**DTI: Extraordinary General Mandate 2021**

On September 20, 2021, Duc Trung investment joint stock company announced Extraordinary General Mandate 2021 No. 02/2021/NQ-DHDCD, as follows:

Article 1: Approve the policy of divestment in subsidiaries

Article 2: Approve the Proposal on the promulgation of the Internal Regulations on corporate governance, the Operational Regulations of the Board of Directors and the Operational Regulations of the Supervisory Board

Article 3: Approve the share issuance plan under the Employee Stock Ownership Plan (ESOP)

1. Share issuance plan under the Employee Stock Ownership Plan (ESOP)

|  |  |
| --- | --- |
| * Share name | : Share of Duc Trung investment joint stock company |
| * Type of shares | : Common share |
| * Par value | : VND 10,000/share |
| * Issue rate | : 5% of the Company’s outstanding shares |
| * Expected number of shares to be issued | : 576,000 shares |
| * Total value of issued shares at par value | : VND 5,760,000,000 |
| * Issue price | : VND 10,000/share  (Issue price is determined based on the book value at the time of approving the issuance plan, however, the issuance under ESOP aims to motivate employees, encourage to improve the roles, responsibilities and interests of the Company’s employees to have an appropriate discount rate and ensure that the issue price is not lower than VND 10,000/share) |
| * Criteria for employees to participate in the program | : Key employees are currently involved in running the Company.  The employees have made a significant contribution to the Company's business and are being restructured into the position of manager in the future.  The employees commit to long-term working to the Company, have an indefinite-term labor contract or a labor contract with a term of 03 months or more.  The number of shares that each employee can buy will be calculated on the basis of working years and positions held at the Company according to the coefficient, or according to the standards set by the Board of Directors for the purpose of treating and retaining highly qualified employees.  The General Meeting of Shareholders authorized the Board of Directors to approve the list and the number of shares that employees can buy and disclose information. |
| * Distribution method | : Distribute at the head office of the Company according to the list approved by the Board of Directors under the authorization of the General Meeting of Shareholders |
| * Handling with undistributed shares | : In case the number of shares issued to employees is not registered to buy, the General Meeting of Shareholders authorizes the Board of Directors to further distribute them to other subjects in the list of employees of the Company in a method and conditions suitable to the price of VND 10,000/share. |
| * Transfer conditions | : All ESOP shares are restricted from transferring within 12 months from the date of completion of the issuance. |
| * Registration for buying shares | : Employees entitled to buy shares will register to buy shares directly at the Company's head office according to the notice and pay to buy shares into the escrow account within the specified time from the date of the notice of the Company. |
| * Repurchase treasury shares | : In case employees leave work within 12 months from the date of completion of the issuance, total number of shares purchased under ESOP will be recovered by Company for treasury shares.  In case, employees leave work after 12 months from the date of completion of the issuance, the number of shares purchased under the Employee Stock Ownership Plan will not be recovered.  The recovery price is VND 10,000 /share.  Authorize the Board of Directors to be able to change the regulations on repurchasing shares from retired employees who have purchased the shares under the Employee Stock Ownership Plan as treasury shares to suit the actual situation. |
| * Expected time of the issuance | : Expected in Q4/2021, after being approved by the State Securities Commission |
| * Ensure the ownership rate of foreign investors | : The Company does not have foreign employees, so the issuance ensures the ownership rate of foreign investors in the Company in accordance with the provisions of law. |

1. Purpose and plan on using the proceeds from the issuance
2. Purpose of issuance

Supplement capital for business activities, improve corporate financial capacity

1. Plan on capital use

All proceeds from the offering under the Employee Stock Ownership Plan is used for supplementing the working capital of the Company

1. Registration for additional transaction and depository

All additional shares will be additionally deposited and registered for the additional transaction by the Company in accordance with the regulations.

1. Authorization

The General Meeting of Shareholders authorized the Board of Directors and the legal representative to decide on all issues related to the issuance under the Employee Stock Ownership Plan, specifically:

1. Implement the share issuance plan under the Employee Stock Ownership Plan

* Actively formulate and explain the application for the issuance of ESOP shares to the State Securities Commission
* Approve the list and the number of shares that employees can buy and disclose information.
* Build the plan on using the proceeds as per the offering purposes
* Decide to distribute the remaining shares that employees did not buy to other subjects at a price not lower than the issued price.

1. Carry out the changes of the articles related to charter capital, shares in the Company’s Charter on organization and operation after completing the share issuance in line with the actual issuance results.
2. Carry out the procedures to update the Company’s business registration certificate related to the change of charter capital with competent state agencies as per the actual issuance results.
3. Perform other related works.

Article 4: Approve the plan to withdraw and amend the details of a number of business lines

Article 5: Approve the policy of capital investment in units with the development potential

Article 6: Approve the transactions between the Company and its related parties

Article 7: Approve the dismissal of members of the Board of Directors according to the resignation letters and the additional election of members of the Board of Directors for the term of 2021-2026:

1. Approve the dismissal of members of the Board of Directors for Mr. Nguyen Trong Quan, Ms. Vu Thi Kim Oanh, Mr. Nguyen Duc Trung and Ms. Nguyen Thi Hoang according to their resignation letters.
2. Approve the additional election of members of the Board of Directors for the term of 2021-2026:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Elected candidate | Elected position | Term of members of the Board of Directors |
| 01 | Mr. Nguyen Quang Nguyen | Member of the Board of Directors | The term of 2021-2026 |
| 02 | Mr. Tran Dang Quan | Member of the Board of Directors | The term of 2021-2026 |
| 03 | Ms. Ta Thi Dinh | Member of the Board of Directors | The term of 2021-2026 |
| 04 | Ms. Ta Thi Vui | Member of the Board of Directors | The term of 2021-2026 |

1. The Board of Directors of the Company after the additional election consists of 5 members:

* Ms. Ta Thi Dinh - Member of the Board of Directors for the term of 2021-2026;
* Ms. Tran Thi Thanh Binh - Member of the Board of Directors for the term of 2017-2022;
* Mr. Nguyen Quang Nguyen - Member of the Board of Directors for the term of 2021-2026;
* Mr. Tran Dang Quan - Member of the Board of Directors for the term of 2021-2026;
* Ms. Ta Thi Vui - Member of the Board of Directors for the term of 2021-2026;

Article 8: Approve the plan on changing the head office of the Company

* Present address: No. 99A1 Cong Hoa Street, Ward 4, Tan Binh District, Ho Chi Minh City, Vietnam
* Address after the change: No. 213 Nam Ky Khoi Nghia Street, Vo Thi Sau ward, District 3, Ho Chi Minh City, Vietnam

Article 9: This Extraordinary General Mandate takes effect on the date of its signing.

The Board of Directors, the Supervisory Board, the Board of Managers, departments/divisions, units in the Company and related individuals are responsible for the implementation of this Extraordinary General Mandate.