CÔNG TY CP CHƯƠNG DƯƠNG
CHUONG DUONG CORPORATION

Số/ *No.*: **437**/CBTT-CDC

CÔNG TY CỔ PHẦN CHƯƠNG DƯƠNG
Digitally signed by CÔNG TY CỔ PHẦN CHƯƠNG DƯƠNG
Date: 2026.11.10 16:24:30 +07'00'

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

TP.Hồ Chí Minh, ngày 10 tháng 11 năm 2026
Ho Chi Minh City, November 10, 2026

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
IRREGULAR INFORMATION DISCLOSURE

Kính gửi: Sở Giao dịch Chứng khoán Việt Nam/ Sở Giao dịch Chứng khoán TP. HCM
To: Vietnam Exchange/ Hochiminh Stock Exchange

I. Tên tổ chức/*Name of organization:* Công ty Cổ phần Chương Dương/ *Chuong Duong Corporation*

- Mã chứng khoán/Mã thành viên/ *Stock code:* CDC/ *CDC*
- Địa chỉ/*Address:* 328 Võ Văn Kiệt, Phường Cầu Ông Lãnh, TP. Hồ Chí Minh, Việt Nam/ *328 Vo Van Kiet Street, Cau Ong Lanh Ward, Ho Chi Minh City, Vietnam*
- Điện thoại liên hệ/*Tel.:* (84.28) 3836 7734 - Fax: (84.28) 3836 0582
- E-mail: info@cdcorp.vn - Website: https://chuongduongcorp.vn

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

Nghị quyết Hội đồng Quản trị, số 119/NQ-HĐQT ngày 09/11/2026 v/v: Thông qua chi tiết phương án phát hành, phương án sử dụng vốn của đợt phát hành trái phiếu chuyển đổi ra công chúng năm 2026; Dự phòng dòng tiền trả nợ Trái Phiếu; Đăng ký lưu ký tại VSDC và niêm yết Trái Phiếu tại HNX.

Board Resolution No. 119/NQ-HĐQT dated November 9, 2026 on approval of the detailed issuance plan and use of proceeds plan for the 2026 public offering of convertible bonds; cash flow provision for bond repayment; registration and depository at VSDC and bond listing on HNX.

III. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 10/11/2026 tại đường dẫn https://chuongduongcorp.vn /*This information was published on the company's website on Noverber 10, 2026, as in the link https://chuongduongcorp.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 hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

Tài liệu đính kèm/Attached documents:
Nghị quyết số 119/NQ-HĐQT/
Resolution No.119/NQ-HĐQT.

Đại diện tổ chức
Organization representative
Người đại diện theo pháp luật/Người UQ CBTT
Legal representative/ Person authorized to disclose information
(Ký, ghi rõ họ tên, chức vụ, đóng dấu)
(Signature, full name, position, and seal)

M.S.D.N: 0303146... C.T.C.P. CÔNG TY CỔ PHẦN CHƯƠNG DƯƠNG THÀNH PHỐ HỒ CHÍ MINH

TỔNG GIÁM ĐỐC
Văn Minh Hoàng

CHUONG DUONG CORPORATION

No.: 119/NQ-HĐQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City, 09 November 2026

RESOLUTION

OF THE BOARD OF DIRECTORS OF CHUONG DUONG CORPORATION

(Re: Approval of the details of the issuance plan and the plan for use of proceeds of the 2026 public offering of convertible bonds; Projected cash flow for repayment of the Bonds; Depository registration at VSDC and listing of the Bonds on HNX)

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17 June 2020 of the National Assembly, as amended, and its guiding documents (the "**Law on Enterprises**");*
- *Pursuant to the Law on Securities No. 54/2019/QH14 dated 26 November 2019 of the National Assembly, as amended, and its guiding documents (the "**Law on Securities**");*
- *Pursuant to Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing certain articles of the Law on Securities ("**Decree 155**") and Decree No. 245/2025/NĐ-CP dated 11/9/2025 amending certain articles of Decree 155;*
- *Pursuant to Circular No. 118/2020/TT-BTC dated 31 December 2020 guiding certain matters on securities offering and issuance, tender offers, share repurchases, and public company registration and deregistration ("**Circular 118**") and Circular No. 115/2025/TT-BTC dated 15/12/2025 amending certain articles of Circular 118;*
- *Pursuant to the Charter of Organization and Operation of Chuong Duong Corporation;*
- *Pursuant to Resolution No. 105/NQ-ĐHĐCĐ dated 15/09/2026 of the General Meeting of Shareholders of Chuong Duong Corporation, adopted by written shareholder consultation, approving the plan for the Company's 2026 public offering of convertible bonds ("**Resolution 105**");*
- *Pursuant to the Minutes of the Board of Directors' Meeting No. 118/BB-HĐQT dated 09/11/2026.*

RESOLVES:

Article 1. To approve the details of the issuance plan and the plan for use of proceeds of the public offering of convertible bonds with a total issuance value (at par) of VND 738,817,200,000 (the "**Bonds**") of Chuong Duong Corporation as follows:

I. Plan for the public offering of convertible bonds:

1. Issuer: Chuong Duong Corporation

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2. Bond Name: Chuong Duong Corporation Bonds
3. Bond Code: CDC426001
4. Issuance Advisor: VietinBank Securities Joint Stock Company
5. Underwriter: VietinBank Securities Joint Stock Company
6. Underwriting Method: Best-efforts distribution of the maximum number of the remaining bonds of the Issuer not yet fully distributed.
7. Bank holding the blocked account for Bond subscriptions: Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) – Dong Nai Branch.
8. Type of Bonds: Bonds convertible into ordinary shares, unsecured and without warrants
9. Form of Bonds: Book entries and/or electronic data; bond ownership certificates shall be issued where so required by legal normative documents or the relevant regulations of the Vietnam Securities Depository and Clearing Corporation ("**VSDC**"), the Stock Exchange or other competent State authorities.
10. Offerees: Existing shareholders whose names are on the list as of the record date for the right to purchase the Bonds in accordance with regulations.
11. Method of offering the Bonds: The Bonds shall be offered to the public, to the existing shareholders of the Issuer, in accordance with prevailing laws
12. Total issuance value (at par): VND 738,817,200,000 *(Seven hundred thirty-eight billion, eight hundred seventeen million, two hundred thousand dong)*
13. Number of Bonds to be issued: 7,388,172 *(Seven million, three hundred eighty-eight thousand, one hundred seventy-two)* Bonds
14. Par value of the Bonds: VND 100,000/bond
15. Offering price (Issue price): VND 100,000/bond
16. Pricing method: Equal to 100% (*one hundred percent*) of the par value of the bonds
17. Currency of offering and payment: Vietnam Dong ("VND" or "VNĐ")
18. Interest period: Each period of 03 (three) consecutive months from the Issue Date until the Maturity Date (each, an "**Interest Period**")
19. Bond interest rate: The Bonds bear a fixed interest rate of 10.4% per annum *(Ten point four percent per annum)*
20. Method of calculating Bond interest: Bond interest shall be determined according to the following formula:

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$$\text{Bond Interest} = \text{Bond Par Value} \times \text{Bond Interest Rate (\% per annum)} \times \frac{\text{Actual number of calendar days in the relevant Interest Period}}{365}$$

For clarity, the actual number of calendar days of (i) the first Interest Period is counted from and including the Issue Date to but excluding the last day of that Interest Period, and (ii) each subsequent Interest Period is counted from and including the last day of the preceding Interest Period to but excluding the last day of that Interest Period.

21. Term of the Bonds: 30 (thirty) months

22. Number of issuance tranches: 01 (*one*) tranche

23. Issue Date: The date on which the collection of subscription monies for the Bonds from investors is completed **(the "Issue Date")**

24. Maturity Date: The date falling exactly 30 (thirty) months from the Issue Date (the "**Maturity Date**")

25. Issuance period/Issuance time/Bond distribution period: Expected in Q4/2026 – Q2/2027, immediately after the Issuer obtains the approval of the State Securities Commission.

26. Exercise ratio: 100:7 (The Bonds are offered to the Issuer's existing shareholders at a ratio whereby each ordinary share held on the record date carries 01 (one) purchase right, and every 100 (one hundred) purchase rights entitle the holder to purchase 7 (seven) Bonds); purchase rights are transferable 01 (one) time

27. Plan for handling fractional Bonds and undistributed Bonds:

    To ensure the total number of Bonds issued is not exceeded, the number of Bonds allocated to each existing shareholder shall be rounded down to the nearest whole number.

    *Example: Shareholder A holding 1,027 ordinary shares of CDC may purchase: (1,027 * 7)/100 = 71.89 bonds; accordingly, shareholder A may purchase 71 bonds.*

    Fractional Bonds and Bonds not fully subscribed by existing shareholders upon expiry of the offering period shall be distributed to other investors through the Underwriter, VietinBank Securities Joint Stock Company.

28. Conditions for conversion of the Bonds:

    The Bonds may be converted into ordinary shares of the Issuer at the Bondholders' discretion at each Conversion Round, up to the maximum ratio prescribed for such Conversion Round, except for Conversion Round 3 (i.e., on the Maturity Date).

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For the avoidance of doubt, the number of Bonds converted by each Bondholder must be a whole number. On the Maturity Date, the Bondholders are required to convert all Bonds held by them into ordinary shares.

29. Conversion period/Conversion rounds: The Bonds shall be converted into ordinary shares at each of 03 (*three*) rounds (each such round, a "**Conversion Round**") as follows:

- **Conversion Round 1:** conversion of up to 30% of the number of bonds held by the Bondholder on the date falling exactly 12 (twelve) months from the Issue Date.
- **Conversion Round 2:** conversion of up to 50% of the number of bonds held by the Bondholder on the date falling exactly 24 (twenty-four) months from the Issue Date.
- **Conversion Round 3:** conversion of all Bonds held by the Bondholder on the Maturity Date.

The number of Bonds to be converted at Conversion Round 1 and Conversion Round 2 shall be decided by the Bondholders, provided that the maximum conversion ratio prescribed for each Conversion Round is not exceeded.

For Conversion Round 3, i.e., on the Maturity Date, the Bondholders are required to convert all Bonds held by them into ordinary shares.

If the date of a Conversion Round falls on a Saturday, Sunday or public holiday (including Tet), such Conversion Round shall be carried out on the next business day.

30. Type of shares converted from the Bonds: Ordinary shares, freely transferable

31. Conversion price: The conversion price is equal to 75% of the unweighted average closing price of CDC shares over the 30 consecutive trading sessions preceding the date on which the Board of Directors approves the issuance of shares for conversion of the bonds at each Conversion Round.

If 75% of the unweighted average closing price of CDC shares over the 30 consecutive trading sessions preceding the date on which the Board of Directors approves the issuance of shares for conversion of the bonds at each Conversion Round is lower than the par value, the conversion price shall be VND 10,000/ordinary share.

32. Conversion ratio: The conversion ratio shall be determined according to the following formula:

$$\text{Conversion Ratio} = \frac{\text{Bond Par Value}}{\text{Conversion Price}}$$

Subject to the following conditions:

- The total number of shares received by a bondholder upon conversion of the Bonds at each Conversion Round shall be rounded down to the nearest whole unit;

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- All fractional shares arising shall be cancelled and not issued, and the Issuer shall not be required to make any payment in respect of such fractional shares.

33. Plan to ensure that the issuance of shares for conversion complies with regulations on foreign ownership ratio:

At each Conversion Round, Bondholders who are foreign investors may exercise their right to convert the Bonds in accordance with the issuance plan and in compliance with the laws in force from time to time on foreign ownership limits in Vietnam, specifically:

- The total number of shares owned by foreign investors must remain within the foreign ownership limit at the Issuer from time to time in accordance with the law;
- If the conversion registered by foreign investors would result in the permitted foreign ownership ratio at the Issuer being exceeded, the foreign investors shall not be entitled to convert, or shall only be entitled to convert part of the bonds registered for conversion, such that the total number of shares owned by all foreign investors at any time does not exceed the permitted foreign ownership ratio at the Issuer. In such case, the foreign investors who have registered for conversion shall be allocated pro rata to their registered conversion amount over the total number of bonds registered for conversion by all foreign investors at such Conversion Round.

34. Payment term of Bond principal and interest:

For Bond interest: payable every 03 (three) months, on the date falling exactly 03 (three) months (i) from the Issue Date (for the first Interest Period), or (ii) from the immediately preceding interest payment date (for subsequent Interest Periods) (each, an "**Interest Payment Date**"). If an Interest Payment Date falls on a Saturday, Sunday or public holiday (including Tet), the payment of Bond interest shall be made on the next business day;

For clarity, (i) Bonds converted into ordinary shares at each Conversion Round shall still accrue interest for that Interest Period; and (ii) amounts paid by investors from the date of payment for the Bonds until but excluding the Issue Date shall not bear interest.

For Bond principal/principal repayment: The Bonds are mandatorily converted into ordinary shares on the Maturity Date. Accordingly, the Issuer is not required to repay the principal of the Bonds to the Bondholders.

35. Plan for arranging funds for payment of Bond principal and interest:

- Payment of Bond interest: Bond interest shall be paid every 03 (three) months from the Issue Date. The Issuer expects to use profits from its business operations and other lawful sources of income to pay Bond interest to investors. According to the Issuer's business plan, the proceeds from business, investment and other activities, after deduction of tax obligations payable to the State and operating expenses, are sufficient to pay Bond interest.

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- Payment of Bond principal: The Bonds are mandatorily converted into ordinary shares on the Maturity Date. Accordingly, the Issuer is not required to repay the principal of the Bonds to the Bondholders.

  Details of the projected cash flow for repayment of the Bonds raised from the offering are set out in the Appendix attached to this Resolution.

36. Issuance of ordinary shares for conversion (if any):

At the Conversion Rounds, the Issuer shall carry out the following:

(i) Issue a number of ordinary shares corresponding to the number of Bonds registered for conversion by the Bondholders at the conversion ratio (the "**Conversion Shares**"), and increase its charter capital correspondingly to the number of Conversion Shares issued for conversion purposes;

(ii) Carry out the procedures to adjust the charter capital accordingly (such as amending the charter capital stated in the Issuer's Charter, amending the Issuer's Enterprise Registration Certificate, etc.);

(iii) Carry out the additional registration and depository of the shares converted from the Bonds at VSDC and the additional listing of the shares converted from the Bonds on HOSE; and

(iv) Carry out the cancellation of registration and listing of the Bonds registered/listed at VSDC/the Hanoi Stock Exchange once such Bonds have been converted into ordinary shares.

37. Transfer of the Bonds: The Bondholders may freely transfer the Bonds on the Hanoi Stock Exchange (HNX) after the Issuer completes the procedures for listing the bonds on the Hanoi Stock Exchange (HNX)

38. Listing of the Bonds: The Issuer undertakes to register and deposit all issued Bonds centrally at the Vietnam Securities Depository and Clearing Corporation (VSDC) and to register them for listing on the Hanoi Stock Exchange (HNX). After conversion of the Bonds, the new shares converted from the Bonds shall be additionally registered and deposited at VSDC and additionally registered for listing on the Ho Chi Minh City Stock Exchange (HOSE).

39. Governing law: the laws of Vietnam

40. Rights of the Bondholders:

- Ownership rights to the Bonds;
- The right to convert the Bonds into ordinary shares in accordance with the Issuance Plan and the Prospectus;

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- The right to receive full payment from the Issuer of all amounts relating to the Bonds in accordance with applicable laws and the terms and conditions of the Bonds; and
- Other rights as prescribed by law.

II. Purpose of issuance and plan for use of proceeds

1. Purpose of issuance:

The purpose of the Bond issuance is to invest in programs and projects and to restructure the debts of the Issuer.

2. Plan for use of proceeds:

The expected proceeds from the Bond issuance are VND 738,817,200,000, which shall be used in the following order of priority:

No.	Use of proceeds	Amount (VND)	Expected disbursement period
1	Business cooperation (BCC) with the Project Enterprise – CT32 Expressway Investment Joint Stock Company to invest in the Go Dau – Xa Mat Expressway Construction Investment Project (Phase 1, section from Go Dau to Tay Ninh City (now Ninh Thanh Ward))	700,000,000,000	Q1/2027 – Q2/2027
2	Repayment of bank loans, specifically:	38,817,200,000	
	- *Repayment of the loan from BIDV – Dong Nai Branch under Credit Agreement No. 01/2025/378299/HĐTD dated 01/12/2025*	*38,817,200,000*	*Q1/2027 – Q2/2027*
	Total	**738,817,200,000**	

Plan to cover any shortfall in the capital to be raised: If the offered bonds are not fully distributed and the capital raised falls short of expectations, the Company's Board of Directors will consider flexibly using other capital of the Company, bank loans or other lawful sources to cover the shortfall in order to implement the above plan for use of proceeds.

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III. Debt payment status:

Since its establishment, the Issuer has always paid its debts and loans in full and on time, with no overdue debts. Accordingly, the Issuer has consistently been rated highly by commercial banks on an annual basis. Currently, the Issuer has no overdue debts.

Since its establishment, the Issuer has not breached any other terms of its contracts/commitments.

IV. Plan for compensation to bondholders in case the Issuer fails to convert the bonds into shares in accordance with the terms and conditions announced at the time of issuance of the Bonds:

- Except for Conversion Round 3 (i.e., on the Maturity Date), the conversion right belongs to the bondholders. Bondholders may elect to convert up to the maximum conversion ratio prescribed for each Conversion Round or not to convert. Accordingly, when bondholders request conversion of their bonds into shares within the prescribed conversion period, the Issuer shall fully carry out the conversion in accordance with the conditions of the issuance plan, ensure the lawful rights and interests of the bondholders and shareholders, and undertake to be responsible before the law for its actions.
- If a Bondholder has fulfilled its obligations in relation to the conversion of bonds at any Conversion Round (except where the bonds of foreign investors cannot be converted into shares due to foreign ownership limits) but the Issuer is unable to issue new shares to such bondholder, the Issuer shall be obliged to redeem early the bonds registered for conversion within 30 Business Days after the Issuer gives notice of its inability to issue new shares to such bondholder, at a redemption price equal to the par value of the bonds plus all unpaid interest corresponding to the number of days of the relevant interest period, plus (+) interest accrued up to the date on which the Issuer redeems such Bonds.
- For bonds held by foreign investors that have not been converted due to foreign ownership limits, the Issuer shall pay bond interest for that interest payment period (the conversion registration period) in accordance with the terms and conditions of the bonds, and such unconverted bonds shall carry all rights equivalent to those of the outstanding Bonds.

Article 2. To approve the projected cash flow for repayment of the Bonds raised from the offering as set out in the attached Appendix.

Article 3. To approve the registration by the Company of the issued Bonds for centralized depository at the Vietnam Securities Depository and Clearing Corporation and the listing of the bonds on the Hanoi Stock Exchange (HNX) after completion of the Bond offering. After conversion of the Bonds, the new shares converted from the Bonds shall be additionally registered at VSDC and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE).

Article 4. The Board of Directors of Chuong Duong Corporation unanimously approves the dossier and documents relating to the issuance of convertible bonds to be submitted to the State Securities

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Commission of Vietnam and authorizes the Chairman of the Board of Directors to implement and complete the relevant procedures for the public offering of convertible bonds in accordance with the law, including the adjustment, amendment and supplementation of documents, dossiers and contents as required by the State Securities Commission of Vietnam or in light of actual circumstances arising at the Company.

Article 5. Implementation Provisions

- This Resolution takes effect from the date of signing;
- The members of the Board of Directors, the Board of General Directors, the Chief Accountant and the relevant departments of the Company shall be responsible for implementing this Resolution.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

(Signed and sealed)

NGUYEN NGOC BEN

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APPENDIX

PROJECTED CASH FLOW FOR REPAYMENT OF THE BONDS RAISED FROM THE OFFERING

(Attached to Resolution of the Board of Directors No. 119/NQ-HĐQT dated 09/11/2026)

This Appendix serves as the basis for arranging funds for repayment of the publicly offered, VND-denominated convertible bonds, without warrants and unsecured by assets, of Chuong Duong Corporation (the "**Issuer**") under the issuance plan approved by Resolution No. 105/NQ-ĐHĐCĐ of the General Meeting of Shareholders of the Company dated 15/09/2026, with a total issuance value of VND 738,817,200,000 *(In words: Seven hundred thirty-eight billion, eight hundred seventeen million, two hundred thousand dong)* (the "**Convertible Bonds**"). The Issuer expects to use profits from business operations and other lawful sources of income of the Company to pay interest on the Convertible Bonds.

Convertible Bond Parameters

Total par value of bonds expected to be issued	**VND**	**738,817,200,000**
Expected issue date	Date	29/01/2027
Expected bond term	Months	30
Expected bond interest rate	%/year	**10.4**

Projected cash flow of the Issuer for payment of interest on the bonds raised from the offering

Unit: VND million

Item	2027	2028	2029	2030
Net operating cash flow	(548,095)	530,510	(340,570)	417,478
Net investing cash flow	(174,865)	(202,803)	72,090	(1,000)
Net financing cash flow	911,378	(275,897)	91,292	2,013
Net cash flow for the period	**188,418**	**51,810**	**(177,187)**	**418,491**
Cash at beginning of period	**304,525**	**492,943**	**544,753**	**367,566**
Cash at end of period	**492,943**	**544,753**	**367,566**	**786,058**

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