	19,900	114,996	32,172
2	DT741	7,300	8,900	20,289	41,000	-	-	27,589	49,900
3	Rach Mieu - National Highway 60 (Phase 1 and Phase 2)	5,352	8,901	-	-	30,997	-	36,349	8,901
4	Hanoi Highway	64,428	58,520	-	-	-	-	64,428	58,520
5	Co Chien	891	1,034	-	9,706	-	721	891	11,460
6	Trung Luong - My Thuan	57,543	67,904	-	-	-	-	57,543	67,904
Total		147,156	157,531	123,642	50,706	30,997	20,621	301,795	228,857

Member: Million VND

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III. OTHER ACTIVITIES:

- Completing the issuance of shares to existing shareholders according to the share offering plan approved by the General Meeting of Shareholders, in order to ensure the maintenance of the status of a public company in accordance with the law.
- Completing the procedures for restructuring the investment capital at Hien An Binh Bridge and Road Joint Stock Company, increasing the ownership rate to 100% and converting the type of business into a one-member limited liability company.
- Dividend payment: The company has completed the dividend payment in 2024 at the rate of 12% equivalent to VND 231.4 billion according to the Resolution of the Board of Directors of the Company.
- Research and development of new projects: In coordination with Ho Chi Minh City Infrastructure Investment Joint Stock Company to carry out project research, completed proposal dossiers, documents for bidding for projects and submitted them to competent State agencies.

Above is the 2025 Business Results Report and 2026 Business Plan of CII B&R Company. We respectfully submit it to the General Meeting of Shareholders for consideration and approval.

GENERAL DIRECTOR

(Signed)

NGUYEN VAN CHINH



management system. Reports on the exploitation situation shall be made on a daily, monthly and quarterly basis, honestly reflecting the number of vehicles, revenue, arising problems and proposing solutions.

- Regular maintenance, overhaul, overhaul and unscheduled repairs at projects in 2025 will be carried out in accordance with the plan approved by the State Agency and the BOT contract of the project.

2.2. Project research and development:

- In coordination with the parent company - Ho Chi Minh City Infrastructure Investment Joint Stock Company (CII) conducts research on new projects, completes proposal dossiers, dossiers serving the bidding of projects and submits them to competent State agencies for approval.
- The preparation of bidding documents and project proposals is strictly implemented, ensuring compliance with the process and provisions of the law, improving the competitiveness of the Company.

3. Regarding financial activities:

- The Company has completed the issuance of shares to existing shareholders according to the share offering plan approved by the General Meeting of Shareholders, in order to ensure the maintenance of the status of a public company in accordance with the law.
- Completed the payment of dividends in 2024 at the rate of 12% to shareholders .
- Completing the procedures for restructuring the investment capital at Hien An Binh Bridge and Road Joint Stock Company, increasing the ownership rate to 100% and converting the type of business to a one-member limited liability company.
- Balancing capital sources for the restoration of DT741 project and Ninh Thuan 2 project.

II. EVALUATION OF THE BOARD OF DIRECTORS ON THE ACTIVITIES OF THE COMPANY'S EXECUTIVE BOARD IN 2025:

In 2025, in the context of many fluctuations in the macroeconomy. The Board of Directors recognizes and appreciates the drastic efforts and management of the Company's Executive Board in organizing the implementation of the resolutions of the General Meeting of Shareholders and the Board of Directors, specifically as follows:

- The Board of Directors has closely followed the business plan approved by the General Meeting of Shareholders, proactively developed flexible management plans, in accordance with market developments, well implemented cost optimization, cash flow management, ensuring the ability to pay financial obligations, etc maintain the continuous and stable operation of the whole Company.
- Effectively implement the restructuring of the capital portfolio, optimize interest costs, negotiate extensions, and restructure loans, thereby ensuring financial safety and improving the Company's financial capacity.
- The Board of Directors has strictly implemented the regulations on corporate governance, complying with the Law on Enterprises, the Law on Securities and relevant legal regulations. Financial statements, periodic reports, and extraordinary reports are prepared and disclosed fully, promptly and transparently to shareholders and investors.
- Ensure the full performance of functions and tasks as prescribed in the company's charter, promptly report and advise the Board of Directors to decide on important policies in accordance with the company's development orientation.

III. RESULTS OF THE BOARD OF DIRECTORS IN 2025:

1. Board of Directors for the 2023-2028 term:

STT	Full name	Position	Date of commencement/cessation of membership of the Board of Directors
1	Mr. Nguyen Van Thanh	Chairman of the Board of Directors	12/4/2023
2	Mr . Rodrigo E. Franco	P. Chairman of the Board of Directors	Dismissed in 22/4/2025
3	Mr. Jose Ma. Kamantigue Lim	Member of the Board of Directors	Additional Election in 22/4/2025
4	Mr. Le Quoc Binh	Member of the Board of Directors	12/4/2023
5	Mr. Nguyen Van Chinh	Member of the Board of	12/4/2023

		Directors cum General Director	
6	Ông Francis Gerard E. Aberilla	Member of the Board of Directors	12/4/2023
7	Mr. Christopher Daniel C. Lizo	Independent Member of the Board of Directors	Dismissed in 22/4/2025
8	Mr. Luis Soriano Reñon	Independent Member of the Board of Directors	Additional Election in 22/4/2025
9	Mr. Le Van Nam	Independent Member of the Board of Directors	12/4/2023

On April 22, 2025, the Annual General Meeting of Shareholders approved the dismissal of members of the Board of Directors for **Mr. Rodrigo E. Franco** and **Mr. Christopher Daniel C. Lizo**, and the additional election of **Mr. Jose Ma. Kamantigue Lim** and **Mr. Luis Soriano Reñon** join the Board of Directors for the term (2023-2028).

On September 1, 2025, CII Bridges and Roads Investment Joint Stock Company (CII B&R) has received a Notice from the major shareholder (holding 44.94% of charter capital), Metro Pacific Tollways Corporation (MPTC), on the replacement of a member of the Board of Directors of CII B&R Company, **Mr. Luis Soriano Reñon** (Member of the Board of Directors), and at the same time nominate an alternative candidate to submit to the Annual General Meeting of Shareholders in 2025 for additional election.

2. Implementation of the Resolution of the General Meeting of Shareholders in 2025:

2.1. Implementation of the Resolution of the Annual General Meeting of Shareholders for the fiscal year 2024.

The Board of Directors has directed and implemented Resolution No. 01/2025/NQ-ĐHDCĐ dated April 22, 2025 of the Annual General Meeting of Shareholders with the following results:

STT	Contents of Resolution No. 01/2025/NQ-DHDDĐ	Results
1	Approving the After-tax Profit Distribution Plan in 2024 and the After-tax Profit Distribution Plan in 2025.	Completed the payment of dividends in 2024 to shareholders at the rate of 12% on September 10, 2025.
2	Through the selection of International Auditing Co., Ltd. (ICPA) as the auditor for the 2025 financial statements for the Company.	Signed a contract with the auditor
3	Through the change of the head office address, the addition of business lines and the change of the Company's Charter.	Issued the 23rd amended Business Registration Certificate on 07/8/2025
4	Approving the plan to offer shares to the public to existing shareholders to increase charter capital, approving the plan to use the capital obtained from the offering and approving the listing of additional shares on the Stock Exchange.	Completed and granted the 24th amended Business Registration Certificate on 25/12/2025

2.2. Implementation of the Resolution of the 1st Extraordinary General Meeting of Shareholders in 2025.

STT	Contents of Resolution No. 02/2025/NQ-DHDDĐ	Results
1	Approving the adjustment and reduction of business lines and amendments to the company's charter	Completed
2	Approving the change of the issuance purpose and the plan to use the proceeds from the public offering of shares approved at the Resolution of the Annual General Meeting of Shareholders for the fiscal year 2024.	Completed

3. Results of the Board of Directors in 2025:

In 2025, the Board of Directors held a meeting and collected written opinions to approve 20 Resolutions and a number of decisions focusing on

the following groups of issues:

a) Regarding organization, operation, personnel and management:

- Through the re-appointment of the company's General Director.
- Approved the appointment of Deputy General Director and Person in charge of corporate governance.
- Through the company's quarterly and annual report on results and production and business plans.
- Approving the plan to organize the Annual General Meeting of Shareholders for the fiscal year 2024; plan to organize the 1st Extraordinary General Meeting of Shareholders in 2025.
- Approved the contents to be submitted to the Annual General Meeting of Shareholders for the fiscal year 2024 and the 1st Extraordinary General Meeting of Shareholders in 2025.
- Approval of the last registration date and the schedule for exercising the right to purchase shares offered to the public to existing shareholders.
- Through the results of the public offering of shares, the change of the Enterprise Registration Certificate, the registration of additional shares at the Vietnam Securities Depository and Clearing Corporation and the registration of additional listing of shares at the Ho Chi Minh City Stock Exchange. Ho Chi Minh City.

b) Financially:

- Approving the profit distribution plan in 2024 and the profit distribution plan in 2025 to be submitted to the General Meeting of Shareholders.
- Approved the selection of a company to audit the financial statements in 2025 to be submitted to the General Meeting of Shareholders.
- Submit to the General Meeting of Shareholders for approval the plan to offer shares to the public to existing shareholders to increase charter capital.
- Approved the dividend payment plan in 2024 at the rate of 12%.
- Through the detailed implementation of the plan for public offering of shares to existing shareholders and the dossier of registration for additional public offering of shares to be submitted to the SSC.

- Through the pledge and mortgage of deposit contracts of Hien An Binh Road Bridge Co., Ltd. at OCB Bank – Tan Binh Branch and Vietinbank Bank and Bank – Branch 11.
- Through the reciprocal capital support between Hien An Binh Road and Bridge One Member Co., Ltd. and CII Road and Bridge Operation Management Services Joint Stock Company.

c) Regarding investment activities:

- Approved the policy of buying back all shares of other shareholders in Hien An Binh Road and Bridge Joint Stock Company.
- Approved the loan plan, contributed capital to Hien An Binh Road Bridge One Member Limited Company.

In 2025, the Board of Directors has held meetings in accordance with regulations, the content of the meetings has promptly and effectively resolved the direction of the company's activities, contributing to the full implementation of the resolution of the General Meeting of Shareholders.

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

In 2025, the Company has paid the remuneration of the Board of Directors in the amount of VND 894,438,860 and the remuneration of the Supervisory Board in the amount of VND 223,609,716 detailed in the explanation of the audited 2025 Separate Financial Statements (Section VII.2, page 37).

5. Activities of independent members of the Board of Directors and evaluation of independent members of the Board of Directors on the activities of the Board of Directors:

The content of the activities of independent members of the Board of Directors and the evaluation of independent members of the Board of Directors on the activities of the Board of Directors are detailed in the Evaluation Report of Independent Members of the Board of Directors in 2025 (term 2023 – 2028).

6. Transactions with relevant parties:

The Company's transactions with related parties in 2025 are carried out in accordance with the provisions of law, the company's Charter and are presented in the audited Separate Financial Statements in 2025 and the Corporate Governance Report in 2025.

IV. ORIENTATION OF THE BOARD OF DIRECTORS IN 2026:

1. Operational orientation in 2026:

In 2026, the Board of Directors will focus on directing the following main

activities:

- Organize the Annual General Meeting of Shareholders for the fiscal year 2025.
- Leading and directing the Board of Directors to well implement the targets of the production and business plan in 2026.
- Direct the Board of Directors to continue researching and proposing new projects to submit to the Board of Directors for decision on investment policies.
- Direct the Executive Board to prepare resources to participate in the bidding for the right to collect tolls for expressway projects invested with State budget capital.
- Continue to supervise the General Director, members of the Executive Board and production and business activities of affiliated subsidiaries.
- Continue to consolidate the management apparatus to improve operational efficiency and meet the requirements of the Company's development.

2. Some targets of the 2026 plan:

ST T	Criteria	Actual 2025	Plan 2026	Plan 2026/Actual 2025
1	Total revenue	3,141,387	3,029,439	96.4%
2	Total expense	2,371,878	2,442,442	103.0%
3	Profit after tax	718,845	518,248	72.1%

Unit: Million VND



We look forward to receiving your comments, support and companionship from shareholders on the activities of the Board of Directors in the coming time.

**ON BE HALF. BOARD OF DIRECTORS
CHAIRMAN**

(Signed)

NGUYEN VAN THANH

Ho Chi Minh City, March 31, 2026



REPORT
INDEPENDENT BOARD MEMBER
YEAR OF 2025 (TERM 2023 – 2028)

To: **General Meeting of Shareholders of CII Bridges and Roads Investment Joint Stock Company**

I. 2025 BOARD OF DIRECTORS ACTIVITY REPORT

1. Organizational structure of the Board of Directors (BOD)

The organizational structure of the Board of Directors of CII Bridges and Roads Investment Joint Stock Company (the "Company") in 2025 is as follows:

STT	Full name	Position	Date of commencement/cessation of membership of the Board of Directors
1	Mr. Nguyen Van Thanh	Chairman of the Board of Directors	12/4/2023
2	Mr. Rodrigo E. Franco	P. Chairman of the Board of Directors	Dismissal 22/4/2025
3	Mr. Jose Ma. Kamantigue Lim	Member of the Board of Directors	Additional Election 22/4/2025
4	Mr. Le Quoc Binh	Member of the Board of Directors	12/4/2023
5	Mr. Nguyen Van Chinh	Member of the Board of Directors cum General Director	12/4/2023
6	Mr. Francis Gerard E. Aberilla	Member of the Board of Directors	12/4/2023
7	Mr. Christopher Daniel C. Lizo	Independent Member of the Board of Directors	Dismissal 22/4/2025
8	Mr. Luis Soriano Reñon	Independent Member of the Board of Directors	Additional Election 22/4/2025
9	Mr. Le Van Nam	Independent Member of the Board of Directors	12/4/2023

On April 22, 2025, the Annual General Meeting of Shareholders approved the

dismissal of members of the Board of Directors for **Mr. Rodrigo E. Franco** and **Mr. Christopher Daniel C. Lizo**, and the additional election of **Mr. Jose Ma. Kamantigue Lim** and **Mr. Luis Soriano Reñon** join the Board of Directors for the term (2023-2028).

On September 1, 2025, CII Bridges and Roads Investment Joint Stock Company (CII B&R) has received a Notice from the major shareholder (holding 44.94% of charter capital), Metro Pacific Tollways Corporation (MPTC), on the replacement of a member of the Board of Directors of CII B&R Company, **Mr. Luis Soriano Reñon** (Member of the Board of Directors), and at the same time nominate an alternative candidate to submit to the Annual General Meeting of Shareholders in 2025 for additional election.

The current structure of the Board of Directors of the Company meets the current regulations on the number of independent members of the Board of Directors for listed companies.

2. Results of the Board of Directors in 2025

In the process of participating in the activities of the Board of Directors in the fiscal year 2025, independent members of the Board of Directors recorded the following results:

- In 2025, the Board of Directors organized in-person and online meetings and collected written opinions to approve 20 Resolutions in accordance with the authority of the Board of Directors and in accordance with the provisions of the Law on Enterprises, the Law on Securities, and the Charter of Organization and Operation of the Company.
- The meetings were fully documented, with democratic and objective discussions. Independent opinions are listened to and fully recorded in the minutes.
- The Board of Directors has fully performed its management and administration responsibilities in accordance with the resolutions of the General Meeting of Shareholders and strictly complied with the provisions of law.
- All periodic meetings of the Board of Directors were attended by the Supervisory Board and members of the Board of Directors.
- The Board of Directors has complied with the regulations on information disclosure, ensuring transparency with shareholders and investors.

3. Evaluate the coordination between the Board of Directors and the Executive Board

Through the supervision of the activities of the Board of Directors and the Executive Board in the fiscal year 2025, independent members of the Board of Directors evaluate as follows:



- The Board of Directors maintained a professional, constructive relationship with the Board of Directors. The boundaries between supervision and administration are respected.
- The Board of Directors has conducted periodic and regular supervision of the Executive Board through periodic meetings of the Board of Directors and written opinion polls. The Board of Directors discussed and approved the Resolutions based on the proposals of the Board of Directors to ensure the validity, authority and compliance with the information disclosure regime for listed companies.
- Financial statements were prepared and disclosed in accordance with accounting standards and current provisions of law; The auditing firm was selected to ensure the eligibility to perform audits for listed companies according to the decision of the State Securities Commission. The auditor's opinion shows reliability, honesty, and ensures objective independence.
- On the basis of the advice and proposals of the Board of Directors, the Board of Directors has made decisions in accordance with the operation situation and development strategy of the Company.
- In addition, the Board of Directors has regularly coordinated, directed and supported the Board of Directors in strategic planning, implementing the tasks of the 2025 business plan on the basis of the resolutions of the General Meeting of Shareholders and the Board of Directors issued.

II. CONCLUSION

As an independent member of the Board of Directors, we assess that the Board of Directors of CII Bridges and Roads Investment Joint Stock Company has operated effectively, complying well with legal regulations, the company's charter and good governance practices. The Board of Directors has shown a role in strategic orientation, timely supervision and ensuring the harmony of interests of shareholders, the company and stakeholders.

This report is based on our independent observation and evaluation, with the aim of contributing to the sustainable development and transparency of the Company.

Best regards.

**INDEPENDENT MEMBER OF THE
BOARD OF DIRECTORS**

(Signed)

LE VAN NAM





SUPERVISORY BOARD

Ho Chi Minh city, March 27, 2026

**REPORT ON ACTIVITIES OF
THE SUPERVISORY BOARD IN 2025**

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

The Supervisory Board of CII B&R hereby reports to the General Meeting of Shareholders on its activities in 2025 as follows:

I. ACTIVITIES OF THE SUPERVISORY BOARD IN 2025

1. Organizational structure:

1.1 Personnel:

The Supervisory Board of CII Bridges and Roads Investment Joint Stock Company (CII B&R) in 2025 consists of the following members:

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

All three (3/3) members of the Supervisory Board possess professional expertise in finance and accounting; two members hold MBA degrees.

The members operate on a part-time (non-full-time) basis.

1.2. Remuneration of the Supervisory Board in 2025:

- Pursuant to the Resolution of the General Meeting of Shareholders for the fiscal year 2025, the planned remuneration and operating expenses of the Board of Directors and the Supervisory Board for 2025 are set at 0.5% of profit after tax.
- Other expenses for the Supervisory Board: None incurred.

2. Activities of the Supervisory Board

According to the assignment of the Supervisory Board, one member, Ms. Luong Kim Dien An, is responsible for overseeing the Company's capital and monitoring its financial situation on behalf of the Supervisory Board. This has enabled the Board to promptly grasp the Company's operational and financial status, thereby facilitating its supervisory activities. In addition, the Supervisory Board exchanges information through

online platforms, telephone, and email.

The Supervisory Board also maintains regular communication with the Management Board regarding matters related to the Company's operations, and provides timely reminders and recommendations to address arising issues.

During the year, the Supervisory Board carried out the following main activities:

- Conducted inspections and reviews of the Company's compliance with legal regulations in its business and production activities;
- Supervised the organization of the Annual General Meeting of Shareholders for the fiscal year 2024;
- Developed the 2025 operational plan of the Supervisory Board and assigned duties to its members;
- Monitored the Company's financial activities and the compliance with legal regulations in the operations of the Board of Directors and the Management Board through the assigned member of the Supervisory Board;
- Reviewed the Company's information disclosure to ensure it was complete, accurate, and in compliance with legal requirements;
- Reviewed the Company's semi-annual financial statements for 2025 after independent audit review; reviewed the Management Board's performance report for 2025 and the Company's business plan for 2026;
- The Supervisory Board held meetings on April 15, 2025 to review the 2024 report and the agenda for the 2025 General Meeting of Shareholders; on August 20, 2025 to review the Company's semi-annual financial statements for 2025 and the corporate governance report for the first six months of 2025 disclosed in accordance with regulations; and on March 27, 2026 to review the Company's 2025 financial statements and prepare for the General Meeting of Shareholders for the fiscal year 2025.

In addition, the Supervisory Board maintained internal discussions and reporting among its members to stay updated on the Company's operations, thereby making recommendations to the Executive Board and the Board of Directors regarding management and operational matters.

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

- The activities of the Board of Directors in 2025 complied with the Company's Charter and applicable laws and regulations.
- The resolutions and decisions issued by the Board of Directors were in line with legal regulations and the Company's Charter, and were timely and effective in supporting the Company's business operations.
- The Company's Management Board consistently complied with State laws, adhered to the Company's regulations, and made efforts to successfully fulfill the tasks assigned by the General Meeting of Shareholders.
- The Management Board continuously improved its management and operational practices, and implemented revisions to the Company's internal policies and

regulations to align with actual conditions and State regulations.

- The Management Board made efforts to enhance the quality of the Company's management team.
- During the year, the Supervisory Board did not receive any complaints or petitions regarding the activities of the Board of Directors or the Management Board.

4. Supervision of the Company's Financial Activities:

- During the year, the Supervisory Board monitored the Company's financial situation through regular supervision by the assigned member, as well as through the accounting department and independent auditors. On a semi-annual basis, the Board reviewed the Company's reviewed financial statements.
- The key figures of the Company's consolidated business performance in 2025 are as follows:

Unit: million VND

No.	Items	Actual 2024	Actual 2025	Plan 2025	Actual 2025/ Actual 2024	Actual 2025/ Plan 2025
1	Total revenue	3,060,831	3,141,387	3,200,906	102.6%	98.1%
2	Total expenses	2,236,102	2,371,878	2,326,406	106.1%	102.0%
3	Total profit before tax	824,729	769,510	874,500	93.3%	88.0%
4	Total profit after tax	791,644	718,845	818,790	90.8%	87.8%

Based on the Company's audited financial statements for 2025 of CII Bridges and Roads Investment Joint Stock Company, which were audited by International Auditing Company Limited (iCPA), the auditors issued an unqualified opinion. The members of the Supervisory Board conducted inspections and reviews and provided the following assessments and comments:

- Agreed with the figures presented in the audited financial statements for 2025.
- The financial statements present fairly and reasonably, in all material respects, the financial position of the Company as at December 31, 2025.
- The results of business operations and cash flows for the fiscal year then ended are in compliance with current Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and relevant legal regulations.

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

Based on the above analyses and assessments, the Supervisory Board would like to make the following recommendations to the Board of Directors and the Management Board of the Company:

- Recommend that the Board of Directors and the Management Board regularly review and assess the performance of projects in line with the Company's medium- and long-

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term development orientation and strategy.

- Develop plans to recruit and train qualified personnel to meet the requirements of the Company's management and business operations.

III. OPERATIONAL PLAN OF THE SUPERVISORY BOARD FOR 2026

Based on the functions and duties stipulated in the Company's Charter, as well as the personnel situation and the Company's business plan for 2026, the Supervisory Board has identified the following key activities for 2026:

- Review the semi-annual reviewed financial statements for 2026 in coordination with the independent auditor;
- Monitor compliance with legal regulations and the Company's Charter in its governance and operations;
- Supervise the activities of the Board of Directors and the Management Board in implementing approved plans and strategies in accordance with the timelines approved by the Board of Directors and the General Meeting of Shareholders;
- Inspect other related activities.

The above is the report of the Supervisory Board of CII Bridges and Roads Investment Joint Stock Company, respectfully submitted to the Annual General Meeting of Shareholders for the fiscal year 2025 for approval.

Respectfully submitted.

Recipients:

- *General Meeting of Shareholders;*
- *Board of Directors;*
- *Filed at the Supervisory Board.*

**ON BEHALF OF THE
SUPERVISORY BOARD
CHAIRMAN OF THE SUPERVISORY
BOARD**

(Signed)

NGUYEN THI HONG HANH





CII BRIDGES AND ROADS INVESTMENT JOINT STOCK COMPANY
REPORT ON THE USE OF PROCEEDS FROM THE PUBLIC OFFERING OF SHARES
FROM DECEMBER 11, 2025 TO DECEMBER 15, 2025
AS AUDITED

APPENDIX

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REPORT OF THE BOARD OF MANAGEMENT

The Board of Management of CII Bridges and Roads Investment Joint Stock Company (hereinafter referred to as the "Company") hereby submits this report together with the report on the use of proceeds from the public offering of shares from December 11, 2025 to December 15, 2025.

BOARD OF DIRECTORS, BOARD OF SUPERVISORS, AND BOARD OF MANAGEMENT

The members of the Board of Directors, the Board of Supervisors, and the Board of Management who have managed the Company during the period and as of the date of this report are as follows::

Board of Directors

Mr. Nguyen Van Thanh	Chairman
Mr. Rodrigo Emmanuel Franco	Vice Chairman (dismissed on April 22, 2025)
Mr. Le Quoc Binh	Member
Mr. Nguyen Van Chinh	Member
Mr. Francis Gerard Elizaga Aberilla	Member
Mr. Jose Ma. Kamantigue Lim	Member (appointed on April 22, 2025)
Mr. Luis Soriano Reñon	Member (appointed on April 22, 2025)
Mr. Le Van Nam	Independent Member
Mr. Christopher Daniel C. Lizo	Independent Member (dismissed on April 22, 2025)

Board of Supervisors

Ms. Nguyen Thi Hong Hanh	Head of the Board of Supervisors
Ms. Duong Thi Long Nghi	Member
Ms. Luong Kim Dien An	Member

Board of Management

Mr. Nguyen Van Chinh	General Director
Mr. Francis Gerard Elizaga Aberilla	Deputy General Director
Mr. Nguyen Duy Minh	Deputy General Director (Appointed on February 17, 2025)
Mr. Le Trung Hieu	Chief Financial Officer

Legal Representative

The Company's legal representative during the period and as of the date of this report is Mr. Nguyen Van Chinh – General Director of the Company.

AUDITOR

The report on the use of proceeds from the public offering of shares from December 11, 2025 to December 15, 2025 of the Company was audited by International Auditing Company Limited – a member of The International Audit Network AGN International.

RESPONSIBILITIES OF THE BOARD OF MANAGEMENT

The Board of Management of the Company is responsible for preparing and presenting the report on the use of proceeds from the public offering of shares from December 11, 2025 to December 15, 2025. In preparing this report, the Board of Management is required to:

- Comply with the provisions of the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Comply with the requirements of the Law on Securities No. 54/2019/QH14 dated November 26, 2019, Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on "Detailed regulations for the implementation of a number of articles of the Law on Securities," and Decree No. 245/2025/ND-CP dated September 11, 2025 on "Amendments and supplements to a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government";

REPORT OF THE BOARD OF MANAGEMENT (continued)

RESPONSIBILITIES OF THE BOARD OF MANAGEMENT (continued)

- Comply with the requirements of Circular No. 118/2020/TT-BTC dated December 31, 2020 guiding a number of contents on public offering and issuance of securities, public tender offers, share repurchases, registration of public companies and deregistration of public company status, and Circular No. 96/2020/TT-BTC dated November 16, 2020 guiding information disclosure on the securities market, and other relevant legal regulations;
- Comply with the provisions of the Law on Accounting No. 88/2015/QH13 dated November 20, 2015, Circular No. 200/2014/TT-BTC dated December 22, 2014 guiding the corporate accounting regime, and other relevant legal regulations;
- Be responsible for internal control to ensure that the preparation and presentation of the report on the use of proceeds from the public offering of shares are free from material misstatement, whether due to fraud or error;
- Select appropriate bases and accounting policies for the preparation of the report on the use of proceeds from the public offering of shares and apply them consistently;
- Be responsible for ensuring that proper accounting books and supporting documents are maintained to reflect the use of proceeds from the public offering of shares from December 11, 2025 to December 15, 2025 of the Company with reasonable accuracy at any time, and that such accounting books and documents comply with Vietnamese Accounting Standards;
- Prepare the report on the use of proceeds on the accounting basis as described in Note II of the Notes to the report, in order to meet information requirements on capital inflows. The reporting framework applied is a fair presentation framework designed to meet the information needs regarding contributed capital from shareholders that the Company received from the capital increase completed on December 11, 2025 and utilized up to December 15, 2025.

The Board of Management of the Company confirms that the accompanying report on the use of proceeds from the public offering of shares from December 11, 2025 to December 15, 2025 fairly and reasonably presents the financial information regarding the use of proceeds from the public offering of shares from the date of receipt of contributed capital to December 15, 2025, and is in compliance with the relevant legal regulations.

For and on behalf of the Board of Management,

(Signed)

Nguyen Van Chinh
General Director

Ho Chi Minh city, March 23, 2026

INDEPENDENT AUDITOR'S REPORT

To: **Board of Directors and Board of Management
of CII Bridges and Roads Investment Joint Stock Company**

We have conducted an audit of the report on the use of proceeds from the public offering of shares from December 11, 2025 to December 15, 2025, together with the accompanying explanatory notes (hereinafter collectively referred to as the "Report on the Use of Proceeds") of CII Bridges and Roads Investment Joint Stock Company (hereinafter referred to as the "Company"), prepared on March 23, 2026, from pages 6 to 8. This report has been prepared based on the bases presented in Notes II, III, and IV of the Notes to the Report on the Use of Proceeds and in accordance with the relevant legal regulations.

Responsibilities of the Board of Management

The Board of Management of the Company is responsible for the preparation and presentation of the information in the Report on the Use of Proceeds and for designing internal controls that the Board of Management considers necessary to ensure that the report is free from material misstatement, whether due to fraud or error.

Responsibilities of Auditor

Our responsibility is to express an opinion on the Report on the Use of Proceeds based on the results of our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. These standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Company's Report on the Use of Proceeds is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Report on the Use of Proceeds. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the report, whether due to fraud or error. In making those risk assessments, the auditor considers the Company's internal controls relevant to the preparation of the Report on the Use of Proceeds in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls. The audit also includes evaluating the appropriateness of the accounting policies used, the reasonableness of accounting estimates made by the Board of Management, and evaluating the overall presentation of the Report on the Use of Proceeds.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's opinion

In our opinion, the Company's Report on the Use of Proceeds fairly and reasonably presents, in all material respects, the use of proceeds from the public offering of shares by the Company from December 11, 2025 to December 15, 2025, in accordance with Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and the basis for preparation of the Report on the Use of Proceeds as described in Note II of the Report.

INDEPENDENT AUDITOR'S REPORT (continued)

Restriction on the Recipients and Use of the Audit Report

We draw the readers' attention to Note II of the Notes to the Report on the Use of Proceeds, which describes the basis of preparation and the intended purpose of the report. This Report on the Use of Proceeds has been prepared to meet the requirements of the State regulatory authorities and to provide assurance on the use of contributed capital from the Company's shareholders and does not relate to the Company's overall financial statements. Therefore, this Report on the Use of Proceeds may not be suitable for other purposes.

Our audit opinion does not extend to this matter.

(Signed)

(Signed)

Luong Giang Thach
Deputy Branch Director
Audit Practice Registration Certificate
No. 2178-2023-072-1

Tran Thi Xuan Tuoc
Auditor
Audit Practice Registration Certificate No.
N.4184-2022-072-1

For and on behalf of
International Auditing Company Limited – Saigon Branch

Ho Chi Minh city, March 23, 2026

REPORT ON THE USE OF PROCEEDS FROM THE PUBLIC OFFERING OF SHARES
From December 11, 2025 to December 15, 2025

I. General information on the public offering of shares to existing shareholders::

Pursuant to Resolution No. 13/2026/NQ-HĐQT dated July 25, 2025 of the Board of Directors of CII Bridge and Road Investment Joint Stock Company, approving the implementation of the plan for a public offering of shares to existing shareholders in accordance with the details set out in the Annual General Meeting of Shareholders Resolution for fiscal year 2024 No. 01/2025/NQ-ĐHĐCĐ dated April 22, 2025, and the Extraordinary General Meeting of Shareholders Resolution (1st meeting) for 2025 No. 02/2025/NQ-ĐHĐCĐ dated July 15, 2025.

Details of the offering and its results are as follows:

Contents	Details
Name of the Issuer	CII Bridges and Roads Investment Joint Stock Company
Stock code	LGC
Stock exchange	HOSE
Type of shares	Ordinary shares
Par value of shares	10,000 VND/share
Charter capital	1,928,547,650, 000 VND
Number of outstanding shares	192,854,765 shares
Number of treasury shares	0 shares
Number of shares expected to be offered	19,285,476 shares, equivalent to 10% of the number of outstanding shares
Total expected offering value at par value	192,854,760,000 VND
Offering method	Public offering of shares to existing shareholders
Rights exercise ratio	10:1
Offering price	10,000 VND/share
 <u>Offering results</u>	
Total proceeds received	192,755,430,000 VND
Number of successfully offered shares	19,275,543 shares
Completion date of the offering	December 11, 2025

II. Use of proceeds from the offering

Pursuant to the Extraordinary General Meeting of Shareholders Resolution (1st meeting) for 2025 No. 02/2025/NQ-ĐHĐCĐ dated July 15, 2025, and the Board of Directors Resolution No. 13/2026/NQ-HĐQT dated July 25, 2025 approving the plan for the use of proceeds from the public offering as follows:

Contents	Amount (VND)	Expected timeline for the use of proceeds
Payment of the loan at the Joint Stock Commercial Bank for Investment and Development of Vietnam – Tay Sai Gon Branch under Credit Agreement No. 01/2025/5582302/HĐTD dated June 23, 2025	192,854,760,000	Q3.2025 – Q4.2025

REPORT ON THE USE OF PROCEEDS FROM THE PUBLIC OFFERING OF SHARES (continued)
From December 11, 2025 to December 15, 2025

II. Use of proceeds from the offering (continued)

Based on actual conditions, the proceeds used by the Company from the public offering of shares to existing shareholders have been utilized as follows:

Unit: VND

Date	Contents	Amount received	Amount paid	Balance
14/11/2025	Proceeds from the public offering of shares to existing shareholders	2,220,000		2,220,000
05/12/2025	Proceeds from the public offering of shares to existing shareholders	192,753,210,000		192,753,210,000
15/12/2025	Payment of the loan at the Joint Stock Commercial Bank for Investment and Development of Vietnam – Tay Sai Gon Branch under Credit Agreement No. 01/2025/5582302/HĐT D dated June 23, 2025.		192,755,430,000	-
	Total	192,755,430,000	192,755,430,000	-

(Signed)

(Signed)

(Signed)

Phung Thi Tham
Preparer

Luong Thi Thu Yen
Chief Accountant

Nguyen Van Chinh
General Director

March 23, 2026

EXPLANATORY NOTES ON THE USE OF PROCEEDS FROM THE PUBLIC OFFERING OF SHARES from December 11, 2025 to December 15, 2025

I. GENERAL INFORMATION

Form of capital ownership

CII Bridge and Road Investment Joint Stock Company (hereinafter referred to as the "Company") was converted from Lu Gia Mechanical Joint Stock Company, a state-owned enterprise established in 1978 under Decision No. 8032/QĐ-UB-KT dated December 28, 1999 of the People's Committee of Ho Chi Minh City. The Company operates under Enterprise Registration Certificate No. 0300482241 issued by the Department of Finance (formerly the Department of Planning and Investment) of Ho Chi Minh City, first issued on March 8, 2000, and subsequently amended from time to time, with the latest amendment being the 24th amendment dated December 25, 2025 regarding the increase of charter capital and the change of the Company's head office address.

The Company's parent company is Ho Chi Minh City Infrastructure Investment Joint Stock Company ("CII"), with its head office located at 12th Floor, 152 Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City, Vietnam. The parent company holds 54.84% ownership in the Company, including 47.81% direct ownership and indirect ownership through its subsidiaries, namely CII Trading and Investment Company Limited (formerly CII Trading and Investment One Member Company Limited) and CII Services and Investment One Member Company Limited, with ownership ratios of 4.99% and 2.04%, respectively.

The Company's charter capital is VND 2,121,303,080,000, divided into 212,130,308 ordinary shares with a par value of VND 10,000 per share.

The Company's head office is located at 21st Floor, 152 Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City, Vietnam.

The Company's name in a foreign language is: CII Bridges & Roads Investment Joint Stock Company, with the abbreviated name: CII Bridges And Roads.

The Company's shares are currently listed on the Ho Chi Minh City Stock Exchange under the ticker symbol: LGC.

Business lines

The Company operates in various business sectors.

Main business lines and principal activities

The Company's business lines include: installation of electrical systems; manufacture of electrical equipment; repair of electrical equipment; architectural activities and related technical consultancy; wholesale of construction materials and installation equipment; manufacture of metal structures; manufacture of other metal products; installation of other construction systems; retail of motor fuel in specialized stores; vocational education; construction of utility works; construction of railway and road works; construction of civil engineering works; water extraction, treatment and supply; installation of water supply and drainage systems; real estate business, land use rights owned, used or leased.

The Company's principal activities during the period include investment in the construction, operation, and business of urban technical infrastructure under build–operate–transfer (B.O.T) contracts; construction and installation of public lighting systems; and maintenance of public infrastructure works.

II. BASIS OF PREPARATION OF THE REPORT ON THE USE OF PROCEEDS

Basis for preparation of the Report on the Use of Proceeds

The Report on the Use of Proceeds is presented in Vietnamese Dong (VND), on a historical cost basis, and in accordance with the regulations of the State Securities Commission, Vietnamese Accounting Standards, the Vietnamese Enterprise Accounting System, and other relevant prevailing regulations in Vietnam.

This Report on the Use of Proceeds is prepared based on the actual proceeds received by the Company from the capital increase through the public offering of ordinary shares completed on December 11, 2025, and the amounts disbursed/paid by the Company in accordance with the approved plan for the use of proceeds from the completion date of the offering to December 15, 2025, on a cash basis (actual receipts and payments), and forms part of the Company's cash inflow and outflow report.

Reporting period

The Report on the Use of Proceeds is prepared for the use of funds raised from the share issuance to increase charter capital from December 11, 2025 to December 15, 2025.

Purpose of the Report

This Report on the Use of Proceeds is prepared solely for reporting to relevant parties in accordance with Circular No. 96/2020/TT-BTC dated November 16, 2020, providing guidance on disclosure of information in the securities market, and other related legal regulations; and Circular No. 118/2020/TT-BTC dated December 31, 2020, providing guidance on certain matters regarding securities offerings, share issuance, takeover bids, share buybacks, registration of public companies, and delisting. It is not to be used for any other purpose. This Report pertains only to the use of owners' contributed capital and does not constitute a review of the Company's complete financial statements.

(Signed)

(Signed)

(Signed)

Phung Thi Tham
Preparer

Luong Thi Thu Yen
Chief Accountant

Nguyen Van Chinh
General Director

March 23, 2026



Số: 05/2026/TTr-ĐHĐCĐ-CIIBR
No.: 05/2026/TTr-DHDCD-CIIBR

Tp. Hồ Chí Minh, ngày 02 tháng 04 năm 2026
Ho Chi Minh City, April 02, 2026

TỜ TRÌNH PROPOSAL

V/v Phương án phân phối lợi nhuận năm 2025
và Kế hoạch phân phối lợi nhuận năm 2026
*Regarding the Profit Distribution for 2025
and the Profit Distribution Plan for 2026*

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 01/2025/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.
Pursuant to the Resolution No. 01/2025/NQ-ĐHĐCĐ dated on April 22, 2025 of CII B&R's 2024 Annual General Meeting.
- Căn cứ kết quả hoạt động sản xuất kinh doanh năm 2025 và kế hoạch hoạt động sản xuất kinh doanh năm 2026.
Pursuant to the 2025 Business result and 2026 Business plan.
- Căn cứ tình hình tài chính và Kế hoạch dòng tiền năm 2026 tại công ty.
Based on the company's financial and the cash flow plan for 2026.

Hội đồng quản trị kính trình Đại hội đồng cổ đông thông qua phương án phân phối lợi nhuận năm 2025 và kế hoạch phân phối lợi nhuận năm 2026 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 2025 and the profit distribution plan for 2026 of CII Bridges and Roads Investment JSC, with details as follows:

1. Phương án phân phối lợi nhuận năm 2025: *The profit distribution plan for 2025:*

Lợi nhuận sau thuế năm 2025 của công ty mẹ (là 323.763.659.724 đồng)
The after-tax profit of the parent company in 2025 (which is 323,763,659,724 VND).

- | | |
|--|-----------------------------|
| - Trích quỹ khen thưởng, phúc lợi (2,0%) | : 6.475.273.194 đồng |
| <i>Bonus and welfare fund (2.0%)</i> | <i>: 6,475,273,194 đồng</i> |



- Thù lao và chi phí hoạt động của HĐQT, BKS (1,0%): 3.237.636.597 đồng
Salaries and operating expenses of the BOD, BOS (1.0%): 3,237,636,597 đồng
- Chia cổ tức bằng tiền: 17,0%
Dividend payout rate by cash: 17.0%

(Trong đó phân phối lợi nhuận sau thuế năm 2025 với tỷ lệ 9,0%, phân phối lợi nhuận sau thuế chưa chia từ các năm trước đến nay với tỷ lệ 8,0%).

(In which the distribution of after-tax profits in 2025 at a rate of 9.0%, the distribution of after-tax profits not yet distributed from previous years to date at a rate of 8.0%).

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 2026:

The profit distribution plan for 2026:

Trên cơ sở kế hoạch sản xuất kinh doanh năm 2026, Hội đồng quản trị kính trình ĐHĐCĐ thông qua kế hoạch phân phối lợi nhuận sau thuế năm 2026 (công ty mẹ) như sau:

Pursuant to 2026 Business plan, the Board of Directors kindly submits to the General Shareholders' Meeting to approve the profit distribution plan for 2026 (parent company) as follows:

- Trích Quỹ khen thưởng, phúc lợi: 2,0% Lợi nhuận sau thuế
Bonus and welfare fund: 2.0% of profit after tax
- Thù lao và chi phí hoạt động của HĐQT, BKS: 1,0% Lợi nhuận sau thuế
Salaries and operating expenses of the BOD, BOS: 1.0% of profit after tax
- Chia cổ tức bằng tiền: 10% - 12%
Dividend payout rate by cash: 10% - 12%

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

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

Trân trọng kính trình.

Respectfully,

* Nơi nhận/Recipients:

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

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



NGUYỄN VĂN THÀNH

Số: 06 /2026/TTr-ĐHĐCĐ-CIIBR
No.: 06 /2026/TTr-DHDCD-CIIBR

Tp. Hồ Chí Minh, ngày 02 tháng 04 năm 2026
Ho Chi Minh City, April 02, 2026

TỜ TRÌNH PROPOSAL

V/v Chọn đơn vị kiểm toán độc lập cho năm tài chính 2026
Regarding the selection of the independent auditor for the fiscal year 2026

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 2026, 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 2026 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 2026, 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 2026 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



2026 theo Quyết định số 902/QĐ-UBCK ngày 19/11/2025 của Chủ tịch Ủy ban Chứng khoán Nhà nước.

ICPA is one of the firms allowed to conduct an independent audit of the public interest unit in the field of securities for 2026 pursuant to Decision No. 902/QĐ-UBCK dated November 19, 2025 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

CÔNG

CỔ PHẦN ĐẦU TƯ

CÁI ĐƯỜNG

CI

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: 07 /2026/TTr-ĐHĐCĐ-CIIBR
No: 07 /2026/TTr-DHDCD-CIIBR

Tp. Hồ Chí Minh, ngày 02 tháng 04 năm 2026
Ho Chi Minh City, April 02, 2026

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 01/9/2025 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 Luis S. Reñon (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 September 01, 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. Luis S. Reñon (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 2025 thông qua việc miễn nhiệm thành viên Hội đồng quản trị đối với ông Luis S. Reñon (Thành viên HĐQT), đồng thời chấp thuận bầu bổ sung 01 thành viên Hội đồng quản trị nhiệm kỳ (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 2025 to approve the dismissal*

of **Mr. Luis S. Reñon** (BOD Member) from their positions on the BOD, and to approve the election of 01 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





September 1, 2025

- 1) **Ho Chi Minh City Infrastructure Investment Joint Stock Company**
12th Floor, 152 Dien Bien Phu, Ward Thanh My Tay, Ho Chi Minh City, Vietnam

Ann: Mr. Le Quoc Binh
General Director and Legal Representative

and

- 2) **CII Bridges and Roads Investment Joint Stock Company**
21st Floor, 152 Dien Bien Phu, Ward Thanh My Tay, Ho Chi Minh City, Vietnam

Attn: Mr. Nguyen Van Thanh
Chairman of the Board of Directors
And Mr. Nguyen Van Chinh
General Director and Legal Representative

Re: Notice on replacement of the members of the Board of Directors of CII Bridges and Roads Investment Joint Stock Company (“CII B&R”)

Dear Sirs,

1. Reference is made to the followings:
 - (i) Bond Subscription Agreement dated January 14, 2015 (as amended from time to time) (the “**Bond Subscription Agreement**”) entered into by and between Ho Chi Minh City Infrastructure Investment Joint Stock Company (“CII”) and Metro Pacific Tollways Corporation (“MPTC”); and
 - (ii) Share Purchase Agreement dated January 14, 2015 (as amended from time to time) entered into by and between CII and MPTC.

Unless otherwise defined herein, capitalized terms used in this letter agreement shall have the same meanings as assigned to them in the Bond Subscription Agreement.

2. Mr. Luis S. Reñon who was the nominee of MPTC in the Board of Directors of CII B&R, resigned as the director of CII B&R, effective September 1, 2025.
3. Following the aforesaid resignation of our nominee Director, MPTC is thus entitled to nominate the replacement Director to occupy the board seat left vacant by Mr. Luis S. Reñon.
4. MPTC hereby nominates and designates, Ms. Marisa V. Conde, as the nominee Director of MPTC in the Board of Directors of CII B&R, effective September 01, 2025.

We hereby request CII and CII B&R to procure the successful appointment and election of Ms. Marisa V. Conde to the Board of Directors of CII B&R.

Thank you.

Very truly yours,

METRO PACIFIC TOLLWAYS CORPORATION

By:



GILBERT GABRIEL F. SANTA MARIA
President and CEO



No.: 08/2026/TB-HDQT

Ho Chi Minh City, April 02, 2026

NOTICE

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

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

- Pursuant to the Law on Enterprises No.59/2020/QH14 of the National Assembly of the Socialist Republic of Vietnam come into effect from January 01, 2021.
- Pursuant to the Charter for the organization and operation of CII Bridges and Roads Investment Joint Stock Company;
- Pursuant to the Proposal No. 07/2026/TTr-ĐHĐCĐ-CIIBR dated 02/04/2026 of the Board of Directors regarding the dismissal and election of additional members of the Board of Directors of CII Bridges & Roads Investment JSC.

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

1. Number of additional Board of Directors members to be elected: 01 (one) members.

2. Conditions for nomination, candidacy to the BOD:

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

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



- Shareholders or group of shareholders holding between 50% and less than 60% of voting shares have the right to nominate up to 05 candidates for the Board of Directors.
 - Shareholders or group of shareholders holding between 60% and less than 70% of voting shares have the right to nominate up to 06 candidates for the Board of Directors.
 - Shareholders or group of shareholders holding between 70% and less than 80% of voting shares have the right to nominate up to 07 candidates for the Board of Directors.
3. Standards and conditions to become a member of BOD: In compliance with the Law on Enterprises.
4. Nomination/candidacy application includes:
- Statement of nomination (in the form attached).
 - CV (form attached).
- (Shareholders can load the forms from the website: www.ciibr.com.vn)*
5. Nomination/candidacy application deadline and recipient:
- Deadline: **17:00**, dated **17/04/2026**.
 - Recipient: CII Bridges and Roads Investment Joint Stock Company.
 - Address: 21th Floor, 152 Dien Bien Phu Streets, Thanh My Tay Ward , HCM City.
 - Telephone: 028. 38688379 Email: ciibr@ciibr.com.vn
- After the deadline, we will cease to consider any nomination/ candidacy.

Respectfully.

Recipients:

- As above;
- Archived in office of BOD.

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



NGUYEN VAN THANH

**Shareholder/Group of
shareholders**

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

No.:

Ho Chi Minh City, April ,2026

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

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

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

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

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

We use shares, equivalent to% of Charter Capital of CII Investment
Bridge Joint Stock Company to nominate (or nominate ourselves) as member of
the Board of Directors of the CII B&R (2023-2028) at the Annual General Meeting of
Shareholders for the fiscal year 2025.

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

1. Full name:
- Qualification:
- Job title, at:
- Address:

(See attached CV)

2. Full name:
- Qualification:
- Job title, at:
- Address:

3.

(See attached CV)

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

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

Kindly submitted,

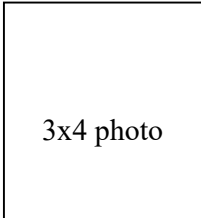
*** Recipients:**

- *As above;*
- *Archived:*

Shareholder/Group of shareholders(*)

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

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



SOCIALIST REPUBLIC OF VIET NAM
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_____ *HCMC, Ho Chi Minh, day...month 2026*

CV

(Touse for members of BOD, BOS, BOM)

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

Certificates:	Profession	Training facility
.....

10. Working experience

Time	Office:	Title

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

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

Declarant
(Sign, full name)

**METRO PACIFIC TOLLWAYS
CORPORATION**

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

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

TP. Ho Chi Minh City, March 30th, 2026

To: - **General Assembly of Shareholders of CII Bridges and Roads
Investment JSC;**
- **Board of Directors, CII Bridges and Roads Investment JSC.**

- Pursuant to Enterprise Law No. 59/2020/QH14 of Socialist Republic of Vietnam effective from Jan. 01, 2021;
- Pursuant to the Organization and Operation provisions of CII B&R;

Metro Pacific Tollways Corporation is one of the major shareholders owning **40.85%** of the shares of CII Bridges and Roads Investment JSC.

We utilize our **86,666,666** shares, equivalent to **40.85%** of Charter Capital of CII Bridges and Road Investment Joint Stock Company to nominate 01 members of the Board of Directors of the CII B&R (2023-2028), to be considered at the Annual General Meeting of Shareholders in 2026.

- Information of nominees:
 - **Full name:** Marisa Valencia Conde
 - **Qualification:** Master of Business Management and Bachelor of Science in Business Administration.
 - **Job title, at:** Interim Group Chief Financial Officer of Metro Pacific Tollways Corporation
 - **Address:** 5th floor, Tower 1, Rockwell Business Center, Ortigas Avenue, Barangay Ugong, 1604 Pasig City, Philippines

(See attached CV)

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

We are looking forward to getting the approval of the Board of Directors.

Kindly submitted,

*** Recipients:**

- *As above;*
- *Archived:*

**METRO PACIFIC
TOLLWAYS CORPORATION**



Gilbert Gabriel F. Santa Maria
President and CEO



SOCIALIST REPUBLIC OF VIET NAM
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HCMC, day 13 month 3 year 2026

CURRICULUM VITAE

(Touse for members of BOD, BOS, BOM)

1. Full name: **MARISA VALENCIA CONDE**
2. Gender: **FEMALE**
3. ID/Passport: **P6898985C**
4. Date of issuance: **April 16, 2024** Place of issuance: **DFA NCR Central**
5. DOB: **January 1, 1971** Birthplace: **Manila**
6. Nationality: **Filipino**
7. Originally from: **Philippines**
8. Permanent Address: **42A Sta. Rosa St., Kapitolyo, Pasig City**
9. Diploma: **Master's in business management**
Bachelor of Science in Business Administration Major in Accounting
10. Qualification:

Certificates:	Profession	Training facility
Master's in business management	Accounting	Asian Institute of Management Philippines and USA
Bachelor of Science in Business Administration	Accounting	Pamantasan ng Lungsod ng Maynila University
Accounting for Sustainability Programme		London, England

11. Working experience

Time	Office	Title
September 2025 to present	Metro Pacific Tollways Corporation (MPTC)	OIC – Chief Finance Officer and Treasurer
February 2021 to Present	Metro Pacific Investments Corporation (MPIC)	Vice President - Group Controller
May 2023 to July 2024	Metropac Water Investments Corporation and subsidiaries (MWIC)	Chief Finance Officer and Treasurer
October 2021 to July 2024	Metpower Venture Partners Holdings Inc. (MetPower)	Chief Finance Officer and Treasurer
October 2021 to July 2024	Surallah Biogas Ventures Corporation (SBVC)	Chief Finance Officer and Treasurer

June 2021 to July 2024	Metro Pacific Health Tech Corporation (mWell)	Chief Finance Officer and Treasurer
May 2015 to January 2021	PLDT Inc.	First Vice President for Wireless Controller and Financial Regulatory Compliance and Research Head
February 2013 to May 2015	Cignal TV, Inc.	Vice President for Finance

12. Title at the company: **None**
13. Title at other organizations:
14. Number of shares owned: 0 shares, equivalent of 0% charter capital.
15. Shares entitled to represent 0 shares, equivalent of 0% charter capital.
16. Ownership percentage of related persons (detailing the relationship, number of shares, ownership of each person): None
17. Other liabilities of the Company; None
18. Related benefits to the company None

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

Declarant
(Sign, full name)


Marisa Valencia Conde

DRAFT

Ho Chi Minh City, April 24 , 2026

REGULATIONS ON THE ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020, and effective as of January 1, 2021;

Pursuant to the Charter on organization and operation of CII Bridges & Roads Investment JSC;

Pursuant to the resolution on the selection of members of the Election Committee by the General Meeting of Shareholders;

The Annual General Meeting of Shareholders for the fiscal year 2025 of CII Bridges & Roads Investment JSC hereby adopts the Regulations on the Election of Members of the Board of Directors for the 2023–2028 term, with the following contents:

Article 1: Eligible voters

Shareholders holding voting shares and their duly authorized representatives (as per the list of shareholders finalized on March 24, 2026).

Article 2: Number of positions, nomination and candidacy conditions, and number of members to be elected

Pursuant to Clause 1, Article 25, and Clause 2, Article 24 of the Company Charter regarding the number and the rights to nominate and stand for election to the Board of Directors by shareholders:

The number of additional members to be elected to the Board of Directors for the 2023–2028 term is one (01).

Shareholders holding voting shares may pool their voting rights to jointly nominate candidates for the Board of Directors:

- Shareholders or groups holding from 10% to less than 20% of the total voting shares may nominate up to 1 candidate.
- Shareholders or groups holding from 20% to less than 30% of the total voting shares have the right to nominate up to 2 candidates for the Board of Directors.
- Shareholders or groups holding from 30% to less than 40% of the total voting shares have the right to nominate up to 3 candidates for the Board of Directors.
- Shareholders or groups holding from 40% to less than 50% of the total voting shares have the right to nominate up to 4 candidates for the Board of Directors.
- Shareholders or groups holding from 50% to less than 60% of the total voting shares have the right to nominate up to 5 candidates for the Board of Directors.

- Shareholders or groups holding from 60% to less than 70% of the total voting shares have the right to nominate up to 6 candidates for the Board of Directors.
- Shareholders or groups holding from 70% to less than 80% of the total voting shares have the right to nominate up to 7 candidates for the Board of Directors.
- Shareholders or groups holding 80% or more of the total voting shares have the right to nominate the full number of candidates for the Board of Directors.

Article 3: Voting method

The election shall be conducted by secret ballot using the cumulative voting method, whereby the total number of votes of each shareholder equals the number of ordinary shares they own or represent multiplied by the number of Board members to be elected.

Article 4: Voting ballots and ballot completion

- 4.1. Ballots shall be distributed by the Election Committee to each shareholder upon registration at the General Meeting. The ballots are printed according to a standardized template, affixed with the Company’s seal, and contain the following information:
 - Full name of the shareholder.
 - Number of shares held and/or represented.
 - List of duly nominated or self-nominated candidates in accordance with the Company Charter.
 - Total number of votes of the shareholder.
- 4.2. Shareholders must fill out the ballot themselves. If voting by proxy, a valid power of attorney is required, and the proxy shall retain full voting rights. In case of mistakes, shareholders may request a new ballot from the Election Committee.
- 4.3. Based on their level of trust in each candidate, shareholders shall allocate their votes by writing the number of votes next to the candidate’s name in the “number of votes” box and summing the total in the “total votes” box (if applicable).

Article 5: Ballot box inspection and voting procedure

- 5.1. The Election Committee shall inspect the ballot box in the presence of the shareholders.
- 5.2. Voting shall commence upon the instruction of the Head of the Election Committee and conclude after the last shareholder has cast their vote into the ballot box.

Article 6: Valid and invalid ballots

6.1. Valid ballots:

- Issued by the Election Committee using the printed template with the Company’s seal on the top-left corner.
- The total number of votes cast does not exceed the shareholder’s total voting rights (including those held and/or represented).

6.2 Invalid ballots:

- Not in the prescribed format or lacking the Company’s seal.
- Contain strikethroughs, corrections, or added candidate names.
- The total number of votes cast exceeds the shareholder’s voting rights (including those held and/or represented).

Article 7: Vote counting, minutes of vote counting, and announcement of results

- 7.1. Vote counting shall be conducted by the Election Committee immediately after the voting concludes.
- 7.2. Upon completion, the Election Committee shall prepare a vote counting record, which must include: Total number of shareholders attending the meeting, total number of shares represented at the meeting, voting rights percentage of shareholders who voted compared to the total voting rights present at the meeting (per cumulative voting method), number and percentage of valid ballots, number and percentage of invalid ballots, number and percentage of blank ballots, number and percentage of voting rights for each Board of Directors candidate.
- 7.3. A candidate shall be elected if they receive votes exceeding half of the total voting rights of shareholders attending the meeting. Elected members shall be determined in descending order of votes until the required number of members is filled. In case of a tie at the final position, a runoff vote shall be conducted among those tied candidates, with the candidate receiving the highest number of votes being elected.

Article 8: General provisions

These Regulations consist of 8 Articles and shall be read aloud at the General Meeting of Shareholders for approval by vote.

**On behalf of the Election Committee
Head of the Committee**