



TRACODI

Số/No: 36/2026/CBTT-TCD

Tp. Hồ Chí Minh, ngày 16 tháng 10 năm 2026
Ho Chi Minh City, October 16, 2026

**CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE**

**Kính gửi: Sở Giao dịch Chứng khoán Hà Nội
To: Ha Noi Stock Exchange**

1. Tên tổ chức/*Name of organization*: Công ty cổ phần Tập đoàn Xây dựng Tracodi/ *Tracodi Construction Holdings Joint Stock Company*

- Mã chứng khoán/Mã thành viên/ *Stock code/ Broker code*: TCD

- Địa chỉ/*Address*: 89 Cách Mạng Tháng Tám, P. Bến Thành, TP. HCM/ *89 Cach Mang Thang Tam, Ben Thanh Ward, Ho Chi Minh City*

- Điện thoại liên hệ/*Tel.*: (84 28) 38330315

Fax: (84 28) 8330317

- E-mail: Ir@tracodi.com.vn

2. Nội dung thông tin công bố/*Contents of disclosure*:

CTCP Tập đoàn Xây dựng Tracodi công bố thông tin:

1. Nghị quyết số 30/2026/NQ-HĐQT-TCD của HĐQT ngày 16/10/2026 về việc cân trừ công nợ giữa CTCP Tập đoàn Xây dựng Tracodi với CTCP đầu tư Dịch vụ VHM, Công ty cổ phần Renatus, Công ty cổ phần Đầu tư NNT, Công ty TNHH Indochina Hội An Beach Villas, Công ty TNHH Thanh An An, Công ty TNHH Du lịch Sinh thái Cồn Bắp.
2. Nghị quyết số 31/2026/NQ-HĐQT-TCD của HĐQT ngày 16/10/2026 về việc cân trừ công nợ giữa CTCP Tập đoàn Xây dựng Tracodi, CTCP Du lịch Casa Marina Resort và CTCP Daffodils.

Tracodi Construction Holdings Joint Stock Company announces the following information:

1. *Resolution No. 30/2026/NQ-HĐQT-TCD dated October 16, 2026, issued by the Board of Directors regarding the offsetting of debts and receivables among Tracodi Construction Holdings JSC, VHM Investment and Services JSC, Renatus JSC, NNT*

Investment JSC, Indochina Hoi An Beach Villas Company Limited, Thanh An An Company Limited, and Con Bap Ecological Tourist Company Limited.

2. *Resolution No. 31/2026/NQ-HĐQT-TCD dated October 16, 2026, issued by the Board of Directors regarding the offsetting of debts and receivables among Tracodi Construction Holdings JSC, Casa Marina Resort Travel JSC, and Daffodils JSC.*

3. *Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 16/10/2026 tại đường dẫn <https://www.tracodi.com.vn/quan-he-nha-dau-tu/cong-bo-thong-tin/2026> This information was published on the company's website on 16/10/2026 (date), as in the link <https://www.tracodi.com.vn/quan-he-nha-dau-tu/cong-bo-thong-tin/2026>*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/ We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.

Tài liệu liên quan đến nội dung thông tin công bố/ Documents on disclosed information.

Nghị quyết HĐQT số 30/2026/NQ-HĐQT-TCD
ngày 16/10/2026/ Board Resolution
No.30/2026/NQ-HĐQT-TCD dated 16/10/2026

Nghị quyết HĐQT số 31/2026/NQ-HĐQT-TCD
ngày 16/10/2026/ Board Resolution
No.31/2026/NQ-HĐQT-TCD dated 16/10/2026

**NGƯỜI ĐẠI DIỆN THEO PHÁP LUẬT/
LEGAL REPRESENTATIVE**

**TỔNG GIÁM ĐỐC
CHIEF EXECUTIVE OFFICER**



**NGUYỄN NGỌC ANH
NGUYEN NGOC ANH**



TRACODI

Số: 30/2026/NQ-HĐQT-TCD

No.: 30/2026/NQ-HĐQT-TCD

TP. Hồ Chí Minh, ngày 16 tháng 10 năm 2026
Ho Chi Minh City, October 16, 2026

NGHỊ QUYẾT RESOLUTION

V/v: Cấn trừ công nợ giữa Công ty cổ phần Tập đoàn Xây dựng Tracodi với Công ty cổ phần đầu tư Dịch vụ VHM, Công ty cổ phần Renatus, Công ty cổ phần Đầu tư NNT, Công ty TNHH Indochina Hội An Beach Villas, Công ty TNHH Thanh An An, Công ty TNHH Du lịch Sinh thái Cồn Bắp

Re: Debt offsetting among Tracodi Construction Holdings Joint Stock Company, VHM Investment and Services Joint Stock Company, Renatus Joint Stock Company, NNT Investment Joint Stock Company, Indochina Hoi An Beach Villas Company Limited, Thanh An An Company Limited, and Con Bap Ecological Tourist Company Limited

HỘI ĐỒNG QUẢN TRỊ CÔNG TY CỔ PHẦN TẬP ĐOÀN XÂY DỰNG TRACODI THE BOARD OF DIRECTORS TRACODI CONSTRUCTION HOLDINGS JOINT STOCK COMPANY

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020 và Luật sửa đổi, bổ sung một số điều của Luật Doanh nghiệp số 76/2025/QH15 ngày 17/06/2025 của Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam;
Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025 of the National Assembly of the Socialist Republic of Vietnam;
- Căn cứ Điều lệ Công ty cổ phần Tập đoàn Xây dựng Tracodi được Đại hội đồng cổ đông thường niên năm 2026 thông qua ngày 28/07/2026 (sửa đổi, bổ sung lần thứ 31);
Pursuant to the Charter of Tracodi Construction Holdings Joint Stock Company approved by the 2026 Annual General Meeting of Shareholders on July 28, 2026 (as amended and supplemented for the 31st time);
- Căn cứ Biên bản họp số 30/2026/BB-HĐQT-TCD ngày 16/10/2026 của Hội đồng quản trị Công ty TRACODI v/v Cấn trừ công nợ giữa Công ty cổ phần Tập đoàn Xây Dựng Tracodi với Công ty cổ phần Đầu Tư Dịch Vụ VHM, Công ty cổ phần Renatus, Công ty cổ phần Đầu Tư NNT, Công ty TNHH Indochina Hội An Beach Villas, Công ty TNHH Thanh An An, Công Ty TNHH Du Lịch Sinh Thái Cồn Bắp;
Pursuant to Meeting Minutes No. 30/2026/BB-HĐQT-TCD dated October 16, 2026 of the Board of Directors of TRACODI Company regarding the debt offsetting among Tracodi Construction Holdings Joint Stock Company and VHM Investment, Services



Joint Stock Company, Renatus Joint Stock Company, NNT Investment Joint Stock Company, Indochina Hoi An Beach Villas Company Limited, Thanh An An Company Limited, and Con Bap Ecological Tourist Company Limited;

QUYẾT NGHỊ / RESOLVES

Điều 1. Thông qua toàn bộ nội dung Tờ trình số 33/2026/TT-BDH-TCD ngày 12/10/2026 của Ban điều hành Công ty cổ phần Tập đoàn Xây Dựng Tracodi v/v Cấn trừ công nợ giữa Công ty cổ phần Đầu Tư Dịch Vụ VHM, Công ty cổ phần Renatus, Công ty cổ phần Đầu Tư NNT, Công ty cổ phần Tập đoàn Xây dựng Tracodi và Công ty TNHH Indochina Hội An Beach Villas, Công ty TNHH Thanh An An, Công ty TNHH Du lịch Sinh thái Cồn Bắp theo các Phụ lục đính kèm gồm:

Article 1. *Approving the entire contents of Proposal No. 33/2026/TT-BDH-TCD dated October 12, 2026 of the Board of Management of Tracodi Construction Holdings Joint Stock Company regarding the Debt offsetting among VHM Investment and Services Joint Stock Company, Renatus Joint Stock Company, NNT Investment Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Indochina Hoi An Beach Villas Company Limited, Thanh An An Company Limited, Con Bap Ecological Tourist Company Limited according to the attached Appendices:*

- Phụ lục 01 v/v Thông qua việc cấn trừ công nợ giữa Công ty cổ phần Đầu tư Dịch vụ VHM, Công ty cổ phần Tập đoàn Xây dựng Tracodi và Công ty TNHH Indochina Hội An Beach Villas; thông qua giao dịch với bên liên quan là Công ty TNHH Indochina Hội An Beach Villas;
Appendix 01 regarding the Approval of the debt offsetting among VHM Investment and Services Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Indochina Hoi An Beach Villas Company Limited; approval of the transaction with the related party, namely Indochina Hoi An Beach Villas Company Limited;
- Phụ lục 02 v/v Thông qua việc cấn trừ công nợ giữa Công ty cổ phần Renatus, Công ty cổ phần Tập đoàn Xây dựng Tracodi và Công ty TNHH Thanh An An; thông qua giao dịch với bên liên quan là Công ty TNHH Thanh An An;
Appendix 02 regarding the Approval of the debt offsetting among Renatus Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Thanh An An Company Limited; approval of the transaction with the related party, namely Thanh An An Company Limited.
- Phụ lục 03 v/v Thông qua việc cấn trừ công nợ giữa Công ty Cổ phần Đầu Tư NNT, Công ty cổ phần Tập đoàn Xây dựng Tracodi và Công ty TNHH Du lịch Sinh thái Cồn Bắp.
Appendix 03 regarding the Approval of the debt offsetting among NNT Investment Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Con Bap Ecological Tourist Company Limited.

(Chi tiết về giá trị cần trừ, hợp đồng/hồ sơ căn cứ cụ thể được thực hiện theo nội dung chi tiết tại Tờ trình số 33/2026/TT-BĐH-TCD ngày 12/10/2026 cùng các Phụ lục 01, 02, 03 ban hành kèm theo Nghị quyết này).

(Details regarding the offsetting value and specific underlying contracts/supporting documents shall be implemented in accordance with the details set forth in Proposal No. 33/2026/TT-BDH-TCD dated October 12, 2026 and Appendices 01, 02, and 03 attached to this Resolution).

Điều 2. Thông qua việc thực hiện các giao dịch liên quan có giá trị nhỏ hơn 35% tổng giá trị tài sản ghi trên báo cáo tài chính gần nhất của Công ty trên cơ sở giao dịch được thực hiện theo nguyên tắc công bằng, các điều khoản của giao dịch không bất lợi hơn các điều khoản tương tự, đảm bảo an toàn cho Công ty.

Article 2. *Approving the implementation of related-party transactions with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements, provided that such transactions are carried out according to the principle of fairness and the terms of the transactions are not more disadvantageous than similar terms, ensuring safety for the Company.*

Thông tin giao dịch liên quan như sau:

Information on the related-party transactions is as follows:

STT No.	Đối tác giao dịch <i>Transaction partner</i>	Nội dung giao dịch <i>Transaction content</i>	Giá trị giao dịch dự kiến <i>Expected transaction value</i>	Mối quan hệ <i>Relationship</i>
1	Công ty TNHH Indochina Hội An Beach Villas <i>Indochina Hoi An Beach Villas Company Limited</i>	Ký kết thỏa thuận bù trừ công nợ với bên liên quan <i>Signing a debt offsetting agreement with related parties</i>	178.079.728.341 đồng <i>178,079,728,341 VND</i>	Bên có liên quan với Người nội bộ Công ty <i>Affiliated Persons of the Company's Internal Persons</i>
2	Công ty TNHH Thanh An An <i>Thanh An An Company Limited</i>	Ký kết thỏa thuận bù trừ công nợ với bên liên quan <i>Signing a debt offsetting agreement with related parties</i>	40.866.898.411 đồng <i>40,866,898,411 VND</i>	Bên có liên quan với Người nội bộ Công ty <i>Affiliated Persons of the Company's Internal Persons</i>

Điều 3. Thông qua ủy quyền cho Tổng Giám đốc kiêm Người đại diện theo pháp luật của Công ty:

Article 3. *Approving the authorization granted to the General Director concurrently acting as the Legal Representative of the Company to:*

- Toàn quyền đàm phán và toàn quyền quyết định các điều khoản, điều kiện, hình thức của Biên bản Thỏa thuận cần trừ công nợ ba bên.
Full authority to negotiate and decide on the terms, conditions, and form of the tripartite debt offsetting agreement.
- Được quyền đại diện Công ty ký kết Biên bản thanh lý Hợp đồng, Xác nhận công nợ, Biên bản thỏa thuận, Biên bản bù trừ công nợ (nếu có) và các văn bản, tài liệu, thỏa thuận liên quan phục vụ việc ủy quyền nêu trên.

Authorized to represent the Company in signing the Contract Liquidation Minutes, Debt Confirmations, Agreements, Debt Offsetting Minutes (if any), and other related documents, records, and agreements in furtherance of the aforementioned authorization.

- Được ủy quyền lại bất kỳ thẩm quyền nào được giao, cho bất kỳ người nào mà mình thấy phù hợp, bảo đảm lợi ích tốt nhất của Công ty.
To sub-delegate any assigned authority to any person deemed appropriate, ensuring the best interests of the Company.
- Chịu trách nhiệm trước pháp luật và trước Hội đồng quản trị về việc thực hiện công việc được giao.
Be accountable to the law and the Board of Directors for the performance of assigned duties.

Điều 4. Nghị quyết này có hiệu lực kể từ ngày ký. Các thành viên Hội đồng quản trị, Ban điều hành Công ty cổ phần Tập đoàn Xây dựng Tracodi và các cá nhân có liên quan chịu trách nhiệm thực hiện.

Article 4. *This Resolution takes effect from the date of signing. Members of the Board of Directors, Board of Management of Tracodi Construction Holdings Joint Stock Company and relevant individuals are responsible for the implementation of this Resolution.*

Nơi nhận/ Recipients:

- Như Điều 4/ As Article 4;
 - Ban kiểm soát/ Supervisory Board;
 - Lưu: P. HTKD, VP. HĐQT.
- Filing: BS Dept., BOD Office.

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



Nguyễn Thanh Hùng



TRACODI CONSTRUCTION HOLDINGS
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness



Ref. No.: 33/2026/TT-BDH-TCĐ

Ho Chi Minh City, October 12, 2026

SUBMISSION

Re: Debt offset among VHM Service Trading Joint Stock Company, Renatus Joint Stock Company, NNT Investment Joint Stock Company, Tracodi Construction Holdings Joint Stock Company and Indochina Hoi An Beach Villas Company Limited, Thanh An An Company Limited, Con Bap Ecological Tourism Company Limited

To: The Board of Directors of Tracodi Construction Holdings Joint Stock Company

- Pursuant to the prevailing Law on Enterprises;
- Pursuant to the prevailing Charter of Tracodi Construction Holdings Joint Stock Company;
- Pursuant to the status of debt settlement of Tracodi Construction Holdings Joint Stock Company;

The Executive Board of Tracodi Construction Holdings Joint Stock Company respectfully submits to the Board of Directors for consideration and approval of the debt offset between Tracodi Construction Holdings Joint Stock Company and VHM Service Trading Joint Stock Company, Renatus Joint Stock Company, NNT Investment Joint Stock Company, Indochina Hoi An Beach Villas Company Limited, Thanh An An Company Limited, and Con Bap Ecological Tourism Company Limited, with details as follows:

I. Approval of debt offset among groups of Companies and transactions with related parties:

1. Approve the debt offset among VHM Service Trading Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Indochina Hoi An Beach Villas Company Limited; approve the transaction with the related party, namely Indochina Hoi An Beach Villas Company Limited (details in the attached Appendix 01).
2. Approve the debt offset among Renatus Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Thanh An An Company Limited; approve the transaction with the related party, namely Thanh An An Company Limited (details in the attached Appendix 02).
3. Approve the debt offset among NNT Investment Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Con Bap Ecological Tourism Company Limited (details in the attached Appendix 03).

II. Approval of authorization for implementation:

Approve the policy to assign and authorize the Legal Representative of the Company or the person authorized by the Legal Representative to carry out:

1. Have full authority to negotiate and decide all terms, conditions, and forms of the Tripartite Debt Offset Agreement.

2. Have the authority to represent the Company in signing Contract Liquidation Minutes, Debt Confirmations, Agreements, Debt Offset Minutes (if any), and related documents, records, and agreements serving the aforementioned authorization.
3. Be entitled to re-authorize any assigned authority to any person deemed appropriate, ensuring the best interests of the Company.
4. Be responsible before the law and the Board of Directors for the performance of the assigned duties.

Respectfully submitted to the Board of Directors for consideration and voting for approval.

Sincerely,

Recipients:

- Board of Directors
- Archived: Office

**ON BEHALF OF THE EXECUTIVE BOARD
GENERAL DIRECTOR**

**(Signed and Stamped)
Nguyen Ngoc Anh**

APPENDIX 01

Approval of debt offset among VHM Service Trading Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Indochina Hoi An Beach Villas Company Limited; approval of the transaction with the related party, Indochina Hoi An Beach Villas Company Limited

1. Grounds:

- Contract No.: 06/2018/HDTT/INDOCHINA-TRACODI dated August 20, 2018, and its Contract Annexes executed between Indochina Hoi An Beach Villas Company Limited ("Party A.1") and Tracodi Construction Holdings Joint Stock Company ("Party B") ("Contract No. 06-INDO");
- Contract No. 03/2022/HDCUVT/TCD-VHM dated June 24, 2022, Contract No. 1005/2024/HDTTC/TCD-VHM dated May 10, 2024, Contract No. 20/2022/HDMB/VHM-TCD dated December 25, 2022, and their Contract Annexes executed between Tracodi Construction Holdings Joint Stock Company ("Party B") and VHM Service Trading Joint Stock Company ("Party C.1") ("Contract No. 03-VHM", "Contract No. 1005-VHM", "Contract No. 20-VHM");
- Debt Confirmation Letter dated July 31, 2026 between Tracodi Construction Holdings Joint Stock Company and VHM Service Trading Joint Stock Company ("Debt Confirmation Minutes No. 01-VHM");
- Debt Confirmation Letter dated July 31, 2026 between Indochina Hoi An Beach Villas Company Limited and Tracodi Construction Holdings Joint Stock Company ("Debt Confirmation Minutes No. 01-INDO").

2. Confirmation of payment obligations:

- Pursuant to Contract No. 03-VHM, Contract No. 1005-VHM, Contract No. 20-VHM, and Debt Confirmation Minutes No. 01-VHM, Party C.1 is obligated to pay Party B the amount of: **VND 206,843,957,756** (In words: Two hundred and six billion, eight hundred and forty-three million, nine hundred and fifty-seven thousand, seven hundred and fifty-six Vietnamese Dong);
- Pursuant to Contract No. 06-INDO and Debt Confirmation Minutes No. 01-INDO, Party B is obligated to pay Party A.1 the amount of: **VND 178,079,728,341** (In words: One hundred and seventy-eight billion, seventy-nine million, seven hundred and twenty-eight thousand, three hundred and forty-one Vietnamese Dong);

3. Debt offset:

- a. On the basis that Tracodi Construction Holdings Joint Stock Company ("Party B") transfers to Indochina Hoi An Beach Villas Company Limited ("Party A.1") the right to demand debt payment from VHM Service Trading Joint Stock Company ("Party C.1"); Party C.1 and Party A.1 agree to accept the transfer of the claim right as follows: Party C.1 shall be responsible for paying Party A.1 the amount of: **VND 178,079,728,341** (In words: One hundred and seventy-eight billion, seventy-nine million, seven hundred and twenty-eight thousand, three hundred and forty-one Vietnamese Dong). The payment term and conditions shall be mutually agreed upon by Party A.1 and Party C.1.
- b. Following the debt offset, the remaining amount payable by Party C.1 to Party B is **VND 28,764,229,415** (In words: Twenty-eight billion, seven hundred and sixty-four million, two hundred and twenty-nine thousand, four hundred and fifteen Vietnamese Dong). Party B and

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Party C.1 shall mutually agree upon and execute a written instrument regarding this outstanding debt amount.

c. Following the debt offset, the remaining amount payable by Party B to Party A.1 is **VND 0** (In words: Zero Vietnamese Dong). Party B and Party A.1 shall mutually agree upon and execute a written instrument regarding this remaining balance.

4. Related-party transaction details:

No.	Transaction Partner	Transaction Content	Transaction Value (VND)	Relationship
1	Indochina Hoi An Beach Villas Company Limited ("Party A.1")	Signing the debt offset agreement with a related party	178,079,728,341	Related party to internal persons of the Company

APPENDIX 02

Approval of debt offset among Renatus Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Thanh An An Company Limited; approval of the transaction with the related party, Thanh An An Company Limited

1. Grounds:

- Contract No. 310/2024/HTKD/TCD-REN dated October 03, 2024, Contract No. 07/2023/HDCUVT/TCD-REN dated June 01, 2023, and their Contract Annexes executed between Tracodi Construction Holdings Joint Stock Company ("Party B") and Renatus Joint Stock Company ("Party C.2") ("Contract No. 310-REN" and "Contract No. 07-REN");
- Contract No.: 01/2020/HDTC/TRACODI-TAA dated August 03, 2020, and its Contract Annexes executed between Thanh An An Company Limited ("Party A.2") and Tracodi Construction Holdings Joint Stock Company ("Party B") ("Contract No. 01-TAA");
- Debt Confirmation Letter dated July 31, 2026 between Tracodi Construction Holdings Joint Stock Company and Renatus Joint Stock Company ("Debt Confirmation Minutes No. 01-REN");
- Debt Confirmation Letter dated July 31, 2026 between Thanh An An Company Limited and Tracodi Construction Holdings Joint Stock Company ("Debt Confirmation Minutes No. 01-TAA").

2. Confirmation of payment obligations:

- Pursuant to Contract No. 310-REN, Contract No. 07-REN, and Debt Confirmation Minutes No. 01-REN, Party C.2 is obligated to pay Party B the amount of: **VND 99,576,867,944** (In words: Ninety-nine billion, five hundred and seventy-six million, eight hundred and sixty-seven thousand, nine hundred and forty-four Vietnamese Dong);
- Pursuant to Contract No. 01-TAA and Debt Confirmation Minutes No. 01-TAA, Party B is obligated to pay Party A.2 the amount of: **VND 40,866,898,411** (In words: Forty billion, eight hundred and sixty-six million, eight hundred and ninety-eight thousand, four hundred and eleven Vietnamese Dong);

3. Debt offset:

a. On the basis that Tracodi Construction Holdings Joint Stock Company ("Party B") transfers to Thanh An An Company Limited ("Party A.2") the right to demand debt payment from Renatus Joint Stock Company ("Party C.2"); Party C.2 and Party A.2 agree to accept the transfer of the claim right as follows:

Party C.2 shall be responsible for paying Party A.2 the amount of: **VND 40,866,898,411** (In words: Forty billion, eight hundred and sixty-six million, eight hundred and ninety-eight thousand, four hundred and eleven Vietnamese Dong). The payment term and conditions shall be mutually agreed upon by Party A.2 and Party C.2.

b. Following the debt offset, the remaining amount payable by Party C.2 to Party B is **VND 58,709,969,533** (In words: Fifty-eight billion, seven hundred and nine million, nine hundred and sixty-nine thousand, five hundred and thirty-three Vietnamese Dong). Party B and Party C.2 shall mutually agree upon and execute a written instrument regarding this outstanding debt amount.

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c. Following the debt offset, the remaining amount payable by Party B to Party A.2 is **VND 0** (In words: Zero Vietnamese Dong). Party B and Party A.2 shall mutually agree upon and execute a written instrument regarding this remaining balance.

4. Related-party transaction details:

No.	Transaction Partner	Transaction Content	Transaction Value (VND)	Relationship
1	Thanh An An Company Limited ("Party A.2")	Signing the debt offset agreement with a related party	40,866,898,411	Related party to internal persons of the Company

APPENDIX 03

Approval of debt offset among NNT Investment Joint Stock Company, Tracodi Construction Holdings Joint Stock Company, and Con Bap Ecological Tourism Company Limited

1. Grounds:

- Contract No. 2011/2024/HDTC/TRACODI-NNT dated November 20, 2024, Contract No. 04/2022/HDTC/TCD-NNT dated November 03, 2022, Contract No. 02/2022/HDTC/TCD-NNT dated June 06, 2022, Contract No. 1103/2024/HDMB/TCD-NNT dated March 11, 2024, and their Contract Annexes executed between Tracodi Construction Holdings Joint Stock Company ("Party B") and NNT Investment Joint Stock Company ("Party C.3") ("Contract No. 2011-NNT", "Contract No. 04-NNT", "Contract No. 02-NNT", "Contract No. 1103");
- Contract No.: 01/2020/HDNT/CB-TRACODI dated September 21, 2020, and its Contract Annexes executed between Con Bap Ecological Tourism Company Limited ("Party A.3") and Tracodi Construction Holdings Joint Stock Company ("Party B") ("Contract No. 01-CB");
- Debt Confirmation Letter dated July 31, 2026 between Tracodi Construction Holdings Joint Stock Company and NNT Investment Joint Stock Company ("Debt Confirmation Minutes No. 01-NNT");
- Debt Confirmation Letter dated July 31, 2026 between Con Bap Ecological Tourism Company Limited and Tracodi Construction Holdings Joint Stock Company ("Debt Confirmation Minutes No. 01-CB").

2. Confirmation of payment obligations:

- Pursuant to Contract No. 2011-NNT, Contract No. 04-NNT, Contract No. 02-NNT, Contract No. 1103, and Debt Confirmation Minutes No. 01-NNT, Party C.3 is obligated to pay Party B the amount of: **VND 134,858,669,993** (In words: One hundred and thirty-four billion, eight hundred and fifty-eight million, six hundred and sixty-nine thousand, nine hundred and ninety-three Vietnamese Dong);
- Pursuant to Contract No. 01-CB and Debt Confirmation Minutes No. 01-CB, Party B is obligated to pay Party A.3 the amount of: **VND 44,326,478,867** (In words: Forty-four billion, three hundred and twenty-six million, four hundred and seventy-eight thousand, eight hundred and sixty-seven Vietnamese Dong);

3. Debt offset:

a. On the basis that Tracodi Construction Holdings Joint Stock Company ("Party B") transfers to Con Bap Ecological Tourism Company Limited ("Party A.3") the right to demand debt payment from NNT Investment Joint Stock Company ("Party C.3"); Party C.3 and Party A.3 agree to accept the transfer of the claim right as follows:

Party C.3 shall be responsible for paying Party A.3 the amount of: **VND 44,326,478,867** (In words: Forty-four billion, three hundred and twenty-six million, four hundred and seventy-eight thousand, eight hundred and sixty-seven Vietnamese Dong). The payment term and conditions shall be mutually agreed upon by Party A.3 and Party C.3.

b. Following the debt offset, the remaining amount payable by Party C.3 to Party B is **VND 90,532,191,126** (In words: Ninety billion, five hundred and thirty-two million, one hundred and



ninety-one thousand, one hundred and twenty-six Vietnamese Dong). Party B and Party C.3 shall mutually agree upon and execute a written instrument regarding this outstanding debt amount.

c. Following the debt offset, the remaining amount payable by Party B to Party A.3 is **VND 0** (In words: Zero Vietnamese Dong). Party B and Party A.3 shall mutually agree upon and execute a written instrument regarding this remaining balance.

**CÔNG TY CỔ PHẦN TẬP ĐOÀN
XÂY DỰNG TRACODI
TRACODI CONSTRUCTION HOLDINGS
JOINT STOCK COMPANY**



TRACODI

Số: 31/2026/NQ-HĐQT-TCD

No.: 31/2026/NQ-HDQT-TCD

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

TP. Hồ Chí Minh, ngày 16 tháng 10 năm 2026
Ho Chi Minh City, October 16, 2026

**NGHỊ QUYẾT
RESOLUTION**

V/v: Cấn trừ công nợ giữa Công ty cổ phần Tập đoàn Xây dựng Tracodi, Công ty cổ phần Du lịch Casa Marina Resort và Công ty cổ phần Daffodils
Re: Debt offsetting among Tracodi Construction Holdings Joint Stock Company, Casa Marina Resort Travel Joint Stock Company, and Daffodils Joint Stock Company

**HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN TẬP ĐOÀN XÂY DỰNG TRACODI
THE BOARD OF DIRECTORS
TRACODI CONSTRUCTION HOLDINGS JOINT STOCK COMPANY**

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020 và Luật sửa đổi, bổ sung một số điều của Luật Doanh nghiệp số 76/2025/QH15 ngày 17/06/2025 của Quốc hội nước Cộng hòa Xã hội Chủ nghĩa Việt Nam;
Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025 of the National Assembly of the Socialist Republic of Vietnam;
- Căn cứ Điều lệ Công ty cổ phần Tập đoàn Xây dựng Tracodi được Đại hội đồng cổ đông thường niên năm 2026 thông qua ngày 28/07/2026 (sửa đổi, bổ sung lần thứ 31);
Pursuant to the Charter of Tracodi Construction Holdings Joint Stock Company approved by the 2026 Annual General Meeting of Shareholders on July 28, 2026 (as amended and supplemented for the 31st time);
- Căn cứ Biên bản họp số 31/2026/BB-HĐQT-TCD ngày 16/10/2026 của Hội đồng quản trị Công ty TRACODI v/v Cấn trừ công nợ giữa Công ty cổ phần Tập đoàn Xây dựng Tracodi, Công ty cổ phần Du lịch Casa Marina Resort và Công ty cổ phần Daffodils;
Pursuant to Meeting Minutes No. 31/2026/BB-HDQT-TCD dated October 16, 2026 of the Board of Directors of TRACODI Company regarding the Debt offsetting among Tracodi Construction Holdings Joint Stock Company, Casa Marina Resort Travel Joint Stock Company, and Daffodils Joint Stock Company;

QUYẾT NGHỊ / RESOLVES

Điều 1. Thông qua toàn bộ nội dung Tờ trình số 34/2026/TT-BĐH-TCD ngày 12/10/2026 của Ban điều hành Công ty cổ phần Tập đoàn Xây Dựng Tracodi

v/v Cần trừ công nợ giữa Công ty cổ phần Tập đoàn Xây dựng Tracodi, Công ty cổ phần Du lịch Casa Marina Resort và Công ty cổ phần Daffodils:

Article 1. *Approving the entire contents of Proposal No. 34/2026/TT-BDH-TCD dated October 12, 2026 of the Board of Management of Tracodi Construction Holdings Joint Stock Company regarding the Debt offsetting among Tracodi Construction Holdings Joint Stock Company, Casa Marina Resort Travel Joint Stock Company, and Daffodils Joint Stock Company*

(Chi tiết về giá trị cần trừ, hợp đồng/hồ sơ căn cứ cụ thể được thực hiện theo nội dung chi tiết tại Tờ trình số 34/2026/TT-BDH-TCD ngày 12/10/2026 kèm theo Nghị quyết này).

(Details regarding the offsetting value and specific underlying contracts/supporting documents shall be implemented in accordance with the details set forth in Proposal No. 34/2026/TT-BDH-TCD dated October 12, 2026 attached to this Resolution).

Điều 2. Thông qua việc thực hiện các giao dịch liên quan có giá trị nhỏ hơn 35% tổng giá trị tài sản ghi trên báo cáo tài chính gần nhất của Công ty trên cơ sở giao dịch được thực hiện theo nguyên tắc công bằng, các điều khoản của giao dịch không bất lợi hơn các điều khoản tương tự, đảm bảo an toàn cho Công ty.

Article 2. *Approving the implementation of related-party transactions with a value of less than 35% of the total asset value recorded in the Company's most recent financial statements, provided that such transactions are carried out according to the principle of fairness and the terms of the transactions are not more disadvantageous than similar terms, ensuring safety for the Company.*

Thông tin giao dịch liên quan như sau:

Information on the related-party transactions is as follows:

STT No.	Đối tác giao dịch Transaction partner	Nội dung giao dịch Transaction content	Giá trị giao dịch dự kiến Expected transaction value	Mối quan hệ Relationship
1	Công ty cổ phần Du lịch Casa Marina Resort Casa Marina Resort Joint Stock Company	Ký kết thỏa thuận bù trừ công nợ với bên liên quan Signing a debt offsetting agreement with related parties	82.430.999.540 đồng 82,430,999,540 VND	Bên có liên quan với Người nội bộ Công ty Affiliated Persons of the Company's Internal Persons

Điều 3. Thông qua ủy quyền cho Tổng Giám đốc kiêm Người đại diện theo pháp luật của Công ty:

Article 3. *Approving the authorization granted to the General Director concurrently acting as the Legal Representative of the Company to:*

- Toàn quyền đàm phán và toàn quyền quyết định các điều khoản, điều kiện, hình thức của Biên bản Thỏa thuận cần trừ công nợ ba bên.

Full authority to negotiate and decide on the terms, conditions, and form of the tripartite debt offsetting agreement.

04823
CÔNG TY
CỔ PHẦN
XÂY DỰNG
TRACODI
H-T.P.H

- Được quyền đại diện Công ty ký kết Biên bản thanh lý Hợp đồng, Xác nhận công nợ, Biên bản thỏa thuận, Biên bản bù trừ công nợ (nếu có) và các văn bản, tài liệu, thỏa thuận liên quan phục vụ việc uỷ quyền nêu trên.
Authorized to represent the Company in signing the Contract Liquidation Minutes, Debt Confirmations, Agreements, Debt Offsetting Minutes (if any), and other related documents, records, and agreements in furtherance of the aforementioned authorization.
- Được uỷ quyền lại bất kỳ thẩm quyền nào được giao, cho bất kỳ người nào mà mình thấy phù hợp, bảo đảm lợi ích tốt nhất của Công ty.
To sub-delegate any assigned authority to any person deemed appropriate, ensuring the best interests of the Company.
- Chịu trách nhiệm trước pháp luật và trước Hội đồng quản trị về việc thực hiện công việc được giao.
Be accountable to the law and the Board of Directors for the performance of assigned duties.

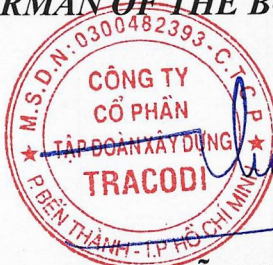
Điều 4. Nghị quyết này có hiệu lực kể từ ngày ký. Các thành viên Hội đồng quản trị, Ban điều hành Công ty cổ phần Tập đoàn Xây dựng Tracodi và các cá nhân có liên quan chịu trách nhiệm thực hiện.

Article 4. *This Resolution takes effect from the date of signing. Members of the Board of Directors, Board of Management of Tracodi Construction Holdings Joint Stock Company and relevant individuals are responsible for the implementation of this Resolution.*

Nơi nhận/ Recipients:

- Như Điều 4/ As Article 4;
 - Ban kiểm soát/ Supervisory Board;
 - Lưu: P. HTKD, VP. HĐQT.
- Filing: BS Dept., BOD Office.*

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



Nguyễn Thanh Hùng



TRACODI CONSTRUCTION HOLDINGS
JOINT STOCK COMPANY



Ref. No.: 34/2026/TT-BDH-TCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Ho Chi Minh City, October 12, 2026

SUBMISSION

Re: Debt offset among Tracodi Construction Holdings Joint Stock Company, Casa Marina Resort Tourism Joint Stock Company, and Daffodils Joint Stock Company

To: The Board of Directors of Tracodi Construction Holdings Joint Stock Company

- Pursuant to the prevailing Law on Enterprises;
- Pursuant to the prevailing Charter of Tracodi Construction Holdings Joint Stock Company;
- Pursuant to the status of debt settlement of Tracodi Construction Holdings Joint Stock Company;

The Executive Board of Tracodi Construction Holdings Joint Stock Company respectfully submits to the Board of Directors for consideration and approval of the debt offset among Tracodi Construction Holdings Joint Stock Company, Casa Marina Resort Tourism Joint Stock Company, and Daffodils Joint Stock Company, with details as follows:

1. Grounds:

- Contract No. 02/2020/HDTT/CASA-TCD dated September 19, 2020, and its Contract Annexes executed between Casa Marina Resort Tourism Joint Stock Company ("Party B") and Tracodi Construction Holdings Joint Stock Company ("Party C.1") ("Contract No. 01");
- Debt Confirmation Letter dated July 31, 2026 between Casa Marina Resort Tourism Joint Stock Company and Tracodi Construction Holdings Joint Stock Company ("Debt Confirmation Minutes No. 02").

2. Confirmation of payment obligations:

- Pursuant to Contract No. 01 and Debt Confirmation Minutes No. 02, Party C.1 is obligated to pay Party B the amount of: **VND 82,430,999,540** (In words: Eighty-two billion, four hundred and thirty million, nine hundred and ninety-nine thousand, five hundred and forty Vietnamese Dong);
- Pursuant to Contract No. 1506/2021/HD-HTDT dated June 15, 2021, its Contract Annexes, and the Debt Confirmation Letter dated July 31, 2026 executed between Daffodils Joint Stock Company ("Party A") and Casa Marina Resort Tourism Joint Stock Company ("Party B"), Party B is obligated to pay Party A the amount of: **VND 251,951,522,356** (In words: Two hundred and fifty-one billion, nine hundred and fifty-one million, five hundred and twenty-two thousand, three hundred and fifty-six Vietnamese Dong);

3. Debt offset:

On the basis that Casa Marina Resort Tourism Joint Stock Company ("Party B") transfers to Daffodils Joint Stock Company ("Party A") the right to demand debt payment from Tracodi

Construction Holdings Joint Stock Company ("Party C.1"); Party C.1 agrees to accept the transfer of the claim right from Party A as follows:

- Party C.1 shall be responsible for paying Party A the amount of: **VND 82,430,999,540** (In words: Eighty-two billion, four hundred and thirty million, nine hundred and ninety-nine thousand, five hundred and forty Vietnamese Dong). The payment term and conditions shall be mutually agreed upon by Party C.1 and Party A.
- Following the debt offset, the remaining amount payable by Party C.1 to Party B is **VND 0** (In words: Zero Vietnamese Dong). Party C.1 and Party B shall mutually agree upon and execute a written instrument regarding this remaining debt amount.

4. Approval of authorization for implementation:

Approve the policy to assign and authorize the Legal Representative of the Company or the person authorized by the Legal Representative to carry out:

1. Have full authority to negotiate and decide all terms, conditions, and forms of the Tripartite Debt Offset Agreement.
2. Have the authority to represent the Company in signing Contract Liquidation Minutes, Debt Confirmations, Agreements, Debt Offset Minutes (if any), and related documents, records, and agreements serving the aforementioned authorization.
3. Be entitled to re-authorize any assigned authority to any person deemed appropriate, ensuring the best interests of the Company.
4. Be responsible before the law and the Board of Directors for the performance of the assigned duties.

5. Approval of transaction with related party:

No.	Transaction Partner	Transaction Content	Transaction Value (VND)	Relationship
1	Casa Marina Resort Tourism Joint Stock Company ("Party B")	Signing the debt offset agreement with a related party	82,430,999,540	Related party to internal persons of the Company

Respectfully submitted to the Board of Directors for consideration and voting for approval.

Sincerely,

Recipients:

- Board of Directors
- Archived: Office

**ON BEHALF OF THE EXECUTIVE BOARD
GENERAL DIRECTOR**

(Signed and Stamped)

Nguyen Ngoc Anh