**DSD: Extraordinary General Mandate 2024**

On January 17, 2024, DHC Suoi Doi Corporation announced Resolution No. 15/2024/NQ-DHDCD as follows:

Article 1: Approve not implementing the private placement plan to increase charter capital in 2023 according to Proposal No. 87/TTr-DHCSD-HDQT dated April 18, 2023 approved at the Annual General Meeting of Shareholders 2023 on April 21, 2023.

The General Meeting of Shareholders approved not implementing the private placement plan to increase charter capital in 2023 according to Proposal No. 87/TTr-DHCSD-HDQT dated April 18, 2023 approved at the Annual General Meeting of Shareholders 2023 on April 21, 2023 according to the content of Proposal No. 401/TTr-DHCSD-HDQT presented at the Meeting and attached to this General Mandate.

Article 2: Approve the private placement plan to increase charter capital in 2024.

The General Meeting of Shareholders approved the private placement plan to increase charter capital in 2024 according to the content of Proposal No. 09/TTr-DHCSD-HDQT presented at the Meeting and attached to this General Mandate.

1. Share offering purposes:

* Supplement working capital to serve production and business activities.
* Repay principal and interest on loans from individuals, organizations, and credit institutions.
* Pay for construction works (including: infrastructure repair, indoor and outdoor renovation, landscape construction, technical infrastructure, etc.)

1. Offering plan:

* Share name: shares of DHC Suoi Doi Corporation
* Share type: common share
* Par value: VND 10,000/share
* Total number of offered shares: 10,500,000 shares
* Total value of offered shares based on the par value: VND 105,000,000,000
* Offering method: private placement.
* Number of investors: under 100 investors, excluding professional securities investors.
* Investor selection criteria:
* Domestic organizations and individuals that are strategic investors (selected by the General Meeting of Shareholders according to the criteria of financial capacity, technological level and commitment to cooperate with the Company with the period of at least 03 years).
* Domestic organizations and individuals that are professional securities investors as per the provisions of current law fall into one of the following categories:
* Companies with contributed charter capital of over VND 100 billion or listed organizations, transaction registration organizations;
* Individuals with securities practice certificate;
* Individuals holding a list of listed securities or registered for transaction with a value of at least VND 02 billion as certified by a securities company at the time they are identified as professional securities investors;
* Individuals with taxable income of at least VND 01 billion in the latest year as at time they are determined to be professional securities investors, according to the tax deceleration submitted to the tax authority or the tax deduction vouchers of the paying organizations or individuals.
* Prioritize traditional and potential partners of the Company;
* Have financial potential and the ability to contribute capital quickly when registering to purchase shares;
* Other criteria that the Board of Directors considers as necessary.
* List of participants in the private placement to increase charter capital:

List of expected strategic investors:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Full name of buyer | Address | Citizen Identity Card No. | Relations with the Company | Number of additional shares registering to buy |
| 1 | Pham Phuong Long | BH12-06-07-08-09 Vinhomes Riverside, Phuc Loi Ward, Long Bien District, Hanoi City | 000200000001 | Shareholder | 10,500,000 |

- In case the above strategic investors do not register to buy all, the Board of Directors will distribute at the price of VND 20,000/share to other entities who are professional securities investors according to the investor selection criteria approved by the General Meeting of Shareholders (including the selection and determination of the number of shares offered to each investor) or cancel and end the offering. The investor selection must ensure that the offering meets the maximum foreign ownership rate at the Company as per the provisions of current law;

* Transfer restriction: the shares issued to professional securities investors in the private placement are subjected to 03-year transfer restriction from the completion date of the offering.
* Principle to determine the offering price:

Book value of the Company as of December 31, 2022 (according to the data of the Audited Financial Statements) was VND 7,842/share

DSD shares are currently being traded on Upcom Exchange. The transaction price of shares during the period from January 3, 2023 to November 30, 2023 ranges from VND 14,700 - 29,000 /share.

On the basis of evaluating the above prices and factors and to ensure the success of the offering, the rights of existing shareholders and avoid the risk of share price dilution after the end of the offering, The company's Board of Directors proposes to determine the offering price as: VND 20,000/share.

* Offering price: VND 20,000/share.
* Offering time: expected in 2024, after receiving written approval from the State Securities Commission on receipt of complete registration documents for the private placement of the Issuer.
* The plan to ensure that the share offering satisfies the foreign ownership rate: The foreign ownership ownership rate at the Company is currently 0% of charter capital. The investor selection criteria for the offering are domestic organizations and individuals, so the offering does not change the foreign ownership rate to ensure that it meets the prescribed foreign ownership rate.

1. The plan to use the proceeds from the offering

The expected proceeds from the offering: VND 210,000,000,000, with specific contents as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount | Expected use time |
| I | Supplement working capital for the Company's production and business activities (including: cost of fuel, raw materials, goods, supplies, etc., and cost of labor, employee benefits) | 20,000,000,000 | In 2024 |
| II | Repay principal and interest on loans from individuals, organizations, and credit organizations. | 180,000,000,000 | In 2024 |
| 1 | Asia Commercial Bank - Da Nang Branch | 40,000,000,000 |  |
| 2 | Vu Van Huong | 13,850,000,000 |  |
| 3 | Le Thi Thanh Nga | 43,400,000,000 |  |
| 4 | Tran Dang Duc | 77,250,000,000 |  |
| 5 | Hoang Giang | 5,500,000,000 |  |
| III | Pay for construction works (including: infrastructure repair, indoor and outdoor renovation, landscape construction, technical infrastructure, etc.) | 10,000,000,000 | In 2024 |
|  | Total | 210,000,000,000 |  |

1. Amend the contents of terms related to the charter capital and shares in Article 6 of the Company's Charter on organization and operation updated according to the charter capital after completing the share offering.
2. Authorization

The General Meeting of Shareholders authorized the Board of Directors to:

* Select the time of the share offering;
* Distribute at the price of VND 20,000/share to other entities who are professional securities investors according to the investor selection criteria approved by the General Meeting of Shareholders (including the selection and determination of the number of shares offered to each investor) or cancel and end the offering in case the above strategic investors do not register to buy all. (the investor selection must ensure that the offering meets the maximum foreign ownership rate at the Company as per the provisions of current law);
* Adjust and report to the General Meeting of Shareholders at the most recent meeting if it is necessary to adjust the above capital use plan to suit the actual situation of the Company (detailed plan on using the proceeds from the offering)
* Approve, adjust the plan and implement necessary procedures to ensure that the offering meets the foreign ownership rate at the Company as per the provisions of current law;
* Complete other contents related to the offering plan at the request of the authorities so that capital mobilization is carried out legally and in accordance with regulations; update and amend articles related to charter capital, shares, and stocks in the Company’s Charter on organization and operation after completing the share offering;
* Carry out business registration procedures with the Da Nang Authority of Planning and Investment after completing the offering;
* Complete the procedures for additional depository registration and depository at Vietnam Securities Depository and Clearing Corporation and registration for additional securities transaction on the Hanoi Stock Exchange as per the provisions of current law; and other related work.

Article 3: Terms of enforcement

This General Mandate was approved by DHC Suoi Doi Corporation’s Extraordinary General Meeting of Shareholders 2024 and takes effect from January 17, 2024.

The Meeting agreed on assigning the Board of Directors, the Supervisory Board, and the Board of Managers to implement the contents of DHC Suoi Doi Corporation’s Extraordinary General Mandate 2024.