



DRAFT

RESOLUTION

On the approval of the Private Placement Plan

THE GENERAL MEETING OF SHAREHOLDERS DEO CA TRAFFIC INFRASTRUCTURE INVESTMENT JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, and documents amending, supplementing, and guiding its implementation;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated 26/11/2019 and documents amending, supplementing, and guiding its implementation;
- Pursuant to the Charter of Deo Ca Traffic Infrastructure Investment Joint Stock Company (Charter);
- Considering Proposal No. 06/2026/TTr-HDQT dated April 3, 2026 of the Board of Directors (“BOD”) of Deo Ca Traffic Infrastructure Investment Joint Stock Company (the “Company”/”HHV”) on the approval of the Private Placement Plan;
- Pursuant to the Minutes of the Annual General Meeting No. 01/2026/BB-DHDCD dated, 2026 of the General Meeting of Shareholders (the “GMS”) of the Company.

RESOLVES:

Article 1. Approval of the Private Placement Plan, as follows:

1. Name of issuer: Deo Ca Traffic Infrastructure Investment Joint Stock Company.
2. Name of issued shares: Shares of Deo Ca Traffic Infrastructure Investment Joint Stock Company.
3. Stock code: **HHV**.
4. Listing Exchange: Ho Chi Minh City Stock Exchange (HOSE).
5. Stock type: Common stock.
6. Par value of shares: 10,000 (*Ten thousand*) VND/share.
7. Total expected number of shares at the time of offering¹: **574,524,610 shares** (*Five hundred and seventy-four million, five hundred and twenty-four thousand, six hundred and ten shares*).

¹ The total expected number of shares after the Company completes the share issuance for 2025 dividend payment in accordance with Proposal No. 03/2026/TTr-HDQT dated April 3, 2026 of the BOD.

8. Maximum expected number of shares to be offered: **57,452,461 shares** (*Fifty-seven million, four hundred and fifty-two thousand, four hundred and sixty-one shares*).
9. Maximum expected total offering value at par value: **VND 574,524,610,000** (*Five hundred and seventy-four billion, five hundred and twenty-four million, six hundred and ten thousand VND*).
10. Maximum expected offering ratio (*expected number of shares to be offered/ total expected number of shares at the time of offering*): **10%** (*ten percent*).
11. Expected charter capital after the successful offering: **VND 6,319,770,710,000** (*Six thousand three hundred nineteen billion, seven hundred and seventy million, seven hundred and ten thousand VND*).
12. Offering method: Private placement of shares to investors in accordance with the provisions of the Securities Law and guiding documents.
13. Target investors: Professional securities investors in accordance with the law.
14. Criteria for selecting investors: Investors with prestige and financial capacity, desire to accompany and support the Company in the future.
15. Number of investors to be offered: Unlimited.
16. List of professional securities investors and the number of shares offered to each investor: The GMS authorizes/assigns the BOD to search, select and approve the list of professional securities investors participating in the offering, and to determine the number of shares to be offered to each investor.
17. Transfer restriction conditions: Shares successfully offered in this offering will be restricted from transfer within 01 (one) year for professional securities investors from the completion date of the offering, except for the case of transfer between professional securities investors or according to judgments, legally effective court decisions, arbitral awards or inheritances in accordance with law.
18. Expected offering price: The GMS authorizes/assigns the BOD to decide the appropriate offering price at the time of issuance and shall not be lower than the par value of the shares.
19. Handling plan in case the shares are not sold out as expected:
 - a) Any fractional shares/shares not subscribed or not paid for by investors (if any) will be redistributed by the Company to one or several investors who meet the criteria determined by the BOD;
 - b) Upon the expiration of the share distribution period as prescribed by law (including any extension periods (if any)), any remaining undistributed shares shall be canceled, and the BOD shall issue a decision to conclude the offering.
20. Expected execution time: In 2026 - 2027 after obtaining the approval of the State Securities Commission (SSC). The GMS authorize/assigns the BOD to decide the specific execution time.



21. Purpose of the offering and the plan for using the proceeds from the private placement:

The expected proceeds from the offering will be used for the following purposes with specific allocation ratios as follows:

No.	Purpose of proceeds utilization	Value (VND)	Allocation ratio	Expected timing of utilization
1	To pay for the share transfer of Cam Lam - Vinh Hao Expressway Joint Stock Company from Deo Ca Construction Joint Stock Company.	200,000,000,000	34.81%	2026 - 2027
2	To invest in increasing the ownership ratio in ICV Vietnam Investment and Construction Joint Stock Company through the transfer of shares from B.O.T Hai Thach Investment Joint Stock Company.	370,000,000,000	64.40%	
3	To supplement working capital for the Company's business and production activities.	4,524,610,000	0.79%	
	Total	574,524,610,000	100%	

The capital allocated for each of the aforementioned purposes may be flexibly changed, adjusted/rotated among the Company's activities and capital utilization purposes to suit the situation at the time of issuance. The GMS authorizes the BOD to develop and decide on the detailed proceeds utilization plan and/or to adjust, supplement, and amend the detailed proceeds utilization plan in accordance with the Company's actual business operations at the time of issuance and the time of using the additional capital, ensuring compliance with legal regulations.

22. Plan to offset the shortfall of expected capital raised from the offering for project implementation:

In case the shares are not fully distributed as expected, resulting in the raised capital not meeting the plan, the GMS authorizes/assigns the BOD to flexibly consider using the Company's other capital sources and/or bank loans and/or borrowing/mobilizing

other legal capital sources to offset the shortfall and/or adjusting the capital utilization purposes, extending the capital utilization schedule to suit the Company's resources, cash flow, and actual business and production situation.

23. Shares successfully issued under the issuance plan shall be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional listing at the HOSE in accordance with the law.
24. The Company commits not to repurchase its own shares during the process of the private placement.
25. Ensuring the share issuance complies with foreign ownership limits: The GMS authorize the BOD to decide on the detailed offering plan to ensure that the share issuance meets foreign ownership limits in accordance with the Company's Charter and legal regulations.

Article 2. Approval of the authorization/assignment to the BOD to organize the implementation, including but not limited to, the following procedures and tasks:

1. Organize the implementation of the issuance plan, ensuring compliance with current legal regulations;
2. Decide on the detailed contents of the offering plan, including: the offering dossier, the timing of the offering, the number of shares to be offered within the permitted issuance range, the offering price, the selection of investors, investor selection criteria, and the number of investors; to approve the contents, signing, and execution of contracts, agreements, and transaction documents signed with investors related to the purchase and sale of shares under the offering plan, establishing cooperative/strategic relationships with investors and investor rights (if any);
3. Determine the status of professional securities investors; or to be authorized/assigned to appoint an issuance advisory organization/securities company to perform this determinationDecide on the specific time for issuance;
4. Develop and decide on the detailed proceeds utilization plan in accordance with the Company's business and investment activities at the time of issuance; to balance and adjust the plan for using the raised capital in accordance with actual conditions;
5. Select and decide on the issuance advisory organization/securities company to advise the Company during the issuance;
6. Implement and approve the necessary dossiers for additional securities registration at the VSDC and registration for additional share listing changes at the HOSE;
7. Amend and supplement the Company's Charter to record the charter capital and the number of shares after the issuance; to perform procedures for changing the business registration and charter capital based on the results of the aforementioned issuance with competent State authorities as prescribed;



8. Implement all necessary procedures to issue and increase the Company's charter capital according to the plan approved by the GMS, ensuring compliance with legal regulations;
9. Direct, control, and handle issues arising during the implementation of the aforementioned contents;
10. Depending on each specific case, the BOD is authorized/assigned to authorize/assign the General Director – the Legal Representative of the Company – to perform all, one, or several of the specific tasks mentioned above.

Article 3. Shareholders, the Board of Directors, the Supervisory Board, the Board of Management, and relevant individuals are responsible for implementing this Resolution.

This Resolution takes effect from the date of signing./.

Recipients:

- As Article 3;
- Board of Supervisors;
- Archived: BOD Office; GMS records.

**ON BEHALF OF THE GENERAL MEETING
OF SHAREHOLDERS
CHAIRPERSON**

**CHAIRMAN OF THE BOARD OF DIRECTORS
Ho Minh Hoang**