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THANH THANH CONG - BIEN HOA JOINT STOCK COMPANY	**SOCIALIST REPUBLIC OF VIETNAM** **Independence - Freedom – Happiness**
No.: /2025/NQ-ĐHĐCĐ	*Tay Ninh, ……………. 2025*

RESOLUTION
GENERAL MEETING OF SHAREHOLDERS

(Re: Issuance of shares under the Employee Stock Ownership Plan)

(approved by way of obtaining shareholders' written opinions)

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 and its guiding documents;*
- *Pursuant to the Law on Securities No. 54/2019/QH14 and its guiding documents;*
- *Pursuant to the Charter of organization and operation of Thanh Thanh Cong – Bien Hoa Joint Stock Company as approved by the General Shareholders' Meeting.*
- *Based on the Minutes of vote counting of the shareholders' written opinion form No. ……/2025/BBKP-AGM dated …../…../2025.*

RESOLVE

Article 1. Approving the plan for issuing shares under the Company's Employee Stock Ownership Plan *("**ESOP**")* as follows:

1. **Purpose:** In order to foster a sustainable bond between the Company and its employees in achieving business and production plans, implementing strategic objectives, and developing policies to attract talent in today's competitive labor market
2. **Issuance plan:**
   a. Stock name: Shares of Thanh Thanh Cong – Bien Hoa Joint Stock Company (stock code: SBT)
   b. Type of issued shares: Common shares
   c. Par value: VND 10,000/share
   d. Total number of shares expected to be issued: 40,727,251 shares.
   e. Issue price: 10,000 VND/share
   f. Total value of issued shares at par value: 407,272,510,000 VND.
   g. Issuance rate: 4.87% of the total number of outstanding shares at the time the issuance plan is approved by the GMS.
   h. Conditions for restriction of transfer:
      - 50% of ESOP shares are restricted from transfer within 12 months from the end of the issuance.
      - 50% of ESOP shares are restricted from transfer within 24 months from the end of the issuance.
   i. Targeted participants of the issuance: Members of the BOD, Members of the Board of Management, Members of the Executive Board, employees of the Company and its subsidiaries.

   The criteria and list of employees participating in the program, the principles for determining the number of shares allocated to each individual, and the implementation timeline shall be determined by the Board of Directors based on the authorization outlined in Section 6 below.

3. **Expected issuance time**: Before 30/06/2026.

4. **Plan for handling unsold ESOP shares:** In the event that eligible ESOP participants do not exercise their right to purchase or do not fully subscribe to the number of shares offered, the GMS authorizes the BOD to decide on the issuance of the remaining unsold shares to other employees, provided that the issuance conditions are not more favorable than those applied to the original ESOP participants.

5. **Plan for utilizing additional capital:** Supplement capital needs for the Company's production and business activities.

Article 2. Approval of other matters related to the Charter Capital and changes in the number of outstanding shares of the Company following the issuance:

1. To increase the Company's charter capital corresponding to the total par value of the newly issued shares;
2. To adjust the Company's Charter and update the Enterprise Registration Certificate in accordance with the increased charter capital after the issuance;
3. To register the depository and additional listing of the newly issued shares with the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh City Stock Exchange in accordance with applicable laws.

Article 3. Delegation / Assignment/ Authorization to the BOD:

1. To promulgate the regulations on the issuance of ESOP shares;
2. To determine the total number of shares to be issued in accordance with the approved issuance plan and relevant legal regulations;
3. To determine the eligibility criteria for employees to participate in the ESOP program, the list of eligible participants, and the number of shares to be issued to each individual;
4. To decide on the time of implementation, and to carry out the detailed ESOP issuance plan, as well as to amend or supplement the plan as required by the State Securities Commission and/or for compliance with applicable legal regulations;
5. To handle the shares that are not fully distributed in accordance with the above issuance plan;
6. To adjust the charter capital, amend the Company's Charter, and update the Enterprise Registration Certificate to reflect the new charter capital based on the par value of the actually issued shares;
7. To decide and implement the plan for repurchasing/retrieving ESOP shares;
8. To determine the plan to ensure that the share issuance complies with foreign ownership rate regulations in case of issuance to foreign employees;
9. To carry out all procedures related to the issuance in accordance with applicable laws, including registration, additional listing, and depository of the newly issued shares with the Vietnam Securities Depository and Clearing Corporation and the Ho Chi Minh City Stock Exchange;
10. To perform necessary procedures with competent state authorities to complete the issuance as required by regulatory bodies and to ensure full legal compliance of the issuance.

Article 4. Implementation Provisions

1. This Resolution takes effect from the date of signing.

2. The Board of Directors and the Executive Board of the Company are responsible for implementing, supervising, and reporting the execution of this Resolution.

OBO. THE GENERAL MEETING OF SHAREHOLDERS

***Recipients*:**

- *BOD, BOM;*
- *Archive: CS.*

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