



**No: 286/2026/CV-CII**

*Ho Chi Minh City, April 28<sup>th</sup>, 2026*

**DISCLOSURE OF INFORMATION ON THE WEBSITE PORTAL**

**To: - State Securities Commission**

**- Ho Chi Minh City Stock Exchange**

**- Hanoi Stock Exchange**

**- Vietnam Securities Depository and Clearing Corporation**

**Company name:** Ho Chi Minh City Infrastructure Investment Joint Stock Company

**Stock code:** CII

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

**Telephone:** 028-36221025

**Fax:** 028-36367100

**Information disclosure person:** Le Quoc Binh – Position: General Director

**Address:** 12<sup>th</sup> Floor, 152 Dien Bien Phu Street, Thanh My Tay Ward, Ho Chi Minh City, Vietnam

**Telephone:** 028-36221025

**Fax:** 028-36367100

**Type of information disclosure:** ☒ 24h ☐ Irregular ☐ Upon Request ☐ Periodic

**Information disclosure:**

Ho Chi Minh City Infrastructure Investment Joint Stock Company ("CII") respectfully informs our valued shareholders:

**The Resolutions and Minutes of the 2025 Annual General Meeting of Shareholders dated April 28, 2026, of Ho Chi Minh City Infrastructure Investment Joint Stock Company, in both Vietnamese and English versions (attached).**



This information is disclosed on the official website of Ho Chi Minh City Infrastructure Investment Joint Stock Company on April 28, 2026, at the following link:  
<http://cii.com.vn>.

We commit that the disclosed information is true and we take full legal responsibility for its content.

**INFORMATION DISCLOSURE PERSON  
GERERAL DIRECTOR**

*(signed)*

**LE QUOC BINH**



*Ho Chi Minh City, April 28<sup>th</sup>, 2026*



**RESOLUTION**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**(SCHEDULED ON 28/04/2026)**  
**OF HO CHI MINH CITY INFRASTRUCTURE INVESTMENT**  
**JOINT STOCK COMPANY**

**THE GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 by the National Assembly of the Socialist Republic of Viet Nam;
- Pursuant to the Charter of Organization and Operation of Ho Chi Minh City Infrastructure Investment Joint Stock Company ("the Company" or "CII") dated June 30, 2022, and its amendments and supplements (if any); and
- Pursuant to the Internal Regulation on Governance of Ho Chi Minh City Infrastructure Investment Joint Stock Company.

**RESOLVES**

**Article 1.** Approval of the Regulation on Organization of the 2025 Annual General Meeting of Shareholders of Ho Chi Minh City Infrastructure Investment Joint Stock Company.

Voting results: (Voting was conducted immediately following the opening of the meeting. Voting on subsequent matters was carried out after the quorum of shareholders had been supplemented.)

Agree	Disagree	No comments
No. of votes: 403,971,458	No. of votes: 0	No. of votes: 0
Percentage: 100%	Percentage: 0%	Percentage: 0%

**Article 2.** Approval of the 2025 Performance Review and 2026 Business Plan report (Report No.213/2026/BC-HĐQT-CII dated 06/04/2026).

Voting results:

Agree	Disagree	No comments
No. of votes:	No. of votes: 35,924,427	No. of votes: 0



377,247,192

Percentage: 91.31%

Percentage: 8.69%

Percentage: 0%

**Article 3.** Approval of Report No: 214/2026/BC-HĐQT-CII dated 06/04/2026 of the Board of Directors on company management and operations in 2025 and orientation for 2026 activities, report on the use of capital proceeds from the CII425001 bond issuance (ticker symbol: CII425021) as of February 18, 2026, audited by International Auditing Company Limited (ICPA) as per the report signed on February 26, 2026, along with other matters presented at the 2025 Annual General Meeting of Shareholders; Approval of the Evaluation Report of Independent Board Members in 2025 No. 215/2026/BC-HĐQT-CII dated 06/04/2026 and 216/2026/BC-HĐQT-CII dated 06/04/2026; Report of the Supervisory Board on the results of monitoring the Company's activities in 2025 No. 217/2026/BC-HĐQT-CII dated 06/04/2026; and Report on the Governance of Listed Companies in 2025 No. 73/2026/BC-HĐQT-CII dated 29/01/2025.

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 377,247,192	No. of votes: 35,924,427	No. of votes: 0
Percentage: 91.31%	Percentage: 8.69%	Percentage: 0%

**Article 4.** Approval of the Audited SepePercentage and Consolidated Financial Statements for the 2025 audited by International Auditing Company Limited (ICPA) - Saigon Branch on 25/03/2026 (attached in the meeting materials), and approval of all related-party transactions disclosed in the notes of the Audited SepePercentage and Consolidated Financial Statements for 2025, according to the Report No. 218/2026/TTr-HĐQT-CII dated 06/04/2026

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 376.005.417	No. of votes: 37,166,202	No. of votes: 0
Percentage: 91.00 %	Percentage: 9.00%	Percentage: 0%

**Article 5.** Approval of the profit distribution plan 2025, the business plan, and the profit distribution plan for 2026 as presented in Proposal No. 219/2026/TTr-HĐQT-CII dated 06/04/2026.

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 376,005,417	No. of votes: 37,166,202	No. of votes: 0
Percentage: 91.00 %	Percentage: 9.00%	Percentage: 0%

**Article 6.** Approval of the appointment of International Auditing Company Limited (ICPA), the sole Vietnam member of AGN INTERNATIONAL, as the auditor to conduct the audit of the CII's financial statements for the year 2026, as presented in Proposal No. 220/2026/TTr-HDQT-CII dated 06/04/2026.

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 403,928,679	No. of votes: 8,508,322	No. of votes: 734,618
Percentage: 97.76%	Percentage: 2.06%	Percentage: 0.18%

**Article 7.** Approval of the plan to issue 02 (two) packages of the public offering of convertible bonds as presented:

1. Approving the issuance of convertible bonds to the public with a total issuance value (at par value) up to VND 6,719,852,900,000 and the full text of the Plan for issuance of convertible bonds in Appendix I ("Package 1") of this Resolution;
2. Approving the issuance of convertible bonds to the public with a total issuance value (at par value) of up to VND 6,719,852,900,000 and the full text of the Plan for issuance of convertible bonds in Appendix II ("Package 2") of this Resolution;
3. The condition for issuing convertible bonds to the public in Package 2 is that CII is selected as the investor of the Transport Infrastructure Renovation Project in the Hang Xanh – Binh Trieu and/or the Ring Road 3 Completion Investment Project in Ho Chi Minh City in the form of public-private partnership.
4. Approving the registration of depository of all convertible bonds after successful issuance at the Vietnam Securities Depository and Clearing Corporation; and
5. Approving the listing of all convertible bonds after successful issuance at the Vietnam Stock Exchange and/or its subsidiary(s) in accordance with current laws.

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 376,512,574	No. of votes: 36,659,045	No. of votes: 0



Percentage: 91.13%

Percentage: 8.87 %

Percentage: 0%

**Article 8.** Approving the sadjustment of the plan to use the proceeds from the offering of convertible bonds CII425001 (stock code: CII425021) issued on August 18, 2025 as follows:

1. Approval of the adjustment of the plan to use the proceeds from the offering of CII425001 convertible bonds (stock code: CII425021) for the purpose of "Early payment of all CII012029\_G bonds (stock code: CII012029\_G) issued by the Issuer on 31/01/2019 and maturing on 31/01/2029 ("Bonds CII012029\_G")". Specifically, the amount of VND 1,035 billion collected from the issuance of convertible bonds CII425001 will be used to:

No.	Items of use of capital	Value (VND)	Expected time of use of capital
1	Contributed capital to CII Public-Private Partnership Co., Ltd. ("CII PPP").  (CII PPP is a company established to prepare the capacity to participate in bidding to select investors, improve the competitiveness of CII group to participate in bidding for PPP investment projects)	1,035,000,000,000	Quarter II/2026 – Quarter III/2026

2. The implementation of the above-mentioned adjusted capital use plan shall be carried out after the Company completes the necessary approvals of competent agencies and authorities as prescribed (if any). In case these approvals have not been completed, the Company will continue to use the amount of VND 1,035 billion to make early payment of CII012029\_G bonds.
3. Authorizing and assigning the Board of Directors to decide on all matters related to the adjustment of the above-mentioned capital use plan, including but not limited to obtaining necessary approvals; amend and adjust dossiers and documents related to convertible bonds CII425001 at the request of State Management Agencies in accordance with regulations and the actual situation.
4. On the basis of the approval of the Board of Directors, authorize and assign the General Director to work with relevant parties to carry out procedures and sign dossiers and documents related to the adjustment of the above-mentioned capital use plan.

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 376,005,417	No. of votes: 37,166,202	No. of votes: 0
Percentage: 91.00%	Percentage: 9.00%	Percentage: 0%

**Article 9.** Approval of the depository and listing of bonds, CII will issue to the public according to the issuance plan under the approval authority of the Board of Directors according to Report No. 222/2026/TTr-HDQT-CII dated 06/04/2026.

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
No. of votes: 403,421,522	No. of votes: 9,750,097	No. of votes: 0
Percentage: 97.64%	Percentage: 2.36%	Percentage: 0%

**Article 10.** Approval of the Guarantee for loans of BOT Sai Gon – My Thuan Expressway Co., Ltd. at credit institutions financing capital as presented:

1. Approved for CII to provide unconditional/irrevocable guarantee for all debt obligations of BOT Sai Gon – My Thuan Expressway Co., Ltd. (only loans financing the Project) at credit institutions financing the Project.
2. Authorized the Board of Directors to decide on the terms and conditions and contents and tasks related to the above-mentioned guarantee.
3. Assigned the General Director of CII - the legal representative of CII - to work with credit institutions to perform tasks and sign agreements, guarantee contracts and documents related to the above-mentioned guarantee with credit institutions in accordance with the provisions of law.

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 376,512,574	No. of votes: 36,659,045	No. of votes: 0
Percentage: 91.13%	Percentage: 8.87%	Percentage: 0%

**Article 11.** This Resolution takes effect from the date of signing. All shareholders of the Company, members of the Board of Directors, the Board of Supervisors, and all employees of the Company shall be responsible for implementing this Resolution.

**ON BEHALF OF THE  
GENERAL MEETING OF SHAREHOLDERS  
HO CHI MINH CITY INFRASTRUCTURE INVESTMENT  
JOINT STOCK COMPANY  
CHAIRMAN OF THE MEETING  
(signed)**

Recipients:

- As in Article 11; and
- Office filing.

**LE VU HOANG**



## APPENDIX I: PACKAGE 1

*Full Proposal for the Issuance of Convertible Bonds  
With a Total Value (at Par Value): VND 6,719,852,900,000*

NO.	HEADING	CONTENTS
1	Issuer	Ho Chi Minh City Infrastructure Investment Joint Stock Company ("CII" or "Issuer")
2	Total issuance value (at par value)	Up to VND 6,719,852,900,000 (Six trillion seven hundred nineteen billion eight hundred fifty-two million nine hundred thousand Vietnamese dong)
3	Issuance volume	Up to 67,198,529 (Sixty-seven million one hundred ninety-eight thousand five hundred twenty-nine) bonds
4	Type of bond	Bonds converted into ordinary shares, without warrants, without collateral.
5	Number of issuance period	1 (one) period
6	Bonds par value	100,000 VND/bond
7	Issuance and settlement currency	Vietnamese Dong (VND or VND)
8	Target participants and offering prices for each participant	(1) Existing shareholders listed in the register as of the record date entitled to bond subscription rights in accordance with applicable regulations. (2) Public offering (for the remaining volume of bonds following the conclusion of the offering to existing shareholders). (3) The Board of Directors selects investors to distribute the Bonds (for the number of Bonds remaining after the end of the public offering, i.e. after the end of the offering under Sections 1 and 2 above).
9	Bond Offering Price	At 100% (one hundred percent) of bonds par value
10	Issuance method	Bonds are issued to the public in accordance with current laws

11	Estimated issuance time	The issuance is expected to be in 2026 or 2027, and immediately following the receipt of approval of the State Securities Commission. The Board of Directors is authorized to determine the specific Issue Date once such approval of the State Securities Commission has been granted.
12	Issuance purpose	The purpose of issuing Bonds is to invest in programs and projects of the Issuer.
13	Plans for use of capital	<p>The proceeds from the issuance of the Bonds will be used in the following order of priority :</p> <p>(1) Business Cooperation (BCC) with BOT Sai Gon – My Thuan Expressway Co., Ltd. to implement the Ho Chi Minh City – Trung Luong – My Thuan Expressway Expansion Investment Project: Maximum VND 6,719,852,900,000</p> <p>(2) Business Cooperation (BCC) with the Project Enterprise to implement the Investment Project on the construction of the National Highway 51 Elevated Urban Expressway ("<b>National Highway 51 Project</b>") : Maximum VND 6,719,852,900,000</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to: (i) adjust the formal titles of the aforementioned projects (if changes occur) following approval by State management agencies; (ii) consider and select specific capital use plans among the capital use options listed above, the order of priority and the specific allocation amount for each capital use plan so that all capital use options selected by the Board of Directors are within the limit approved by the General Meeting of Shareholders, in accordance with the provisions of the law and the Company's internal regulations, and ensure that the total value of the Bonds offered does not exceed the maximum value of VND 6,719,852,900,000.</p>
14	Execution ratio	<p>10:1 (The Bonds is issued to the Issuer's existing shareholders at a ratio where each common share held as of the record date entitles the shareholder to one (1) subscription right. For every ten (10) subscription rights held, the shareholder is entitled to purchase one (1) Bond); and the right to buy is transferred 01 (one) time.</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to adjust the implementation rate according to the Company's charter capital at the time of issuance, ensuring that the total issuance value at par value does not exceed VND 6,719,852,900,000.</p>



15	Bond tenor	25 (twenty-five) years from the date of bond issuance
16	Bond issue date	The Issue Date is the end date of the payment period for the purchase of the Bonds (" <b>Issue Date</b> ").
17	Maturity Date	25 (twenty-five) years from the Date of Issue (" <b>Maturity Date</b> ")
18	Plan to make up for the shortfall of capital expected to be mobilized	In case the bonds offered for sale are not fully distributed and the amount of mobilized capital is not sufficient as expected, the Board of Directors of the Company shall consider flexibly using other capital sources of the Company or hiring from banks or mobilizing from other valid sources to make up for the lack of capital to fulfill the purpose of using the above-mentioned capital.
19	Plan to arrange capital sources for payment of bond principal and interest	<ul style="list-style-type: none"> <li>- <b>Bond Interest Payment:</b> Bond interest is paid periodically every 03 (three) months from the Issue Date.</li> <li>- <b>Bond Principal Payment:</b> Bond principal is paid 01 (one) time on the Maturity Date in case the Bondholder fails to exercise the right to convert at the Conversion Period or due to the holding ratio limit (for foreign investors).</li> <li>- The Issuer intends to use the profits obtained from business activities and/or other lawful revenue sources to pay the principal and interest of the Bonds to investors.</li> </ul> <p>The General Meeting of Shareholders assigns and authorizes the Board of Directors to formulate and decide on a plan to arrange sources of payment of bond principal and interest.</p>
20	Bond transfer	Bondholders (" <b>Bondholders</b> ") are entitled to freely transfer Bonds on the Hanoi Stock Exchange (HNX) after the Issuer completes the procedures for listing the bonds on the Hanoi Stock Exchange (HNX)
21	Plan to handle odd bonds, bonds that have not been fully distributed	<p>To ensure that the total number of bonds issued does not exceed, the number of bonds issued for each existing shareholder will be rounded down to the number of units.</p> <p><i>Example: Shareholder A who owns 61 ordinary shares of CII will be entitled to buy = <math>(61 \times 1):10 = 6.10</math> bonds. Thus, shareholder A will be able to buy 6 bonds.</i></p> <p>The General Meeting of Shareholders authorizes the Board of Directors to handle odd bonds, bonds that have not been fully distributed after the end of the issuance term to existing shareholders.</p>



		distributed after the end of the issuance term to existing shareholders.
22	Interest period	Each period lasting 3 ( <i>three</i> ) consecutive months from the Issue Date to the Maturity Date (the "Interest Period").
23	Bond interest rates	<p>The Bonds shall bear an interest rate combining a fixed rate and a floating rate, specifically as follows:</p> <ul style="list-style-type: none"> <li>- <b>For the first 12 Interest Periods:</b> The Bond interest rate is 0%/year (zero percent per annum).</li> <li>- <b>For each subsequent Interest Period:</b> The Bond interest rate is fixed at 14.5%/year (fourteen point five percent per annum).</li> </ul>
24	Bond interest calculation method	<p>Bond interest is determined according to the following formula:</p> $\text{Bond Interest} = \frac{\text{Bond Par value}}{\text{value}} \times \frac{\text{Bond Interest Rate}}{(\%/year)} \times \frac{\text{Actual calendar days of the relevant Interest Period}}{365}$ <p>For clarity, the actual calendar days of (i) the first Interest Period are calculated from and include the Issue Date up to but excluding the last day of such Interest Period, and (ii) each subsequent Interest Period calculated from and including the last day of the immediately preceding Interest Period up to but excluding the last day of the Interest Period.</p>
25	Principal and interest repayment term	<p>(1) <b>For Bond interest:</b> paid every 3 (three) months, on the 3 (three) month full day (i) from the Issue Date (for the first Interest Period), or (ii) from the preceding interest payment date (for subsequent Interest Periods) (the "<b>Interest Payment Date</b>"). If the Interest Payment Date is a Saturday, Sunday or a public holiday, the Bond interest payment will be made on the next working day. For clarification, (i) Bonds converted into common shares in each Conversion will not be subject to interest from the nearest Interest Payment Date prior to such Conversion until the date of such Conversion; and (ii) the amount from the date the investor pays for the purchase of the Bonds up to but excluding the Issue Date will not be subject to interest.</p> <p>(2) <b>For the principal of the Bond:</b> 01 (one) time equal to 100% (one hundred percent) of the par value of the Bond on the Maturity Date. If the Maturity Date is a Saturday,</p>

		Sunday or a public holiday, the payment of the Principal of the Bond will be made on the next working day.
26	Bond conversion conditions	Bonds may be converted into ordinary shares of the Issuer at the discretion of the Bondholder. At each Conversion Period, if the Bondholder does not exercise the right to convert the Bonds or only exercises the right to convert part of the entire number of Bonds held, the Bondholder has the right to convert the remaining number of Bonds at the next Conversions. For the avoidance of doubt, the number of Bonds to be converted for each Bond Holder must be a whole number.
27	Conversion Period	<ul style="list-style-type: none"> <li>- The Bonds may be converted into common shares on 25/01 annually in 24 tranches (each such tranche is referred to as a "<b>Conversion</b>"). In which, the first Transition will be on 25/01/2028 and the last Transition will be on 25/01/2051.</li> <li>- The number of Bonds to be converted at each Conversion is decided by the Bondholder himself or herself (conversion is not required).</li> <li>- On the Maturity Date, all unconverted Bonds will be reimbursed by the Issuer to the Bondholder for principal and interest.</li> <li>- If the date of the Conversion is a Saturday, Sunday or a public holiday, the Conversion will be carried out on the next working day.</li> <li>- The number of Bonds to be converted at each Conversion is decided by the Bondholder himself. For clarification, the Bondholder may exercise the right to convert part or all of the Bonds held at the discretion of the Bondholder.</li> </ul>
28	Shares converted from Bonds	Ordinary shares, free transfer
29	Conversion pricing	10,000 ( <i>ten thousand</i> ) VND/ordinary share.



30	Conversion rate	<p>The conversion rate is determined by the following formula:</p> $\text{Conversion Rate} = \frac{\text{Bond Par value}}{\text{Conversion Pricing}} = 10$ <p>Conversion ratio: 1:10 (each Bond is converted into 10 (<i>ten</i>) ordinary shares).</p>
31	Issuance of ordinary shares to serve the transformation	<p>At Conversion Period, the Issuer will perform the following tasks:</p> <ol style="list-style-type: none"> <li>(1) Issue an amount of ordinary shares corresponding to the number of Bonds registered for conversion by the Bondholder at the conversion rate ("<b>Convertible Shares</b>"), and will increase the charter capital in proportion to the number of Convertible Shares issued for conversion purposes;</li> <li>(2) Carrying out procedures to adjust the corresponding charter capital (such as amending the charter capital recorded in the Charter of the Issuer, adjusting the Enterprise Registration Certificate of the Issuer, etc.);</li> <li>(3) Registering and depositing additional stocks converted from Bonds at the Vietnam Securities Depository and Clearing Corporation and additional listing of stocks converted from Bonds on the Ho Chi Minh City Stock Exchange (HOSE); and</li> <li>(4) Delist the number of Bonds that have been listed on the Vietnam Stock Exchange and/or its subsidiary(s) when such Bonds are converted into ordinary shares.</li> </ol>
32	Plan to ensure that the issuance of shares for conversion meets the regulations on foreign ownership ratio	<p>The General Meeting of Shareholders authorizes the Board of Directors to decide and approve a plan to ensure that the issuance of shares for conversion meets the provisions of the law on foreign ownership ratio, including but not limited to locking foreign rooms.</p>
33	Bond listing	<p>The Issuer commits to bring all issued Bonds to be registered and deposited centrally at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for trading on the Hanoi Stock Exchange (HNX). After the conversion of the Bonds, the new shares converted from the Bonds will be registered for additional listing on the Ho Chi Minh City Stock Exchange (HOSE).</p>



34	Governing law	Laws of Vietnam
35	Rights of Bondholders	<ul style="list-style-type: none"> <li>- Ownership of Bonds;</li> <li>- Entitled to convert the Bonds into ordinary shares according to the Prospectus;</li> <li>- To be fully paid by the Issuer, including the principal and interest of the Bonds when due and other amounts (if any) in accordance with relevant laws and the terms and conditions of the Bonds; and</li> <li>- To exercise other rights as prescribed by law.</li> </ul>
36	Authorization and assignment of the Board of Directors	<p>Based on the Bond issuance plan approved by the General Meeting of Shareholders, the General Meeting of Shareholders authorizes and assigns the Board of Directors to implement and perform necessary tasks related to the issuance of Bonds in the above sections, including but not limited to the following specific tasks:</p> <ul style="list-style-type: none"> <li>- Decide in detail the bond issuance plan and contents related to the bond issuance;</li> <li>- Implement procedures for obtaining permission from the State Securities Commission and relevant competent agencies (if any) to approve the issuance of Bonds;</li> <li>- Decide on the appropriate time to issue Bonds and the method of issuance;</li> <li>- Decide on issues related to the use of capital mobilized from the bond issuance and the allocation of proceeds from the bond issuance (including but not limited to the amendment, supplementation and adjustment of the detailed capital use purpose, adjustment of the plan for the use of mobilized capital, etc.) according to the actual situation and conditions in accordance with the purpose of bond issuance approved by the General Meeting of Shareholders in order to ensure the most effective use of capital, in accordance with the general development plan of the Issuer;</li> <li>- Convert the Bonds into ordinary shares at the request of the Bondholder at each Conversion;</li> <li>- Approving the issuance of ordinary shares in service of the conversion, calculation of the number of convertible shares and other conditions related to the conversion of Bonds into ordinary shares of the Issuer;</li> </ul>

		<ul style="list-style-type: none"> <li>- Handle the case that the Bonds are not converted into ordinary shares and report to the General Meeting of Shareholders at the nearest meeting;</li> <li>- Completing the amendment of the Charter of the Issuer (due to the change of charter capital) after the conversion of the Bonds into ordinary shares is completed;</li> <li>- Carry out the procedures for registration of change of charter capital and adjustment of the Issuer's Enterprise Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after the conversion of Bonds into ordinary shares is completed;</li> <li>- Carry out necessary procedures and tasks to (i) register for depository and registration of the number of bonds successfully issued after the issuance, (ii) cancel the depository registration and register the listing of the number of bonds converted into ordinary shares at each Conversion Period, and (iii) registering for depository and additional listing of shares converted from Bonds at each Conversion Period, including but not limited to the following tasks: <ul style="list-style-type: none"> <li>▪ Carrying out procedures and tasks related to the registration of bond depository at the Vietnam Securities Depository and Clearing Corporation and registration of bond listing at the Vietnam Stock Exchange and/or its subsidiary(s);</li> <li>▪ Carrying out procedures and tasks related to the cancellation of the registration of Bond depository at the Vietnam Securities Depository and Clearing Corporation and the cancellation of the registration of Bond listing at the Vietnam Stock Exchange and/or its subsidiary(s) for the number of Bonds converted into ordinary shares at each Transition; and</li> <li>▪ Carry out procedures and tasks related to the registration of additional depository at the Vietnam Securities Depository and Clearing Corporation and registration for listing at the Vietnam Stock Exchange and/or its subsidiary(s) for the number of ordinary shares converted from Bonds at each Transfer Exchange;</li> </ul> </li> <li>- Carry out procedures for locking the room of the foreign ownership rate (if deemed necessary);</li> </ul>
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		<ul style="list-style-type: none"> <li>- Decide to amend the conversion conditions for foreign investors (if any) in case the Issuer adjusts the limit of the foreign ownership ratio in the Issuer, ensuring the interests of shareholders and the Issuer in accordance with law;</li> <li>- Approve contracts and other documents related to the issuance of Bonds; and</li> <li>- Other contents, including but not limited to adjusting, amending, supplementing contents related to the above contents, or performing other arising contents to complete the issuance of Bonds.</li> </ul>
37	Authorization and assignment of the General Director	<p>On the basis of the approval of the General Meeting of Shareholders and the Board of Directors, authorize and assign the General Director to perform the following tasks:</p> <ul style="list-style-type: none"> <li>- Signing documents related to (i) the issuance, depository registration and listing of Bonds; (ii) the conversion of Bonds into ordinary shares; (iii) the delisting of the number of Bonds that have been listed on the Vietnam Stock Exchange and/or its subsidiary(s) when such number of Bonds are converted into ordinary shares, (iv) the registration of depository and registration of additional listing of shares converted from Bonds at each Conversion Period; (v) the adjustment of the Issuer's Enterprise Registration Certificate; and (vi) other tasks and procedures arising out of or in connection with the Bonds;</li> <li>- Working and explaining and adjusting with the authorities and relevant units about the above documents, documents, tasks and procedures; and</li> <li>- Decide on matters and perform such other tasks as the General Manager deems necessary for the successful performance of the tasks listed above.</li> </ul>



## APPENDIX II: PACKAGE 2

*Full Proposal for the Issuance of Convertible Bonds  
With a Total Value (at Par Value): VND 6,719,852,900,000*

NO.	HEADING	CONTENTS
1	Issuer	Ho Chi Minh City Infrastructure Investment Joint Stock Company ("CII" or "Issuer")
2	Total issuance value (at par value)	VND 6,719,852,900,000
3	Issuance volume	67,198,529 bonds
4	Type of bond	Bonds converted into ordinary shares, without warrants, without collateral.
5	Number of issuance period	1 (one) period
6	Bonds par value	100,000 VND/bond
7	Issuance and settlement currency	Vietnamese Dong (VND or VNĐ)
8	Target participants	(1) Existing shareholders listed in the register as of the record date entitled to bond subscription rights in accordance with applicable regulations. (2) Public offering (for the remaining volume of bonds following the conclusion of the offering to existing shareholders). (3) The Board of Directors selects investors to distribute the Bonds (for the number of Bonds remaining after the end of the public offering, i.e. after the end of the offering under Sections 1 and 2 above).
9	Offering price	100% of par value
10	Issuance method	Bonds are issued to the public in accordance with current laws.
11	Estimated issuance time	The issuance is expected to be in 2026 or 2027, and immediately following the receipt of approval of the State

11	Estimated issuance time	The issuance is expected to be in 2026 or 2027, and immediately following the receipt of approval of the State Securities Commission. The Board of Directors is authorized to determine the specific Issue Date once such approval of the State Securities Commission has been granted.
12	Issuance purpose	The purpose of issuing is to invest in programs and projects of the Issuer.
13	Capital utilization plan	<p>The proceeds from the issuance of the Bonds will be used in the following order of priority:</p> <p>(1) Capital contribution/Business Cooperation (BCC) with BOT Sai Gon – My Thuan Expressway Co., Ltd. to implement the Ho Chi Minh City – Trung Luong – My Thuan Expressway Expansion Investment Project: Maximum VND 6,719,852,900,000.</p> <p>(2) Capital contribution/Business Cooperation (BCC) with the Project Enterprise to implement the Investment Project on the construction of the National Highway 51 Elevated Urban Expressway Investment Project ("<b>National Highway 51 Project</b>"): Maximum VND 6,719,852,900,000.</p> <p>The General Meeting of Shareholders hereby authorizes the Board of Directors to: (i) adjust the formal titles of the aforementioned projects (if changes occur) following approval by State management agencies; (ii) review and select specific capital utilization plans from the options listed above, including the specific allocation for each plan, provided that all Board of Directors-selected plans remain within the limits approved by the General Meeting of Shareholders, comply with legal regulations and internal Company charters, and ensure that the total value does not exceed the maximum offering amount of VND 6,719,852,900,000.</p>
14	Execution rate	10:1 (The Bonds is issued to the Issuer's existing shareholders at a ratio where each common share held as of the record date entitles the shareholder to one (1) subscription right. For every ten (10) subscription rights held, the shareholder is entitled to purchase one (1) Bond). These subscription rights are transferable once (1) time.



		The General Meeting of Shareholders authorizes the Board of Directors to adjust the implementation rate according to the Company's charter capital at the time of issuance, ensuring that the total issuance value at par value is up to VND 6,719,852,900,000
15	Bond tenor	25 (twenty-five) years from the date of bond issuance
16	Bond Issue Date	The Issue Date is the end date of the payment period for the purchase of the Bonds (" <b>Issue Date</b> ").
17	Maturity date	25 (twenty-five) years from the Issue Date (" <b>Maturity Date</b> ")
18	Plan to make up for the shortfall of capital expected to be mobilized	In case the bonds offered for sale are not fully distributed and the amount of mobilized capital is not sufficient as expected, the Board of Directors of the Company shall consider flexibly using other capital sources of the Company or hiring from banks or mobilizing from other valid sources to make up for the lack of capital to fulfill the purpose of using the above-mentioned capital
19	Plan to arrange capital sources for payment of bond principal and interest	<ul style="list-style-type: none"> <li>- <b>Bond Interest Payment:</b> Bond interest is paid periodically every 03 (three) months from the Issue Date.</li> <li>- <b>Bond Principal Payment:</b> Bond principal is paid 01 (one) time on the Maturity Date in case the Bondholder fails to exercise the right to convert at the Conversion Period or due to the holding ratio limit (for foreign investors).</li> <li>- The Issuer intends to use the profits obtained from business activities and/or other lawful revenue sources to pay the principal and interest of the Bonds to investors.</li> </ul> <p>The General Meeting of Shareholders assigns and authorizes the Board of Directors to formulate and decide on a plan to arrange sources of payment of bond principal and interest.</p>
20	Bond Transfer	Bondholders (" <b>Bondholders</b> ") are entitled to freely transfer Bonds on the Hanoi Stock Exchange (HNX) after the Issuer completes the procedures for listing the bonds on the Hanoi Stock Exchange (HNX)
21	Plan to handle odd bonds, bonds that have not been fully distributed	To ensure that the total number of bonds issued does not exceed, the number of bonds issued for each existing shareholder will be rounded down to the number of units.



		<p><i>Example: Shareholder A who owns 61 ordinary shares of CII will be entitled to buy = <math>(61 \times 1):10 = 6.10</math> bonds. Thus, shareholder A will be able to buy 6 bonds.</i></p> <p>The General Meeting of Shareholders authorizes the Board of Directors to handle odd bonds, bonds that have not been fully distributed after the end of the issuance term to existing shareholders.</p>
22	Interest Period	Each period lasting 3 (three) consecutive months from the Issue Date to the Maturity Date (the "Interest Period").
23	Bond Interest Rates	<p>The Bonds shall bear an interest rate combining a fixed rate and a floating rate, specifically as follows:</p> <ul style="list-style-type: none"> <li>- <b>For the first 12 Interest Periods:</b> The Bond interest rate is 0%/year (zero percent per annum).</li> <li>- <b>For each subsequent Interest Period:</b> The Bond interest rate is fixed at 14.5%/year (fourteen point five percent per annum).</li> </ul>
24	Bond interest calculation method	<p>Bond interest is determined according to the following formula:</p> $\text{Bond Interest} = \frac{\text{Bond Par Value}}{\text{Value}} \times \frac{\text{Bond Interest Rate (\%/year)}}{\text{Interest Period}} \times \frac{\text{Actual calendar days of the relevant Interest Period}}{365}$ <p>For clarity, the actual calendar days of (i) the first Interest Period are calculated from and include the Issue Date up to but excluding the last day of such Interest Period, and (ii) each subsequent Interest Period is calculated from and including the last day of the immediately preceding Interest Period until but excluding the last day of the Period Calculate that Interest.</p>
25	Principal and interest repayment term	(1) <b>For Bond interest:</b> paid every 3 (three) months, on the 3 (three) month full day (i) from the Issue Date (for the first Interest Period), or (ii) from the preceding interest payment date (for subsequent Interest Periods) (the "Interest Payment Date"). If the Interest Payment Date is a Saturday, Sunday or New Year's holiday, the Bond interest payment will be made on the next working day

		<p>For clarification, (i) Bonds converted into common shares in each Conversion will not be subject to interest from the nearest Interest Payment Date prior to such Conversion until the date of such Conversion; and (ii) the amount from the date the investor pays for the purchase of the Bonds up to but excluding the Issue Date will not be subject to interest.</p> <p>(2) <b>For the principal of the Bond:</b> 01 (one) time equal to 100% (one hundred percent) of the face value of the Bond on the Maturity Date. If the Maturity Date is a Saturday, Sunday or a public holiday, the payment of the Principal of the Bond will be made on the next working day.</p>
26	Bond conversion conditions	<p>Bonds may be converted into ordinary shares of the Issuer at the discretion of the Bondholder. At each Conversion Period, if the Bondholder does not exercise the right to convert the Bonds or only exercises the right to convert part of the entire number of Bonds held, the Bondholder has the right to convert the remaining number of Bonds at the next Conversions. For the avoidance of doubt, the number of Bonds to be converted for each Bond Holder must be a whole number.</p>
27	Conversion Periods	<ul style="list-style-type: none"> <li>- The Bonds may be converted into common shares on 25/01/ annually in 24 periods (each such period is referred to as a "<b>Conversion Period</b>"). In which, the first Conversion Period will be on 25/01/2029 and the last Transition will be on 25/01/2052.</li> <li>- The number of Bonds to be converted at each Conversion is decided by the Bondholder himself or herself (conversion is not required).</li> <li>- On the Maturity Date, all unconverted Bonds will be reimbursed by the Issuer to the Bondholder for principal and interest.</li> <li>- If the date of the Conversion Period is a Saturday, Sunday or a public holiday, the Conversion Period will be carried out on the next working day.</li> <li>- The number of Bonds to be converted at each Conversion Period is decided by the Bondholder himself. For clarification, the Bondholder may exercise the right to convert part or all of the Bonds held at the discretion of the Bondholder.</li> </ul>

28	Shares converted from Bonds	Ordinary shares, free transfer
29	Conversion pricing	10,000 (ten thousand) VND/ordinary share.
30	Conversion Rate	<p>The conversion rate is determined by the following formula:</p> $\text{Conversion Rate} = \frac{\text{Bond Par Value}}{\text{Conversion Pricing}} = 10$ <p>Conversion ratio: 1:10 (each Bond is converted into 10 (ten) ordinary shares).</p>
31	Issuance of common shares for conversion purposes	<p>At Conversion Period, the Issuer will perform the following tasks:</p> <ol style="list-style-type: none"> <li>(1) Issue an amount of ordinary shares corresponding to the number of Bonds registered for conversion by the Bondholder at the conversion rate ("<b>Convertible Shares</b>"), and will increase the charter capital in proportion to the number of Convertible Shares issued for conversion purposes;</li> <li>(2) Carrying out procedures to adjust the corresponding charter capital (such as amending the charter capital recorded in the Charter of the Issuer, adjusting the Enterprise Registration Certificate of the Issuer, etc.);</li> <li>(3) Registering and depositing additional stocks converted from Bonds at the Vietnam Securities Depository and Clearing Corporation and additional listing of stocks converted from Bonds on the Ho Chi Minh City Stock Exchange (HOSE); and</li> <li>(4) Delist the number of Bonds that have been listed on the Vietnam Stock Exchange and/or its subsidiary(s) when such Bonds are converted into ordinary shares.</li> </ol>
32	Compliance plan for foreign ownership limits upon share issuance for conversion	The General Meeting of Shareholders authorizes the Board of Directors to decide and approve a plan to ensure that the issuance of shares for conversion meets the provisions of the law on foreign ownership ratio, including but not limited to locking foreign rooms.



33	Bond listing	The Issuer commits to bring all issued Bonds to be registered and deposited centrally at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for trading on the Hanoi Stock Exchange (HNX). After the conversion of the Bonds, the new shares converted from the Bonds will be registered for additional listing on the Ho Chi Minh City Stock Exchange (HOSE).
34	Governing Law	Laws of Vietnam
35	Rights of Bondholders	<ul style="list-style-type: none"> <li>- Ownership of Bonds;</li> <li>- Entitled to convert the Bonds into ordinary shares according to the Prospectus;</li> <li>- Entitled to full payment by the Issuer, including the principal and interest of the Bonds when due and other amounts (if any) in accordance with relevant laws and the terms and conditions of the Bonds; and</li> <li>- To exercise other rights as prescribed by law.</li> </ul>
36	Authorization and assignment of the Board of Directors	<p>Based on the Bond issuance plan approved by the General Meeting of Shareholders, the General Meeting of Shareholders authorizes and assigns the Board of Directors to implement and perform necessary tasks related to the issuance of Bonds in the above sections, including but not limited to the following specific tasks:</p> <ul style="list-style-type: none"> <li>- Decide in detail the bond issuance plan and contents related to the bond issuance;</li> <li>- Implement procedures for obtaining permission from the State Securities Commission and relevant competent agencies (if any) to approve the issuance of Bonds;</li> <li>- Decide on the appropriate time to issue Bonds and the method of issuance;</li> <li>- Decide on issues related to the use of capital mobilized from the bond issuance and the allocation of proceeds from the bond issuance (including but not limited to the amendment, supplementation and adjustment of the detailed capital use purpose, adjustment of the plan for the use of mobilized capital, etc.) according to the actual situation and conditions in accordance with the purpose of bond issuance approved by the General Meeting of Shareholders in order to ensure the most effective use of</li> </ul>

		<p>capital, in accordance with the general development plan of the Issuer;</p> <ul style="list-style-type: none"> <li>- Convert the Bonds into ordinary shares at the request of the Bondholder at each Conversion;</li> <li>- Approve the issuance of ordinary shares in service of the conversion, calculation of the number of convertible shares and other conditions related to the conversion of Bonds into ordinary shares of the Issuer;</li> <li>- Handle the case that the Bonds are not converted into ordinary shares and report to the General Meeting of Shareholders at the nearest meeting;</li> <li>- Complete the amendment of the Charter of the Issuer (due to the change of charter capital) after the conversion of the Bonds into ordinary shares is completed;</li> <li>- Carry out the procedures for registration of change of charter capital and adjustment of the Issuer's Enterprise Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after the conversion of Bonds into ordinary shares is completed;</li> <li>- Carry out necessary procedures and tasks to (i) register for depository and registration of the number of bonds successfully issued after the issuance, (ii) cancel the depository registration and register the listing of the number of bonds converted into ordinary shares at each Conversion Period, and (iii) registering for depository and additional listing of shares converted from Bonds at each Conversion Period, including but not limited to the following tasks: <ul style="list-style-type: none"> <li>▪ Carry out procedures and tasks related to the registration of bond depository at the Vietnam Securities Depository and Clearing Corporation and registration of bond listing at the Vietnam Stock Exchange and/or its subsidiary(s);</li> <li>▪ Carry out procedures and tasks related to the cancellation of the registration of Bond depository at the Vietnam Securities Depository and Clearing Corporation and the cancellation of the registration of Bond listing at the Vietnam Stock Exchange and/or its</li> </ul> </li> </ul>
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		<p>subsidiary(s) for the number of Bonds converted into ordinary shares at each Transition; and</p> <ul style="list-style-type: none"> <li>▪ Carry out procedures and tasks related to the registration of additional depository at the Vietnam Securities Depository and Clearing Corporation and registration for listing at the Vietnam Stock Exchange and/or its subsidiary(s) for the number of ordinary shares converted from Bonds at each Transfer Exchange;</li> <li>- Carry out procedures for locking the room of the foreign ownership rate (if deemed necessary);</li> <li>- Decide to amend the conversion conditions for foreign investors (if any) in case the Issuer adjusts the limit of the foreign ownership ratio in the Issuer, ensuring the interests of shareholders and the Issuer in accordance with law;</li> <li>- Approve contracts and other documents related to the issuance of Bonds; and</li> <li>- Other contents, including but not limited to, the adjustment, amendment and supplementation of the contents related to the above contents, or the implementation of other arising contents to complete the issuance of the Bonds.</li> </ul>
37	Authorization and assignment of the General Director	<p>On the basis of the approval of the General Meeting of Shareholders and the Board of Directors, authorize and assign the General Director to perform the following tasks:</p> <ul style="list-style-type: none"> <li>- Signing documents related to (i) the issuance, depository registration and listing of Bonds; (ii) the conversion of Bonds into ordinary shares; (iii) the delisting of the number of Bonds that have been listed on the Vietnam Stock Exchange and/or its subsidiary(s) when such number of Bonds are converted into ordinary shares, (iv) the registration of depository and registration of additional listing of shares converted from Bonds at each Conversion Period; (v) the adjustment of the Issuer's Enterprise Registration Certificate; and (vi) other tasks and procedures arising out of or in connection with the Bonds;</li> <li>- Working and explaining and adjusting with the authorities and relevant units about the above documents, documents, tasks and procedures; and</li> <li>- Decide on matters and perform such other tasks as the</li> </ul>



		General Manager deems necessary for the successful performance of the tasks listed above.
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Y.C.P.A.C.



*Ho Chi Minh City, April 28<sup>th</sup>, 2026*

MINUTES  
OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
(SCHEDULED ON APRIL 28, 2026)  
OF HO CHI MINH CITY INFRASTRUCTURE INVESTMENT  
JOINT STOCK COMPANY

**I. COMPANY INFORMATION**

- Company name : Ho Chi Minh City Infrastructure Investment Joint Stock Company (“CII” or “Company”)
- Head office : 12<sup>th</sup> Floor, CII Tower, 152 Dien Bien Phu, Thanh My Tay Ward, Ho Chi Minh City
- Telephone : (84 28) 36221025 Fax: (84 28) 36367100
- Business registration certificate : No. 0302483177 issued by Ho Chi Minh City Department of Planning and Investment
- Charter capital : VND 6,719,852,910,000 (six trillion seven hundred and nineteen billion eight hundred fifty two million nine hundred and ten thousand dong)
- Total issued shares : 671,985,291 shares (According to the shareholder list as of the record date of 24/03/2026, issued by the Vietnam Securities Depository and Clearing Corporation (VSDC) to exercise the right to attend the 2025 Annual General Meeting of Shareholders (“List dated 24/03/2026”))
- Total outstanding shares : 671,985,291 shares (according to List dated 24/03/2026)

**II. MEETING TIME, VENUE, AND PARTICIPANTS**

- Time : 08:00 AM, April 28<sup>th</sup>, 2026
- Location : T78 Conference Hall, 145 Ly Chinh Thang, Xuan Hoa Ward, Ho Chi Minh City
- Participants :
  - Shareholders of Ho Chi Minh City Infrastructure Investment Joint Stock Company
  - The Board of Directors, The Board of Supervisors,

The Board of Management.

- Representative of International Auditing Company Limited (ICPA).

### **III. MEETING PROCEDURES**

The host declared the opening of the 2025 Annual General Meeting of Shareholders (AGM).

#### **1. Shareholder eligibility verification**

As of 08:30 AM on 28/04/2026, the number of shareholders present (including those registered via the website [daihoicodong.cii.com.vn](http://daihoicodong.cii.com.vn)) at the 2025 Annual General Meeting of Shareholders ("AGM") is 90 shareholders, holding and representing 403,971,58 shares, accounting for 60.12% of the total voting shares of the Company (671,985,291 shares).

Pursuant to the Charter on Organization and Operation of the Company (the "**Charter**"), the total number of shareholders present at the convened session of the Annual General Meeting of Shareholders (AGM) represents at least 50% of the total voting shares of the Company (671,985,291 shares); therefore, the convened AGM is deemed to be validly held.

#### **2. Announcement of Nomination and Voting to Approve the List of the Presidium**

**2.1.** Pursuant to Clause 2, Article 19 of the Charter, Mr. Le Vu Hoang – Chairman of the Board of Directors – shall act as the default Chairperson of the General Meeting.

**2.2.** The Board of Directors announced the nomination and proposed the General Meeting of Shareholders to vote on approving the list of other members of the Presidium, including:

- Mr. Le Quoc Binh – Member of the Board of Directors, General Director
- Mr. Nguyen Van Thanh – Deputy General Director

**2.3.** The General Meeting of Shareholders (GMS) conducted an open vote and approved the list of the Presidium members with the following voting results:

Voting Results: (The voting was conducted immediately after the opening of the General Meeting; the subsequent voting on contents was conducted after the GMS had supplemented the quorum of shareholders attending the General Meeting).



<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 403,971,458	No. of votes: 0	No. of votes: 0
Percentage: 100%	Percentage: 0%	Percentage: 0%

Thus, the GMS of the Company was conducted under the chairmanship of the Presidium, consisting of the following individuals:

- Mr. Le Vu Hoang – Chairman of the Board of Directors
- Mr. Le Quoc Binh – Member of the Board of Directors, General Director
- Mr. Nguyen Van Thanh – Deputy General Director

### **3. Announcement of Nomination of the Meeting Secretariat**

Pursuant to Clause 2, Article 19 of the Charter, the Chairman of the General Meeting announced the nomination of the Secretariat of the Meeting, consisting of the following individuals:

- Ms. Cao Thi Ngoc Van – Secretary of the Board of Directors
- Ms. Ha Thi Chau – Administrator of Project Promotion Department of the Company.

## **IV. AGENDA OF THE GENERAL MEETING**

The Company finalized the list of shareholders as of the record date of 24/03/2026, for the purpose of convening the GMS scheduled on 28/04/2026. Accordingly, the invitations to the meeting and relevant meeting documents were duly sent to the shareholders in accordance with the law and the Charter.

On behalf of the Presidium, Mr. Le Vu Hoang announced the proposed agenda of the General Meeting, which includes the following items:

1. Regulation on Organization of the Annual General Meeting of Shareholders dated 28/04/2026.
2. Annual Summary Report for 2025 and the Operational Plan for 2026.
3. Report of the Board of Directors on company management and operations in 2025, orientation for 2026 activities and matters submitted for discussion/report at the Meeting (The Corporate Governance of the Listed Company in 2025 was disclosed in Report No. 73/2026/BC-HĐQT-CII dated 29/01/2025).
4. Assessment Report by the Independent Member of the Board of Directors for the year 2025.

5. The Supervisory Report by the Board of Supervisors on the Company's activities in 2025.
6. Proposal on regarding the audited separate and consolidated financial statements for 2025 and related party transactions as disclosed in the financial statements.
7. Proposal on the profit distribution plan 2025, the business plan, and the profit distribution plan for 2026.
8. Proposal on the appointment of an independent audit firm for the 2026 fiscal year.
9. Proposal for approval of the plan for the public issuance of Convertible Bonds.
10. Proposal on the Depository registration and Listing of Bonds to Be Publicly Issued by CII under the issuance plan within the approval authority of the Board of Directors.
11. Proposal on the provision of a Guarantee for the Loan of BOT Sai Gon – My Thuan Company Limited at Financing Credit Institutions.
12. Other matters (if any).

The voting results to approve the proposed agenda of the GMS were as follows: 100% of the total voting shares of the shareholders/authorized representatives attending the meeting approved the agenda.

## **V. APPROVAL OF THE MEETING REGULATIONS**

Mr. Nguyen Van Thanh, Deputy General Director, presented the Regulations on the organization of the General Meeting. The General Meeting conducted an open vote and approved the Meeting Regulations with the following results:

### Voting Results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 403,971,458	No. of votes: 0	No. of votes: 0
Percentage: 100%	Percentage: 0%	Percentage: 0%

## **VI. CONTENTS OF THE GENERAL MEETING**

### **1. Annual Summary Report for 2025 and the Operational Plan for 2026 (Report No. 213/2026/BC-HĐQT-CII dated 06/04/2026)**

The General Meeting of Shareholders listened to Mr. Le Quoc Binh, General Director of the Company, summarizing some key points about the operating situation in 2025, the operation plan in 2026, and updating a number of new activities and policies of the Company.



(All relevant documents had been provided in advance to all shareholders as part of the AGM materials.)

**2. Report of the Independent Member of the Board of Directors for 2025** (Report No. 214/2026/BC-HĐQT-CII dated 06/04/2026)

Mr. Le Vu Hoang, Chairman of the Board of Directors, reported on the following:

- Management, administration, operation of the Board of Directors, corporate governance in 2025, operational orientation in 2026;  
*(All relevant documents had been provided in advance to all shareholders as part of the AGM materials.)*
- And other contents are as follows:

**2.1. Bonds separately issued by the Company and outstanding as of 31/03/2026:**

- a) CII012029\_G Bond, issued on January 31, 2019, maturing on January 31, 2029, with a total issuance value of VND 1,150,000,000,000; current outstanding principal is VND 1,035,000,000,000; bearing a fixed interest rate of 7.2% per annum;
- b) CIIB2427001 Bond, issued on July 22, 2024, maturing on July 22, 2027, with a total issuance value of VND 300,000,000,000; current outstanding principal is VND 300,000,000,000; bearing a floating interest rate calculated as the sum of 4.85% and the average of 12-month term deposit/savings interest rates in Vietnamese Dong applicable to individual customers, as announced by Military Commercial Joint Stock Bank, Vietnam Prosperity Joint Stock Commercial Bank, Asia Commercial Joint Stock Bank, and Vietnam Technological and Commercial Joint Stock Bank on the relevant interest determination date;
- c) CIIH2427002 Bond, issued on October 17, 2024, maturing on October 17, 2027, with a total issuance value of VND 200,000,000,000; current outstanding principal is VND 200,000,000,000; bearing a fixed interest rate of 11% per annum for the first interest period. For each subsequent interest period, a floating interest rate shall apply, calculated as the sum of 4.5% and the average of 12-month term deposit/savings interest rates in Vietnamese Dong applicable to individual customers, as announced by Joint Stock Commercial Bank for Investment and Development of Vietnam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade, and Vietnam Bank for Agriculture and Rural Development on the relevant interest determination date (in all cases, the interest rate shall not be lower than 10% per annum);
- d) CIIH2427003 Bond, issued on October 25, 2024, maturing on October 25,



2027, with a total issuance value of VND 100,000,000,000; current outstanding principal is VND 100,000,000,000; bearing a fixed interest rate of 11% per annum for the first interest period. For each subsequent period, a floating rate shall apply, calculated as the sum of 4.5% and the Reference Rate, which is the average of 12-month term deposit/savings interest rates in Vietnamese Dong applicable to individual customers, as announced by Joint Stock Commercial Bank for Investment and Development of Vietnam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade, and Vietnam Bank for Agriculture and Rural Development on the relevant interest determination date (in all cases, the interest rate shall not be lower than 10% per annum); and

- e) CIIH2427004 Bond, issued on November 15, 2024, maturing on November 15, 2027, with a total issuance value of VND 108,000,000,000; current outstanding principal is VND 108,000,000,000; bearing a fixed interest rate of 10% per annum for the first four interest periods. For each subsequent interest period, a floating interest rate shall apply, calculated as the sum of 4.3% and the average of 12-month term deposit/savings interest rates in Vietnamese Dong applicable to individual customers, as announced by Joint Stock Commercial Bank for Investment and Development of Vietnam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Joint Stock Commercial Bank for Industry and Trade, and Vietnam Bank for Agriculture and Rural Development on the relevant interest determination date (in all cases, the interest rate shall not be lower than 10% per annum)

## 2.2. Bonds publicly issued by the Company and outstanding as of 31/03/2026:

- a) CIIB2426001 Bond, issued on October 14, 2024, maturing on October 14, 2026, with a total issuance value of VND 300,000,000,000; current outstanding principal is VND 300,000,000,000; bearing a fixed interest rate of 10% per annum; and
- b) CII424002 Bond, issued on January 25, 2024, maturing on January 25, 2034, with a total issuance value of VND 2,813,068,900,000; current outstanding principal is VND 65,478,500,000 and the applicable interest rate shall be: For the first four (4) interest periods: a fixed interest rate of 10% per annum (ten percent per annum); and For each subsequent interest period: a floating interest rate equal to the sum of 2.5% per annum (two point five percent per annum) and the Reference Rate applicable to such interest period.
- c) CII425001 bonds, issued on August 18, 2025, maturing on August 18, 2035, with a total issuance value of VND 2,000,000,000,000,000, current outstanding principal is VND 2,000,000,000,000, and the applicable interest rate shall be: For the first four (4) interest periods: a fixed interest

rate of 10% per annum (ten percent per annum); and For each subsequent interest period: a floating interest rate equal to the sum of 3.5% per annum (two point five percent per annum) and the Reference Rate applicable to such interest period.

**2.3. Major transactions between the Company and related parties in 2024, as follows:**

- a) For transactions between the Company, its subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors or their related persons: please refer to Section VII, Article 2 ("Related Parties") (pages 45-52) of the 2025 audited separate financial statements; and
- b) For transactions between the Company and companies in which any member of the Board of Directors has served as a founding member or executive officer within the past three (03) years prior to the transaction date: please refer to Section VII, Article 2 ("Related Parties") (pages 45-52) of the 2025 audited separate financial statements.

**2.4. Report on the extension of the use period of the proceeds from the offering of convertible bonds CII425001 and the use of convertible bond capital CII425001**

Mr. Le Vu Hoang reported to the General Meeting that the Board of Directors has issued Resolution No. 174/NQ-HDQT (NK 2022-2027) dated February 25, 2026 approving the extension of the use period of VND 1,035 billion collected from the CII425001 convertible bond offering for the purpose of early payment of all bonds CII012029\_G to the second quarter of 2026 and depends on the time negotiate with bondholders.

In addition, Mr. Le Vu Hoang made an additional report at the General Meeting and submitted to the GMS for approval the Report on the use of capital from the issuance of CII425001 bonds (stock code: CII425021) as of February 18, 2026, audited by International Auditing Co., Ltd. (ICPA) according to the report signed on February 26, 2026.

**2.5. Report on the governance of listed companies in 2025** (according to Report No. 73/2026/BC-HDQT-CII dated 29/01/2026).

Mr. Le Vu Hoang also reported to the General Meeting that the Company has made information disclosure on January 29, 2026 for the 2024 Corporate Governance Report No. 73/2026/BC-HDQT-CII (in accordance with the provisions of Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding the disclosure of information in the financial market).

**3. Report of the Independent Member for 2025** (Report No. 215/2026/BC-HDQT-CII dated April 06, 2026 and Report No. 216/2026/BC-HDQT-CII dated April 06, 2026)

Mr. Doan Minh Thu, Head of the Board of Supervisors, authorized by the independent members of the Board of Directors, presented the assessment of the Board of Directors' performance in 2025 and proposed key recommendations for



2026.

(All relevant documents had been provided in advance to all shareholders as part of the AGM materials.)

**4. Report of the Board of Supervisors for 2025 (Report No. 217/2026/BC-HĐQT-CII dated April 06, 2026)**

Mr. Doan Minh Thu, Head of the Board of Supervisors, presented a reported on the activities of the Supervisory Board and the results of the Company's operational and financial supervision in 2025.

**5. Report on the Quorum of Shareholders Attending the General Meeting**

After the General Meeting had commenced, as of 09:00 on April 28, 2026, the number of shareholders present or registered online via the website [daihoicodong.cii.com.vn](http://daihoicodong.cii.com.vn) was 198 shareholders, holding and representing 413,171,619 shares, accounting for 61.49% of the total voting shares of the Company (671,985,291 shares). Accordingly, the total number of voting shares participating in the 2025 Annual GMS convened on 28/04/2026 was 413,171,619 shares.

**6. Report on Matters Submitted for Shareholders' Approval**

The GMS listened to Mr. Nguyen Van Thanh, Deputy General Director, presenting the Reports and Proposals of the Board of Directors to the General Meeting of Shareholders for approval:

- 6.1. Approval of the audited separate and consolidated financial statements in 2025 and transactions with related parties as explained in the Financial Statements (Report No. 218/2026/TTr-HĐQT-CII dated 06/04/2026).
- 6.2. Approval of after-tax profit distribution plan in 2025, the business plan and after-tax profit distribution plan in 2026 (Report No. 219/2026/TTr-HĐQT-CII dated 06/04/2026).
- 6.3. Approval of the selection of an independent auditor for the fiscal year 2026 (Report No. 220/2026/TTr-HĐQT-CII dated 06/04/2026).
- 6.4. Approval of the depository and listing of bonds to be issued to the public (Report No. 222/2026/TTr-HĐQT-CII dated 06/04/2026).
- 6.5. Approval of the provision for loans of BOT Sai Gon – My Thuan Company Limited at credit institutions financing capital (Report No. 223/2026/BC-HĐQT-CII dated 06/04/2026).

(All relevant documents had been provided in advance to all shareholders as part of the AGM materials.)

Continuing the general meeting program, Mr. Le Quoc Binh, General Director of the Company presented/reported to the General Meeting of Shareholders for opinions on the following contents:

- 6.6. Approval of the plan to issue convertible bonds to the public in Report No. 221/2026/TTr-HĐQT-CII dated 06/04/2026 (documents had been provided in



advance to all shareholders as part of the AGM materials) and additional adjustments submitted at the General Meeting of Shareholders as follows:

- **Adjustment/supplementation of some contents in the full text of the Package 1 convertible bond issuance plan:**

Item	Contents of the Report	Adjustments/Additions
<b>Subjects of issuance</b> (Old title on the Report: <b>Issuer and offering price for each issuer</b> )	<p>(1) Existing shareholders are named in the list at the time of closing the list of entitlements to buy Bonds as prescribed. The offering price for existing shareholders is 100,000 (<i>one hundred thousand</i>) VND/bond.</p> <p>(2) Public offering (for the remaining number of Bonds after the end of the offering to existing shareholders). The offering price is 125,000 (<i>one hundred and twenty-five thousand</i>) VND/bond.</p> <p>(3) The Board of Directors selects investors to distribute the Bonds (for the number of Bonds remaining after the end of the public offering, i.e. after the end of the offering under Sections 1 and 2 above). The offering price is 125,000 (<i>one hundred and twenty-five thousand</i>) VND/bond.</p>	<p>Adjust the header name to <b>"Issuer"</b></p> <p>(1) Existing shareholders are named in the list at the time of closing the list of entitlements to buy Bonds as prescribed.</p> <p>(2) Public offering (for the remaining number of Bonds after the end of the offering to existing shareholders).</p> <p>(3) The Board of Directors selects investors to distribute the Bonds (for the number of Bonds remaining after the end of the public offering, i.e. after the end of the offering under Sections 1 and 2 above).</p>
<b>Asking price</b>		<p>Addition of <b>"Asking price"</b> section</p> <p>At 100% (<i>one hundred percent</i>) of the face value of the bond</p>
<b>Plans for use of capital</b>	<p>The proceeds from the bond issuance will be used for the following capital use options:</p> <p>(1) Contributing capital to BOT Sai Gon – My</p>	<p>The proceeds from the bond issuance will be used for the following capital use options:</p> <p>(1) Business cooperation (BCC) with BOT Sai Gon –</p>

	<p>Thuan Expressway Co., Ltd. and/or business cooperation (BCC) with BOT Sai Gon – My Thuan Company Limited to invest in the Ho Chi Minh City – Trung Luong – My Thuan Expressway Expansion Investment Project: Up to VND 8,399,816,125,000</p> <p>(2) Contributing capital to the Project Enterprise and/or business cooperation (BCC) with the Project Enterprise to invest in the National Highway 51 Elevated Urban Expressway Construction Investment Project ("<b>National Highway 51 Project</b>"): Up to VND 8,399,816,125,000</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to: (i) adjust the exact names of the above-mentioned projects (if there are any changes) after they have been approved by the State management agencies, (ii) consider and select specific capital use options among the capital use options listed above, priority order and specific allocation amount for each capital use plan and (iii) allocation of the difference amount obtained from the offering to the entities specified in (2) and (3) in the section "Issuers and offering prices for each issuer" for the capital use plan(s) listed above.</p>	<p>My Thuan Company Limited to invest in the Ho Chi Minh City – Trung Luong – My Thuan expressway expansion investment project: Maximum VND 6,719,852,900,000; and/or</p> <p>(2) Business Cooperation (BCC) with the Project Enterprise to invest in the Investment Project on the Construction of Urban Expressway on National Highway 51 ("<b>National Highway 51 Project</b>"): Maximum VND 6,719,852,900,000</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to: (i) adjust the exact names of the above-mentioned projects (if there are any changes) after they have been approved by the State management agencies, (ii) consider and select specific capital use options among the capital use options listed above, the order of priority and the specific amount of allocation for each capital use plan so that all capital use options selected by the Board of Directors are within the limit approved by the General Meeting of Shareholders, in accordance with the provisions of law and the Company's internal regulations, and ensure that the total value of the Bonds offered does not exceed the maximum value of VND 6,719,852,900,000.</p>
Plan to handle odd bonds, bonds that	To ensure that the total number of bonds issued does not exceed, the number of	To ensure that the total number of bonds issued does not exceed, the number of



<p><b>have not been fully distributed</b></p>	<p>bonds issued for each existing shareholder will be rounded down to the number of units.</p> <p><i>Example: Shareholder A who owns 61 ordinary shares of CII will be entitled to buy = <math>(61 \times 1):10 = 6.10</math> bonds. Thus, shareholder A will be able to buy 6 bonds.</i></p> <p>For the number of odd bonds, bonds that have not been fully distributed after the end of the issuance term to existing shareholders will be implemented according to (2) and (3) in section 8 "Issuers and offering prices for each issuer"</p>	<p>bonds issued for each existing shareholder will be rounded down to the number of units.</p> <p><i>Example: Shareholder A who owns 61 ordinary shares of CII will be entitled to buy = <math>(61 \times 1):10 = 6.10</math> bonds. Thus, shareholder A will be able to buy 6 bonds.</i></p> <p>For the number of odd bonds, bonds that have not been fully distributed after the end of the issuance term to existing shareholders will be implemented according to (2) and (3) in section 8 "Issuers"</p>
<p><b>Bond Interest Rate</b></p>	<p>Bonds have a combined interest rate of fixed interest rate and floating interest rate, specifically as follows:</p> <ul style="list-style-type: none"> <li>- <b>For the first 04 Interest Periods:</b> The Bond interest rate is fixed at 10%/year (ten percent a year).</li> <li>- <b>For each subsequent Interest Period:</b> The Bond Interest Rate is a floating interest rate with an interest rate equal to the sum of 4.0%/year and the Reference Interest Rate of that Interest Period. <b>"Reference Interest Rate"</b> means the interest rate on personal savings deposits in Vietnam Dong, with a term of 12 months (interest paid later and mobilized at the counter), published on the Interest Rate Determination Date (which is the 7th working day before the first day of each Interest Period) on the official website of the Joint Stock Commercial Bank</li> </ul>	<p>Bonds have a fixed interest rate, specifically as follows:</p> <ul style="list-style-type: none"> <li>- <b>For the first 12 Interest Periods:</b> The Bond interest rate is 0%/year (zero percent per annum).</li> <li>- <b>For each subsequent Interest Period:</b> The Bond interest rate is fixed at 14.5%/year (fourteen point five percent per annum).</li> </ul>



	for Foreign Trade of Vietnam. To clarify, the Reference Rate, if not an integer, will be rounded up to two digits in the decimal part	
<b>Authorization and assignment of the Board of Directors</b>	- Decide on issues related to the use of capital mobilized from the bond issuance and the allocation of proceeds from the bond issuance (including but not limited to the amendment, supplementation and adjustment of the detailed capital use purpose, adjustment of the plan for the use of mobilized capital, etc.) according to the actual situation and conditions in accordance with the purpose of bond issuance approved by the General Meeting of Shareholders in order to ensure the most effective use of capital, in accordance with the general development plan of the Issuer	- Decide on issues related to the use of capital mobilized from the bond issuance and the allocation of proceeds from the bond issuance (including but not limited to the amendment, supplementation and adjustment of the detailed capital use plan, adjustment of the mobilized capital use plan, etc etc.) according to the actual situation and conditions in accordance with the purpose of bond issuance approved by the General Meeting of Shareholders in order to ensure the most effective use of capital, in accordance with the general development plan of the Issuer

- **Adjustment/supplementation of some contents in the full text of the Plan for issuance of convertible bonds Package 2:**

<b>Item</b>	<b>Contents of the Report</b>	<b>Adjustments/Additions</b>
<b>Plans for use of capital</b>	The proceeds from the bond issuance will be used for the following capital use options: (1) Contributing capital to BOT Sai Gon – My Thuan Company Limited and/or Business Cooperation (BCC) with BOT Sai Gon – My Thuan Company Limited to invest in the Ho Chi Minh City – Trung Luong	The proceeds from the bond issuance will be used for the following capital use options: (1) Business cooperation (BCC) with the Project Enterprise to invest in the Transport Infrastructure Renovation Project in Hang Xanh – Binh Trieu area: Maximum VND 6,719,852,900,000; and/or

	<p>– My Thuan Expressway Expansion Investment Project: Maximum VND 6,719,852,900,000.</p> <p>(2) Contributing capital to the Project Enterprise and/or Business Cooperation (BCC) with the Project Enterprise to invest in the Investment Project on the construction of the National Highway 51 Elevated Urban Expressway ("<b>National Highway 51 Project</b>") Up to VND 6,719,852,900,000.</p> <p>The General Meeting of Shareholders authorizes the Board of Directors: (i) to adjust the exact names of the above-mentioned projects (if there are any changes) after they have been approved by the State management agencies, (ii) to consider and select specific capital use options among the capital use options listed above, the order of priority and the specific amount of allocation for each capital use plan so that all capital use options selected by the Board of Directors are within the limit approved by the General Meeting of Shareholders, in accordance with the provisions of law and the Company's internal regulations, and ensure that the total value of the Bonds offered does not exceed the maximum total value of VND 6,719,852,900,000</p>	<p>(2) Business Cooperation (BCC) with the Project Enterprise to invest in the investment project to complete the Ring Road 3 in Ho Chi Minh City in the form of public-private partnership, BOT contract type: Maximum VND 6,719,852,900,000.</p> <p>The General Meeting of Shareholders authorizes the Board of Directors: (i) to adjust the exact names of the above-mentioned projects (if there are any changes) after they have been approved by the State management agencies, (ii) to consider and select specific capital use options among the capital use options listed above, the order of priority and the specific amount of allocation for each capital use plan so that all capital use options selected by the Board of Directors are within the limit approved by the General Meeting of Shareholders, in accordance with the provisions of law and the Company's internal regulations, and ensure that the total value of the Bonds offered does not exceed the maximum total value of VND 6,719,852,900,000</p>
Plan to handle odd bonds, bonds that	To ensure that the total number of bonds issued does not exceed, the number of	To ensure that the total number of bonds issued does not exceed, the number of



<p><b>have not been fully distributed</b></p>	<p>bonds issued for each existing shareholder will be rounded down to the number of units.</p> <p><i>Example: Shareholder A who owns 61 ordinary shares of CII will be entitled to buy = <math>(61 \times 1):10 = 6.10</math> bonds. Thus, shareholder A will be able to buy 6 bonds.</i></p> <p>For the number of odd bonds, bonds that have not been fully distributed after the end of the issuance term to existing shareholders will be implemented according to (2) and (3) in section 8 "Issuers and offering prices for each issuer"</p>	<p>bonds issued for each existing shareholder will be rounded down to the number of units.</p> <p><i>Example: Shareholder A who owns 61 ordinary shares of CII will be entitled to buy = <math>(61 \times 1):10 = 6.10</math> bonds. Thus, shareholder A will be able to buy 6 bonds.</i></p> <p>For the number of odd bonds, bonds that have not been fully distributed after the end of the issuance term to existing shareholders will be implemented according to (2) and (3) in section 8 "Issuers"</p>
<p><b>Bond Interest Rates</b></p>	<p>Bonds have a combined interest rate of fixed interest rate and floating interest rate, specifically as follows:</p> <ul style="list-style-type: none"> <li>- <b>For the first 04 Interest Periods:</b> The Bond interest rate is fixed at 10%/year (<i>ten percent a year</i>).</li> <li>- <b>For each subsequent Interest Period:</b> The Bond Interest Rate is a floating interest rate with an interest rate equal to the sum of 4.0%/year and the Reference Interest Rate of that Interest Period. "Reference Interest Rate" means the interest rate on personal savings deposits in Vietnam Dong, with a term of 12 months (interest paid later and mobilized at the counter), published on the Interest Rate Determination Date (which is the 7th working day before the first day of each Interest Period) on the official website of the Joint Stock Commercial Bank</li> </ul>	<p>Bonds have a fixed interest rate, specifically as follows:</p> <ul style="list-style-type: none"> <li>- <b>For the first 12 Interest Periods:</b> The Bond interest rate is 0%/year (<i>zero percent per annum</i>).</li> <li>- <b>For each subsequent Interest Period:</b> The Bond interest rate is fixed at 14.5%/year (<i>fourteen point five percent per annum</i>).</li> </ul>



	for Foreign Trade of Vietnam. To clarify, the Reference Interest Rate, if not an integer, will be rounded up to two digits in the decimal part.	
<b>Transitions</b>	The Bonds may be converted into common shares on January 25 annually in 24 (twenty-four) tranches (each such tranche is referred to as a " <b>Conversion</b> "). In which, the first Transition will be on 25/01/2028 and the last Transition will be on 25/01/2051.	The Bonds may be converted into common shares on January 25 annually in 24 ( <i>twenty-four</i> ) tranches (each such tranche is referred to as a " <b>Conversion</b> "). In which, the first Transition will be on 25/01/2029 and the last Transition will be on 25/01/2052.
<b>Authorization and assignment of the Board of Directors</b>	- Decide on issues related to the use of capital mobilized from the bond issuance and the allocation of proceeds from the bond issuance (including but not limited to the amendment, supplementation and adjustment of the detailed capital use purpose, adjustment of the plan for the use of mobilized capital, etc.) according to the actual situation and conditions in accordance with the purpose of bond issuance approved by the General Meeting of Shareholders in order to ensure the most effective use of capital, in accordance with the general development plan of the Issuer	- Decide on issues related to the use of capital mobilized from the bond issuance and the allocation of proceeds from the bond issuance (including but not limited to the amendment, supplementation and adjustment of the detailed capital use plan, adjustment of the mobilized capital use plan, etc etc.) according to the actual situation and conditions in accordance with the purpose of bond issuance approved by the General Meeting of Shareholders in order to ensure the most effective use of capital, in accordance with the general development plan of the Issuer

- **The condition for issuing convertible bonds to the public in Package 2 is that CII is selected as the investor of the Transport Infrastructure Renovation Project in the Hang Xanh – Binh Trieu area and/or the Ring Road 3 Completion Investment Project in Ho Chi Minh City in the form of public-private partnership.**

In addition to the above-mentioned adjusted contents, the remaining contents in the full text of the Package 1 and Package 2 convertible bond issuance plan stated in the Report No. 221/2026/TTr-HDQT-CII dated 06/04/2026 remain the same.

**6.7. Adjusting the plan to use the proceeds from the offering of convertible bonds CII425001 (stock code: CII425021) issued on August 18, 2025 as follows:**

1. Approval of the adjustment of the plan to use the proceeds from the offering of CII425001 convertible bonds (stock code: CII425021) for the purpose of "Early payment of all CII012029\_G bonds (stock code: CII012029\_G) issued by the Issuer on 31/01/2019 and maturing on 31/01/2029 ("Bonds CII012029\_G)". Specifically, the amount of VND 1,035 billion collected from the issuance of convertible bonds CII425001 will be used to:

STT	Items of use of capital	Value (VND)	Expected time of use of capital
1	Contributed capital to CII Public-Private Partnership Co., Ltd. ("CII PPP"). (CII PPP is a company established to prepare the capacity to participate in bidding to select investors, improve the competitiveness of CII group to participate in bidding for PPP investment projects)	1,035,000,000,000	Quarter II/2026 – Quarter III/2026

2. The implementation of the above-mentioned adjusted capital use plan shall be carried out after the Company completes the necessary approvals of competent agencies and authorities as prescribed (if any). In case these approvals have not been completed, the Company will continue to use the amount of VND 1,035 billion to make early payment of CII012029\_G bonds.
3. Authorizing and assigning the Board of Directors to decide on all matters related to the adjustment of the above-mentioned capital use plan, including but not limited to obtaining necessary approvals; amend and adjust dossiers and documents related to convertible bonds CII425001 at the request of State Management Agencies in accordance with regulations and the actual situation.
4. On the basis of the approval of the Board of Directors, authorize and assign the General Director to work with relevant parties to carry out procedures and sign dossiers and documents related to the adjustment of the above-mentioned capital use plan.

**7. Discuss and vote to approve the contents of the General Meeting**



After reviewing the proposals/reports, the contents of the amendment and supplementation at the General Meeting of the Board of Directors and the Executive Board, the General Meeting discussed, listened to the additional explanations of the Chairman, and voted on the contents of the General Meeting of Shareholders.

The voting results at the 2025 Annual General Meeting of Shareholders convened on 28/04/2026 are as follows:

**7.1. Approval of the Annual Summary Report for 2025 and the Operational Plan for 2026**

The GMS voted publicly and unanimously to approve:

Approved the Annual Summary Report for 2025 and the Operational Plan for 2026 (Report No. 213/2026/BC-HĐQT-CII dated 06/04/2026) with the following results:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 377,247,192	Vote count: 35,924,427	Vote count: 0
Rate: 91.31%	Rate: 8.69%	Rate: 0%

*In which:*

*Disagree (shareholder code): 5596, 55895, 55129*

*Shareholder code 55129 comments: (i) 2025 Summary Report: request CII to review the implementation of the Resolution of the General Meeting of Shareholders over the past time and implement the contents approved by CII's General Meeting of Shareholders. In which, there is the content of paying dividends in 2023 according to Decree 51/NQ-ĐHĐCĐ dated 21/05/2024, dividends in 2024 according to Decree 53/NQ-ĐHĐCĐ dated 18/04/2024; (ii) Operation plan 2026: request the CII Executive Board to explain and clarify the sudden factors affecting CII's business results in 2025, the basis for forecasting fluctuations, factors affecting CII's production and business activities in 2026, Based on the actual capacity of the Company, strive to develop targets for the 2026 plan to grow compared to the implementation in 2025.*

**7.2. Approving Report No. 214/2026/BC-HĐQT-CII dated 06/04/2026 of the Board of Directors on the management and administration of the company in 2025, operational orientation in 2026; Report on the governance of listed companies in 2025; The report on the use of capital from the issuance of CII425001 bonds (stock code: CII425021) as of 18/02/2026 has been audited by International Auditing Co., Ltd. (ICPA) signed on 26/02/2026 and other contents reported at the 2025 Annual General Meeting of Shareholders.**

The General Meeting voted publicly and unanimously to approve the Report of the Board of Directors on the management and administration of the company in 2025, operational orientation in 2026; Report on the governance of listed companies in 2025 (Report No. 73/2026/BC-HĐQT-CII dated 29/01/2026); The report on the use of capital from the issuance of CII425001



bonds (stock code: CII425021) as of 18/02/2026 has been audited by International Auditing Co., Ltd. (ICPA) signed on 26/02/2026 and other contents reported at the General Meeting of Shareholders with the following results:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 377,247,192	Vote count: 35,924,427	Vote count: 0
Rate: 91.31%	Rate: 8.69%	Rate: 0%

*In which:*

*Disagree (shareholder code): 5596, 55895, 55129*

**7.3. Assessment Report by the Independent Member of the Board of Directors for the year 2025**

The General Meeting voted publicly and unanimously to approve the Evaluation Report of Independent Members of the Board of Directors in 2025 (Report No. 215/2026/BC-HDQT-CII dated 06/04/2026 and 216/2026/BC-HDQT-CII dated 06/04/2026) with the following results:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 377,247,192	Vote count: 35,924,427	Vote count: 0
Rate: 91.31%	Rate: 8.69%	Rate: 0%

*In which:*

*Disagree (shareholder code): 5596, 55895, 55129*

**7.4. The Supervisory Report by the Board of Supervisors on the Company's activities in 2025**

The General Meeting voted publicly and unanimously to approve the Supervisory Board's Report on the results of monitoring the Company's activities in 2025; (Report No. 217/2026/BC-HDQT-CII dated 06/04/2026) with the following results:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 377,247,192	Vote count: 35,924,427	Vote count: 0
Rate: 91.31%	Rate: 8.69%	Rate: 0%

*In which:*

*Disagree (shareholder code): 5596, 55895, 55129*

*Shareholder code 55129 commented: Request the Supervisory Board to supplement the assessment of the compliance of the Board of Directors and*

*the Executive Board of CII with the provisions of the Charter, Financial Regulations and other internal regulations, as well as the implementation of the Resolutions of the General Meeting of Shareholders by the Board of Directors.*

- 7.5. Approval of the audited separate and consolidated financial statements for 2025 by International Auditing Co., Ltd. (ICPA) and transactions with related parties as explained in the Financial Statements (Report No. 218/2026/TTr-HDQT-CII dated 06/04/2026).

The General Meeting voted publicly and unanimously to approve the Separate and Consolidated Financial Statements audited in 2025 by International Auditing Co., Ltd. (ICPA) and transacted with related parties as explained in the Financial Statements with the following results:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 404,663,297	Vote count: 8,508,322	Vote count: 0
Rate: 97.94%	Rate: 2.06%	Rate: 0%

*In which:*

*Disagree (shareholder code): 5596, 55895*

- 7.6. Approval of the after-tax profit distribution plan in 2025, the business plan and after-tax profit distribution plan in 2026

The General Meeting voted publicly and unanimously to approve the plan for distribution of after-tax profits in 2025, the business plan and distribution of after-tax profits in 2026 according to Report No. 219/2026/TTr-HDQT-CII dated 06/04/2026 with the following results:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 376,005,417	Vote count: 37,166,202	Vote count: 0
Rate: 91.00%	Rate: 9.00%	Rate: 0%

*In which:*

*Disagree (shareholder code): 5596, 55895, 55129, 55114*

*Shareholder code 55129 commented: Request CII to fully implement the Resolutions of the General Meeting of Shareholders on the distribution of dividends in 2023 and 2024 and dividends in 2025 at the rate of 12% in cash to shareholders.*

- 7.7. Approval of the appointment of an independent audit firm for the 2026 fiscal year.

The General Meeting voted publicly and unanimously to approve the selection of International Auditing Co., Ltd. (ICPA), the only member in Vietnam of

AGN INTERNATIONAL, as the auditor for the 2026 financial statements for CII according to Report No. 220/2026/TTr-HDQT-CII dated 06/04/2026, with the following results:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 403,928,679	Vote count: 8,508,322	Vote count: 734,618
Rate: 97.76%	Rate: 2.06%	Rate: 0.18%

*In which:*

*No comments (shareholder code): 5596, 55895*

*Other opinions (shareholder code): CC9951, CD7819*

**7.8.** Approval of the plan to issue 02 (two) packages of convertible bonds to the public according to the Report No. 221/2026/TTr-HDQT-CII dated 06/04/2026 and the adjustments at the General Meeting are as follows:

1. Approval of the issuance of convertible bonds to the public with a total issuance value (at par value) up to VND 6,719,852,900,000 and the full text of the Plan for issuance of convertible bonds in Appendix I ("**Package 1**") Minutes of this meeting;
2. Approval of the issuance of convertible bonds to the public with a total issuance value (at par value) up to VND 6,719,852,900,000 and the full text of the Plan for issuance of convertible bonds in Appendix II ("**Package 2**") Minutes of this meeting;
3. The condition for issuing convertible bonds to the public in Package 2 is that CII is selected as the investor of the Transport Infrastructure Renovation Project in the Hang Xanh – Binh Trieu area and/or the Ring Road 3 Completion Investment Project in Ho Chi Minh City in the form of public-private partnership.
4. Approval of the registration of depository of all convertible bonds after successful issuance at the Vietnam Securities Depository and Clearing Corporation; and
5. Approval of the listing of all convertible bonds after successful issuance at the Vietnam Stock Exchange and/or its subsidiaries(s) in accordance with current laws

The General Meeting voted publicly and unanimously to approve 02 (two) bond packages convertible to the public, with the following results:

Voting results:



<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 376,512,574	Vote count: 36,659,045	Vote count: 0
Rate: 91.13%	Rate: 8.87%	Rate: 0%

*In which:*

*Disagree (shareholder code): 55129, 55895, 55896, CC9951, CD7819*

7.9. Approval of the adjustment of the plan to use the proceeds from the offering of convertible bonds CII425001 (stock code: CII425021) issued on 18/08/2025:

1. Approval of the adjustment of the plan to use the proceeds from the offering of CII425001 convertible bonds (stock code: CII425021) for the purpose of "Early payment of all CII012029\_G bonds (stock code: CII012029\_G) issued by the Issuer on 31/01/2019 and maturing on 31/01/2029 ("Bonds CII012029\_G)", Specifically, the amount of VND 1,035 billion collected from the issuance of convertible bonds CII425001 will be used to:

STT	Items of use of capital	Value (VND)	Expected time of use of capital
1	Contributed capital to CII Public-Private Partnership Co., Ltd. ("CII PPP"). (CII PPP is a company established to prepare the capacity to participate in bidding to select investors, improve the competitiveness of CII group to participate in bidding for PPP investment projects)	1,035,000,000,000	Quarter II/2026 – Quarter III/2026

2. The implementation of the above-mentioned adjusted capital use plan shall be carried out after the Company completes the necessary approvals of competent agencies and authorities as prescribed (if any). In case these approvals have not been completed, the Company will continue to use the amount of VND 1,035 billion to make early payment of CII012029\_G bonds.
3. Authorizing and assigning the Board of Directors to decide on all matters related to the adjustment of the above-mentioned capital use plan, including but not limited to obtaining necessary approvals; amend and adjust dossiers and documents related to convertible bonds CII425001 at the request of State Management Agencies in accordance with regulations and the actual situation.
4. On the basis of the approval of the Board of Directors, authorize and assign the General Director to work with relevant parties to carry out procedures and sign dossiers and documents related to the adjustment of the above-mentioned capital use plan.

The General Meeting voted publicly and unanimously to approve the adjustment of the plan to use the capital of CII425001 convertible bonds (stock code: CII425021) issued on August 18, 2025 as follows:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 376,005,417	Vote count: 37,166,202	Vote count: 0
Rate: 91.00%	Rate: 9.00%	Rate: 0%

*In which:*

*Disagree (shareholder code): 55129, 55895, 55896, 55114, 55129*

**7.10. Approval of the depository and listing of bonds to be issued to the public**

The General Meeting voted publicly and unanimously to approve the depository and listing of bonds that CII has and will issue to the public according to the issuance plan under the approval authority of the Board of Directors according to Report No. 222/2026/TTr-HDQT-CII dated 06/04/2026, with the following results:

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 403,421,522	Vote count: 9,750,097	Vote count: 0
Rate: 97.64%	Rate: 2.36%	Rate: .0%

*In which:*

*Disagree (shareholder code): 55895, 55896, 55114*

**7.11. Approval of the Guarantee for loans of Saigon – My Thuan Expressway BOT Co., Ltd. at credit institutions financing capital.**

**7.12. The General Meeting voted publicly and unanimously to approve the guarantee for the loan of Saigon – My Thuan Expressway BOT Co., Ltd. at credit institutions financing capital according to the contents in Report No. 223/2026/BC-HDQT-CII dated 06/04/2026, with the following results:**

Voting results:

<b>Agree</b>	<b>Disagree</b>	<b>No Comments</b>
Vote count: 376,512,574	Vote count: 36,659,045	Vote count: 0
Rate: 91.13%	Rate: 8.87%	Rate: 0%

*In which:*

*Disagree (shareholder code): 55129, 55895, 55896, CC9951, CD7819*

## **VII. APPROVAL OF THE RESOLUTION OF THE GMS**

The GMS unanimously approved the Resolution of the 2025 Annual GMS, with the following voting results:

Voting Results:

<b>Agree</b>	<b>Disagree</b>	<b>No comments</b>
No. of votes: 413,171,619	No. of votes: 0	No. of votes: 0
Percentage: 100%	Percentage: 0%	Percentage: 0%

The General Meeting concluded at 11:35 AM on the same day.

**MEETING SECRETARIAT**

**CHAIRPERSON OF THE  
GENERAL MEETING**

*(signed)*  
**Cao Thi Ngoc Van**

*(signed)*  
**Ha Thi Chau**

*(signed)*  
**LE VU HOANG**



## APPENDIX I: PACKAGE 1

*Full Proposal for the Issuance of Convertible Bonds  
With a Total Value (at Par Value): VND 6,719,852,900,000*

NO.	HEADING	CONTENTS
1	Issuer	Ho Chi Minh City Infrastructure Investment Joint Stock Company ("CII" or "Issuer")
2	Total issuance value (at par value)	Up to VND 6,719,852,900,000 (Six trillion seven hundred nineteen billion eight hundred fifty-two million nine hundred thousand Vietnamese dong)
3	Issuance volume	Up to 67,198,529 (Sixty-seven million one hundred ninety-eight thousand five hundred twenty-nine) bonds
4	Type of bond	Bonds converted into ordinary shares, without warrants, without collateral.
5	Number of issuance period	1 (one) period
6	Bonds par value	100,000 VND/bond
7	Issuance and settlement currency	Vietnamese Dong (VND or VNĐ)
8	Target participants and offering prices for each participant	(1) Existing shareholders listed in the register as of the record date entitled to bond subscription rights in accordance with applicable regulations. (2) Public offering (for the remaining volume of bonds following the conclusion of the offering to existing shareholders). (3) The Board of Directors selects investors to distribute the Bonds (for the number of Bonds remaining after the end of the public offering, i.e. after the end of the offering under Sections 1 and 2 above).
9	Bond Offering Price	At 100% (one hundred percent) of bonds par value
10	Issuance method	Bonds are issued to the public in accordance with current laws

11	Estimated issuance time	The issuance is expected to be in 2026 or 2027, and immediately following the receipt of approval of the State Securities Commission. The Board of Directors is authorized to determine the specific Issue Date once such approval of the State Securities Commission has been granted.
12	Issuance purpose	The purpose of issuing Bonds is to invest in programs and projects of the Issuer.
13	Plans for use of capital	<p>The proceeds from the issuance of the Bonds will be used in the following order of priority :</p> <p>(1) Business Cooperation (BCC) with BOT Sai Gon – My Thuan Expressway Co., Ltd. to implement the Ho Chi Minh City – Trung Luong – My Thuan Expressway Expansion Investment Project: Maximum VND 6,719,852,900,000</p> <p>(2) Business Cooperation (BCC) with the Project Enterprise to implement the Investment Project on the construction of the National Highway 51 Elevated Urban Expressway ("<b>National Highway 51 Project</b>") : Maximum VND 6,719,852,900,000</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to: (i) adjust the formal titles of the aforementioned projects (if changes occur) following approval by State management agencies; (ii) consider and select specific capital use plans among the capital use options listed above, the order of priority and the specific allocation amount for each capital use plan so that all capital use options selected by the Board of Directors are within the limit approved by the General Meeting of Shareholders, in accordance with the provisions of the law and the Company's internal regulations, and ensure that the total value of the Bonds offered does not exceed the maximum value of VND 6,719,852,900,000.</p>
14	Execution ratio	<p>10:1 (The Bonds is issued to the Issuer's existing shareholders at a ratio where each common share held as of the record date entitles the shareholder to one (1) subscription right. For every ten (10) subscription rights held, the shareholder is entitled to purchase one (1) Bond); and the right to buy is transferred 01 (one) time.</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to adjust the implementation rate according to the Company's charter capital at the time of issuance, ensuring that the total issuance value at par value does not exceed VND 6,719,852,900,000.</p>



15	Bond tenor	25 (twenty-five) years from the date of bond issuance
16	Bond issue date	The Issue Date is the end date of the payment period for the purchase of the Bonds (" <b>Issue Date</b> ").
17	Maturity Date	25 (twenty-five) years from the Date of Issue (" <b>Maturity Date</b> ")
18	Plan to make up for the shortfall of capital expected to be mobilized	In case the bonds offered for sale are not fully distributed and the amount of mobilized capital is not sufficient as expected, the Board of Directors of the Company shall consider flexibly using other capital sources of the Company or hiring from banks or mobilizing from other valid sources to make up for the lack of capital to fulfill the purpose of using the above-mentioned capital.
19	Plan to arrange capital sources for payment of bond principal and interest	<ul style="list-style-type: none"> <li>- <b>Bond Interest Payment:</b> Bond interest is paid periodically every 03 (three) months from the Issue Date.</li> <li>- <b>Bond Principal Payment:</b> Bond principal is paid 01 (one) time on the Maturity Date in case the Bondholder fails to exercise the right to convert at the Conversion Period or due to the holding ratio limit (for foreign investors).</li> <li>- The Issuer intends to use the profits obtained from business activities and/or other lawful revenue sources to pay the principal and interest of the Bonds to investors.</li> </ul> <p>The General Meeting of Shareholders assigns and authorizes the Board of Directors to formulate and decide on a plan to arrange sources of payment of bond principal and interest.</p>
20	Bond transfer	Bondholders (" <b>Bondholders</b> ") are entitled to freely transfer Bonds on the Hanoi Stock Exchange (HNX) after the Issuer completes the procedures for listing the bonds on the Hanoi Stock Exchange (HNX)
21	Plan to handle odd bonds, bonds that have not been fully distributed	<p>To ensure that the total number of bonds issued does not exceed, the number of bonds issued for each existing shareholder will be rounded down to the number of units.</p> <p><i>Example: Shareholder A who owns 61 ordinary shares of CII will be entitled to buy = <math>(61 \times 1):10 = 6.10</math> bonds. Thus, shareholder A will be able to buy 6 bonds.</i></p> <p>The General Meeting of Shareholders authorizes the Board of Directors to handle odd bonds, bonds that have not been fully distributed after the end of the issuance term to existing shareholders.</p>



		distributed after the end of the issuance term to existing shareholders.
22	Interest period	Each period lasting 3 ( <i>three</i> ) consecutive months from the Issue Date to the Maturity Date (the "Interest Period").
23	Bond interest rates	<p>The Bonds shall bear an interest rate combining a fixed rate and a floating rate, specifically as follows:</p> <ul style="list-style-type: none"> <li>- <b>For the first 12 Interest Periods:</b> The Bond interest rate is 0%/year (zero percent per annum).</li> <li>- <b>For each subsequent Interest Period:</b> The Bond interest rate is fixed at 14.5%/year (fourteen point five percent per annum).</li> </ul>
24	Bond interest calculation method	<p>Bond interest is determined according to the following formula:</p> $\text{Bond Interest} = \frac{\text{Bond Par value}}{\text{value}} \times \frac{\text{Bond Interest Rate}}{(\%/year)} \times \frac{\text{Actual calendar days of the relevant Interest Period}}{365}$ <p>For clarity, the actual calendar days of (i) the first Interest Period are calculated from and include the Issue Date up to but excluding the last day of such Interest Period, and (ii) each subsequent Interest Period calculated from and including the last day of the immediately preceding Interest Period up to but excluding the last day of the Interest Period.</p>
25	Principal and interest repayment term	<p>(1) <b>For Bond interest:</b> paid every 3 (three) months, on the 3 (three) month full day (i) from the Issue Date (for the first Interest Period), or (ii) from the preceding interest payment date (for subsequent Interest Periods) (the "Interest Payment Date"). If the Interest Payment Date is a Saturday, Sunday or a public holiday, the Bond interest payment will be made on the next working day.</p> <p>For clarification, (i) Bonds converted into common shares in each Conversion will not be subject to interest from the nearest Interest Payment Date prior to such Conversion until the date of such Conversion; and (ii) the amount from the date the investor pays for the purchase of the Bonds up to but excluding the Issue Date will not be subject to interest.</p> <p>(2) <b>For the principal of the Bond:</b> 01 (one) time equal to 100% (one hundred percent) of the par value of the Bond on the Maturity Date. If the Maturity Date is a Saturday,</p>

		Sunday or a public holiday, the payment of the Principal of the Bond will be made on the next working day.
26	Bond conversion conditions	Bonds may be converted into ordinary shares of the Issuer at the discretion of the Bondholder. At each Conversion Period, if the Bondholder does not exercise the right to convert the Bonds or only exercises the right to convert part of the entire number of Bonds held, the Bondholder has the right to convert the remaining number of Bonds at the next Conversions. For the avoidance of doubt, the number of Bonds to be converted for each Bond Holder must be a whole number.
27	Conversion Period	<ul style="list-style-type: none"> <li>- The Bonds may be converted into common shares on 25/01 annually in 24 tranches (each such tranche is referred to as a "<b>Conversion</b>"). In which, the first Transition will be on 25/01/2028 and the last Transition will be on 25/01/2051.</li> <li>- The number of Bonds to be converted at each Conversion is decided by the Bondholder himself or herself (conversion is not required).</li> <li>- On the Maturity Date, all unconverted Bonds will be reimbursed by the Issuer to the Bondholder for principal and interest.</li> <li>- If the date of the Conversion is a Saturday, Sunday or a public holiday, the Conversion will be carried out on the next working day.</li> <li>- The number of Bonds to be converted at each Conversion is decided by the Bondholder himself. For clarification, the Bondholder may exercise the right to convert part or all of the Bonds held at the discretion of the Bondholder.</li> </ul>
28	Shares converted from Bonds	Ordinary shares, free transfer
29	Conversion pricing	10,000 ( <i>ten thousand</i> ) VND/ordinary share.

30	Conversion rate	<p>The conversion rate is determined by the following formula:</p> $\text{Conversion Rate} = \frac{\text{Bond Par value}}{\text{Conversion Pricing}} = 10$ <p>Conversion ratio: 1:10 (each Bond is converted into 10 (<i>ten</i>) ordinary shares).</p>
31	Issuance of ordinary shares to serve the transformation	<p>At Conversion Period, the Issuer will perform the following tasks:</p> <ol style="list-style-type: none"> <li>(1) Issue an amount of ordinary shares corresponding to the number of Bonds registered for conversion by the Bondholder at the conversion rate ("<b>Convertible Shares</b>"), and will increase the charter capital in proportion to the number of Convertible Shares issued for conversion purposes;</li> <li>(2) Carrying out procedures to adjust the corresponding charter capital (such as amending the charter capital recorded in the Charter of the Issuer, adjusting the Enterprise Registration Certificate of the Issuer, etc.);</li> <li>(3) Registering and depositing additional stocks converted from Bonds at the Vietnam Securities Depository and Clearing Corporation and additional listing of stocks converted from Bonds on the Ho Chi Minh City Stock Exchange (HOSE); and</li> <li>(4) Delist the number of Bonds that have been listed on the Vietnam Stock Exchange and/or its subsidiary(s) when such Bonds are converted into ordinary shares.</li> </ol>
32	Plan to ensure that the issuance of shares for conversion meets the regulations on foreign ownership ratio	<p>The General Meeting of Shareholders authorizes the Board of Directors to decide and approve a plan to ensure that the issuance of shares for conversion meets the provisions of the law on foreign ownership ratio, including but not limited to locking foreign rooms.</p>
33	Bond listing	<p>The Issuer commits to bring all issued Bonds to be registered and deposited centrally at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for trading on the Hanoi Stock Exchange (HNX). After the conversion of the Bonds, the new shares converted from the Bonds will be registered for additional listing on the Ho Chi Minh City Stock Exchange (HOSE).</p>



34	Governing law	Laws of Vietnam
35	Rights of Bondholders	<ul style="list-style-type: none"> <li>- Ownership of Bonds;</li> <li>- Entitled to convert the Bonds into ordinary shares according to the Prospectus;</li> <li>- To be fully paid by the Issuer, including the principal and interest of the Bonds when due and other amounts (if any) in accordance with relevant laws and the terms and conditions of the Bonds; and</li> <li>- To exercise other rights as prescribed by law.</li> </ul>
36	Authorization and assignment of the Board of Directors	<p>Based on the Bond issuance plan approved by the General Meeting of Shareholders, the General Meeting of Shareholders authorizes and assigns the Board of Directors to implement and perform necessary tasks related to the issuance of Bonds in the above sections, including but not limited to the following specific tasks:</p> <ul style="list-style-type: none"> <li>- Decide in detail the bond issuance plan and contents related to the bond issuance;</li> <li>- Implement procedures for obtaining permission from the State Securities Commission and relevant competent agencies (if any) to approve the issuance of Bonds;</li> <li>- Decide on the appropriate time to issue Bonds and the method of issuance;</li> <li>- Decide on issues related to the use of capital mobilized from the bond issuance and the allocation of proceeds from the bond issuance (including but not limited to the amendment, supplementation and adjustment of the detailed capital use purpose, adjustment of the plan for the use of mobilized capital, etc.) according to the actual situation and conditions in accordance with the purpose of bond issuance approved by the General Meeting of Shareholders in order to ensure the most effective use of capital, in accordance with the general development plan of the Issuer;</li> <li>- Convert the Bonds into ordinary shares at the request of the Bondholder at each Conversion;</li> <li>- Approving the issuance of ordinary shares in service of the conversion, calculation of the number of convertible shares and other conditions related to the conversion of Bonds into ordinary shares of the Issuer;</li> </ul>

		<ul style="list-style-type: none"> <li>- Handle the case that the Bonds are not converted into ordinary shares and report to the General Meeting of Shareholders at the nearest meeting;</li> <li>- Completing the amendment of the Charter of the Issuer (due to the change of charter capital) after the conversion of the Bonds into ordinary shares is completed;</li> <li>- Carry out the procedures for registration of change of charter capital and adjustment of the Issuer's Enterprise Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after the conversion of Bonds into ordinary shares is completed;</li> <li>- Carry out necessary procedures and tasks to (i) register for depository and registration of the number of bonds successfully issued after the issuance, (ii) cancel the depository registration and register the listing of the number of bonds converted into ordinary shares at each Conversion Period, and (iii) registering for depository and additional listing of shares converted from Bonds at each Conversion Period, including but not limited to the following tasks: <ul style="list-style-type: none"> <li>▪ Carrying out procedures and tasks related to the registration of bond depository at the Vietnam Securities Depository and Clearing Corporation and registration of bond listing at the Vietnam Stock Exchange and/or its subsidiary(s);</li> <li>▪ Carrying out procedures and tasks related to the cancellation of the registration of Bond depository at the Vietnam Securities Depository and Clearing Corporation and the cancellation of the registration of Bond listing at the Vietnam Stock Exchange and/or its subsidiary(s) for the number of Bonds converted into ordinary shares at each Transition; and</li> <li>▪ Carry out procedures and tasks related to the registration of additional depository at the Vietnam Securities Depository and Clearing Corporation and registration for listing at the Vietnam Stock Exchange and/or its subsidiary(s) for the number of ordinary shares converted from Bonds at each Transfer Exchange;</li> </ul> </li> <li>- Carry out procedures for locking the room of the foreign ownership rate (if deemed necessary);</li> </ul>
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		<ul style="list-style-type: none"> <li>- Decide to amend the conversion conditions for foreign investors (if any) in case the Issuer adjusts the limit of the foreign ownership ratio in the Issuer, ensuring the interests of shareholders and the Issuer in accordance with law;</li> <li>- Approve contracts and other documents related to the issuance of Bonds; and</li> <li>- Other contents, including but not limited to adjusting, amending, supplementing contents related to the above contents, or performing other arising contents to complete the issuance of Bonds.</li> </ul>
37	Authorization and assignment of the General Director	<p>On the basis of the approval of the General Meeting of Shareholders and the Board of Directors, authorize and assign the General Director to perform the following tasks:</p> <ul style="list-style-type: none"> <li>- Signing documents related to (i) the issuance, depository registration and listing of Bonds; (ii) the conversion of Bonds into ordinary shares; (iii) the delisting of the number of Bonds that have been listed on the Vietnam Stock Exchange and/or its subsidiary(s) when such number of Bonds are converted into ordinary shares, (iv) the registration of depository and registration of additional listing of shares converted from Bonds at each Conversion Period; (v) the adjustment of the Issuer's Enterprise Registration Certificate; and (vi) other tasks and procedures arising out of or in connection with the Bonds;</li> <li>- Working and explaining and adjusting with the authorities and relevant units about the above documents, documents, tasks and procedures; and</li> <li>- Decide on matters and perform such other tasks as the General Manager deems necessary for the successful performance of the tasks listed above.</li> </ul>



## APPENDIX II: PACKAGE 2

*Full Proposal for the Issuance of Convertible Bonds  
With a Total Value (at Par Value): VND 6,719,852,900,000*

NO.	HEADING	CONTENTS
1	Issuer	Ho Chi Minh City Infrastructure Investment Joint Stock Company ("CII" or "Issuer")
2	Total issuance value (at par value)	VND 6,719,852,900,000
3	Issuance volume	67,198,529 bonds
4	Type of bond	Bonds converted into ordinary shares, without warrants, without collateral.
5	Number of issuance period	1 (one) period
6	Bonds par value	100,000 VND/bond
7	Issuance and settlement currency	Vietnamese Dong (VND or VND)
8	Target participants	(1) Existing shareholders listed in the register as of the record date entitled to bond subscription rights in accordance with applicable regulations. (2) Public offering (for the remaining volume of bonds following the conclusion of the offering to existing shareholders). (3) The Board of Directors selects investors to distribute the Bonds (for the number of Bonds remaining after the end of the public offering, i.e. after the end of the offering under Sections 1 and 2 above).
9	Offering price	100% of par value
10	Issuance method	Bonds are issued to the public in accordance with current laws.
11	Estimated issuance time	The issuance is expected to be in 2026 or 2027, and immediately following the receipt of approval of the State

11	Estimated issuance time	The issuance is expected to be in 2026 or 2027, and immediately following the receipt of approval of the State Securities Commission. The Board of Directors is authorized to determine the specific Issue Date once such approval of the State Securities Commission has been granted.
12	Issuance purpose	The purpose of issuing is to invest in programs and projects of the Issuer.
13	Capital utilization plan	<p>The proceeds from the issuance of the Bonds will be used in the following order of priority:</p> <p>(1) Capital contribution/Business Cooperation (BCC) with BOT Sai Gon – My Thuan Expressway Co., Ltd. to implement the Ho Chi Minh City – Trung Luong – My Thuan Expressway Expansion Investment Project: Maximum VND 6,719,852,900,000.</p> <p>(2) Capital contribution/Business Cooperation (BCC) with the Project Enterprise to implement the Investment Project on the construction of the National Highway 51 Elevated Urban Expressway Investment Project ("<b>National Highway 51 Project</b>") : Maximum VND 6,719,852,900,000.</p> <p>The General Meeting of Shareholders hereby authorizes the Board of Directors to: (i) adjust the formal titles of the aforementioned projects (if changes occur) following approval by State management agencies; (ii) review and select specific capital utilization plans from the options listed above, including the specific allocation for each plan, provided that all Board of Directors-selected plans remain within the limits approved by the General Meeting of Shareholders, comply with legal regulations and internal Company charters, and ensure that the total value does not exceed the maximum offering amount of VND 6,719,852,900,000.</p>
14	Execution rate	10:1 (The Bonds is issued to the Issuer's existing shareholders at a ratio where each common share held as of the record date entitles the shareholder to one (1) subscription right. For every ten (10) subscription rights held, the shareholder is entitled to purchase one (1) Bond). These subscription rights are transferable once (1) time.

		The General Meeting of Shareholders authorizes the Board of Directors to adjust the implementation rate according to the Company's charter capital at the time of issuance, ensuring that the total issuance value at par value is up to VND 6,719,852,900,000
15	Bond tenor	25 (twenty-five) years from the date of bond issuance
16	Bond Issue Date	The Issue Date is the end date of the payment period for the purchase of the Bonds (" <b>Issue Date</b> ").
17	Maturity date	25 (twenty-five) years from the Issue Date (" <b>Maturity Date</b> ")
18	Plan to make up for the shortfall of capital expected to be mobilized	In case the bonds offered for sale are not fully distributed and the amount of mobilized capital is not sufficient as expected, the Board of Directors of the Company shall consider flexibly using other capital sources of the Company or hiring from banks or mobilizing from other valid sources to make up for the lack of capital to fulfill the purpose of using the above-mentioned capital
19	Plan to arrange capital sources for payment of bond principal and interest	<ul style="list-style-type: none"> <li>- <b>Bond Interest Payment:</b> Bond interest is paid periodically every 03 (three) months from the Issue Date.</li> <li>- <b>Bond Principal Payment:</b> Bond principal is paid 01 (one) time on the Maturity Date in case the Bondholder fails to exercise the right to convert at the Conversion Period or due to the holding ratio limit (for foreign investors).</li> <li>- The Issuer intends to use the profits obtained from business activities and/or other lawful revenue sources to pay the principal and interest of the Bonds to investors.</li> </ul> <p>The General Meeting of Shareholders assigns and authorizes the Board of Directors to formulate and decide on a plan to arrange sources of payment of bond principal and interest.</p>
20	Bond Transfer	Bondholders (" <b>Bondholders</b> ") are entitled to freely transfer Bonds on the Hanoi Stock Exchange (HNX) after the Issuer completes the procedures for listing the bonds on the Hanoi Stock Exchange (HNX)
21	Plan to handle odd bonds, bonds that have not been fully distributed	To ensure that the total number of bonds issued does not exceed, the number of bonds issued for each existing shareholder will be rounded down to the number of units.



		<p><i>Example: Shareholder A who owns 61 ordinary shares of CII will be entitled to buy = <math>(61 \times 1):10 = 6.10</math> bonds. Thus, shareholder A will be able to buy 6 bonds.</i></p> <p>The General Meeting of Shareholders authorizes the Board of Directors to handle odd bonds, bonds that have not been fully distributed after the end of the issuance term to existing shareholders.</p>
22	Interest Period	Each period lasting 3 (three) consecutive months from the Issue Date to the Maturity Date (the "Interest Period").
23	Bond Interest Rates	<p>The Bonds shall bear an interest rate combining a fixed rate and a floating rate, specifically as follows:</p> <ul style="list-style-type: none"> <li>- <b>For the first 12 Interest Periods:</b> The Bond interest rate is 0%/year (zero percent per annum).</li> <li>- <b>For each subsequent Interest Period:</b> The Bond interest rate is fixed at 14.5%/year (fourteen point five percent per annum).</li> </ul>
24	Bond interest calculation method	<p>Bond interest is determined according to the following formula:</p> $\text{Bond Interest} = \frac{\text{Bond Par Value}}{\text{Bond Interest Rate (\%/year)}} \times \frac{\text{Actual calendar days of the relevant Interest Period}}{365}$ <p>For clarity, the actual calendar days of (i) the first Interest Period are calculated from and include the Issue Date up to but excluding the last day of such Interest Period, and (ii) each subsequent Interest Period is calculated from and including the last day of the immediately preceding Interest Period until but excluding the last day of the Period Calculate that Interest.</p>
25	Principal and interest repayment term	(1) <b>For Bond interest:</b> paid every 3 (three) months, on the 3 (three) month full day (i) from the Issue Date (for the first Interest Period), or (ii) from the preceding interest payment date (for subsequent Interest Periods) (the "Interest Payment Date"). If the Interest Payment Date is a Saturday, Sunday or New Year's holiday, the Bond interest payment will be made on the next working day

		<p>For clarification, (i) Bonds converted into common shares in each Conversion will not be subject to interest from the nearest Interest Payment Date prior to such Conversion until the date of such Conversion; and (ii) the amount from the date the investor pays for the purchase of the Bonds up to but excluding the Issue Date will not be subject to interest.</p> <p>(2) <b>For the principal of the Bond:</b> 01 (one) time equal to 100% (one hundred percent) of the face value of the Bond on the Maturity Date. If the Maturity Date is a Saturday, Sunday or a public holiday, the payment of the Principal of the Bond will be made on the next working day.</p>
26	Bond conversion conditions	<p>Bonds may be converted into ordinary shares of the Issuer at the discretion of the Bondholder. At each Conversion Period, if the Bondholder does not exercise the right to convert the Bonds or only exercises the right to convert part of the entire number of Bonds held, the Bondholder has the right to convert the remaining number of Bonds at the next Conversions. For the avoidance of doubt, the number of Bonds to be converted for each Bond Holder must be a whole number.</p>
27	Conversion Periods	<ul style="list-style-type: none"> <li>- The Bonds may be converted into common shares on 25/01/ annually in 24 periods (each such period is referred to as a "<b>Conversion Period</b>"). In which, the first Conversion Period will be on 25/01/2029 and the last Transition will be on 25/01/2052.</li> <li>- The number of Bonds to be converted at each Conversion is decided by the Bondholder himself or herself (conversion is not required).</li> <li>- On the Maturity Date, all unconverted Bonds will be reimbursed by the Issuer to the Bondholder for principal and interest.</li> <li>- If the date of the Conversion Period is a Saturday, Sunday or a public holiday, the Conversion Period will be carried out on the next working day.</li> <li>- The number of Bonds to be converted at each Conversion Period is decided by the Bondholder himself. For clarification, the Bondholder may exercise the right to convert part or all of the Bonds held at the discretion of the Bondholder.</li> </ul>

28	Shares converted from Bonds	Ordinary shares, free transfer
29	Conversion pricing	10,000 (ten thousand) VND/ordinary share.
30	Conversion Rate	<p>The conversion rate is determined by the following formula:</p> $\text{Conversion Rate} = \frac{\text{Bond Par Value}}{\text{Conversion Pricing}} = 10$ <p>Conversion ratio: 1:10 (each Bond is converted into 10 (ten) ordinary shares).</p>
31	Issuance of common shares for conversion purposes	<p>At Conversion Period, the Issuer will perform the following tasks:</p> <ol style="list-style-type: none"> <li>(1) Issue an amount of ordinary shares corresponding to the number of Bonds registered for conversion by the Bondholder at the conversion rate ("<b>Convertible Shares</b>"), and will increase the charter capital in proportion to the number of Convertible Shares issued for conversion purposes;</li> <li>(2) Carrying out procedures to adjust the corresponding charter capital (such as amending the charter capital recorded in the Charter of the Issuer, adjusting the Enterprise Registration Certificate of the Issuer, etc.);</li> <li>(3) Registering and depositing additional stocks converted from Bonds at the Vietnam Securities Depository and Clearing Corporation and additional listing of stocks converted from Bonds on the Ho Chi Minh City Stock Exchange (HOSE); and</li> <li>(4) Delist the number of Bonds that have been listed on the Vietnam Stock Exchange and/or its subsidiary(s) when such Bonds are converted into ordinary shares.</li> </ol>
32	Compliance plan for foreign ownership limits upon share issuance for conversion	The General Meeting of Shareholders authorizes the Board of Directors to decide and approve a plan to ensure that the issuance of shares for conversion meets the provisions of the law on foreign ownership ratio, including but not limited to locking foreign rooms.



33	Bond listing	The Issuer commits to bring all issued Bonds to be registered and deposited centrally at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for trading on the Hanoi Stock Exchange (HNX). After the conversion of the Bonds, the new shares converted from the Bonds will be registered for additional listing on the Ho Chi Minh City Stock Exchange (HOSE).
34	Governing Law	Laws of Vietnam
35	Rights of Bondholders	<ul style="list-style-type: none"> <li>- Ownership of Bonds;</li> <li>- Entitled to convert the Bonds into ordinary shares according to the Prospectus;</li> <li>- Entitled to full payment by the Issuer, including the principal and interest of the Bonds when due and other amounts (if any) in accordance with relevant laws and the terms and conditions of the Bonds; and</li> <li>- To exercise other rights as prescribed by law.</li> </ul>
36	Authorization and assignment of the Board of Directors	<p>Based on the Bond issuance plan approved by the General Meeting of Shareholders, the General Meeting of Shareholders authorizes and assigns the Board of Directors to implement and perform necessary tasks related to the issuance of Bonds in the above sections, including but not limited to the following specific tasks:</p> <ul style="list-style-type: none"> <li>- Decide in detail the bond issuance plan and contents related to the bond issuance;</li> <li>- Implement procedures for obtaining permission from the State Securities Commission and relevant competent agencies (if any) to approve the issuance of Bonds;</li> <li>- Decide on the appropriate time to issue Bonds and the method of issuance;</li> <li>- Decide on issues related to the use of capital mobilized from the bond issuance and the allocation of proceeds from the bond issuance (including but not limited to the amendment, supplementation and adjustment of the detailed capital use purpose, adjustment of the plan for the use of mobilized capital, etc.) according to the actual situation and conditions in accordance with the purpose of bond issuance approved by the General Meeting of Shareholders in order to ensure the most effective use of</li> </ul>

		<p>capital, in accordance with the general development plan of the Issuer;</p> <ul style="list-style-type: none"> <li>- Convert the Bonds into ordinary shares at the request of the Bondholder at each Conversion;</li> <li>- Approve the issuance of ordinary shares in service of the conversion, calculation of the number of convertible shares and other conditions related to the conversion of Bonds into ordinary shares of the Issuer;</li> <li>- Handle the case that the Bonds are not converted into ordinary shares and report to the General Meeting of Shareholders at the nearest meeting;</li> <li>- Complete the amendment of the Charter of the Issuer (due to the change of charter capital) after the conversion of the Bonds into ordinary shares is completed;</li> <li>- Carry out the procedures for registration of change of charter capital and adjustment of the Issuer's Enterprise Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after the conversion of Bonds into ordinary shares is completed;</li> <li>- Carry out necessary procedures and tasks to (i) register for depository and registration of the number of bonds successfully issued after the issuance, (ii) cancel the depository registration and register the listing of the number of bonds converted into ordinary shares at each Conversion Period, and (iii) registering for depository and additional listing of shares converted from Bonds at each Conversion Period, including but not limited to the following tasks: <ul style="list-style-type: none"> <li>▪ Carry out procedures and tasks related to the registration of bond depository at the Vietnam Securities Depository and Clearing Corporation and registration of bond listing at the Vietnam Stock Exchange and/or its subsidiary(s);</li> <li>▪ Carry out procedures and tasks related to the cancellation of the registration of Bond depository at the Vietnam Securities Depository and Clearing Corporation and the cancellation of the registration of Bond listing at the Vietnam Stock Exchange and/or its</li> </ul> </li> </ul>
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		<p>subsidiary(s) for the number of Bonds converted into ordinary shares at each Transition; and</p> <ul style="list-style-type: none"> <li>▪ Carry out procedures and tasks related to the registration of additional depository at the Vietnam Securities Depository and Clearing Corporation and registration for listing at the Vietnam Stock Exchange and/or its subsidiary(s) for the number of ordinary shares converted from Bonds at each Transfer Exchange;</li> <li>- Carry out procedures for locking the room of the foreign ownership rate (if deemed necessary);</li> <li>- Decide to amend the conversion conditions for foreign investors (if any) in case the Issuer adjusts the limit of the foreign ownership ratio in the Issuer, ensuring the interests of shareholders and the Issuer in accordance with law;</li> <li>- Approve contracts and other documents related to the issuance of Bonds; and</li> <li>- Other contents, including but not limited to, the adjustment, amendment and supplementation of the contents related to the above contents, or the implementation of other arising contents to complete the issuance of the Bonds.</li> </ul>
37	Authorization and assignment of the General Director	<p>On the basis of the approval of the General Meeting of Shareholders and the Board of Directors, authorize and assign the General Director to perform the following tasks:</p> <ul style="list-style-type: none"> <li>- Signing documents related to (i) the issuance, depository registration and listing of Bonds; (ii) the conversion of Bonds into ordinary shares; (iii) the delisting of the number of Bonds that have been listed on the Vietnam Stock Exchange and/or its subsidiary(s) when such number of Bonds are converted into ordinary shares, (iv) the registration of depository and registration of additional listing of shares converted from Bonds at each Conversion Period; (v) the adjustment of the Issuer's Enterprise Registration Certificate; and (vi) other tasks and procedures arising out of or in connection with the Bonds;</li> <li>- Working and explaining and adjusting with the authorities and relevant units about the above documents, documents, tasks and procedures; and</li> <li>- Decide on matters and perform such other tasks as the</li> </ul>



		General Manager deems necessary for the successful performance of the tasks listed above.
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