

Số/No: 144/2025/CIIBR-HC

TP. HCM, ngày 22 tháng 04 năm 2025

HCM city, April 22, 2025

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

Kính gửi : Sở Giao dịch Chứng khoán TP. Hồ Chí Minh.

To: Ho Chi Minh Stock Exchange

- Tên tổ chức/ Organization Name:** Công ty Cổ phần Đầu tư Cầu đường CII/ *CII Bridges & Roads Investment Joint Stock Company*
  - Mã chứng khoán/Mã thành viên/Security code/ Member code : LGC
  - Địa chỉ: 477-479 An Dương Vương, phường 11, quận 6, TP.HCM/ Address: 477-479 An Duong Vuong, Ward 11, District 6, Ho Chi Minh City
  - Điện thoại/ Telephone: 028.3868.8239 Fax: 028.3868.8189
  - Email: ciibr@ciibr.com.vn
- Nội dung thông tin công bố/ Contents of disclosure:**

Công ty Cổ phần Đầu tư Cầu đường CII trân trọng công bố đến Quý cổ đông Nghị quyết số 04/2025/NQ-HĐQT ngày 21/04/2025 của Hội đồng quản trị Công ty Cổ phần Đầu tư Cầu đường CII với các nội dung như sau: / *CII Bridges & Roads Investment JSC respectfully discloses to shareholders the Resolution No. 02/2025/NQ-HĐQT dated 21/04/2025 of the Board of Directors of CII Bridges & Roads Investment JSC as following:*

- 2.1. Thông qua Báo cáo kết quả sản xuất kinh doanh 3 tháng đầu năm và Kế hoạch hoạt động 9 tháng cuối năm 2025.  
*Approving the first 3 months business result and the last 9 months business plan of 2025.*
- 2.2. Thông qua việc mua lại toàn bộ cổ phần của cổ đông khác để chuyển đổi Công ty Cổ phần Cầu đường Hiền An Bình thành Công ty TNHH MTV Cầu đường Hiền An Bình và tăng vốn điều lệ.  
*Approving the acquisition of all shares held by other shareholders to convert Hien An Binh Road & Bridge JSC into Hien An Binh Roads & Bridges One-Member Limited Liability Company and increase its charter capital.*
- 2.3. Thông qua Phương án chào bán cổ phiếu ra công chúng cho cổ đông hiện hữu.



*Approving the plan for public offering of shares to existing shareholders.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của Công ty vào ngày 22/04/2025 theo đường dẫn/ *This information was published on the Company's website on 22/04/2025 at the link: <http://ciibr.com.vn>.*

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 commit that the disclosed information is true and take full responsibility before the law for the content of the disclosed information.*

**\* Tài liệu đính kèm/ Attached Document:**

Nghị Quyết số 04/2025/NQ- HĐQT ngày 21/04/2025 của Hội đồng quản trị/  
*Resolution No. 04/2025/NQ-HĐQT dated 21/04/2025 of the Board of Directors.*

Đại diện tổ chức  
Người đại diện theo pháp  
luật/Người UQ CBTT/ *Legal*  
*Representative/ Representative of*  
*the Organization/ Authorized*  
*Person for Information Disclosure*



NGUYỄN VĂN CHÍNH



No.: 04/NQ-HĐQT

*Ho Chi Minh City, April 21, 2025*

***RESOLUTION OF THE BOARD OF DIRECTORS  
CII BRIDGES AND ROADS INVESTMENT 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 June 17, 2020, and its implementing documents (“Law on Enterprises”);
- The Charter on the Organization and Operation of CII Bridges & Roads Investment JSC;
- Pursuant to the Minutes of the Board of Directors’ meeting dated April 21, 2025.

***RESOLVED***

**Article 1.** Approving the business performance report for the first 03 months and the operational plan for the remaining 09 months of 2025, with the following targets:

1.1. Business performance in the first 03 months of 2025 (Consolidated):

No.	Items	Actual Q1.2024	Actual Q1.2025	Plan 2025	Actual Q1.2025/ Actual Q1.2024	Actual Q1.2025/ Plan 2025
1	<b>Total revenue</b>	716.300	773.273	3.200.906	108,0%	24,2%
2	<b>Total costs</b>	515.726	551.585	2.326.406	107,0%	23,7%
3	<b>Profit before tax</b>	200.575	221.688	874.500	110,5%	25,4%
4	<b>Profit after tax</b>	190.731	210.063	818.790	110,1%	25,7%

Unit: Million VND

1.2. The operational plan for the remaining 09 months of 2025 is as follows:  
(Consolidated)

No.	Items	Actual Q1.2025	Plan 9M.2025	Plan 2025	Plan 9M 2025/ Plan 2025
1	<b>Total revenue</b>	773.273	2.427.633	3.200.906	75,8%
2	<b>Total costs</b>	551.585	1.774.821	2.326.406	76,3%

3	Profit before tax	221.688	652.812	874.500	74,6%
4	Profit after tax	210.063	608.726	818.790	74,3%
Unit: Million VND					

**Article 2.** Approving the policy to repurchase all shares held by other shareholders in Hien An Binh Bridges and Roads JSC, with the following specific details:

- 2.1. Agreeing on the full acquisition of the existing shareholders' capital in Hien An Binh Bridges and Roads Joint Stock Company to convert it into Hien An Binh Bridges and Roads One-Member LLC, with CII B&R holding 100% of the charter capital.
- 2.2. After the conversion into Hien An Binh Bridges and Roads One-Member LLC, the Board of Directors for approval to contribute additional capital to increase the charter capital of Hien An Binh Bridges and Roads One-Member LLC as follows:
  - Charter capital: Increase from 287 billion VND to 607 billion VND (an additional 320 billion VND).
  - Capital source:
    - + CII B&R's increased capital contribution: Expected to be 193 billion VND.
    - + Other capital from CII B&R: Expected to be 127 billion VND.
  - Purpose of capital increase: To expand the investment/production and business activities of Hien An Binh Bridges and Roads One-Member LLC.
- 2.3. Agreement on the authorization details as follows:
  - Authorizing the Chairman of the Board of Directors of the Company:
    - + To decide on the issuance of the amended operating charter, appoint capital representatives, and appoint individuals to participate in the management of Hien An Binh Bridges and Roads One-Member LLC.
    - + Based on the Company's financial situation, determine the timing for additional capital contribution to increase the charter capital of Hien An Binh Bridges & Roads One Member Limited Liability Company.
    - + Decide on matters related to the expansion of investment activities of Hien An Binh Bridges & Roads One Member Limited Liability Company.
  - Authorize the Board of Management to negotiate, determine the purchase price, and proceed with the signing of contracts and legal documents related to the acquisition of all capital contributions from shareholders of Hien An Binh Bridges & Roads Joint Stock Company.

**Article 3.** Agreeing to submit to the General Meeting of Shareholders for approval the plan to offer shares to existing shareholders for the purpose of increasing charter capital, approve the plan for using the proceeds from the offering, and approve the listing of the additionally offered shares on the Stock Exchange for CII Bridges & Roads Investment JSC, with the following specific details:

- 3.1. Approving the plan to offer shares to existing shareholders:

Issuer Name	:	CII Bridges & Roads Investment JSC
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Name of Shares Offered	:	Shares of CII Bridges & Roads Investment JSC
Stock Code	:	LGC
Stock Exchange	:	HOSE
Type of Shares	:	Common shares
Par Value	:	10.000 VND/share
Current Charter Capital	:	1.928.547.650.000 VND
Number of Outstanding Shares	:	192.854.765 Shares
Number of Treasury Shares	:	0 share
Expected Number of Shares to be Offered	:	19,285,476 shares, equivalent to 10% of the outstanding shares
Total Par Value of the Offering	:	192.854.760.000 VND
Purpose of the Offering	:	To contribute capital to Hien An Binh Bridges and Roads Joint Stock Company (a subsidiary of the Issuer) for the implementation of infrastructure investment projects planned by the company.
Offering Method:	:	Public offering of shares to existing shareholders
Eligible Buyers:	:	Existing shareholders whose names appear on the list of shareholders as of the record date for exercising the right to purchase additional shares, as prepared by the Vietnam Securities Depository and Clearing Corporation (VSDC). (The specific record date will be decided by the Board of Directors as authorized by the General Meeting of Shareholders.)
Exercise Ratio:	:	10:1 (On the record date for exercising rights, shareholders holding 01 share will receive 01 purchase right. Shareholders holding 10 purchase rights will be entitled to buy 01 new share. The purchase right is transferable once.)
Offering Price:	:	10.000 VND/share

Expected Offering Period:	:	<ul style="list-style-type: none"> <li>– Expected in 2025 or another time as determined by the Board of Directors and after the State Securities Commission issues the Certificate of Public Offering Registration.</li> <li>– The General Meeting of Shareholders authorizes the Board of Directors to decide the offering date, in accordance with applicable laws and in the best interests of the shareholders and the Company.</li> </ul>
Distribution Method:	:	Distribution through the exercise of rights by existing shareholders.
Transfer of Purchase Rights:	:	<ul style="list-style-type: none"> <li>– Shareholders may transfer their purchase rights to others, but each right may only be transferred once during the prescribed period. The transferee may not further transfer the rights to a third party.</li> <li>– The parties will negotiate the transfer value and be responsible for all related obligations.</li> </ul>
Transfer Restrictions:	:	The additional shares offered to existing shareholders are common shares and are not subject to any transfer restrictions.
Rounding Policy:	:	<p>The number of additional shares will be rounded down to the nearest whole share to ensure that the total number of distributed shares does not exceed the total number of shares issued. Any fractional shares will be canceled.</p> <p>Example: On the record date, Shareholder A owns 185 LGC shares, thus entitled to 185 rights. The number of new shares they can purchase is <math>(185 \times 1) / 10 = 18.5</math> LGC shares. According to the rounding policy, Shareholder A will be entitled to purchase 18 additional LGC shares. The 0.5 fractional share will be canceled.</p>
Treatment of Fractional Shares and Shares Not Subscribed or Not Paid for by Investors (Unallocated Shares, if any):	:	Any remaining shares not fully distributed will be canceled.

Plan to Ensure Compliance with Foreign Ownership Limit:	:	The General Meeting of Shareholders authorizes the Board of Directors to approve a specific plan to ensure the share offering complies with foreign ownership regulations.
Minimum Successful Subscription Rate:	:	As this is a rights offering to existing shareholders based on their ownership ratio, no minimum successful subscription rate is applicable.
Capital Raising Plan in Case of Incomplete Subscription:	:	In the event that the offering is not fully subscribed and the total capital raised falls short of the expected amount, the Board of Directors may consider flexibly using other available company funds, bank loans, or other legitimate sources to make up for the shortfall in order to achieve the intended use of proceeds.

3.2. Approving the plan for utilization of capital raised from the share offering:

No.	Capital Utilization Plan	Amount (VND)
1	Capital contribution to Hien An Binh Bridges & Roads JSC (a subsidiary of the Issuer) for the implementation of infrastructure investment projects as planned by the company.	192.854.760.000
	<b>Total</b>	<b>192.854.760.000</b>

3.3. Approving the supplementary registration, depository and listing:

All shares offered to existing shareholders will be additionally registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) after the completion of the offering in accordance with legal regulations.

3.4. Approving to authorize the Board of Directors to decide on the following matters:

The General Meeting of Shareholders authorizes the Company's Board of Directors to decide on all matters related to the offering within its authority, including but not limited to the following:

- a) Develop a detailed offering plan, draft and issue the necessary documents related to the offering plan, select the appropriate time for the offering, implement the offering plan, and carry out other necessary procedures to successfully offer additional shares for increasing charter capital, ensuring that the Company's share

offering is conducted legally and in accordance with applicable laws while best protecting the rights of the Company's shareholder;

- b) Amend and supplement any contents or matters not presented in this charter capital increase plan that are required by law and/or necessary for clarification, to ensure the share offering complies with applicable regulations and safeguards shareholders' rights. The Board of Directors is responsible for reporting any amendments to the nearest General Meeting of Shareholders;
- c) The Board of Directors approve the detailed capital utilization plan, decide on matters related to the allocation, balancing, and adjustment of the capital raised from the offering to match the actual situation of the Company and the capital utilization purpose previously approved by the General Meeting of Shareholders;
- d) Carry out procedures for changing business registration and amending the Company's Charter to reflect the new charter capital based on the actual results of the offering, with the competent State authorities, and resolve any related matters in accordance with legal regulations;
- e) Carry out the registration for depository and additional listing of all newly issued shares in compliance with regulations of the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh City Stock Exchange.
- f) Approving the offering of shares in compliance with the legal regulations on foreign ownership limits.
- g) Approving contracts, documents, and other transactions related to the offering of shares to increase charter capital, and the implementation of the capital use plan stated in Section 3.2.
- h) Carry out other necessary tasks and procedures to complete the offering of shares to increase charter capital in accordance with the approved share offering plan and the post-offering capital use plan as approved by the General Meeting of Shareholders, in compliance with legal regulations and in the best interests of the Company's shareholders.

**Article 4.** This resolution takes effect from the date of signing. All shareholders of CII Bridges & Roads Investment JSC, members of the Board of Directors, members of the Board of Supervisors, and the Company's officers and employees are responsible for implementing this resolution.

ON BEHALF OF THE BOARD OF DIRECTORS

**Recipients:**

- As stated in Article 4;
- Archive.

CHAIRMAN



NGUYỄN VĂN THÀNH