ANNEX 1.

PLAN FOR ISSUANCE OF CONVERTIBLE AND DIVIDEND PREFERRED SHARE

(Attached Resolution No. /2018/NQ-HDQT dated December 2018)

This plan for issuance ("**Plan for Issuance**") is the ground for private placement offering of convertible and dividend preferred share ("**Preferred Share**") by Thanh Thanh Cong – Bien hoa Joint Stock Company ("**Issuer**"). The Plan for Issuance only provides the basic terms of Preferred Share and the main contents of issuing Preferred Share. The other conditions of Preferred Share and contents of issuance will be separately provided in relevant contract, agreement and/or documents that will be signed by or in the name of the Issuer for issuing Preferred Share.

I. INSSUER'S INFORMATION

The name of issuing company	:	**THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY**
The charter capital registered	:	VND5,570,186,730,000
The charter capital contributed	:	VND5,570,186,730,000
Address of head office	:	Tan Hung commune, Tan Chau District, Tay Ninh Province
Certification of Enterprise Registration	:	No 3900244389 first issued dates 15 July 1995, 6th amendment dated 29 November 2017
Legal Representative	:	Mr Pham Hong Duong - Chairman of the Board of Directors

II. PURPOSE OF ISSUANCE AND PLAN FOR USING PROCEEDS FROM THE ISSUANCE OF SHARE

1 Purpose of Issuance: Refinance part of the short-term loans assumed by the Company in the context of the acquisition of a sugar plantation and a sugar mill in Attapeu (Laos), the follow-on CAPEX in the mechanization and expenses related to producing organic sugar at this site.

2 Plan of using proceeds from the issuance of share: The proceeds shall be used to refinance part of the short-term loans assumed by the Company in the context of the acquisition of a sugar plantation and a sugar mill in Attapeu (Laos), the follow-on CAPEX in the mechanization and expenses related to producing organic sugar at this site.

Depending on Issuer's capital utilisation demand from time to time, the Board of Directors of the Issuer will decide a specific plan, schedule for capital utilisation and allocating the actual proceeds in accordance with the purpose of issuance, practical business operation and development plan of the Issuer.

III. CONDITIONS AND TERMS OF THE PREFFERED SHARE

1. **Issuing method:** Private placement.
2. **The name of share:** Share of Thanh Thanh Cong – Bien Hoa Joint Stock Company.

3. **Type of share**: Convertible and dividend preferred share.

4. **Par value of share***:* 10,000 VND/share (Ten thousand Vietnamese Dong per share).

5. **Estimated number of offering registered share:** 44,466,667 shares.

6. **Estimated offering price:**
   - Maximum offering price: 45,000 VND/Share.
   - Minimum offering price: 30,000 VND/share.

   Specific subscription price shall be decided by the Board of Directors, provided that it is complied with provision in Article 125 of Law on Enterprise 2014, and not lower than market price at time of offering or book value of share at the latest time.

7. **Estimated proceeds from issuance at par value of share:** 444.666.670.000 VND

8. **Dividend of Preferred Share:** Fixed dividend is 5.5%/year within first 1.5 years as from the issuing date. The following years, preferred dividend (included fixed dividend, bonus dividend and another expenses in compliance with laws and the Company Charter) may be amended to ensure the internal rate of return (IRR) as dealing with investors at the time of conversing a part of or all of issued Preferred Share, but, in any cases, it shall not be higher than 12% (including paid dividend).

9. **Dividend preferred period:** 6.5 years since the issuing date.

10. **Voting right:** Preferred Share is not voting right.

11. **Convertible right:**
    - Preferred Share may be converted into ordinary share on the basis of quantity of convertible Preferred Share and convertible ratio decided by the Board of Directors at the time of conversion.

      The number of ordinary share is distributed = Convertible ratio x (multiply) numbers of convertible Preferred Share.

      The principle of round the numbers of distributed ordinary share: if the numbers ordinary share after converting is decimal number, decimal will be rejected.

      For example: the numbers ordinary share after converting is 8,689.7 shares will be rounded into 8,689 shares.
    - Conversion price shall be agreed by the Issuer and investor at the conversion time but, in any case, it shall not be exceed 38,000 VND/share (this is the price after discounting (if any))

12. **Time-line for conversion**: as requested by the investor at any time after issuing date.

13. **Transfer restrictions**: Preferred Share is restricted to transfer within 01 year as of issuing date.

14. **The offering schedule:** within 90 days as from the date on which offering documents has been fully submitted to and approved by State Securities Committee.

15. **Other conditions:** shall be provided in detail at conditions and terms of contracts, agreements signed for the purpose of offering Preferred Share in accordance with decision of the Board of Directors.

16. **Amendment:** Any amendment to the Plan for Issuance shall be decided by the Board of Directors or its authorized person.