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| **THANH THANH CONG – BIEN HOA** | **SOCIALIST REPUBLIC OF VIETNAM** |
| **<u>JOINT STOCK COMPANY</u>** | **<u>Independence – Freedom – Happiness</u>** |
| /2018/NQ-HĐQT | *Tay Ninh, date.............................2018* |

# *RESOLUTION*

*Approval on issuance of convertible and dividend preferred share, plan for using the proceeds from the issuance of preference share*

**THE BOARD OF DIRECTORS**

**THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY**

- *Pursuant to Law on Enterprise No.68/2014/QH 13 dated 26 November 2014;*
- *Pursuant to The Charter of Thanh Thanh Cong – Bien Hoa Joint Stock Company;*
- *Pursuant to Resolution of General Meeting of Shareholders No 01/2018/NQ-DHCD dated 17 October 2018 of Thanh Thanh Cong – Bien Hoa Joint Stock Company;*
- *Pursuant to Meeting Minutes No /2018/BBH-HDQT dated December 2018 of The Board of Directors,*

**RESOLVES:**

**Article 1.** Approving the issuance of convertible and dividend preferred share, plan for using the proceeds from the issuance of preference shares as set out in **Annex 1 – Plan for issuance of convertible and dividend preferred share (file attached herewith)**.

**Article 2.** Authorizing to Mr Pham Hong Duong – Chairman of the Board of Directors and The Legal Representative to carry out the issuance as follows:

a. To select the offering schedule;

b. To negotiate and decide offering price on the basis of ensuring benefits of the company;

c. To approve on selecting qualified strategic investors;

d. To approve on encumbrances relating to offering preference Share as dealing with the investors;

e. To decide on changing the purpose of using the proceeds in order to improving business efficiency for the company, subject to the market situation and the specific situation of production and operation of the company;

f. To balancing the proceeds for the purpose of capital mobilization and for complying with the development plan of the company;

g. To carry out procedures and works required for the issuance;

h. To amend the Company Charter for reflecting the new charter capital after completion of the issuance and carrying out procedures required for amendment of the Business registration certificate under the laws;

i. To carry out other works relating to the issuance and procedures for listing, deposit all the newly issued shares in accordance with the laws;

j. To carry out procedures with State authorities to complete the issuance, including but not limited to the right to amend and supplement the documents to complete the issuance plan as required by State authorities so that such issuance shall comply with the laws and protect shareholders' rights and benefits;

k. To make decision on disposal of shares which is not sold out.

**Article 3.** This Resolution takes effect as from the date of signing.

Members of the Board of Directors, departments, and related individuals of Thanh Thanh Cong – Bien Hoa Joint Stock Company take responsibility to execute this Resolution.

**FOR AND ON BEHALF OF BOD**
**THE CHAIRMAN**

**PHAM HONG DUONG**