**SCL: Board Resolution**

On February 21, 2024, Song Da Cao Cuong JSC announced Resolution No. 136/NQ-HDQT on approving the implementation of the plan to offer additional shares to existing shareholders and the offering registration dossier as follows:

Article 1: Approve organizing the implementation of the plan to offer additional shares to existing shareholders, specifically as follows:

1. Share offering plan:

|  |  |
| --- | --- |
| Share name | : Shares of Song Da Cao Cuong JSC |
| Type of share to be offered | : Common share |
| Share par value | : VND 10,000/share |
| Total number of outstanding shares | : 18,660,895 shares |
| Number of shares expected to be offered | : 3,000,000 shares |
| Total offering value at par value | : VND 30,000,000,000 |
| Offering price | : VND 10,000 |
| Subject of the offering | Existing shareholders of SCL named in the list of shareholders at the record date for the list of shareholders to exercise the rights to purchase shares. |
| Offering method | : Issue share purchase rights to existing shareholders |
| Rate of Number of additional offered shares/Total number of outstanding shares | : 16.07% |
| Exercise rate for existing shareholders | : The rate of exercising the rights for existing shareholders is calculated on the principle that all existing shareholders will be allocated the same rate of rights.  Accordingly, the rights exercise rate is 622:100 (shareholders owning 01 share at the time of recording the list of shareholders will be entitled to receive 01 rights to purchase additional offered shares. Shareholders owning 622 purchase rights will be entitled to purchase 100 new shares). |
| Offering time | : Expected in 2024.  The specific issue time will be decided by the Board of Directors in accordance with the approval of the State Securities Commission. |
| Share distribution time | : After obtaining approval from the State Securities Commission and within the distribution period as prescribed by law. |
| Offering purpose | : In order to improve the financial capacity to implement the Company's financial activities. |
| Transfer of purchase rights | : Existing shareholders named on the list of securities owners allocated purchase rights provided by VSDC have the rights to transfer their share purchase rights to others within the prescribed time (no later than 05 business days before the purchase payment deadline).  The purchase rights can only be transferred once (the transferee cannot transfer it to a third person). The transferor and the transferee approve the transfer price with each other, pay the money and are responsible for implementing the obligations in accordance with regulations related to the transfer.  For example: On the record date for the list, shareholder A owning 200 shares will be entitled to 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 are not allowed to transfer the purchase right to a third person. |
| Principles for rounding down and handling fractional shares and shares that investors refuse to purchase | : 1. The Board of Directors decides to handle the number of shares that shareholders do not register/do not exercise the rights to purchase, including but not limited offering to other investors in accordance with the provisions of law, ensuring the maximum foreign ownership rate applicable at SCL.  2. The number of shares issued according to the rights distribution rate for each shareholder is calculated as an integer; The decimal part will not be rounded to 01 share; The number of fractional shares arising from rounding down (if any) will be canceled by the Board of Directors or offered to other investors in accordance with the provisions of law. |
| Public offering | : 1. In case the transfer of purchase rights between shareholders results in the ownership rate of the transferee exceeding the regulations on public offering, the General Meeting of Shareholders shall approve receiving the transfer of purchase rights and purchasing shares of this offering without having to make a public offering Subjects receiving transfer of purchase rights must disclose information about share transactions according to relevant regulations.  2. Other shareholders/investors, when purchasing undistributed shares according to the plan decided by the Board of Directors, will not have to carry out public offering procedures in accordance with the provisions of securities law. |
| Minimum successful offering rate | : Not applicable |
| Capital use plan | : The capital obtained from the share issuance is expected to be allocated for use in Company's activities according to the capital use plan in Section II. |
| Plan on handling the number of shares that existing shareholders do not register to purchase/do not pay for/register to purchase but do not pay on time/shares that are not fully distributed | : 1. The General Meeting of Shareholders assigns/authorizes the Board of Directors to decide on the offering of shares that existing shareholders do not register to purchase, do not pay for, register to purchase but do not pay on time, shares that are not fully distributed to other investors (including other existing shareholders) with an offering price not lower than the offering price for existing shareholders exercising their rights to purchase and ensuring compliance with relevant laws, including but not limited to regulations on foreign ownership rate.   1. The handling of remaining shares that are not fully distributed must comply with the provisions of Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 and ensure other conditions according to the provisions of Clause 2, Article 195 of the Law on Enterprises and other relevant provisions of the current law.   3. In case of issuance to other shareholders or other investors but still not distributing all the shares expected to be issued, these undistributed shares are canceled and the Board of Directors decides to end the issuance and increase the charter capital according to the actual number of shares issued. |
| Transfer restriction | : Additional shares offered to existing shareholders are not subject to transfer restriction.  Existing shareholders owning shares in a transfer-restricted state are still entitled to allocate purchase rights. Additional shares purchased from exercising purchase rights are not subject to transfer restriction.  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 end of the offering as prescribed in Clause 2, Article 42 of Decree 155/2020/ND-CP dated December 31, 2020. |
| Change of share trading registration | : Shares issued under the capital increase plan will be additionally registered at VSDC and registered for trading on the Hanoi Stock Exchange (HNX) in accordance with the law immediately after the end of the share offering. |

1. Capital use plan:

The expected total proceeds from the offering to existing shareholders is VND 30,000,000,000, all of which will be used by the Company as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Use purpose | Amount (VND) | Expected disbursement time |
| A | Mechanical and technological equipment part: | 14,300,250,000 |  |
| 1 | Feeding and sorting fly ash step: | 4,148,770,000 |  |
| - | Ash and slag transfer cluster from the landfill to the storage tank | 2,037,440,000 | 2024 |
| - | Feeding and selection 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 |
| - | Coal feed to the fluidized bed furnace | 34,440,000 | 2024 |
| - | Pump 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 before tax | | 30,000,000,000 |  |

Article 2: Approve the Company's commitment to comply with the provisions of Point e, Clause 1, Article 15 of the Law on Securities: "The Issuer is not in the case of being prosecuted for criminal liability or has been convicted of one of the crimes of violating the economic management order but has not had its criminal record erased” in the issuance of additional shares to the public for existing shareholders according to General Mandate No. 861/NQ-DHDCD dated December 11, 2023.

Article 3: Approve the blocked account to receive money to purchase shares

All proceeds from the offering will be transferred to the Company's blocked account, specifically as follows:

* Account name: Song Da Cao Cuong JSC
* Opened at: Bank for Investment and Development of Vietnam JSC - Northern Hai Duong Branch
* Account No.: 4610023137

Song Da Cao Cuong JSC commits to blocking the account until the end of the issuance, reporting to the State Securities Commission and notifying when receiving the issue results report from the State Securities Commission.

Article 4: Approve the registration dossier to offer additional shares to the public

Approve the registration dossier to offer shares to the public and submit to the State Securities Commission in accordance with the provisions of law, including:

* Registration certificate on offering additional shares to the public;
* Business Registration Certificate No. 0800376530 issued by the Department of Planning and Investment of Hai Duong Province and changed for the 16th time on January 02, 2024;
* General Mandate No. 861 dated December 11, 2023 on approving the plan to offer additional shares to the public for existing shareholders;
* Proposal No. 815/TTr-HDQT dated November 15, 2023 and the attached plan;
* Board Resolution on approving the implementation of the plan to offer additional shares to the public and the offering registration dossier;
* Prospectus on the public offering of Song Da Cao Cuong JSC;
* Charter of Song Da Cao Cuong JSC;
* Audited Financial Statements 2021 of Song Da Cao Cuong JSC;
* Audited Financial Statements 2022 of Song Da Cao Cuong JSC;
* Reviewed Semi-annual Financial Statements 2023 of Song Da Cao Cuong JSC;
* Report for the fiscal period from January 01, 2023 to December 31, 2023 of Song Da Cao Cuong JSC;
* Audited Report on capital use obtained from issuing 3,388,997 common shares according to Extraordinary General Mandate 2021 No. 542/NQ-DHDCD dated December 19, 2021;
* Consulting Contract No. 3008/2023/HDDV/DSC-SCL dated August 30, 2023;
* Written commitment to implement share trading registration;
* Written commitment to comply with the provisions of Point e, Clause 1, Article 15 of the Law on Securities;
* Bank confirmation document on opening a blocked account.
* Other documents (if any).

Article 5: The Board of Directors assigns the Chair of the Board of Directors of the Company to direct relevant individuals to supplement documents to complete the dossier and other relevant documents as required by the Securities Commission (if any) during the process of appraising the dossier, at the same time report the results to the Board of Directors of the Company after the end of the offering.

Article 6: Terms of enforcement

The Board of Directors of Song Da Cao Cuong JSC, the Board of Management and relevant departments/units are responsible for implementing this Resolution, ensuring the interests of shareholders and the Company and complying with the provisions of law.