



THANH THANH CONG – BIEN HOA
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

No.: .../2023/NQ-DHDCD

Tay Ninh,, 2023

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS

FOR THE FISCAL YEAR 2022- 2023

(Regarding issuing share under employee share ownership plan)

- Pursuant to the Law on Enterprise No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June, 17th, 2020 and guiding documents (“**Law on Enterprise**”) and documents on amendment and supplements of Law on Enterprise;
- Pursuant to Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019, and documents guiding its implementation (“**Securities Law**”);
- Pursuant to Decree No. 155/2020/ND-CP issued by the Government on December 31, 2020 detailing the implementation of a number of articles of the Securities Law (“**Decree 155**”);
- Pursuant to the Charter of organization and operation of Thanh Thanh Cong - Bien Hoa Joint Stock Company (“**Charter**”);
- Pursuant to The Minute of General Meeting of Shareholders No./2023/BB-DHDCD dated, 2023,

RESOLVE

Article 1. Approval on the plan to issue shares in accordance with the employees share option scheme of the Company as follows:

1. Issuance Method:

- Name of shares: The Shares of Thanh Thanh Cong – Bien Hoa Joint Stock Company (securities code: SBT)
- Class of issuing shares: Ordinary shares
- Par value: VND 10,000 per share
- Subjects to be offered of shares: members of the Board of Directors, General Director Board, Members of Execution Board, Key employees of the departments of the Company. Under the authorization content in Section 5 below, the Board of Directors shall determine the standards and list of employees participating the program, the principles to determine the number of shares to be distributed to each subject and the timeline to implement the program.
- Proposed number of shares to be issued: 37,025,049 shares



- Issuing price: VND 10,000 per share
 - Total value of shares issued at par value: 370,250,490,000 VND
 - Expected shares issued amount: equivalent to 5% of total number of outstanding shares of the Company, at the time of offering that have been approved by the General meeting of Shareholders
 - Lock-up conditions:
 - 40% of total amount of issued shares in accordance with employee share ownership plan shall be restricted from transfer within 12 months from the ending date of the issuance.
 - 60% of total amount of issued shares in accordance with employee share ownership plan shall be restricted from transfer within 18 months from the ending date of the issuance.
 - The stock clearance rate mentioned above can be changed based on the performance of the profit plan for each year to increase the motivation and engagement of employees.
- 2. Time of issuance:** Before 30 June 2024.
- 3. Plan of using increased capital:** Supplementing the working capital demand for annual business and manufacture activities.
- 4. Approving other contents related to the Charter Capital and change of the number of circulating shares of the Company as per issuance result:**
- To amend the Charter Capital in the Company Charter in accordance with the new charter capital increased following the issuance;
 - To register of changing the Enterprise Registration Certificate in accordance with the new charter capital increased following the issuance;
 - To register of changing depositing, listing information (additional depositing and listing) for the new issued shares at Vietnam Securities Depository Centre and Ho Chi Minh City Stock Exchange.

Article 2. Approval on the authorizing to BOD to perform the following tasks:

- To set out the standards and list of employees participating in the program, the principles to determine the number of shares to be distributed to each subject and the timeline to implement the program;
- To amend the Charter Capital in the Company Charter in accordance with the new charter capital increased following the issuance;
- To register of changing the Enterprise Registration Certificate in accordance with the new charter capital increased following the issuance;

- To register of changing depositing, listing information (additional depositing and listing) for the new issued shares at Vietnam Securities Depository Centre and Ho Chi Minh City Stock Exchange.
- Carry out procedures with state agencies to complete the issuance at the request of competent state management agencies and ensure the issuance in accordance with legal regulations.

Article 3. The Resolution validates since the date signed.

The Board of Directors, the Board of Management take responsibility to execute, monitor and report the implementation this Resolution.

***FOR AND ON BEHALF OF GMS
THE CHAIRWOMAN***

Recipient:

- Member of BOD;
- Member of BOM;
- Archived: Secretary & Assistant department.

HUYNH BICH NGOC

