THANH THANH CONG – BIEN HOA JOINT STOCK COMPANY

No.: …../2020/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Tay Ninh, date..............................2020

RESOLUTION

ANNUAL GENERAL MEETING OF SHAREHOLDERS

FOR THE FISCAL YEAR 2019 - 2020

(Regarding the private placement of common shares)

- *Pursuant to Enterprise Law and instruction documents;*
- *Pursuant to the Company Charter of Thanh Thanh Cong – Bien Hoa joint stock company;*
- *Pursuant to documents of the General Meeting of Shareholders of Thanh Thanh Cong - Bien Hoa JSC;*
- *Pursuant to The Minute of General Meeting of Shareholders No. ...../2020/BB-DHDCD dated 2020,*

RESOLVE

Article 1. Approval on private placement of common shares as follows:

1. Name of issuer: Thanh Thanh Cong - Bien Hoa Joint Stock Company
2. Name of Share: Thanh Thanh Cong - Bien Hoa Joint Stock Company
3. purposes of share issuance: For increasing the scale of business capital
4. Type of shares: Common shares ("**Shares**")
5. Time to complete the issue: within 90 days as from the date on which the State Securities Commission confirms to receive full application files for registration of private placement of shares.
6. Form of issue: Private placement of shares.
7. Number of shares expected to be offered: less than 20% of charter capital at the time of offering.
8. Par value: VND10,000 per share.
9. Offering price: subject to the negotiation with qualified investor(s).
10. Investor selection criteria: Offering in the form of a private placement directly to strategic investors (under 100 investors) satisified all of the following criterias:
    - Strategic investors expressed their willingness to cooperate during negotiation of the sale of Shares with financial capability to ensure full fulfillment of their payment obligations.
    - Strategic investors have appropriate strategies and business culture, no conflicts of interest with the Company's development strategy, and demonstrate commitment to the benefits of the Company.
11. Amending Company Charter to reflect increase of Charter Capital as results of shares offerring.

Article 2. The General Meeting of Shareholders authorizes the Board of Directors:

- To select a suitable offering time;
- To negotiate and decide on offering price on the basis of ensuring the interests of the Company;
- To approve on selecting qualified strategic investors acquiring shares ;
- To approve on encumbrances relating to offering Share as dealing with the investors;
- Based on the market situation and the specific situation of production and operation of the company, the decision on changing the purpose of using the proceeds from the issuance of shares to bring business efficiency for the company.
- To balance the proceeds from the offering to be used for the purpose of using the capital, in accordance with the general development plan of the company.
- To implement procedures and necessary works in relation to the shares offering.
- To amend the Company Charter regarding to the new authorized capital after the end of issuance and carrying out the procedures for changing the Business registration certificate according to the provisions of law.
- To carry out other works relating to the share offering and procedures for listing, deposit all the issued shares in accordance with the laws.
- To carry out procedures with State authorities to complete the offering, 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.
- To make decision on disposal of shares which is not sold out.

Article 3. The Resolution validates since the date signed.

Article 4. 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*
- *Storage: BOD's office.*

HUYNH BICH NGOC