

RESOLUTION

**“Re: Implementation of the plan for additional public offering of shares
to existing shareholders”**

**BOARD OF DIRECTORS
DEVELOPMENT INVESTMENT CONSTRUCTION J.S.C**

Pursuant to:

- Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and guiding documents.
- Law on Securities No. 54/2019/QH14 dated November 26, 2019 and guiding documents.
- Law No. 56/2024/QH15 dated November 29, 2024 on amendments to Law on Securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Use of Public Property, Law on Tax Administration, Law on Personal Income Tax, Law on National Reserves, and Law on Penalties for Administrative Violations.
- Charter on Organization and Operation of Development Investment Construction J.S.C (“DIC Group”);
- Resolution No. 01/NQ-DIC Group-ĐHĐCĐ of the 2025 Annual General Meeting of Shareholders (“AGM”) dated April 18, 2025.
- Minutes of DIC Group’s BOD No.: 110/BB-DIC Group-HĐQT dated July 08, 2025 regarding: “Implementation of the plan for additional public offering of shares to existing shareholders.”

RESOLVES:

Article 1: Approval on the implementation of the plan for additional public offering of shares to existing shareholders according to the 2025 AGM Resolution as follows:

– Number of shares expected to be offered:	150,000,000 shares
– Type of share:	Ordinary shares
– Total value of offered shares (par value):	VND 1,500,000,000,000
– Total expected value:	VND 1,800,000,000,000
– Price:	VND 12,000/share
– Exercise ratio:	1,000:232 (01 share corresponds to 01 right. A shareholder who owns 1,000 rights will receive 232 new shares).

<p>– Offered subjects:</p>	<p>All existing shareholders whose names are on the list of shareholders on the record date issued by Vietnam Securities Depository and Clearing Corporation (VSDC)</p>
<p>– Transfer conditions:</p>	<ul style="list-style-type: none"> ▪ Shares issued to existing shareholders are freely transferable shares. ▪ The remaining undistributed shares which are offered to other investors according to the BOD’s decision will be restricted from transfer within 01 (one) year from the completion date.
<p>– Rights transfer:</p>	<p>The purchase right owner can transfer his right to another party (one or more people) upon an agreement. The purchase right can just be transferred 01 (one) time within a specified time. The transferred rights cannot be transferred to a third party.</p>
<p>– Rounding principle:</p>	<p>The number of shares issued is rounded down to the unit. <i>For example: Shareholder A owns 100 shares on the record date. With the exercise ratio of 100:23.2, the number of shares that Shareholder A is entitled to buy is 23.2 shares. According to the principle of rounding down to the unit, Shareholder A is entitled to buy 23 shares.</i></p>
<p>– Plan for handling remaining undistributed shares (if any). <i>The remaining undistributed shares include:</i></p> <ul style="list-style-type: none"> + <i>The odd-lot shares after rounding down to the unit when calculating share numbers existing shareholders having purchase rights.</i> + <i>The remaining shares were not fully subscribed (did not register, did not pay to by shares,...).</i> + <i>The difference in the number of shares arising between the number of offering shares (150,000,000 shares) and the number of actual shares issued according to the ratio of exercising rights.</i> 	<ul style="list-style-type: none"> ▪ The AGM authorizes the BOD to distribute the remaining undistributed shares to other investors in a reasonable manner and on terms no more favorable than those first offered to existing shareholders. The shares will be restricted from transfer within 01 (one) year from the completion date. The distribution of the remaining shares is enforced in accordance with the provisions of Article 42 - Decree of the Government No. 155/2020/NĐ-CP dated December 31, 2020 and Article 195 of 2020 Enterprise Law. ▪ The AGM authorizes the BOD to decide a list of investors and the remaining shares to be allocated to each investor based on the following specific criteria: <ul style="list-style-type: none"> ✓ DIC Group’s employees. ✓ Or other organizations/individuals with enough financial capacity (not limited to DIC Group’s shareholders). ✓ Share ownership ratio of foreign investors at DIC Group in accordance with the law.



- Issuance time:	Expected in Quarter III/2025 – Quarter I/2026, after the State Securities Commission (SSC) approves the offering.
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Article 2: Approval on detailed plan for using proceeds from share offering to existing shareholders:

Total amount of proceeds is expected to be a maximum of VND 1,800,000,000,000 (not deducting publishing expenses). The amount will be used as follows:

1. Using capital to invest in projects:

No.	Category	Value (VND)	Expected disbursement time
1.1 Cap Saint Jacques Complex (“CSJ”) – Phase 3: Tourist and hotel apartment (C4)			
	Construction	600,000,000,000	Quarter IV/2025 - 2026
1.2 Vi Thanh Residential Area (“Vi Thanh”)			
No.	Category	Value (VND)	Expected disbursement time
1.2.1	Payment of expenses for construction of technical infrastructure, social infrastructure and works on land	350,000,000,000	Quarter IV/2025 - 2026
1.2.2	Payment of land use fees or offset the value of land use fees that DIC Group has paid with other capital sources due to not being able to complete this offering in time.	250,000,000,000	Quarter IV/2025 - 2026
Total: Vi Thanh		600,000,000,000	
Total: CSJ + Vi Thanh		<u>1,200,000,000,000</u>	

2. Using capital to repurchase bond:

No.	Bond	Payment value (VND)	Expected payment date
1	DIG12301	600,000,000,000	Quarter IV/2025 - 2026



3. Priority order of using proceeds from the offering:

In case the proceeds from the offering are not sufficient for the entire planned usage, the proceeds will be used in the following priority order:

- Priority 1: Used for the CSJ Project – Phase 3, the specific order of use for each detailed item will be decided by the BOD in accordance with the progress.
- Priority 2: Used for Vi Thanh Commercial Residential Area Project, the specific order of use for each detailed item will be decided by the BOD in accordance with the progress.
- Priority 3: Used for the purpose of meeting the obligations of the above-mentioned bonds.

4. Plan to offset the shortfall in capital:

In case of not offering all shares leading to the funds raised from the offering are not sufficient for the above plan, the BOD will consider and use individually or simultaneously the following solutions:

- + Using its own capital;
- + Supplement from bank loans;
- + Looking for investors to contribute capital to the project;
- + Bond issuance;
- + Other solutions in accordance with the law.

Article 3: Approval on the plan to ensure compliance with regulations on maximum foreign ownership ratio at DIC Group when issuing additional shares to existing shareholders as follows:

- Maximum foreign ownership ratio at DIC Group: 49% (according to document No. 4862/UBCK-PTTT dated July 27, 2022 of the SSC and DIC Group's Charter)
- Foreign ownership ratio at DIC Group (according to the latest list of shareholders dated May 30, 2025): 3.72%.
- For this share offering to existing shareholders of DIC Group, if all existing shareholders fully exercise their purchase rights according to the share ownership ratio, it will not change the foreign ownership ratio at DIC Group. In case of arising shares that existing shareholders do not fully purchase in this offering, the BOD will prioritize distribution to domestic investors, in case of distribution to foreign investors, the BOD commits to ensure compliance with the maximum foreign ownership ratio at DIC Group not exceeding 49% as regulated.

Article 4: The BOD authorizes/assigns to the Chairman of the BOD and/or the Vice Chairman of the BOD and/or the General Director to implement tasks, sign related documents including but not limited to the following tasks:

- To decide the record date to close the list of shareholders and implement procedures at VSDC to offer shares to existing shareholders after approval from the SSC.
- To prepare, approve, and sign documents related to the shares issuance, including but not limited to documents submitted to the SSC, documents to change securities registration at VSDC, documents to register for additional listing at HOSE.
- To implement procedures to adjust the Business Registration Certificate, DIC Group's Charter related to changing the charter capital after the end of the shares issuance.
- Other matters related to the shares issuance.



Article 5: This Resolution takes effect from the date of signing. Members of the BOD, Board of Management, Directors of related Departments are obliged to execute this Resolution./.

Recipients:

- As Article 5;
- SSC;
- HOSE;
- VSDC;
- FI&IR Dept.;
- ACC Dept.;
- Archived: AD.

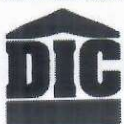
**OBO. BOARD OF DIRECTORS
CHAIRMAN**



Nguyen Hung Cuong



(Notice: This Resolution is a translation of the Vietnamese language original for convenience purposes only, and in the event of any discrepancy, the Vietnamese language original shall prevail)



Development Investment Construction J.S.C FOUNDATION FOR THRIVING FUTURE

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