**TTG: Board Resolution**

On March 18, 2024, Thanh Tri Garment JSC announced Resolution No. 04/2024/NQ-HDQT on the implementation of the plan on private placement to increase charter capital as follows:

‎‎Article 1. Approve the implementation of the plan on private placement to increase the Company's chater capital according to General Mandate No. 02/2023/NQ-DHDCD dated November 09, 2023.

The detailed plan on private placement is as follows:

1. Name of issuer: Thanh Tri Garment JSC
2. Name of shares to be offered: Share of Thanh Tri Garment JSC
3. Share type: Common share
4. Par value: VND 10,000/share
5. Number of issued shares: 2,000,000 shares
6. Number of outstanding shares: 2,000,000 shares
7. Maximum number of shares expected to be offered: 1,400,000 shares
8. Total expected value of shares to be offered at par value: VND 14,000,000,000
9. Expected number of shares after the offering: 3,400,000 shares.
10. Offering rate (expected number of shares to be offered/number of outstanding shares): 70%.
11. Offering form: Private placement
12. Offering purposes: The private placement to increase charter capital to mobilize funds for the following purposes: (1) Supplement capital for upgrading and renovating production workshops; (2) Repay debts to state management agencies; (3) Supplement working capital to serve business activities, pay off the company's due debts, pay labor wages, and pay rent.
13. Expected offering price: VND 10,000/share.
14. Transfer restriction: 100% transfer restriction within 01 year from the completion date of the offering.
15. Transfer of share purchase rights: Professional securities investors who are allocated the rights to buy in this case may not transfer the rights to another person unless approved by the General Meeting of Shareholders.
16. Implementation time: Expected to be offered in 2024. The share offering is carried out within 90 days from the date the State Securities Commission approves the company's share offering in writing.
17. Plan for handling undistributed shares (if any): According to decisions of the General Meeting of Shareholders as stated in General Mandate No. 02/2023/NQ-DHDCD dated November 09, 2023.
18. After the completion of the private placement to increase charter capital, all shares offered to increase capital will be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation and for additional listing at the Hanoi Stock Exchange in accordance with the current provisions of laws.

Article 2. List of investors purchasing offered shares:

* Eligible buyers: Professional securities investors who meet the conditions prescribed by the Law on Securities.
* Criteria for selecting professional securities investors: Meet the criteria specified in Clause 1, Article 11 of the Law on Securities. The investors must meet one of the following criteria:
* Commercial banks, branches of foreign bank, financial companies, insurance business organizations, securities companies, securities investment fund management companies, securities investment companies, securities investment funds, international financial institutions, extra-budgetary state financial funds and state financial institutions may purchase securities in accordance with the provisions of related laws;
* Companies with contributed charter capital of over VND 100 billion, listed organizations or transaction registration organizations;
* Individual with securities practice certificate;
* An individual owning a list of listed securities or registered for trading with a value of at least VND 02 billion as certified by a securities company as at the time that individual is identified as a professional securities investor;
* An individual with a taxable income of at least VND 01 billion in the latest year by the time that individual is determined to be a professional securities investor, according to the tax deceleration submitted to the tax authority or the tax deduction vouchers of the paying organization or individual.
	+ List of investors purchasing offered shares:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of investor | ID card/Citizen ID card/Passport or Business Registration Certificate No. | Subjects | Number of owned shares before the offering (share) | Number of shares expected to be distributed (share) | Expected ownership rate after the offering(\*) |
| Strategic investor/Professional investor | Foreign investors/Economic organizations with foreign investors owning more than 50% of charter capital/Domestic investors |
| 1 | Nguyen Viet Dung | 121481098 | Professional investor | Domestic investor | 0 | 200,000 | 5.88 |
| 2 | Ly Nam Ninh | 040083005596 | Professional investor | Domestic investor | 0 | 200,000 | 5.88 |
| 3 | Trinh Quoc Khanh | 026082002357 | Professional investor | Domestic investor | 31,500 | 200,000 | 6.81 |
| 4 | Nguyen Thi Ngoc Tu | 013224346 | Professional investor | Domestic investor | 0 | 300,000 | 8.82 |
| 5 | Nguyen Van Son | 038088016043 | Professional investor | Domestic investor | 0 | 250,000 | 7.35 |
| 6 | Le Khanh Viet | 182532011 | Professional investor | Domestic investor | 0 | 250,000 | 7.35 |
|  | Total |  |  |  |  | 1,400,000 |  |

* + Relation of eligible buyers with the Issuer, members of the Board of Directors, the Supervisory Board and the Board of Management (if any):
* Mr. Nguyen Viet Dung: Member of the Board of Directors of Thanh Tri Garment JSC
* Mr. Ly Nam Ninh: Member of the Board of Directors - cum - General Manager of Thanh Tri Garment JSC
* Mr. Trinh Quoc Khanh: Chief of the Supervisory Board of Thanh Tri Garment JSC
* Others: Have no relation with Thanh Tri Garment JSC, including its members of the Board of Directors, the Supervisory Board, and the Board of Management.

‎‎Article 3. Approve the detailed plan on using proceeds obtained from the offering.

Extraordinary General Mandate 2023 No. 02/2023/NQ-DHDCD dated November 9, 2023 of the Company approved the detailed plan on using proceeds from the private placement to increase the company's charter capital (VND 14 billion), which will be used as follows: (1) Supplement capital for upgrading and renovating production workshops; (2) Repay debts to state management agencies; (3) Supplement working capital to serve business activities, pay off the company's due debts, pay labor wages, and pay rent.

Based on the business production and investment plans of the company. The Board of Directors of the company agreed on the plan on using proceeds from the offering as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Content | Total value (VND) | Value from issuing shares (VND) | Supplement from business operations and other capital of the company (VND) | Expected time |
| 1 | Supplement capital for upgrading and renovating production workshops | 4,000,000,000 | 4,000,000,000 | 0 | In Q3/2024 |
| 2 | Repay debts to state management agencies (tax debts, social insurance payments) | 3,000,000,000 | 3,000,000,000 | 0 | In Q3/2024 |
| 3 | Paying rental expenses. | 2,300,000,000 | 2,300,000,000 | 0 | In Q3/2024 |
| 4 | Paying labor wages (employee salaries for the next three months - estimated salaries in Q3/2024) | 4,200,000,000 | 4,200,000,000 | 0 | In Q3/2024 |
| 5 | Supplement working capital to serve production and business activities | 500,000,000 | 500,000,000 | 0 | In Q3/2024 |
|  | Total | 14,000,000,000 | 14,000,000,000 | 0 |  |

Plan on offsetting the shortfall in capital expected to be mobilized from the offering: In case the shares are not fully offered as planned and the funds raised from the share offering are insufficient, the General Meeting of Shareholders authorizes the Board of Directors to decide on an offsetting plan, including but not limited to obtaining bank credit loans and/or mobilizing other legal sources of capital, using funds generated from business activities to supplement working capital, adjusting the capital utilization plan, and deciding on the priority use of the funds raised from the share offering for each appropriate purpose in accordance with the company's business activities.

‎‎Article 4. The Board of Directors assigns and authorizes Mr. Ly Nam Ninh - General Manager, the company's legal representative, to direct the relevant departments to complete the registration dossier for the share offering in accordance with legal regulations, distribute shares to the entities after receiving the approval document from the State Securities Commission, report the results of the share offering and perform necessary tasks as stipulated by law to complete the share offering according to legal regulations, complete the necessary procedures to amend the Certificate of Business Registration, complete the procedures for registering additional shares at the Vietnam Securities Depository and Clearing Corporation and Vietnam Exchange, and promulgate the amended Company Charter according to the new charter capital after completing the share offering to increase capital.

‎‎Article 5. This Resolution takes effect from the date of its signing.

Members of the Board of Directors, the Executive Board of Management, departments and relevant individuals are responsible for the implementation of this Resolution.