**HPH: Board Resolutions**

On October 7, 2024, Hung Phat Ha Bac Chemical Joint Stock Company announced Resolution No. 246/NQHDQT-HPCO on implementing the plan on the public offering of additional shares to outstanding shareholders, as follows:

‎‎Article 1. Approve on implementing the plan on public offering of additional shares to outstanding shareholders approved in Annual General Mandate 2024 No. 110/NQDHDCD-HPCO dated April 26, 2024 and General Mandate No. 202/NQDHDCD-HPCO dated August 1, 2024 in the form of collecting shareholders' ballots.

Specifically:

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| --- | --- | --- | --- | --- |
| 1 | The Issuer | | : | Hung Phat Ha Bac Chemical Joint Stock Company |
| 2 | Name of offered shares | | : | Shares of Hung Phat Ha Bac Chemical Joint Stock Company; |
| 3 | Shares code | | : | HPH |
| 4 | Type of offered shares | | : | Common shares |
| 5 | Share par value | | : | VND10,000/share |
| 6 | Charter capital before offering | | : | VND84,000,000,000. |
| 7 | Number of outstanding shares | | : | 8,400,000 shares |
| 8 | Treasury shares | | : | 0 shares |
| 9 | Offering method | | : | Public offering of additional shares in the method of issuing rights to purchase shares to outstanding shareholders |
| 10 | Expected number of offered shares | | : | 2,800,000 shares |
| 11 | Total expected value of offered shares at par value | | : | VND28,000,000,000 |
| 12 | Eligible buyer | | : | Outstanding shareholders on the list of shareholders on the record date to exercise rights to purchase shares offered to outstanding shareholders issued by the Vietnam Securities Depository and Clearing Corporation. |
| 13 | Offering rate | | : | 1:3 (rate of the number of expected additional issued shares/number of outstanding shares at the record date for the list of shareholders to exercise rights to purchase offered shares) |
| 14 | Right exercise rate | | : | 3:1 (On the record date for the list of shareholders, shareholders owning 01 share are entitled to 01 purchase right, shareholders are entitled to buy 1 additional offered share for every 3 purchase rights they own) |
| 15 | Offering price | | : | VND10,000/share |
| 16 | Basis for determining the offering price | | : | Equal to par value of VND10,000/share. |
| 17 | | Total proceeds from the offering (at the offering price) | : | VND28,000,000,000 |
| 18 | | Minimum successful offering rate of the offering | : | 70% |
| 19 | | Expected implementation time | : | After the State Securities Commission issued the Registration Certificate for Public Offering of Securities, expected in Q4/2024-Q1/2025. |
| 20 | | Offering purposes | : | Supplement capital for the investment project "Hydrogen Peroxide (H2O2) production line at the capacity of 10,000 tons/year and the tail gas recovery line that does not produce pure CO2 at the capacity of 45,000 tons/year" |
| 21 | | Plan on handling fractional shares and shares not fully purchased by outstanding shareholders (remaining shares) (if any): | | |

* The number of additional shares offered to outstanding shareholders will be rounded to the nearest unit.

For example: On the record date for the list of shareholders to exercise rights to outstanding shareholders, shareholder A owns 125 shares, equivalent to 125 purchase rights. Number of shares purchased by shareholder A in the offering of additional shares is calculated as follows: (125/3) x 1 = 41.66667 shares, rounded to the nearest unit is 41 shares. Therefore, shareholder A is entitled to purchase 41 additional offered shares.

* The number of fractional shares incurred in the process of exercising rights is rounded to the nearest unit and the number of shares not fully offered due to outstanding shareholders not registering to purchase or pay for (if any) will be authorized by the General Meeting for the Board of Directors to distribute to other subjects with conditions on the rights and obligations of investors are not more favorable than the offering conditions to outstanding shareholders (including the offering price not lower than the offering price to outstanding shareholders).
* The number of fractional shares incurred in the process of exercising rights is rounded to the nearest unit and shares not fully offered due to outstanding shareholders not registering to purchase or not paying for the purchase will be distributed by the Board of Directors to other subjects according to this plan and will be restricted from transfer within 01 year from the completion date of the offering.
* The handling of fractional shares and shares not fully offered due to investors not registering to purchase or paying for purchase must ensure compliance with the regulations in Article 42, Decree No. 155/2020/ND-CP dated December 31, 2020 and ensure other conditions set forth in Section 2 Article 195 of the Law on Enterprises and other relevant current provisions of law.
* In case the time required for distributing shares according to provisions of law has expired (including the extended period (if any), if there are still remaining undistributed shares, these shares shall be canceled and the Board of Directors shall decide on the completion of the offering.

1. Transfer the purchase rights

* Shareholders are entitled to transfer their purchase rights to another person only once within the regulated time. The recipient of the purchase rights transfer is not allowed to transfer that purchase right to a third party.
* The rights to purchase shares can be divided to be transferred to different investors according to the agreement between the two parties.

1. Transfer restrictions

* All shares offered to outstanding shareholders at the right exercise rate are not subject to transfer restrictions.
* The number of fractional shares incurred in the process of exercising rights is rounded to the nearest unit and shares not fully offered due to outstanding shareholders not registering to purchase or not paying for the purchase will be distributed by the Board of Directors to other subjects according to this plan and will be restricted from transfer within 01 year from the completion date of the offering.

1. Additional registration for securities and trading

All additional offered shares will be additionally registered at the Vietnam Securities Depository and Clearing Corporation and registered for additional trading at the Stock Exchange after completing the offering according to the regulations in Section 8 Article 11 of Decree No. 155/2020/ND-CP.

‎‎Article 2. Approve the plan on using the capital obtained from the public offering of additional shares to outstanding shareholders.

The expected proceeds from the public offering to outstanding shareholders of VND28,000,000,000 (at the offering price) will be allocated for use as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Contents | Amount (VND) | Expected use time |
| 1 | Supplement capital for the investment project "Hydrogen Peroxide (H2O2) production line, capacity of 10,000 tons/year and the tail gas recovery line that does not produce pure CO2, capacity of 45,000 tons/year" | 28,000,000,000 | Q4/2024 and Q1/2025 |
|  | Total | 28,000,000,000 |  |

Details:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Contents | Amount (VND) | Expected use time |
| 1 | Invest in purchasing equipment | 28,000,000,000 | Q4/2024 and Q1/2025 |
|  | Total | 28,000,000,000 |  |

The Board of Directors develops a detailed plan on using capital depending on the actual situation at the time of the share offering. In case it is necessary to adjust the plan on using capital in accordance with the actual situation of the Company, the Board of Directors makes adjustments and reports to the nearest General Meeting under applicable laws.

In case the proceeds are not enough to be used for the entire expected purposes, the plan on compensating for the shortfall of capital expected to be mobilized from the offering: In case shares are not fully distributed as expected and the mobilized proceeds are not enough as expected, the Board of Directors considers mobilization from bank loans or seeks other additional funding sources to compensate in accordance with the business activities of the Company.

‎‎Article 3. Approve the detailed plan on ensuring the public offering of additional shares to outstanding shareholders meets the regulations on the maximum foreign ownership rate according to regulations:

Hung Phat Ha Bac Chemical Joint Stock Company noticed the maximum foreign ownership rate according to regulations in Decree No. 155/2020/ND-CP and received Document No. 1346/UBCK-PTTT of the State Securities Commission dated March 18, 2022, accordingly, the maximum foreign ownership rate of the Company is 50%.

The maximum foreign ownership rate at the Issuer according to the list of securities owners as of March 25, 2024 of Hung Phat Ha Bac Chemical Joint Stock Company issued by the Vietnam Securities Depository and Clearing Corporation, the number of HPH shares owned by foreign investors accounts for 0% of the charter capital of the Company.

The plan on ensuring the maximum ownership rate when implementing the offering is as follows:

* When exercising purchase rights at the rate of 3:1 of the offering plan, in case all shareholders exercise their purchase rights, the ownership rate of foreign investors at Hung Phat Ha Bac Chemical Joint Stock Company remains unchanged.
* For the transfer of the purchase right to ensure compliance with the regulations on the maximum foreign ownership rate at Hung Phat Ha Bac Chemical Joint Stock Company: Shareholders are only allowed to transfer purchase rights to domestic investors.
* When distributing the number of shares that shareholders do not register to purchase, do not pay or do not pay enough to purchase and are distributed by the Board of Directors to other investors, the Board of Directors shall coordinate with Vietnam Securities Depository and Clearing Corporation in ensuring the foreign ownership rate of the Company complies with the regulations in Article 51 of the Law on Securities and Section 5 Article 139 of Decree No. 155/2020/ND-CP dated December 31, 2020.

Article 4: The Board of Directors assigned the Chair of the Board of Directors to decide on the tasks and sign documents related to the public offering of additional shares to outstanding shareholders, including but not limited to the following tasks:

1. Implement necessary procedures to apply for approval from the State Securities Commission on the offering;

Implement and/or supplement, amend the dossier to complete the offering plan as required by the State Securities Commission and state management agencies to ensure the offering plan of the Company is implemented legally and under applicable laws;

1. Decide, balance, and use the proceeds from the offering/issuance for the right purposes in accordance with the production and business activities of the Company, to ensure effective use of capital and the interests of shareholders;
2. Change the Business Registration Certificate according to the new charter capital;
3. Complete the procedures for additional depository registration and registration of additional trading of newly offered shares at Vietnam Securities Depository and Clearing Corporation and on the Hanoi Stock Exchange;
4. Amend and supplement the Company's Charter according to the new charter capital;
5. Implement other necessary tasks and procedures to complete the offering according to the approved plan mentioned above.

‎‎Article 5. Terms of enforcement

This Board Resolution takes effect from the date of its signing. The Board of Directors, Supervisory Board, Executive Board and relevant individuals are responsible for implementing this Resolution, implementing the plan on the public offering of additional shares to outstanding shareholders under applicable laws.

On October 7, 2024, Hung Phat Ha Bac Chemical Joint Stock Company announced Resolution No. 250/NQHDQT-HPCO on approving the Registration Dossier for the Public Offering of Additional Shares to outstanding shareholders, as follows:

‎‎Article 1. Approve the Registration Dossier for public offering of additional shares to outstanding shareholders to submit to the State Securities Commission in accordance with the provisions of law. Including:

* Registration Certificate for public offering of additional shares;
* Prospectus;
* Annual General Mandate 2024 No. 110/NQDHDCD-HPCO dated April 26, 2024;
* Minutes of the Annual General Meeting 2024 No. 111/BBHDHDCD-HPCO dated April 26, 2024;
* General Mandate of Hung Phat Ha Bac Chemical Joint Stock Company (in the form of collecting shareholders' ballots) No. 202/NQDHDCD-HPCO dated August 1, 2024;
* Vote Counting Minutes to collect shareholders' ballots No. 201/BBKP-HPCO dated July 31, 2024;
* Proposal No. 90/TTr-HDQT dated April 2, 2024 of the Board of Directors of Hung Phat Ha Bac Chemical Joint Stock Company;
* Proposal No. 192/TTr-HDQT dated June 19, 2024 of the Board of Directors of Hung Phat Ha Bac Chemical Joint Stock Company;
* Board Resolution No. ..../NQHDQT-HPCO dated.../..../2024 of Hung Phat Ha Bac Chemical Joint Stock Company;
* Charter of Hung Phat Ha Bac Chemical Joint Stock Company;
* Audited Financial Statements 2022 and 2023; the Financial Statements Q2/2024;
* Confirmation Document from the bank on opening a blocked account to receive money to purchase shares of the offering;
* Consulting Contract No. 76/2024/FPTS/FCF-HN/HPH dated April 3, 2024 between FPT Securities Joint Stock Company and Hung Phat Ha Bac Chemical Joint Stock Company;
* Document No. ..../HPCO-TCKT dated..../..../2024 on committing that the Board of Directors implements the registration of share trading on the securities trading system;
* Document No. ..../HPCO-TCKT dated..../..../2024 on committing that the Company is not under criminal prosecution or conviction of crimes related to violating the order of economic management without having criminal records cleared;
* Business Registration Certificate No. 2400395807 first issued by the Department of Planning and Investment of Bac Giang Province on February 1, 2008, issued for the 6th change on July 10, 2024; Certificate of eligibility for production and trading of chemicals for conditional production and trading in the industrial sector No. 18/GCN-SCT issued by the Department of Industry and Trade of Bac Giang Province on February 26, 2024 for Hung Phat Ha Bac Chemical Joint Stock Company
* Documents related to the plan on using capital obtained from the offering of additional shares to outstanding shareholders;

‎‎Article 2. Terms enforcement:

The Board of Directors, Supervisory Board, Executive Board and relevant individuals are responsible for implementing this Resolution, implementing the plan on the public offering of additional shares to outstanding shareholders under applicable laws.