CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS
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VIETOURIST HOLDINGS JOINT STOCK COMPANY
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No: 35/2026/CBTT-VTD

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness
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Ho Chi Minh City, November 03, 2026

EXTRAORDINARY INFORMATION DISCLOSURE

To: Hanoi Stock Exchange;

State Securities Commission of Vietnam.

1. Name of the organization: **VIETOURIST HOLDINGS JOINT STOCK COMPANY ("the Company")**

   Securities code: VTD

   Address: 386/71C Le Van Sy Street, Nhieu Loc Ward, Ho Chi Minh City

   Contact phone: 028.6261.6365 Fax: 028.6253.2111

   E-mail: info@vietourist.com.vn

2. Content of the disclosed information: Resolution No. 09/2026/NQ-BOD dated 03 November 2026 of the Board of Directors on the Approval of the Implementation of the Private Placement of Shares Plan and the Plan for Utilization of Proceeds from the Offering.

3. This information has been disclosed on the Company's website on November 03, 2026 at www.vietourist.com.vn.

We hereby undertake that the information disclosed above is true and we shall be fully responsible before the law for the content of the disclosed information.

On behalf of the Company
Authorized Information Disclosure Officer



Nguyen Duong Trung Hieu

VIETOURIST HOLDINGS	**SOCIALIST REPUBLIC OF VIETNAM**
JOINT STOCK COMPANY	**Independence - Freedom – Happiness**
No.: 09/2026/NQ-HĐQT	*Ho Chi Minh City, November 03, 2026*

RESOLUTION

On approval of implementation of the private placement plan and the plan for use of proceeds from the offering

THE BOARD OF DIRECTORS

VIETOURIST HOLDINGS JOINT STOCK COMPANY

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, as amended and supplemented by Law No. 03/2022/QH15 dated January 11, 2022 and Law No. 76/2025/QH15 dated June 17, 2025;*
- *Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented by Law No. 56/2024/QH15 dated November 29, 2024;*
- *Government Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of certain provisions of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;*
- *Ministry of Finance Circular No. 118/2020/TT-BTC dated December 31, 2020 guiding certain matters concerning securities offerings and issuances, tender offers, share repurchases, registration of public companies and cancellation of public company status, as amended and supplemented by Circular No. 115/2025/TT-BTC dated December 15, 2025;*
- *The Charter of Vietourist Holdings Joint Stock Company;*
- *Resolution No. 02/2026/NQ-ĐHĐCĐ-VTD dated October 20, 2026 of the 2026 Extraordinary General Meeting of Shareholders of Vietourist Holdings Joint Stock Company (the "GMS Resolution No. 02/2026/NQ-ĐHĐCĐ-VTD");*
- *Minutes of the Board of Directors Meeting No. 09/2026/BB-HĐQT dated November 03, 2026 of Vietourist Holdings Joint Stock Company.*

HEREBY RESOLVES

Article 1. To approve implementation of the private placement plan approved by the 2026 Extraordinary General Meeting of Shareholders under GMS Resolution No. 02/2026/NQ-ĐHĐCĐ-VTD dated October 20, 2026, with the following particulars:

1. Name of shares to be issued: Shares of Vietourist Holdings Joint Stock Company.
2. Stock ticker: VTD.
3. Class of shares: Ordinary shares.
4. Par value: VND 10,000 per share.
5. Purposes of offering: Repayment of bank loans and acquisition of real properties for use as offices and/or for office leasing.
6. Number of shares issued: 24,000,000 shares.

   Of which:

- Outstanding shares: 24,000,000 shares.

- Treasury shares: 0 shares.

7. Number of shares to be offered: 10,000,000 shares.
8. Offering ratio (shares registered for offering / total outstanding shares): 41.67%.
9. Total par value of shares to be offered: VND 100,000,000,000.
10. Expected number of shares after the offering: 34,000,000 shares.
11. Expected charter capital after the offering: VND 340,000,000,000.
12. Offering price: VND 10,000 per share.
13. Offering method: Private placement of shares to domestic professional securities investors.
14. Eligible investors: Domestic professional securities investors under Law on Securities No. 54/2019/QH14 dated November 26, 2019, Law No. 56/2024/QH15 dated November 29, 2024 and relevant implementing regulations.
15. Investor selection criteria: Domestic professional securities investors meeting the following requirements:
    - Domestic organizations or individuals with sound financial capacity and the ability to contribute capital promptly to meet the offering timetable;
    - Organizations or individuals with professional expertise capable of supporting the Company in its business, management and operations to enhance its value and expand its markets;
16. List of participating investors: The list of professional securities investors eligible to subscribe for shares in this private placement, as approved by the 2026 Extraordinary General Meeting of Shareholders under GMS Resolution No. 02/2026/NQ-ĐHĐCĐ-VTD dated October 20, 2026, is as follows:

No.	Investor name	ID card / Citizen ID / Passport / Enterprise Registration Certificate No.	Investor category		Relationship		Shares held before offering	Shares expected to be allocated	Expected ownership after offering (%)
			Strategic investor / Professional securities investor	Foreign investor / Economic organization with foreign ownership exceeding 50% of charter capital / Domestic investor	With issuer	With members of the Board of Directors, Supervisory Board or Executive Management			
1	Tran Van Tuan	044083001110	Professional securities investor	Domestic investor	Chairman of the Board of Directors – Legal Representative	–	1,508,500	10,000,000	33.85%
	Total						**1,508,500**	**10,000,000**	**33.85%**

(*) Investors and related individuals/organizations shall not vote on matters in which they have a related interest.

17. Offering period: Expected to take place in Q4 2026 – Q1 2027 following issuance by the State Securities Commission of Vietnam of an acknowledgment of receipt of the Company's private

placement registration dossier, in accordance with applicable law and with a view to maximizing shareholders' interests.

18. Treatment of unsubscribed shares (if any): Unsubscribed shares are shares not taken up by investors on the initial list (including where an investor does not subscribe or subscribes but fails to pay, or pays less than the full amount, within the prescribed period).
    - The Board of Directors shall continue to allocate such shares to other domestic professional securities investors meeting the selection criteria approved by the General Meeting of Shareholders. The conditions of such reallocation shall not be more favorable than those of the initial allocation and shall comply with foreign ownership restrictions.
    - Such reallocated shares shall be subject to the transfer restrictions stated in Item 19.
19. Transfer restrictions: Shares offered through the private placement shall be subject to a transfer restriction period of one (1) year from completion of the offering, except for transfers among professional securities investors, transfers pursuant to effective court judgments or decisions, arbitral awards or inheritance in accordance with law.
20. Plan to ensure compliance with foreign ownership limits: All shares offered shall be allocated to domestic professional securities investors, and the offering shall not increase the Company's foreign ownership ratio; accordingly, the applicable foreign ownership restrictions shall be observed.
21. Registration and additional trading registration: All shares offered through the private placement shall be additionally registered with the Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional trading on the Hanoi Stock Exchange (HNX) in accordance with applicable regulations.

Article 2. To approve the detailed plan for use of proceeds from the private placement of shares, as follows:

- The entire maximum estimated proceeds from the private placement of shares (before deduction of offering expenses) shall be used for the following purposes in descending order of priority:

No.	Use of proceeds / Item	Estimated amount (VND)	Estimated implementation period
1.	Repayment of bank loans	48,000,000,000	
-	Repayment of loans to Military Commercial Joint Stock Bank – Saigon Branch Under Credit Facility Agreement No. 457357.26.120.2328031.TD dated October 5, 2026	28,000,000,000	Q4 2026 – Q1 2027
-	Repayment of loans to Tien Phong Commercial Joint Stock Bank – Ben Thanh Branch Under Credit Line Agreement No. 71/2026/HDTD/Q4 dated March 11, 2026; Loan Agreement No. 125/2025/HDTD/Q4 dated May 9, 2025; and Loan Agreement No. 210/2025/HDTD/Q4 dated July 29, 2025	20,000,000,000	Q4 2026 – Q1 2027

No.	Use of proceeds / Item	Estimated amount (VND)	Estimated implementation period
2.	Acquisition of real properties for use as offices and/or for office leasing	52,000,000,000	
-	Land Use Rights Certificate No. CA 739881 issued by the People's Committee of District 3 on August 21, 2015	30,000,000,000	Q4 2026 – Q1 2027
-	Land Use Rights Certificate No. 6574/UB.GCN issued by the People's Committee of Tan Binh District on December 26, 2007	22,000,000,000	Q4 2026 – Q1 2027
Total		**100,000,000,000**	

- For repayment of bank loans: Actual offering proceeds shall be applied first to repay loans falling due at the banks listed above, with earlier-maturing loans being repaid first regardless of the lending bank, ensuring timely repayment and optimizing the Company's use of capital.
- In the interests of shareholders, the Company may place any temporarily idle proceeds pending disbursement in fixed-term deposit agreements to earn interest, in line with the actual implementation schedule of the plan for use of proceeds.
- If offering proceeds are raised later than the payment schedule under the approved plan for use of proceeds, the Company may use other Company funds to meet the payment obligations under the plan and subsequently use offering proceeds to reimburse the payments falling due that were made using its own funds, ensuring compliance with the approved plan.
- If the offering closes without all registered shares having been sold, resulting in a shortfall of proceeds, the Board of Directors shall arrange lawful alternative sources of capital to fulfill the above purposes, including cooperation with financially capable partners, bank financing, and loans from organizations or individuals.

Article 3. The Board of Directors hereby assigns and authorizes the Chairman of the Board of Directors, concurrently the Company's Legal Representative, to prepare and submit the private placement registration dossier to the State Securities Commission of Vietnam and organize the offering in accordance with applicable law.

Article 4. Effectiveness and implementation

- This Resolution shall take effect on the date of signing.
- Members of the Board of Directors, Executive Management, heads of divisions/departments and all relevant individuals shall be responsible for implementing this Resolution.

Recipients:
- Board of Directors, Supervisory Board;
- Executive Management;
- Office archives.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN

VIETOURIST

TRAN VAN TUAN