

Ho Chi Minh City, July 07, 2026

PROPOSAL TO THE GENERAL MEETING OF SHAREHOLDERS **(Re: Share Issuance Plan)**

To: Shareholders of ITD Technology Corporation

- Pursuant to the Law on Securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Pursuant to Law No. 56/2024/QH15 dated November 29, 2024 of the National Assembly amending and supplementing a number of articles of the Law on Securities No. 54/2019/QH14;
- Pursuant to Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Circular No. 118/2020/TT-BTC issued by the Ministry of Finance dated December 31, 2020 guiding certain contents on offering and issuance of securities, public tender offers, share repurchases, registration of public companies and deregistration of public company status;
- Pursuant to the Charter of ITD Technology Corporation;
- Pursuant to the business performance and capital demand of the Company

The Board of Directors of ITD Technology Corporation respectfully submits to the General Meeting of Shareholders for approval the share issuance plan with the following details:

1. Overview of the Share Issuance Plan for Charter Capital Increase:

- Share name: Shares of ITD Technology Corporation
- Stock code: ITD
- Listed exchange: HOSE
- Type of shares to be offered: Ordinary shares
- Par value: VND 10,000/share
- Current charter capital: VND 262,449,950,000
- Total number of issued shares: 26,244,995 shares
- Number of outstanding shares prior to the issuance: 26,172,807 shares
- Treasury shares: 72,188 shares
- Total number of shares proposed to be issued: 15,180,750 shares, of which:
 - Phase 1: Issuance of shares for 2025 dividend payment: 4,711,105 shares, equivalent to an exercise ratio of 100:18;
 - Phase 2: Issuance of shares under the Employee Stock Ownership Plan (ESOP) at an issuance ratio of 3% of the outstanding shares after completion of the 2025 dividend share issuance: 926,517 shares;
 - Phase 3: Private placement of shares to professional securities investors: 9,543,128 shares, equivalent to 30% of the outstanding shares after completion of Phase 1 and Phase 2.
- Total par value of the proposed shares to be issued: VND 151,807,500,000
- Expected charter capital after the issuance: VND 413,535,570,000

- Target investors: existing shareholders, employees under the Employee Stock Ownership Plan within the Company, and professional securities investors, in accordance with each specific issuance plan.
- Implementation timeline: expected to be carried out in the 2026 financial year (before March 31, 2027). The specific timing shall be decided by the Board of Directors after the State Securities Commission of Vietnam issues a written confirmation of receipt of a complete issuance/offering dossier and subject to prevailing market conditions.

II. Detailed issuance plan for each target group is as follows::

1. Issuance of shares for dividend payment for the year 2025

- Target investors: existing shareholders whose names appear in the list of shareholders at the record date for exercising the right to receive dividend shares.
- Dividend payout ratio in shares: 18% of outstanding shares:
 - Expected number of shares to be issued: 4,711,105 shares.
 - Total issuance value at par value: VND 47,111,050,000 (in words: Forty-seven billion, one hundred eleven million, fifty thousand Vietnamese dong).
 - Exercise ratio: 100:18. At the record date, shareholders owning 100 shares will receive 18 new shares.

- Treatment of fractional shares and unsold shares (if any): The number of dividend shares to be issued will be rounded down to the nearest whole share. Any fractional shares arising (if any) shall be cancelled.

Example: Shareholder Nguyen Van A owns 3,578 shares at the record date. With the exercise ratio of 100:18, such shareholder is entitled to receive $(3,578 \times 18/100 = 644.04)$ 644.04 new shares. Accordingly, under the above rounding principle, the shareholder will receive 644 new shares. The fractional portion of 0.04 share will be cancelled

- Source of funds: derived from undistributed after-tax profit according to the audited financial statements for the financial year ended March 31, 2026
- The rights to receive shares issued under the dividend share issuance are non-transferable. The shares issued under this plan shall not be subject to any transfer restriction.
- Compliance with foreign ownership limits: The Board of Directors is assigned and authorized to approve a plan to ensure that the share issuance complies with applicable foreign ownership ratio regulations..
- Expected issuance timing: during the 2026 financial year (before March 31, 2027). The specific issuance timing shall be decided by the Board of Directors after the State Securities Commission of Vietnam issues a written confirmation of receipt of a complete issuance dossier.

2. Issuance of shares under the Employee Stock Ownership Plan (ESOP)

- Target investors: employees of ITD Technology Corporation and ITD Solutions Joint Stock Company who satisfy the eligibility criteria for participation in the program as stated in this Proposal.
- Offering price: VND 10,000 per share..
- Ratio of proposed issuance to total outstanding shares: 3.0% of total outstanding shares at the time of submission of this plan, equivalent to approximately 2.913% of total outstanding shares after

completion of the 2025 dividend share issuance (expected) Số lượng cổ phiếu dự kiến phát hành: 926.517 cổ phiếu.

- Expected number of shares to be issued: 926,517 shares. (Total issuance value at par value: VND 9,265,170,000 (in words: Nine billion, two hundred sixty-five million, one hundred seventy thousand Vietnamese dong)
- Eligibility criteria for participating employees:
- Employees of ITD Technology Corporation and ITD Solutions Joint Stock Company who meet the following criteria:
 - Team leaders, Heads/Deputy Heads of departments, and members of the Management Board with at least 01 year of working experience;
 - Potential employees and successor personnel with less than 01 year of working experience, as assessed and proposed by the Company's Management Board and approved by the Board of Directors.
- Allocation formula for determining the number of shares to be distributed:

Number of shares eligible for purchase by an individual	=	$\frac{\text{Total number of shares in the issuance}}{\text{Total contribution coefficient}}$	×	Individual contribution coefficient
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+ Individual contribution coefficient = business salary (VND million) × performance evaluation coefficient × impact/potential coefficient

In there:

- Business salary: based on the employee's business salary, expressed in VND million.
- Performance evaluation coefficient: is the average score of attitude and working method evaluation on a scale from 1 to 5 (assessed by the Company's Board of Management).
- Impact/potential coefficient: is assessed by the Board of Management on a scale from 1 to 5 points
- + Total contribution coefficient: is the sum of all individual coefficients of all nominated employees in each issuance tranche.
- The list of eligible employees and the specific allocation for each employee shall be detailed in Appendix 01 attached to this Proposal. In case employees eligible to purchase ESOP shares as stated in Appendix 01 do not register, or do not register for the full allocated amount, or fail to make payment or make insufficient payment corresponding to the registered number of shares, the General Meeting of Shareholders hereby authorises the Board of Directors to further allocate such shares to other employees who meet the eligibility criteria and have demand for additional purchase.
- Rights and obligations of share subscribers: in compliance with applicable laws, the Company's Charter, and the Employee Stock Ownership Plan Regulation (ESOP Regulation) of the Company.
- Transfer restriction: All shares issued under the Employee Stock Ownership Plan in this tranche shall be subject to a 01-year transfer restriction from the completion date of the issuance



- Share buyback: The Company is entitled to repurchase the number of shares remaining subject to transfer restrictions from employees who resign prior to the expiry of the restriction period. The repurchase price shall be equal to the 2026 issuance price, i.e. VND 10,000 per share. The General Meeting of Shareholders authorises the Board of Directors to decide on the share buyback plan, the plan for resale of such repurchased shares, and to implement all necessary procedures in accordance with applicable laws in force at the time of execution
- Handling of unsubscribed shares: The number of shares declined (if any) or not fully paid by employees under the ESOP shall be delegated to the Board of Directors to decide on the selection of eligible participants, allocation criteria, and distribution method, with a selling price not lower than the par value of VND 10,000 per share.
- Use of proceeds: All proceeds from the offering shall be allocated to supplement working capital and restructure the Company's debts. The detailed capital utilisation plan shall be delegated to the Board of Directors for decision.
- Compliance with foreign ownership ratio regulations: The Board of Directors is assigned and authorised to approve a plan to ensure that the share issuance complies with applicable foreign ownership limit regulations.
- Expected issuance timing: during the 2026 financial year (before March 31, 2027), after completion of the 2025 dividend share issuance. The specific timing shall be decided by the Board of Directors after the State Securities Commission of Vietnam issues a written confirmation of receipt of a complete issuance dossier.

3. Private placement of shares

- Purpose of the offering: to supplement working capital for the Company's business operations, increase ownership in subsidiaries, contribute capital for establishment of new companies, and/or invest in the data center infrastructure sector.
- Offering method and investors: private placement to professional securities investors. The General Meeting of Shareholders authorises the Board of Directors to seek and select suitable investors, and to determine the number of shares to be offered to each investor.
- Criteria for investor selection: investors must qualify as professional securities investors in accordance with Clause 1, Article 11 of the Law on Securities and its amendments and supplements (if any), as well as relevant guiding regulations (if any)
- Offering price: The General Meeting of Shareholders authorises the Board of Directors to determine the offering price in accordance with actual market conditions, provided that it shall not be lower than VND 10,000 per share..
- Ratio of proposed issuance to outstanding shares: 30% of outstanding shares after completion of Phase 1 and Phase 2.
- Expected number of shares to be issued: 9,543,128 shares. For clarification, this number is determined based on the issuance ratio of 30% of outstanding shares after completion of Phase 1 and Phase 2. The General Meeting of Shareholders authorises the Board of Directors to determine the exact number of shares in accordance with the above principle, not exceeding 9,543,128 shares..
- Total issuance value at par value: VND 95,432,280,000 (in words: Ninety-five billion, four hundred thirty-two million, two hundred eighty thousand Vietnamese dong)
- Transfer restriction: All shares issued under the private placement shall be subject to a 01-year transfer restriction from the date of completion of the offering.

- Use of proceeds: All proceeds from the offering shall be allocated to supplement working capital for the Company's business operations, increase ownership in subsidiaries, contribute capital for establishment of new companies, and invest in the data center infrastructure sector. The detailed provisional capital utilisation plan at par value is as follows:

No	Purpose of capital use	Estimated disbursement value at par value (VND)
1	Supplementing working capital	5,000,000,000
2	Increasing ownership in subsidiaries	60,000,000,000
2.1	<i>Increasing ownership in GLT by up to 15%, with a maximum total value of:</i>	<i>48,000,000,000</i>
2.2	<i>Increasing ownership in Larion by up to 5%, with a maximum total value of</i>	<i>12,000,000,000</i>
3	Capital contribution for establishment of new companies and/or investment in the data center infrastructure sector	30,431,280,000
	Total	95,431,280,000



The General Meeting of Shareholders authorises the Board of Directors to decide on the detailed capital utilisation plan, disbursement schedule, and adjustment of the capital allocation structure among items in accordance with the Company's actual business conditions (including but not limited to restructuring due and payable loans, payment of accounts payable, and other capital usage purposes as decided by the Board of Directors), provided that such utilisation remains consistent with the purposes approved by the General Meeting of Shareholders.

- In the event that the private placement share issuance fails to identify investors, or selected investors do not make payment or do not subscribe for the full registered amount, the General Meeting of Shareholders authorises the Board of Directors to reallocate the shares to other investors meeting the eligibility criteria, at an offering price and under terms and conditions of rights and obligations that are not more favourable than those offered to the initial investors.
- Compliance with foreign ownership limit regulations: The Board of Directors is assigned and authorised to approve a plan ensuring that the share issuance complies with applicable foreign ownership ratio regulations..
- Expected issuance timing: during the 2026 financial year (before March 31, 2027), after completion of the 2025 dividend share issuance and the Employee Stock Ownership Plan issuance. The specific timing shall be decided by the Board of Directors after the State Securities Commission of Vietnam issues a written confirmation of receipt of a complete offering dossier.

III. Additional registration of depository and additional listing

All shares issued as stated above shall be additionally registered for depository at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Ho Chi Minh City Stock Exchange (HOSE) upon completion of the issuance in accordance with applicable regulations.

IV. The Board of Directors respectfully submits to the General Meeting of Shareholders for authorisation to implement all matters related to the share issuance as follows:

- To decide and select appropriate timing and other relevant milestones for the implementation of the share issuance plan.

- To determine the actual number of shares to be offered in Phase 3 based on the number of outstanding shares at the time of implementation of the offering.
- To seek, select, and determine suitable professional securities investors and the number of shares to be offered to each investor.
- To determine the offering price for professional securities investors in accordance with the market conditions at the time of the offering.
- To handle fractional shares and unsubscribed shares.
- To decide on the detailed capital utilisation plan and to proactively adjust the utilisation of proceeds, disbursement timing, and capital usage purposes when necessary and in accordance with the Company's actual business conditions.
- To develop the detailed share issuance plan and ensure compliance with all necessary legal procedures as required by applicable laws..
- To approve the list of employees participating in the program and the number of shares allocated to each employee based on the criteria and formula stated in this Proposal..
- To decide on the handling plan in case employees under the ESOP program refuse to subscribe or fail to make payment (if any), in accordance with applicable regulations.
- Where necessary, the Board of Directors is authorised to adjust, amend, supplement, and finalise the share issuance plan (including contents not yet specified herein) in accordance with requests from competent State authorities, ensuring that the issuance is conducted legally and in full compliance with regulations.
- To approve a plan ensuring compliance with foreign ownership ratio regulations applicable to the share issuance.
- To implement all necessary procedures to complete the share issuance plan in accordance with applicable laws.
- To carry out procedures for amendment of the Enterprise Registration Certificate with the Department of Finance of Ho Chi Minh City upon completion of the share issuance.
- To conduct procedures for amendment and supplementation of the Company's Charter to record the increase in charter capital resulting from the issuance;
- To register additional depository of shares at the Vietnam Securities Depository and Clearing Corporation (VSDC), and to register additional listing of shares at the Ho Chi Minh City Stock Exchange (HOSE) for the entire number of ordinary shares issued under the approved plan of the General Meeting of Shareholders.
- And to decide on other matters relating to the share issuance plan approved by the General Meeting of Shareholders
- The Board of Directors is authorised to delegate to the General Director the execution of one or several of the above-mentioned tasks.

The Board of Directors respectfully submits for approval of the General Meeting of Shareholders.

Respectfully.

ON BEHALF OF THE BOARD OF DIRECTORS

Chairman of the Board



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