

**VC9 NO. 9 CONSTRUCTION
JOINT STOCK COMPANY**

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

No.: 09 /2026/NQ/VC9-HĐQT

Ha Noi, November 05, 2026

RESOLUTION

Re: Implementation of the Private Placement Plan for Investors

BOARD OF DIRECTORS OF VC9-NO. 9 CONSTRUCTION JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11 2022 and Law No. 76/2025/QH15 dated June 17 2025;*
- *Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29 2024;*
- *Government Decree No. 155/2020/ND-CP dated December 31 2020 detailing and guiding the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11 2025;*
- *The Charter on organization and operation of VC9-No. 9 Construction Joint Stock Company;*
- *Resolution No. 05/2026/VC9/NQ-ĐHCD of the 2026 Annual General Meeting of Shareholders dated April 17 2026 of VC9-No. 9 Construction Joint Stock Company;*
- *Proposal No. 28/2026/TTr/VC9-HĐQT dated March 27 2026 regarding the private placement of shares to Investors;*
- *Board of Directors Resolution No. 08/2026/NQ/VC9-HĐQT dated August 17 2026 of VC9-No. 9 Construction Joint Stock Company approving the policy on selecting strategic investors for the Company's private placement plan;*
- *Minutes of the meeting of the Board of Directors of VC9-No. 9 Construction Joint Stock Company held on the same date,*

RESOLVES:

Article 1: To approve the implementation of the private placement plan in accordance with the offering plan approved by the 2026 Annual General Meeting of Shareholders (the “AGM”) under Resolution No. 05/2026/VC9/NQ-ĐHCD dated April 17 2026, with the following details:

1. Name of shares to be issued: Shares of VC9-No. 9 Construction Joint Stock Company.
2. Share code: VC9
3. Share type: Ordinary shares.



4. Par value: VND 10.000 per share.
5. Number of issued shares: 17.000.000 shares.
Of which:
 - Number of outstanding shares: 16.695.200 shares.
 - Number of treasury shares: 304.800 shares.
6. Number of shares offered: 180.000.000 shares.
7. Offering ratio (number of shares registered for offering/total number of outstanding shares): 1.078,15%.
8. Total par value of shares offered: VND 1.800.000.000,000.
9. Expected number of shares after the offering: 197.000.000 shares.
10. Expected charter capital after the offering: VND 1.970.000.000.000.
11. Offering price: VND 10.000 per share.
12. Offering method: Private placement of shares to domestic professional securities investors.
13. Eligible investors: Domestic professional securities investors as prescribed by Law on Securities No. 54/2019/QH14 dated November 26 2019, Law No. 56/2024/QH15 dated November 29 2024 and relevant implementing regulations, satisfying the following criteria:
 - Domestic organizations and individuals with strong financial capacity and the ability to contribute capital promptly, ensuring the progress of the offering;
 - Organizations and individuals with professional expertise and the ability to support the Company in business activities and management and administration, thereby increasing value and expanding the market;
 - Number of professional securities investors participating in the offering: Not more than 20 professional securities investors.
14. Offering period: Q4/2026 – Q1/2027, after the State Securities Commission issues a written confirmation that it has received the Company's complete registration dossier for the private placement, in compliance with applicable laws and ensuring maximum benefits for the Company's shareholders.
15. Plan for handling undistributed shares: The Board of Directors shall decide on the handling of any unsubscribed shares (if any) and select other eligible investors (satisfying the investor selection criteria approved by the AGM) to purchase the remaining offered shares (if any), under offering terms no more favorable than those applicable to investors under the plan approved by the AGM and in compliance with applicable laws.
16. Plan to ensure compliance with the foreign ownership ratio: All shares offered under this private placement will be distributed to domestic professional securities investors and therefore will not increase the foreign ownership ratio in the Company, thereby complying with regulations on foreign ownership limits.
17. Transfer restriction: Shares offered to professional securities investors shall be subject to a one (1)-year transfer restriction from the date of completion of the offering, except for transfers between professional securities investors or transfers made pursuant to an effective court judgment or decision, an arbitral decision, or by inheritance in accordance with law.
18. Share registration and listing registration: The additionally offered shares shall be registered

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with the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for listing on the Hanoi Stock Exchange (HNX) in accordance with applicable regulations.
19. Offering dossier consulting firm: Agribank Securities Joint Stock Company.

Article 2: To approve the plan for utilization of proceeds from the offering as follows:

- The entire proceeds from the private placement amounting to VND 1.800.000.000.000 (before deduction of expenses related to the offering) shall be used by the Company for direct investment in the project, specifically as follows:

No.	Purpose of utilization	Expected amount (VND)	Expected implementation period
1	Investment in the Chi Dong Urban Area Project	1.800.000.000.000	2026 – 2027
Total		1.800.000.000.000	

- To protect shareholders' interests and comply with applicable laws, with respect to temporarily idle funds pending disbursement under the plan, the Board of Directors may decide to place such funds in one or more term deposit accounts to earn interest, provided that this is consistent with the actual disbursement schedule under the capital utilization plan.
- If, upon expiry of the offering period, the Company does not place all of the registered shares and the proceeds from the offering are insufficient as expected, the Board of Directors shall implement measures to cover the funding shortfall for the above purposes as follows: The Company shall mobilize other lawful sources of capital (cooperation with financially capable partners, bank loans, loans from organizations, loans from other individuals, etc.) to ensure implementation of the plan as proposed.
- In the event that the issuance period is prolonged while, due to urgent requirements, capital must be contributed in advance to the project to ensure compliance with the applicable legal schedule and business needs, the Board of Directors may mobilize capital from other individuals or organizations for capital contribution/investment cooperation. The Company shall use the proceeds from this offering to repay such amounts.

Article 3: The Board of Directors hereby assigns and authorizes Mr. Nguyen Van Oanh – General Director and Legal Representative to organize and carry out the procedures and documents for registration of the private placement of shares with the State Securities Commission and to conduct the share offering in accordance with applicable laws.

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Article 4: Effectiveness and Implementation

This Resolution shall take effect from the date of signing. The members of the Board of Directors, the Board of Management, heads of units and departments, and relevant individuals shall be responsible for implementing this Resolution.

Recipients:

- *Board of Directors,*
- *Supervisory Board;*
- *Board of Management;*
- *Office filing.*

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS



VU DUC CUONG



No.: 10 /2026/NQ/VC9-HĐQT

Hanoi, November 05, 2026

RESOLUTION

On the Approval of the Registration Dossier for the Private Placement of Shares

BOARD OF DIRECTORS OF VC9-NO. 9 CONSTRUCTION JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11 2022 and Law No. 76/2025/QH15 dated June 17 2025;*
- *Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29 2024;*
- *Government Decree No. 155/2020/ND-CP dated December 31 2020 detailing and guiding the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11 2025;*
- *The Charter on organization and operation of VC9-No. 9 Construction Joint Stock Company;*
- *Resolution No. 05/2026/VC9/NQ-ĐHĐCĐ of the 2026 Annual General Meeting of Shareholders dated April 17 2026 of VC9-No. 9 Construction Joint Stock Company;*
- *Proposal No. 28/2026/TTr/VC9-HĐQT dated March 27 2026 regarding the private placement of shares to Investors;*
- *Board of Directors Resolution No. 09/2026/NQ/VC9-HĐQT dated November 05 2026 approving the implementation of the private placement plan for Investors;*
- *Minutes of the meeting of the Board of Directors of VC9-No. 9 Construction Joint Stock Company held on the same date,*

RESOLVES:

Article 1: To approve the Registration Dossier for the private placement of shares of VC9-No. 9 Construction Joint Stock Company, comprising the following documents:

1. Application for registration of the private placement of shares;
2. Resolution No. 05/2026/VC9/NQ-ĐHĐCĐ of the 2026 Annual General Meeting of Shareholders dated April 17 2026 of VC9-No. 9 Construction Joint Stock Company;
3. Minutes of the 2026 Annual General Meeting of Shareholders dated April 17 2026 of VC9-No. 9 Construction Joint Stock Company;



4. Proposal No. 28/2026/TTr/VC9-HĐQT dated March 27 2026 regarding the private placement of shares to Investors;
5. Board of Directors Resolution No. 08/2026/NQ/VC9-HĐQT dated 17 August 2026 of VC9-No. 9 Construction Joint Stock Company approving the policy on selecting strategic investors for the Company's private placement plan;
6. Board of Directors Resolution No. 09/2026/NQ/VC9-HĐQT dated November 05 2026 of VC9-No. 9 Construction Joint Stock Company approving the implementation of the private placement plan for Investors;
7. Official Letter No. 106/2026/CV/VC9 dated November 05 2026 undertaking compliance with regulations on cross-ownership;
8. Official Letter No. 107/2026/CV/VC9 dated November 05 2026 regarding clarification of the voting ratio;
9. Document No. 20/CV-CNTLG dated August 13 2026 of Vietnam Joint Stock Commercial Bank for Industry and Trade – Thang Long Branch confirming the account information of VC9-No. 9 Construction Joint Stock Company;
10. Enterprise Registration Certificate with enterprise code 0101051096, amended for the 18th time and issued by the Hanoi Department of Finance on August 13 2025;
11. Documents relating to the plan for utilization of proceeds from the offering:
 - i. Decision No. 1663/QD-UB of the People's Committee of Vinh Phuc Province approving the Chi Dong Urban Area Technical Infrastructure Investment and Construction Project dated May 28 2004.
 - ii. Decision No. 5116/QD-UB of the People's Committee of Vinh Phuc Province approving the 1/500 detailed master plan of Chi Dong Urban Area, Quang Minh Commune, Me Linh District dated December 30 2004.
 - iii. Decision No. 2310/QD-UBND on adjustment of the 1/500 detailed master plan for the Chi Dong Urban Area Construction Project in Quang Minh Commune, Me Linh District, Vinh Phuc Province dated August 24 2005.
 - iv. Decision No. 1962/QD-UBND on land allocation for implementation of the Chi Dong Urban Area Project in Chi Dong Town, Me Linh District, Vinh Phuc Province dated June 18 2008.
 - v. Decision No. 201/QD-UBND of Quang Minh Commune approving the partial adjustment of the 1/500 detailed master plan of Chi Dong Urban Area in Quang Minh Commune, Hanoi.

Article 2: The Board of Directors hereby assigns and authorizes Mr. Nguyen Van Oanh – General Director and Legal Representative to organize and carry out the procedures and documents for registration of the private placement of shares with the State Securities Commission and to conduct the share offering in accordance with applicable laws.



Article 3: Effectiveness and Implementation

This Resolution shall take effect from the date of signing. The members of the Board of Directors, the Board of Management, heads of units and departments, and relevant individuals shall be responsible for implementing this Resolution.

Recipients:

- Board of Directors, Supervisory Board;
- Board of Management;
- Office filing.

FOR AND ON BEHALF
OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS


VU DUC CUONG

