

CÔNG TY CỔ PHẦN
TẬP ĐOÀN XÂY DỰNG HÒA BÌNH
HOA BINH CONSTRUCTION GROUP
JOINT STOCK COMPANY

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

Số: 06/2025/CBTT-HBC
No.: 06/2025/CBTT-HBC

TP.HCM, ngày 21 tháng 4 năm 2025
HCMC, April 21st, 2025

CÔNG BỐ THÔNG TIN BẤT THƯỜNG EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi: Sở Giao dịch Chứng khoán Hà Nội
To: Ha Noi Stock Exchange

- Tên tổ chức/Name of organization: CÔNG TY CỔ PHẦN TẬP ĐOÀN XÂY DỰNG HÒA BÌNH
HOA BINH CONSTRUCTION GROUP JOINT STOCK COMPANY
- Mã chứng khoán/ Stock code: HBC
- Địa chỉ/Address: 235 Võ Thị Sáu, Phường Võ Thị Sáu, Quận 3, TP. Hồ Chí Minh
235 Vo Thi Sau, Vo Thi Sau Ward, District 3, Ho Chi Minh City
- Điện thoại liên hệ/Tel.: (84.28) 3932 5030 Fax : (84.28) 3932 5221
- E-mail: info@hbcg.vn

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

Nghị quyết Hội đồng quản trị chấp thuận kiến nghị của Cổ đông lớn về việc bổ sung vấn đề vào chương trình họp Đại hội đồng cổ đông thường niên năm 2025. Chi tiết theo Tờ trình đính kèm .

Resolution of the Board of Directors approving the recommendation submitted by a Major Shareholder to include issues in the agenda of the 2025 Annual General Meeting of Shareholders. Details are provided in the attached proposal.

- Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 21/04/2025 tại đường dẫn: <https://hbcg.vn/report/news.html>.

This information was published on the company's website on April 21st, 2025 as in the link: <https://hbcg.vn/report/news.html>.

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:

Tài liệu liên quan đến nội dung thông tin công bố/ Documents on disclosed information.

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)



LÊ TRUNG KIÊN

**CÔNG TY CỔ PHẦN TẬP ĐOÀN
XÂY DỰNG HÒA BÌNH
HOA BINH CONSTRUCTION GROUP
JOINT STOCK COMPANY**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
Socialist Republic of Vietnam
Independence - Freedom - Happiness**

Số: 04/2025/NQ-HĐQT.HBC

TP.HCM, ngày 21 tháng 04 năm 2025
HCMC, April 21st, 2025

**NGHỊ QUYẾT HỘI ĐỒNG QUẢN TRỊ
CÔNG TY CỔ PHẦN TẬP ĐOÀN XÂY DỰNG HÒA BÌNH
RESOLUTION OF THE BOARD OF DIRECTORS OF
HOA BINH CONSTRUCTION GROUP JOINT STOCK COMPANY**

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Pursuant to Law No. 59/2020/QH14 dated June 17th, 2020 on Enterprises.;
- Căn cứ Điều lệ Công ty Cổ phần Tập đoàn Xây dựng Hòa Bình;
Pursuant to the Charter of Hoa Binh Construction Group Joint Stock Company;
- Căn cứ Thư đề nghị bổ sung nội dung chương trình Đại hội của Cổ đông lớn;
Pursuant to the Letter of request to supplement the content of the Annual General Meeting of Major Shareholder;
- Căn cứ Biên bản họp Hội đồng quản trị ngày 21/4/2025 của Công ty Cổ phần Tập đoàn Xây dựng Hòa Bình.
Pursuant to the Minutes of the Board of Directors Meeting of Hoa Binh Construction Group Joint Stock Company dated April 21st, 2025.

**QUYẾT NGHỊ
RESOLVED THAT:**

Điều 1/Article 1:

Hội đồng quản trị chấp thuận kiến nghị của Cổ đông lớn về việc bổ sung vấn đề vào chương trình họp Đại hội đồng cổ đông thường niên năm 2025. Chi tiết theo Tờ trình đính kèm.

Kiến nghị sẽ được đưa vào chương trình và nội dung cuộc họp chính thức sau khi được Đại hội đồng cổ đông chấp thuận theo khoản 4 Điều 142 Luật doanh nghiệp 2020.

The Board of Directors approved the recommendation submitted by a Major Shareholder to include issues in the agenda of the 2025 Annual General Meeting of Shareholders. Details are provided in the attached proposal.

The recommendation shall be officially added to the meeting's agenda and contents upon approval by the General Meeting of Shareholders in accordance with Clause 4, Article 142 of the Law on Enterprises 2020.

**Điều 2: Hiệu lực thi hành
Article 2: Validity**

- Nghị quyết có hiệu lực kể từ ngày ký
This resolution takes effect from date of signing.



- Hội đồng Quản trị, Ban Giám đốc và các phòng ban có liên quan của Công ty Cổ phần Tập đoàn Xây dựng Hòa Bình chịu trách nhiệm thi hành Nghị quyết này.

The Board of Directors, the Board of Management and related departments of Hoa Binh Construction Group Joint Stock Company are required to execute the tasks in accordance with Resolution.

- Trong trường hợp có sự khác biệt và/ hoặc mâu thuẫn giữa nội dung bằng tiếng Việt và tiếng Anh thì nội dung bằng tiếng Việt sẽ được ưu tiên áp dụng.

In the event of any discrepancy or inconsistency between the Vietnamese and English versions of this Resolution, the Vietnamese version shall prevail

Nơi nhận/ Attn:

-Nhu điều 2/ As Article 2;

-Lưu Văn phòng HĐQT/ Archive B.O.D Office;

TM. HỘI ĐỒNG QUẢN TRỊ
On behalf of the Board of Directors
CHỦ TỊCH *[Signature]*
Chairman



LÊ VIẾT HẢI



No.: 01/2025/TT-HĐQT.HBC

HCMC, April 21st, 2025

PROPOSAL (SUPPLEMENTARY)
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HOA BINH CONSTRUCTION GROUP JOINT STOCK COMPANY

Time: Friday – April 25th, 2025 (1:30 P.M)
Place of the meeting: 8th Floor, Paxsky Building
– 123 Nguyen Dinh Chieu, Vo Thi Sau Ward, District 3.

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th, 2020;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26th, 2019;
- Pursuant to the Charter of Hoa Binh Construction Group Joint Stock Company;

The Board of Directors of Hoa Binh Construction Group Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval:

1. Report of the Board of Directors (“BOD”) and the Board of Management on the Production and Business Situation in 2024:

1.1. Business results in 2024:

- Total assets **15.411.757.819.043 VND** decreased by 1,06 % compared to 2023.
- Owner's equity **1.747.899.997.330 VND** decreased by 1.771,79% compared to 2023.
- Net revenue **6.420.844.922.154 VND**, reaching 40,55% compared to the plan and decreasing 15% compared to 2023.
- Profit after tax of parent company shareholders **959.786.100.623 VND**.
- Audited financial statements of the parent company in 2024 and consolidated financial statements in 2024.

1.2. Profit distribution for 2024:

1.2.1 Remuneration and bonus of the Board of Directors in 2024

Unit: VND

No.	Detail	Value
01	Board of Directors' remuneration (according to Resolution No. 02/2024/NQ-ĐHCD.HBC dated April 25, 2024)	1.800.000.000

02	Bonus for the Board of Directors (and Executive Board, Key Personnel) for 2024 (according to Resolution No. 02/2024/NQ-ĐHCD.HBC dated April 25, 2024)	8.919.062.065
<p>The General Meeting of Shareholders authorizes the Chairman of the Board of Directors to distribute appropriately to the members of the Board of Directors, the Executive Board and key staff.</p> <p>(*) According to the Resolution of the General Meeting of Shareholders in 2024, the total bonus of the Board of Directors is: VND 35,676,248,261, however, based on the business performance of the company, the bonus will be allocated as follows:</p> <ul style="list-style-type: none"> - 75%: temporarily retained by the Company and will be distributed after overcoming the accumulated losses of the Company; - The remaining 25% (VND 8,919,062,065): will be paid to members of the Board of Directors when meeting the conditions prescribed by law. 		

1.2.2. Dividend payment in 2024:

Due to not meeting the legal conditions, no dividend payment in 2024 will be made.

2. Revenue and profit plan for 2025 – Profit distribution for 2025:

2.1. Revenue and profit plan for 2025:

Unit: VND billion

No.	Target	Plan	Notes
01	Total Revenue	9,000	
	Of which: Parent Company Revenue	8,000	
02	Consolidated Net Profit after Tax	360	
	Of which: Parent Company Net Profit after Tax	330	

2.2. Remuneration and bonus for the Board of Directors in 2025:

Submit to the General Meeting of Shareholders for approval the incentive bonus policy for the Board of Directors, Executive Board, and key staff when the after-tax profit of the parent company's shareholders reaches the after-tax profit plan of the year

No.	Expense	Value
01	Board of Directors, BOM, key staffs bonus when achieving and exceeding targets	<ul style="list-style-type: none"> - 1% of the parent company's after-tax profit if the profit meets the target. - The profit exceeding the target from 100% to 200% will be rewarded with an additional 5% - The profit exceeding the target from 200% to 200% will be rewarded with an additional 10%



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Authorize the Chairman of the Board of Directors to consider appropriate bonuses for members of the Board of Directors and Executive Board

3. Election of additional members of the Board of Directors for the 2025 - 2029 term (cumulative voting):

- Number of Board members: 06 members
- Number of independent Board members: 02 members
- Based on the end of the term of:
 - + Mr. Le Viet Hai, term 2019 - 2024,
 - + Mr. Le Viet Hieu, term 2019 - 2024,
 - + Mr. Nguyen Tuong Bao, term 2021 - 2024,
 - + Mr. Le Van Nam, term 2022 - 2024,
 - + Ms. Nguyen Thi Luot, term 2022 - 2024,
 - + Ms. Vu Thi Hoa, term 2022 - 2024.
- Respectfully submit to the General Meeting of Shareholders for consideration on the election of members of the Board of Directors for the 2025 - 2029 term as follows:
 1. Proposed number of members of the Board of Directors: 06 members
 2. Nominees proposed by the Board of Directors: The list of candidates for the Board of Directors shall be disclosed to shareholders at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website. (In accordance with Point a, Clause 4, Article 41 of the Law on Securities 2019)
- Regulations on Board of Directors candidates: Satisfy requirements according to the Company Charter and current Law regulations
- Election process, election form: Comply with election regulations.
- This list of candidates will be updated after the Board of Directors receives candidacy or nomination information from shareholders before the General Meeting date.

4. Change the organizational management and operational model of the company:

The organizational structure after changing the management model is as follows:

- General meeting of shareholders
- Board of Directors
- Supervisory Board
- Chief Executive Officers.

The General Meeting of Shareholders authorizes the Board of Directors to develop and complete a new management model and comply with the provisions of the Law, as well as the internal regulations of the Company. At the same time, amend the corresponding provisions of the Internal Regulations on Corporate Governance and the Company Charter according to the new management organization model.

5. Election of members of the Board of Supervisors with the following details (according to the cumulative voting method):

The Board of Supervisors consists of three (03) members:

1. Ms. Le Thi Phuong Uyen



2. Ms. Do Thi Thanh Huyen
3. Mr. Nguyen Gia Bao

The Board of Supervisors has the rights and obligations prescribed by current Law, the Company Charter, the Internal Regulations on Corporate Governance and the Operating Regulations of the Supervisory Board.

6. Remuneration of members of the Board of Directors and Board of Supervisors in 2025:

No.	Expense	Value
01	Total remuneration for members of the Board of Directors and Board of Supervisors	3.200.000.000 VNĐ Authorize the Chairman of the Board of Directors to determine the specific remuneration for each member in the 2025 fiscal year. (Board members concurrently holding sub-committees do not receive additional remuneration)

7. Plan to offer shares to increase charter capital of the Company in 2025:

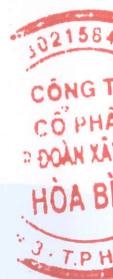
The Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders ("GMS") for approval the plan for private placement of shares to increase charter capital in 2025.

7.1. Details of the private offering plan to increase charter capital:

Type of shares issued	Common stock
Par value of shares	10,000 VND/share
Current charter capital	3,472,132,700,000 VND
Total number of shares outstanding	347,213,270 shares
Number of shares expected to be issued	Maximum 347,000,000 shares.
Total expected issuance value (at par value)	Maximum 3,470,000,000,000 VND.
Release method	Private offering of shares
Purpose of release	(1) Repayment of loans obtained by Hoa Binh Construction Group Joint Stock Company from commercial banks; and (2) Payment of construction contract obligations and/or settlement of outstanding debts to suppliers and subcontractors (accounting for 40% of the total proceeds from the offering).
Criteria for selecting investors	To participate in the Company's private offering of shares, domestic or foreign investors and organizations and individuals must be professional securities investors as prescribed in



	Article 11 of the Securities Law No. 54/2019/QH14 and related guiding, amending and supplementing documents.
Number of investors expected to offer	Up to 10 professional stock investors
Price	10,000 VND/share
Plan for using capital raised from the offering	<p>The entire proceeds expected to be raised from the private placement of shares to professional securities investors shall be used by the Company for the following purposes:</p> <p>(1) Repayment of loans obtained by Hoa Binh Construction Group Joint Stock Company from commercial banks (accounting for 60% of the total proceeds from the offering); and</p> <p>(2) Payment of construction contract obligations and/or settlement of outstanding debts to suppliers and subcontractors (accounting for 40% of the total proceeds from the offering).</p> <p>The General Meeting of Shareholders authorizes the Board of Directors to develop a detailed capital utilization plan in accordance with applicable laws; to make specific decisions regarding the use and allocation of proceeds from the share offering and/or to amend, adjust, and supplement the capital utilization plan in accordance with the capital increase schedule, the Company's business operations at the time of the offering, the Company's overall strategic development orientation, and to ensure the overall interests of the Company and its shareholders.</p>
Distribution method	Direct distribution to investors.
Method of handling undistributed shares	<p>The General Meeting of Shareholders authorizes the Board of Directors to continue offering to other entities (if any), ensuring the interests of the Company and shareholders, or to terminate the issuance according to actual needs.</p> <p>The distribution of the remaining undistributed shares to other investors (if any) will comply with the following regulations:</p> <ul style="list-style-type: none"> Meet the criteria for selecting investors approved by the General Meeting of



	<p>Shareholders as above;</p> <ul style="list-style-type: none"> Comply with the provisions of Article 195 of the Enterprise Law No. 59/2020/QH14: "A subsidiary is not allowed to invest in buying shares or contributing capital to the parent company. Subsidiaries of the same parent company are not allowed to simultaneously contribute capital or buy shares to cross-own each other." Ensure the conditions for offering shares as prescribed in Article 42 of Decree 155/2020/ND-CP issued by the Government on December 31, 2020 detailing the implementation of an article of the Securities Law. <p>The remaining shares that have not been offered for sale after the deadline for handling undistributed shares will be canceled.</p>
Foreign ownership ratio when issuing	As of March 24, 2025, the foreign ownership ratio at the Company is 10.69% of charter capital. The General Meeting of Shareholders authorizes the Board of Directors to carry out the prescribed procedures (if any) to meet and ensure the ownership ratio of foreign investors when issuing private shares in accordance with current regulations.
Restricted trading and transfer	The transaction and transfer of privately offered shares is restricted for 01 year for professional securities investors from the date of closing the offering, except for transactions and transfers between professional securities investors in accordance with the provisions of law or in accordance with a legally effective court judgment or decision, an arbitration decision or inheritance in accordance with the provisions of law.
Authorize the Board of Directors to fully decide on the following contents:	<ul style="list-style-type: none"> Identify the offering subjects as professional securities investors according to the investor selection criteria approved by the General Meeting of Shareholders and the number of shares offered to each investor; Search, select and approve the list of investors



	participating in purchasing shares of this private offering; - Negotiate other conditions (if any) to ensure the successful issuance and bring the highest benefits to shareholders and the Company.
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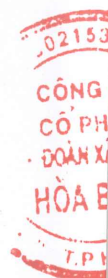
7.2. Registration for depository and additional transaction registration:

All privately offered shares will be registered for additional deposit at the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional trading at the Upcom system of the Hanoi Stock Exchange, in accordance with current legal regulations.

7.3. Authorization to the Board of Directors:

The General Meeting of Shareholders authorizes the Board of Directors to carry out, including but not limited to, the following contents:

- Select, decide and adjust the offering price for the private offering of shares (if necessary), on the basis of compliance with the provisions of law, the Company's Charter and ensuring the rights of the Company's shareholders;
- Select, decide and adjust the list of investors participating in the private offering of shares (if necessary), meeting the provisions of law and the Company's Charter;
- Approve the plan to ensure that the issuance of shares meets the regulations on foreign ownership ratio.
- Develop, decide and adjust the detailed capital use plan (if necessary) of the private offering of shares according to the offering plan approved by the General Meeting of Shareholders;
- Decide and implement the detailed issuance plan, in accordance with the needs of the Company;
- Authorize the Board of Directors to select the appropriate issuance time to carry out the offering of shares after receiving approval from the State Securities Commission;
- Decide and implement additional, explain and adjust the stock offering plan at the request of competent state management agencies, or when deemed necessary based on the actual situation of the Company and the stock market at the time of issuance, on the basis of compliance with relevant legal regulations (if any), ensuring the rights of shareholders and the Company;
- Decide and carry out procedures for registration of issuance, approval of actual issuance results and reporting of issuance results to the State Securities Commission (SSC);
- Decide and carry out necessary procedures and tasks in the process of increasing the Company's charter capital in accordance with the provisions of law, including: (i) amending/supplementing the business registration certificate; (ii) Registering additional depository of additional issued shares at the Vietnam Securities Depository and Clearing



Corporation (VSDC); (iii) Registering additional transactions at the Upcom system of the Hanoi Stock Exchange; (iv) Changing charter capital, amending/supplementing provisions on the Charter Capital level and other relevant provisions in the Company's Charter in accordance with the new Charter Capital level after the issuance and (v) other procedures in accordance with current legal regulations;

- Decide on all other matters related to the issuance of shares to increase the Company's charter capital, in accordance with the issuance plan approved by the General Meeting of Shareholders, in accordance with the provisions of law and the Company's Charter;
- Carry out all other necessary procedures as required by the competent State agency to complete the issuance of shares to increase the Company's charter capital, in accordance with the issuance plan approved by the General Meeting of Shareholders, in accordance with the provisions of law and the Company's Charter;
- The Board of Directors directs, controls and handles issues arising during the implementation process. Depending on each specific case, the Board of Directors is authorized to authorize the Chairman of the Board of Directors to perform all or some of the specific tasks mentioned above.

8. Amend the Company Charter, internal regulations on corporate governance, operating regulations of the Board of Directors and issue a draft Operating Regulation of the Board of Supervisors.

The General Meeting of Shareholders authorizes the Board of Directors to amend the Company Charter, internal regulations on corporate governance, operating regulations of the Board of Directors and issue the Operating Regulations of the Board of Supervisors to comply with the transformation of the Company's governance model.

9. Selection of the Independent Auditor for the fiscal year 2025:

Approving the authorization for the Board of Directors to select and change (if any) an independent auditing company from the following list to review the semi-annual financial statements and audit the 2025 financial statements of Hoa Binh Construction Group Joint Stock Company:

1. AASC Auditing Company Limited (AASC)
2. AFC Vietnam Auditing Company Limited (AFC);
3. BDO Auditing Company Limited (BDO);
4. International Auditing Company Limited - Saigon Branch;
5. CPA Vietnam Auditing Company Limited.

10. Approval of the addition of business lines for the Company:

No.	Business Line	Code
1	Mining and construction machinery manufacturing Details: Manufacturing of construction machinery and equipment (not operated at the head office)	2824



2	Construction of residential buildings	4101
3	Construction of non-residential buildings	4102
4	Construction of railway projects	4211
5	Construction of road projects	4212
6	Construction of power transmission and distribution projects	4221
7	Construction of water supply and drainage systems	4222
8	Construction of telecommunications and communication projects	4223
9	Construction of water-related projects	4291
10	Construction of mining projects	4292
11	Construction of manufacturing and processing facilities	4293
12	Demolition activities	4311
13	Wholesale of other machinery, equipment, and spare parts Details: Wholesale of construction machinery and equipment, construction materials, spare parts, technology lines for the construction sector and construction materials manufacturing sector (excluding the export, import, and distribution of goods on the list of goods for which foreign investors or foreign-invested economic organizations are not entitled to export, import, or distribute under applicable laws)	4659
14	Wholesale of other construction materials and installation equipment Details: Wholesale of construction machinery and equipment, construction materials (excluding the export, import, and distribution of goods on the list of goods for which foreign investors or foreign-invested economic organizations are not entitled to export, import, or distribute under applicable laws)	4663
15	Other specialized wholesale not elsewhere classified Details: Export, import, right to export, right to import of: iron, steel, construction structures; other materials and installation equipment in construction; supplies – machinery – equipment – spare parts, technology lines for the construction sector and construction materials manufacturing sector; construction machinery and equipment (excluding the export, import, and distribution of goods on the list of goods for which foreign investors or foreign-invested economic organizations are not entitled to export, import, or distribute under applicable laws)	4669
16	Short-term Accommodation Services Details: - Hotels; - Villas or apartments operating short-term accommodation services;	5510



	<ul style="list-style-type: none"> - Guesthouses, motels offering short-term accommodation services; - Dormitories, boarding rooms, and other similar short-term accommodation facilities. 	
17	Other financial service activities not elsewhere classified	6619
18	Travel Agency	7911

11. Approval of authorization for the implementation of the addition of business lines:

Approval of the authorization for Mr. Le Viet Hai – Chairman of the Board of Directors (also the Legal Representative of the Company) and/or the person authorized by Mr. Le Viet Hai to perform all necessary procedures and tasks in accordance with the law, including but not limited to working with the competent business registration authority to amend and add the Company's registered business lines.

Recipients::

- Shareholders
- BODO: archive
- AO: archive.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



LE VIET HAI

