

Tay Ninh, October 15th 2021

**PROPOSAL NO.11
ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2020 - 2021**

(Regarding issuing share under employee share ownership plan)

Kindly to: GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprise No. 59/2020/QH14 and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 and guiding documents;
- Pursuant to the Charter of Thanh Thanh Cong - Bien Hoa Joint Stock Company,

In order to motivate and encourage the Employees to stick and make a sustainable connection between the Company and Employees in completing production and business plans, deploying and implementing strategic targets of the Company, the Board of Directors proposes to the GMS to consider and approve 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: 32,538,111 shares (equivalent to 5% of total number of circulating shares of the Company).
- Issuing price: VND 10,000 per share
- Lock-up conditions:



- 50% 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.
 - 30% of total amount of issued shares in accordance with employee share ownership plan shall be restricted from transfer within 24 months from the ending date of the issuance.
 - 20% of total amount of issued shares in accordance with employee share ownership plan shall be restricted from transfer within 36 months from the ending date of the issuance.
2. **Time of issuance:** During the fiscal year 2021-2022 when appropriate.
3. **Plan of using increased capital:** Supplementing the working capital demand for annual business and manufacture activities.
4. **Appoving 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 deposing and listing) for the new issued shares at Vietnam Securities Depository Centre and Ho Chi Minh City Stock Exchange.
5. **Authorizing to BOD:**
- To set out the standards and 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;
 - To decide the method of dealing with the shares which are not registered to purchase or make payment of purchase proceeds; dealing with odd lot shares.
 - To amend, supplement or change the method of using the proceeds received as a result of the issuance in accordance with the actual operational capital demand of the Company
 - To conduct legal procedures related to the increase of Charter Capital and amending the Company's Charter regarding the Charter Capital according to the issuance results;
 - To carry out all issuance procedures in accordance with the laws (including procedures for depository registration and additional listing of additional issued shares at the Vietnam Securities Depository Centre and the Stock Exchange).



Sincerely proposes to the General Meeting of Shareholders for approval.

Regards./.

FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRWOMAN

49

To:

- Stated above;
- Archived: Secretary & Assistant department.



HUYNH BICH NGOC

