**SCL: Extraordinary General Mandate 2023**

On December 11, 2023, Song Da Cao Cuong JSC announced General Mandate No. 861/NQ-DHDCD as follows:

‎‎Article 1. Agree to approve the plan to offer shares to existing shareholders according to the content of Proposal No. 815/TTr-HDQT dated November 15, 2023 of the Board of Directors of Song Da Cao Cuong JSC and replace the content of the share issuance plan for existing shareholders approved by the General Meeting of Shareholders in Resolution No. 261/NQ-DHDCD dated April 26, 2023.

1. Plan on share offering for existing shareholders
2. Issue plan

Share name: Shares of Song Da Cao Cuong JSC

Type of share to be offered: Common share

Par value: VND 10,000/share;

Total number of outstanding shares on the date to collect shareholder opinions: 17,278,888 shares

Total expected number of shares on the offering date (Plus the number of shares issued to pay dividends in 2022): 18,661,199 shares

Number of shares expected to be offered: The maximum is 3,000,000 shares

Total offering value at par value: VND 30,000,000,000

Offering price: Not less than the par value. Authorize the Board of Directors to decide the specific price.

Subject of the offering: Existing shareholders of SCL mentioned in the list of shareholders at the record date to exercise the right to buy shares. The record date is authorized by the General Meeting of Shareholders to the Board of Directors for decision.

Offering method: Issue the share purchase rights to existing shareholders.

Rate of the number of additional offered shares to the total number of outstanding shares: According to the new charter capital at the issuance time, after completing the share issuance to pay dividends in 2022.

The expected charter capital after dividend payment in 2022 is VND 186,611,990,000

Rights exercise rate for existing shareholders: The exercise rate for existing shareholders is calculated on the principle that all existing shareholders will be allocated at the same rate.

After completing the share issuance to pay dividends in 2022, the total number of outstanding shares is expected to be 18,661,199 shares (maximum number of shares offered). Accordingly, the expected exercise rate is 622:100 (shareholders owning 01 share at the record date will receive 01 right to purchase additional offered shares. For every 622 purchase rights, shareholders can buy 100 new shares).

The General Meeting of Shareholders authorizes the Board of Directors to recalculate the rate of exercising rights for existing shareholders in accordance with the situation at the time of offering.

Offering time: Expected in 2024. The specific issuance time is decided by the Board of Directors in accordance with the approval of the State Securities Commission.

Share distribution time: After the approval from the State Securities Commission and within the distribution period as prescribed by law

Offering purpose: To improve financial ability for business activities of the Company

Purchase right transfer: Existing shareholders on the list of Securities Owners who receive purchasing rights provided by VSDC have the right to transfer their share purchasing rights to others within the prescribed time (no later than 05 working days before the purchase payment deadine).

The purchase right can be transferred once (the transferee is not allowed to transfer such right to a third person). The transferor and the transferee negotiate the transfer price with each other, make the payment, and take responsibility for implementing the obligations in accordance with regulations related to the transfer.

For example: On the record date, shareholder A, who owns 200 shares, will receive 200 purchase rights. Shareholder A can transfer 100 purchase rights to Investor B and transfer 100 purchase rights to Investor C. Investors B and C shall not transfer the purchasing right to a third person.

Principles of rounding down; handling fractional shares and shares investors refuse to buy

* + - 1. The Board of Directors decides on handling fractional shares, shares investors refuse to buy, including but not limited to offering to other investors in accordance with the provisions of law, ensuring the maximum foreign ownership rate applied at SCL.
1. The number of shares issued according to the right distribution rate for each shareholder is calculated as an integer, the decimal part will not be rounded up to 01 share. The number of fractional shares arising from rounding down (if any) will be canceled by the Board of Directors or offered for sale to other investors in accordance with the provisions of law.

Public offering:

1. In case the transfer of the purchase rights of shareholders results in the transferee's ownership rate exceeding the regulations on the public offering, the General Meeting of Shareholders approved that a public offering is not required for the transfer of the purchase rights and the purchase of shares of this issuance. The transferee of the purchase rights shall disclose information about transactions of shares in accordance with relevant regulations.
2. Other shareholders/investors who purchase the remaining undistributed shares shall comply with the plan decided by the Board of Directors and they will not have to carry out public offering procedures in accordance with the provisions of the Law on Securities.

Minimum successful offering rate: Not apply

Capital use plan: The capital obtained from the share issuance is expected to be used for the Company's activities according to the capital use plan in Section V of this Plan.

Plan to handle the number of shares that existing shareholders did not register to buy/ did not pay to buy/ registered but did not pay to buy on time/ remaining undistributed shares:

* + - 1. The General Meeting of Shareholders assigns/authorizes the Board of Directors to decide to offer shares that existing shareholders did not register to buy, did not pay to buy, registered but did not pay to buy on time, and remaining undistributed shares to other investors (including other existing shareholders) with an offering price not lower than the offering price for existing shareholders exercising their right to buy, ensuring the compliance with relevant laws, including but not limited to foreign ownership regulations.
			2. The handling of remaining shares must comply with the provisions of Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 and ensure other conditions as prescribed in Clause 2, Article 195 of the Law on Enterprises and other relevant provisions of law.
1. In case the shares are not fully distributed to other shareholders or investors, these remaining shares will be canceled. The Board of Directors will issue a decision to end the issuance and increase charter capital according to the actual number of shares issued.

Transfer restrictions: Additional shares offered to existing shareholders are not subject to transfer restrictions.

Existing shareholders who own transfer-restricted shares are still allocated the right to buy. Additional shares purchased from exercising purchase rights are not subject to transfer restrictions.

In case of handling fractional shares or offering undistributed shares to other investors, these shares will be restricted from transfer within 01 year from the date of completion of the offering according to Clause 2, Article 42 of Decree 155/2020/ND-CP dated December 31, 2020.

Change of share trading registration: Additional shares issued under the capital increase plan will be additionally registered at the VSDC, registered for trading on the Hanoi Stock Exchange (HNX) in accordance with the provisions of law right after the end of the share offering.

1. Information on the total share ownership of foreign investors after the capital increase:
* Share ownership rate of foreign investors at SCL before and after capital increase:
* According to the recorded list of shareholders dated March 24, 2023 provided by VSDC, the share ownership rate of foreign investors at SCL before the capital increase is 0.005%;
* Expected share ownership rate of foreign investors at SCL after capital increase: 0.005%
* In case of handling the remaining undistributed shares according to the plan to distribute shares to other investors (including existing shareholders), which include foreign investors (if any), SCL ensures compliance with regulations on foreign investor ownership rate.
* SCL commits to always ensure compliance with the law on the share ownership rate of foreign investors before, during and after the issuance according to the above plans at SCL. SCL will take responsibility if this commitment is violated.
1. Expected completion time:

The time to complete the increase in charter capital as above shall comply with the provisions of the License/Approval of the competent authority.

1. Information disclosure

SCL discloses information according to the Company's internal regulations, provisions of laws and instructions from competent authorities (if any).

1. Plan on using the capital collected from the offering to existing shareholders,

Plan on using the entire expected proceeds from the offering to existing shareholders (VND 30,000,000,000), expected as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| NO. | Use purpose | Amount (VND) | Expected disbursement time |
| A | Mechanical and technological equipment: | 14,300,250,000 |  |
| 1 | Feeding and sorting fly ash step: | 4,148,770,000 |  |
| - | Cluster for transferring ash and slag from the dump to the storage tank | 2,037,440,000 | 2024 |
| - | Feeding and recruiting cluster | 2,111,330,000 | 2024 |
| 2 | Fly ash drying step: | 10,151,480,000 |  |
| - | Feeding section | 477,000,000 | 2024 |
| - | Fluidized bed furnace section | 7,800,000,000 | 2024 |
| - | Section of feeding coal to the fluidized bed furnace | 34,440,000 | 2024 |
| - | Pumping and silo section | 877,930,000 | 2024 |
| - | Compressed air system | 962,110,000 | 2024 |
| B | Equipment and machines for production | 13,450,000,000 | 2024 |
| C | Equipment for office | 2,249,750,000 | 2024 |
| Total amount before tax | 30,000,000,000 |  |

The General Meeting of Shareholders assigned the Board of Directors, based on the actual situation, to reasonably use the proceeds from the capital increase for the mentioned purposes, to ensure efficiency and benefits for the Company and shareholders.

In case the proceeds from the offering are not enough for all expected purposes, the Board of Directors can use legal loans, ensuring compliance with regulations on the capital adequacy rate of the company and relevant laws.

‎‎Article 2. Agree to authorize the Board of Directors and the Supervisory Board to implement all the contents that the Meeting voted to approve.

‎‎Article 3. Terms of enforcement:

This General Mandate takes effect from December 11, 2023.

Members of the Board of Directors, the Supervisory Board and the Board of Management are responsible for implementing this General Mandate and organizing the implementation according to their functions as per the provisions of law and the Company’s Charter.