CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS
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VIETOURIST HOLDINGS JOINT STOCK COMPANY

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No: 38/2026/CBTT-VTD

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

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Ho Chi Minh City, November 23, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To: Hanoi Stock Exchange;

State Securities Commission of Vietnam.

1. Name of the organization: **VIETOURIST HOLDINGS JOINT STOCK COMPANY ("the Company")**

Securities code: VTD

Address: 386/71C Le Van Sy Street, Nhieu Loc Ward, Ho Chi Minh City

Contact phone: 028.6261.6365 Fax: 028.6253.2111

E-mail: info@vietourist.com.vn

2. Content of the disclosed information: Resolution No. 12/2026/NQ-BOD dated 23 November 2026 of the Board of Directors on the Approval of the Implementation of the Private Placement of Shares Plan and the Plan for the Use of Proceeds from the Offering.

Resolution No. 12/2026/NQ-BOD dated 23 November 2026 of the Board of Directors on the Approval of the Implementation of the Private Placement of Shares Plan and the Plan for the Use of Proceeds from the Offering, replacing Resolution No. 09/2026/NQ-BOD dated 03 November 2026 on the same matter.

Resolution No. 12/2026/NQ-BOD dated 23 November 2026 of the Board of Directors on the approval of the implementation of the private placement of shares plan and the plan for the use of proceeds from the offering (hereinafter referred to as ***"Resolution No. 12/2026"***) replaces Resolution No. 09/2026/NQ-BOD dated 03 November 2026 on the approval of the implementation of the private placement of shares plan and the plan for the use of proceeds from the offering (hereinafter referred to as ***"Resolution No. 09/2026"***).

The specific amendments are as follows:

- Adjustment to the repayment amount of the loan from Military Commercial Joint Stock Bank – Saigon Branch under Credit Facility Agreement No. 457357.26.120.2328031.TD dated 05 October 2026, from VND 28,000,000,000 to VND 23,000,000,000.

- Adjustment to the repayment amount of the loans from Tien Phong Commercial Joint Stock Bank – Ben Thanh Branch under Credit Facility Agreement No. 71/2026/HDTD/Q4 dated 11 March 2026, Loan Agreement No. 125/2025/HDTD/Q4 dated 09 May 2025, and Loan Agreement No. 210/2025/HDTD/Q4 dated 29 July 2025, from VND 20,000,000,000 to VND 25,000,000,000.

- Adjustment to the list of real estate properties to be purchased for use as office premises and/or for combined office leasing purposes, replacing the following properties: "Land Use Rights Certificate No. CA 739881 issued by the People's Committee of District 3 on 21 August 2015, with an estimated allocated amount of VND 30,000,000,000; and Land Use Rights Certificate No. 6574/UB.GCN issued by the People's Committee of Tan Binh District on 26 December 2007, with an estimated allocated amount of VND 22,000,000,000"; with the following properties: "Land Use Rights Certificate No. CC 396288 issued by the Department of Natural Resources and Environment of Ho Chi Minh City on 25 December 2015, with an estimated allocated amount of VND 46,500,000,000; and Land Use Rights Certificate No. DG 985881 issued by the Department of Natural Resources and Environment of Ho Chi Minh City on 22 November 2022, with an estimated allocated amount of VND 5,500,000,000".

- Resolution No. 12/2026 removes the following provision from Resolution No. 09/2026: *"For the purpose of using the proceeds to repay bank loans: The actual proceeds received from the offering shall be prioritized for disbursement to settle loans falling due to the aforementioned banks, in accordance with the following principle: loans with earlier maturity dates shall be repaid first, regardless of the lending bank, so as to ensure the Company's payment obligations and optimize the efficiency of the Company's use of funds."*

Reason for replacement: The Company has revised the plan for the use of proceeds from the offering.

3. This information has been disclosed on the Company's website on November 23, 2026 at www.vietourist.com.vn.

We hereby undertake that the information disclosed above is true and we shall be fully responsible before the law for the content of the disclosed information.

On behalf of the Company
Authorized Information Disclosure Officer

Nguyen Duong Trung Hieu

VIETOURIST HOLDINGS JOINT STOCK COMPANY	SOCIALIST REPUBLIC OF VIETNAM
No.: 12/2026/NQ-HDQT	Independence – Freedom – Happiness
	Ho Chi Minh City, 23 November 2026

RESOLUTION

On approval of the implementation of the private placement plan and the plan for the use of proceeds from the offering

(This Resolution replaces Resolution of the Board of Directors No. 09/2026/NQ-HDQT dated 3 November 2026)

THE BOARD OF DIRECTORS
VIETOURIST HOLDINGS JOINT STOCK COMPANY

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented by Law No. 03/2022/QH15 dated 11 January 2022 and Law No. 76/2025/QH15 dated 17 June 2025;

- The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, as amended and supplemented by Law No. 56/2024/QH15 dated 29 November 2024;

- Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated 11 September 2025;

- Circular No. 118/2020/TT-BTC dated 31 December 2020 of the Ministry of Finance guiding a number of contents on the offering and issuance of securities, public tender offers, share buy-backs, registration as a public company and de-registration of public company status, as amended and supplemented by Circular No. 115/2025/TT-BTC dated 15 December 2025;

- The Charter on organisation and operation of Vietourist Holdings Joint Stock Company;

- Resolution of the 2026 Extraordinary General Meeting of Shareholders No. 02/2026/NQ-DHDCD-VTD dated 20 October 2026 of Vietourist Holdings Joint Stock Company (GMS Resolution No. 02/2026/NQ-DHDCD-VTD);

- Minutes of the Board of Directors' meeting No. 12/2026/BB-HDQT dated 23 November 2026 of Vietourist Holdings Joint Stock Company.

HEREBY RESOLVES

Article 1: Approval of the implementation of the private placement plan in accordance with the offering plan approved by the 2026 Extraordinary General Meeting of Shareholders under GMS Resolution No. 02/2026/NQ-DHDCD-VTD dated 20 October 2026, with the following specific contents:

1. Name of shares to be issued: Shares of Vietourist Holdings Joint Stock Company.

2. Stock code: VTD

3. Type of shares: Ordinary shares.

4. Par value: VND 10,000 per share.

5. Purpose of the offering: Repayment of bank loans and purchase of real estate for use as working offices and/or combined with office leasing.

6. Number of shares issued: 24,000,000 shares.

Of which:

- Number of shares outstanding: 24,000,000 shares.
- Number of treasury shares: 0 shares.

7. Number of shares offered: 10,000,000 shares.

8. Offering ratio (number of shares registered for offering / total number of shares outstanding): 41.67%.

9. Total value of the shares offered at par value: VND 100,000,000,000.

10. Expected number of shares after the offering: 34,000,000 shares.

11. Expected charter capital after the offering: VND 340,000,000,000.

12. Offering price: VND 10,000 per share.

13. Offering method: Private placement of shares to domestic professional securities investors.

14. Offerees: Domestic professional securities investors in accordance with the Law on Securities No. 54/2019/QH14 dated 26 November 2019, Law No. 56/2024/QH15 dated 29 November 2024 and relevant guiding documents.

15. Criteria for investor selection: Domestic professional securities investors satisfying the following criteria:

- Domestic organisations and individuals having financial capacity and the ability to contribute capital promptly, ensuring the schedule of the offering;
- Organisations and individuals having professional capability and the ability to support the Company in its business activities and management and administration in order to increase value and expand the market;

16. List of investors participating in the offering: The list of professional securities investors entitled to purchase shares in the private placement was approved by the 2026 Extraordinary General Meeting of Shareholders under GMS Resolution No. 02/2026/NQ-DHDCD-VTD dated 20 October 2026, specifically as follows:

16. List of investors participating in the offering (continued)

No.	Investor name	ID card / Citizen ID / Passport or ERC No.	Category		Relationship		Shares held before the offering (shares)	Shares expected to be distributed (shares)	Expected ownership after the offering (%)
			Strategic investor / Professional investor	Foreign investor / Economic organisation with foreign investors holding more than 50% of charter capital / Domestic investor	With the issuer	With members of the Board of Directors, Supervisors, Board of Management			
1	Tran Van Tuan	044083001110	Professional investor	Domestic investor	Chairman of the Board of Directors – Legal Representative	-	1,508,500	10,000,000	33.85%
	Total						**1,508,500**	**10,000,000**	**33.85%**

17. Offering period: Expected in Q4/2026 – Q1/2027, after the State Securities Commission issues the written confirmation of receipt of the Company's private placement registration dossier, in conformity with the provisions of law and ensuring the maximum benefit of the Company's shareholders.

18. Plan for handling shares not fully distributed (if any): The shares not fully distributed are the shares remaining due to Investors on the initial list refusing to purchase (including failure to register to purchase, or registering to purchase but failing to pay or paying insufficiently within the prescribed time).

- The Board of Directors shall continue to distribute these shares to other domestic Professional Securities Investors satisfying the investor selection criteria approved by the General Meeting of Shareholders. Such re-distribution shall ensure conditions no more favourable than those of the initial distribution plan and shall comply with the regulations on foreign ownership ratio.
- The number of shares so re-distributed shall be subject to the transfer restriction prescribed in item 19.

19. Transfer restriction: Shares offered in the private placement are restricted from transfer for 01 (one) year from the date of completion of the offering, except for transfers between professional securities investors, or transfers made pursuant to a legally effective judgment or decision of a Court, a decision of an Arbitration tribunal, or inheritance in accordance with law.

20. Plan to ensure that the offering satisfies the foreign ownership ratio: The entire number of shares offered shall be distributed to domestic professional securities investors and shall not increase the foreign ownership ratio at the Company; therefore the offering complies with the regulations on foreign ownership ratio.

21. Registration and additional registration for trading of the issued shares: All shares offered in the private placement shall be additionally registered at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally registered for trading at the Hanoi Stock Exchange (HNX) in accordance with regulations.

Article 2: Approval of the detailed plan for the use of proceeds from the private placement, specifically as follows:

- The entire maximum amount expected to be raised from the private placement (before deducting the costs of the offering) shall be used for the purposes set out below, in descending order of priority:

No.	Purpose of use of proceeds / Item	Expected amount to be used (VND)	Expected implementation period
1.	**Repayment of bank loans**	**48,000,000,000**	
-	Repayment of loans to Military Commercial Joint Stock Bank – Sai Gon Branch Under Credit Facility Agreement No. 457357.26.120.2328031.TD dated 05 October 2026	23,000,000,000	Q4/2026 – Q1/2027
-	Repayment of loans to Tien Phong Commercial Joint Stock Bank – Ben Thanh Branch Under Credit Limit Agreement No. 71/2026/HDTD/Q4 dated 11 March 2026; Loan Agreement No. 125/2025/HDTD/Q4 dated 09 May 2025; Loan Agreement No. 210/2025/HDTD/Q4 dated 29 July 2025	25,000,000,000	Q4/2026 – Q1/2027

2.	Purchase of real estate for use as working offices and/or combined with office leasing	52,000,000,000	
-	**Land Use Right Certificate No. CC 396288 issued by the Department of Natural Resources and Environment of Ho Chi Minh City on 25 December 2015**	**46,500,000,000**	**Q4/2026 – Q1/2027**
-	Land Use Right Certificate No. DG 985881 issued by the Department of Natural Resources and Environment of Ho Chi Minh City on 22 November 2022	5,500,000,000	Q4/2026 – Q1/2027
	Total	100,000,000,000	

- In order to protect the interests of shareholders, with respect to capital temporarily idle because it has not been disbursed as planned, the Company may open term deposit contract(s) to earn interest, in line with the actual disbursement schedule of the plan for the use of proceeds.

- In the event that the capital-raising schedule of the offering is slower than the payment schedule under the approved plan for the use of proceeds, the Company may allocate other capital sources of the Company to perform the payment obligations under the plan for the use of proceeds, and shall subsequently use the proceeds from the offering to reimburse the payment obligations due arising from the use of the aforesaid own capital, ensuring compliance with the plan for the use of proceeds raised from the offering.

- In the event that, upon expiry of the offering period, the Company does not fully distribute the registered number of shares and the proceeds from the offering are lower than expected, the Board of Directors of the Company shall implement plans to make up for the capital shortfall in order to carry out the above purposes as follows: the Company shall mobilise other lawful capital sources (cooperation with financially capable partners, bank loans, loans from organisations, loans from other individuals, etc.) to ensure implementation of the plan as set out.

Article 3: The Board of Directors unanimously assigns and authorises the Chairman of the Board of Directors cum Legal Representative to organise the preparation of the share offering registration dossiers with the State Securities Commission and to carry out the share offering in accordance with the provisions of the law in force.

Article 4: Effect and implementation

- This Resolution takes 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:
- The Board of Directors, the Supervisory Board;
- The Board of Management;
- Filed at the Office.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD OF DIRECTORS

CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS
VIETOURIST
M.S.D.N: 0311[illegible]0634

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