

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Hanoi, March 26, 2026



RESOLUTION

(the Bondholders' approval of amendments to the Anti-Dilution Provision clause)

BONDHOLDERS' MEETING

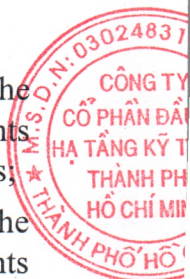
HO CHI MINH CITY INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

(in the form of written opinions)

**(Convertible Bond CII425001 (Stock Code: CII425021) issued by Ho Chi Minh City
Infrastructure Investment Joint Stock Company issued on 18/08/2025)**

Base:

- Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("Law on Enterprises") and documents amending, supplementing and guiding the implementation of the Law on Enterprises;
- Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019 ("Law on **Securities**") and documents amending, supplementing and guiding the implementation of the Law on Securities;
- Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("**Decree 155**") and Decree No. 245/2025/ND-CP dated 11/09/2025 amending and supplementing a number of articles of Decree 155;
- Charter of Organization and Operation of Ho Chi Minh City Infrastructure Investment Joint Stock Company Ho Chi Minh City ("CII");
- Resolution of the General Meeting of Shareholders of CII No. 52/NQ-ĐHĐCĐ dated 15/01/2025 which approved the plan to issue CII425001 convertible bonds;
- Resolution of the Board of Directors of CII No. 112/NQ-HDQT (TERM 2022-2027) dated 20/01/2025 approving the details of the issuance plan, the plan to use capital of the issuance of convertible bonds to the public with a total issuance value at the maximum par value of VND 2,000 billion;
- Offering registration certificate No. 139/GCN-UBCK dated 22/05/2025 issued by the State Securities Commission;
- Prospectus for offering convertible bonds to the public on 22/05/2025;
- Minutes of vote counting for opinions of Bondholders CII425001 (Stock Code: CII425021) dated 26/03/2026.



RESOLUTION

Article 1. Approving the adjustment of the content of the Anti-Dilution Clause approved in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025, specifically:

Previous content adjusted	Contents after adjustment
Issuing shares at a price lower than the expected conversion price applied to the latest conversion period.	Issuance of shares (excluding the issuance of shares for conversion of convertible bonds) at a price lower than the expected conversion price applied to the latest conversion period.

Article 2. In addition to the contents adjusted in Article 1, other contents in the convertible bond issuance plan CII425001 in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025 unchanged.

Article 3. The Bondholder assigns the Bondholder's Representative to perform the necessary tasks with the Issuer and other relevant parties in order to complete the contents in Articles 1 and 2 above in accordance with the provisions of the Bond Documents and the provisions of law.

Article 4. Related terms:

The Issuer is responsible for implementing the contents specified in Articles 1 and 3 above, ensuring compliance with the terms, conditions and other relevant contents of the CII425001 Bond Issuance and complying with the provisions of law.

Article 5. Validity:

- 5.1** This resolution has been approved by the Bondholders' Meeting CII425001 (Stock code: CII425021) in the form of written opinions, the Issuer agrees and unanimously approves, effective from the date of signing by the Parties.
- 5.2** This Resolution is made into 02 (two) original. The issuer keeps 01 (one) copy, the bondholder's representative keeps 01 (one) copy.

AS EVIDENCE, THE LEGALLY AUTHORIZED REPRESENTATIVE OF THE BONDHOLDER'S REPRESENTATIVE, THE ISSUER SIGNED THIS RESOLUTION ON THE DATE, MONTH AND YEAR STATED AT THE BEGINNING OF THE RESOLUTION.

Issuer:

**HO CHI MINH CITY INFRASTRUCTURE INVESTMENT
JOINT STOCK COMPANY**

(signed)

Full name: Le Quoc Binh

Position: General Director

Representative of the bondholder:

VIETINBANK SECURITIES JOINT STOCK COMPANY

(signed)

Full name: Pham Ngoc Hiep

Position: Deputy General Director



Hanoi, March 26, 2026

MINUTES OF VOTE COUNTING
COLLECT OPINIONS OF BONDHOLDERS CII425001 IN WRITING
BONDS OF HO CHI MINH CITY INFRASTRUCTURE INVESTMENT
JOINT STOCK COMPANY
(STOCK CODE: CII425021)

Base:

- *Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 ("Law on Enterprises") and documents amending, supplementing and guiding the implementation of the Law on Enterprises;*
- *Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019 ("Law on **Securities**") and documents amending, supplementing and guiding the implementation of the Law on Securities;*
- *Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("**Decree 155**") and Decree No. 245/2025/ND-CP dated 11/09/2025 amending and supplementing a number of articles of Decree 155;*
- *Resolution of the General Meeting of Shareholders of Ho Chi Minh City Infrastructure Investment Joint Stock Company ("CII") No. 52/NQ-ĐHDCĐ dated 15/01/2025 approving the plan to issue CII425001 convertible bonds;*
- *Resolution of the Board of Directors of CII No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025 approving the details of the issuance plan, the plan to use capital of the issuance of convertible bonds to the public with a total issuance value at the maximum par value of VND 2,000 billion;*
- *Offering registration certificate No. 139/GCN-UBCK dated 22/05/2025 issued by the State Securities Commission;*
- *Prospectus for offering convertible bonds to the public on 22/05/2025;*
- *Resolution of the Board of Directors of CII No. 168/NQ-HDQT (Term 2022-2027) dated 22/01/2026 approved the consultation of Bondholders in writing, approving the content of consultation and the work of collecting opinions of Bondholders CII425001 in writing (Stock Code CII425021);*
- *Bondholder Representative Contract No. 02/2025/DDNSHTP/VIETINBANK SECURITIES-CII dated 11/03/2025 between Vietnam Bank for Industry and Trade Securities Joint Stock Company (now VietinBank Securities Joint Stock Company) and CII;*

- *Notice of Consultation No. 95/2026/CV-CII dated 09/02/2026 of CII v/v Adjustment of the contents of the Anti-Dilution Clause approved in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025 of the CII425001 Convertible Bond issued by CII on 18/08/2025;*
- *The Opinion Forms of Bondholders shall be sent to the Bondholders' Representative - VietinBank Securities Joint Stock Company from 25/02/2026 to 17:00' on 25/03/2026.*

Today, at 08:30 on March 26, 2026, at the Head Office of VietinBank Securities Joint Stock Company – 1st to 4th Floor, N02-T2 Building, Diplomatic Corps Area, Xuan Dinh Ward, Hanoi City, the Corporate Finance Advisory Department (TCDN) has counted the votes for the opinions of CII425001 Bond Holders (Stock Code: CII425021) with the following contents:

I. General information about the Issuer:

Business name : Ho Chi Minh City Infrastructure Investment Joint Stock Company ("CII")

Business code : 0302483177

Head Office Address : 12th Floor, 152 Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City, Vietnam

II. Participants in vote counting:

- Mr. Nguyen Thanh Cong : Deputy Director of Corporate Finance Consulting Department
- Ms. Tran Thi Vi : Specialist of the Corporate Institution Consulting Department
- Ms. Nguyen Thi Thuy Linh : Specialist of the Corporate Institution Consulting Department

III. Purposes and issues to be consulted to approve the Resolution:

Collect opinions of CII425001 Bond Holders (Stock Code: CII425021) in writing to approve the following contents:

- Approving the adjustment of the content of the Anti-Dilution Clause approved in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025, specifically:

Previous content adjusted	Contents after adjustment
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Issuing shares at a price lower than the expected conversion price applied for the latest conversion period.	Issuance of shares (excluding the issuance of shares for conversion of convertible bonds) at a price lower than the expected conversion price applied to the latest conversion period
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- (ii) In addition to the contents adjusted in item (i), other contents in the convertible bond issuance plan CII425001 in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated January 20, 2025 remain unchanged.
- (iii) The Bondholder assigns the Bondholder's Representative to perform the necessary tasks with the Issuer and other related parties in order to complete the contents in (i) and (ii) above in accordance with the provisions of the Bond Documents and the provisions of law.

IV. Vote counting results:

Members participating in the vote counting conducted the counting of the Opinion Poll of Bondholders on the basis of the number of Opinion Poll Papers collected from 25/02/2026 to 17:00 on 25/03/2026. The results of vote counting are as follows:

- **Total number of opinion poll votes issued:** 235 votes, representing 20,000,000 Bonds, equivalent to VND 2,000,000,000,000 of Bond value (calculated by par value), accounting for 100% of the total outstanding Bonds.
- **Total number of votes collected:** 31 votes, representing 13,278,132 Bonds, equivalent to VND 1,327,813,200,000 of Bond value (calculated at par value), accounting for 66.3907% of the total outstanding Bonds.
- **Number of valid voting votes collected:** 30 votes, representing 13,270,840 Bonds, equivalent to VND 1,327,084,000,000 of Bond value (calculated at par value), accounting for 66.3542% of the total outstanding Bonds.
- **The number of invalid votes collected:** 01 vote, representing 7,292 Bonds, equivalent to VND 729,200,000 of Bond value (calculated at par value), accounting for 0.0365% of the total outstanding Bonds.

(List of Bondholders participating in voting according to Appendix 01 attached)

Voting results:

- **Approved: 29 votes**, representing **13,270,768 Bonds**, equivalent to VND 1,327,076,800,000 of Bond value (calculated at par value), accounting for **66.3538%** of the total outstanding Bonds.
- **Disapproval: 01 vote**, representing **72 Bonds**, equivalent to **VND 7,200,000** of Bond value (calculated at par value), accounting for **0.0004%** of the total outstanding Bonds.

V. Issues that have been adopted:

Pursuant to the provisions of Clause 6, Article 7 of Decree 155:

"6. For bonds that have been issued, except for the condition on the bondholder's representative as prescribed in Clause 4, Article 24 of this Decree, the conditions and

terms of bonds may only be changed when the following provisions are met:

- a) It is approved by the competent authority of the issuing organization;*
- b) **The number of bondholders representing 65% or more of the total outstanding bonds of the same type is approved, except for bond terms that are allowed to be changed according to the issuance plan announced in the Prospectus***
- c) Information about the change shall be published on the website of the issuer (if any) or the Stock Exchange"*

Thus, with a vote rate of **66.3538%** of the total outstanding CII425001 Bonds, the following issues have been approved by the Bondholders:

- (i) Approving the adjustment of the content of the Anti-Dilution Clause approved in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025, specifically:

Previous content adjusted	Contents after adjustment
Issuing shares at a price lower than the expected conversion price applied for the latest conversion period.	Issuance of shares (excluding the issuance of shares for conversion of convertible bonds) at a price lower than the expected conversion price applied to the latest conversion period.

- (ii) In addition to the contents adjusted in item (i), other contents in the convertible bond issuance plan CII425001 in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated January 20, 2025 remain unchanged.
- (iii) The Bondholder assigns the Bondholder's Representative to perform the necessary tasks with the Issuer and other related parties in order to complete the contents in (i) and (ii) above in accordance with the provisions of the Bond Documents and the provisions of law.

The counting of votes ended at 09:10 on the same day.

DEPUTY GENERAL DIRECTOR

(signed)

Pham Ngoc Hiep

SIGNATURES OF MEMBERS PARTICIPATING IN VOTE COUNTING

Mr. Nguyen Thanh Cong – Deputy Director of the Consulting Department of the Corporate

Institution:

(signed)

Ms. Tran Thi Vi - Specialist of the Consulting Department of Corporate Institutions:

(signed)

Ms. Nguyen Thi Thuy Linh - Specialist of the Consulting Department of the Corporate

Institution:

(signed)

APPENDIX 01: LIST OF BONDHOLDERS PARTICIPATING IN VOTING

STT	Full name of Bondholder	CCCD/ĐKKD	Number of Bonds Owned (Bonds)
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52.			
53.			
54.			
	Total	

**HO CHI MINH CITY INFRASTRUCTURE
INVESTMENT JOINT STOCK COMPANY**

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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No. 168/NQ-HĐQT (Term 2022-2027)

Ho Chi Minh City, January 22nd, 2026



RESOLUTION OF THE BOARD OF DIRECTORS
HO CHI MINH CITY INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

**To: BOARD OF DIRECTORS HO CHI MINH CITY INFRASTRUCTURE INVESTMENT
JOINT STOCK COMPANY ("CII")**

Base:

- Law on Enterprises No. 59/2020/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and documents amending, supplementing and guiding the implementation;
- The Securities Law No. 54/2019/QH14 was approved by the National Assembly of the Socialist Republic of Vietnam at the XIV term on November 26, 2019 and documents amending, supplementing and guiding the implementation of the Securities Law;
- Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities ("Decree 155") and Decree No. 245/2025/ND-CP dated 11/09/2025 amending and supplementing a number of articles of Decree 155;
- The Charter of Ho Chi Minh City Infrastructure Investment Joint Stock Company dated June 30, 2022, amended and supplemented from time to time;
- Resolution of the General Meeting of Shareholders No. 52/NQ-ĐHDCĐ dated 15/01/2025 on approving the plan to issue CII425001 convertible bonds ("Resolution 52");
- Resolution of the Board of Directors No. 112/NQ-HĐQT (Term 2022-2027) dated 20/01/2025 approving the details of the issuance plan and capital use plan of the issuance of convertible bonds to the public with a total issuance value at a maximum par value of VND 2000 billion ("Resolution 112");
- Bondholder Representative Agreement No. 02/2025/DDNSHTP/VIETINBANK SECURITIES - CII signed on March 11, 2025 between Ho Chi Minh City Infrastructure Investment Joint Stock Company ("**CII/Issuer**") and VietinBank Securities Joint Stock Company (including amendments, supplement and replace (if any)) ("**Representative Contract**") related to convertible bonds with a total face value of VND 2,000,000,000,000 issued by CII on 18/08/2025 ("**Convertible Bonds CII425001**")



BOARD OF DIRECTORS

HO CHI MINH CITY INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

RESOLUTION

Article 1. Approving the adjustment of the content of the Anti-Dilution Clause approved in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025 as follows:

Previous content adjusted	Contents after adjustment
Issuing shares at a price lower than the expected conversion price applied to the latest conversion period.	Issuance of shares (excluding the issuance of shares for conversion of convertible bonds) at a price lower than the expected conversion price applied to the latest conversion period.

Article 2. Approving the organization of collecting opinions of bondholders of CII425001 convertible bonds (Stock code: CII425021) in writing to approve the contents of Article 1 above.

Article 3. Approval of the content of consultation with CII425001 Bondholders (Stock Code: CII425021) in writing as follows:

- (i) Approving the adjustment of the content of the Anti-Dilution Clause approved in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025, specifically:

Previous content adjusted	Contents after adjustment
Issuing shares at a price lower than the expected conversion price applied for the latest conversion period.	Issuance of shares (excluding the issuance of shares for conversion of convertible bonds) at a price lower than the expected conversion price applied to the latest conversion period.

- (ii) In addition to the contents adjusted in item (i), other contents in the convertible bond issuance plan CII425001 in the Resolution of the Board of Directors No. 112/NQ-HDQT (Term 2022-2027) dated 20/01/2025 unchanged.
- (iii) The Bondholder assigns the Bondholder's Representative to perform the necessary tasks with the Issuer and other related parties in order to complete the contents in (i) and (ii) above in accordance with the provisions of the Bond Documents and the provisions of law.

Article 4. Through the work of collecting opinions of bondholders in writing as follows:

- Stock Name: CII425001 Bond
- Stock code: CII425021
- Securities type: Corporate bonds
- Transaction face value: 100,000 VND
- Exchange: HNX
- Record date: 04/02/2026

- Ratio: 1:1 (01 bond receives 01 voting right)
- Implementation time: Expected in 02/2026
- Location: Bondholders send comments on the address of the Bondholder's Representative: VietinBank Securities Joint Stock Company – 1st to 4th Floor, N02-T2 Building, Diplomatic Corps Area, Xuan Dinh Ward, Hanoi City.
- Contents of the consultation: Approval of the adjustment of the contents of the Anti-Dilution Clause of convertible bonds CII425001 as stated in Article 3.

Article 5. Assign the General Director to carry out procedures, sign documents related to the finalization of the list of bondholders, time, place and issues related to collecting opinions of bondholders in writing in accordance with the provisions of law.

Article 6. Implementation provisions:

- This Decision takes effect from the date of signing.
- Members of the Board of Directors, the Executive Board, the Chief Accountant of Ho Chi Minh City Infrastructure Investment Joint Stock Company and relevant units and individuals shall be responsible for the implementation of this Decision

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS
(signed)**

LE VU HOANG

