**KDM: Board Resolution**

On April 15, 2024, GCL Group Joint Stock Company announced Resolution No. 07/NQ-HDQT-KDM on approving the implementation of the plan on share issuance to pay dividends in 2023 and the plan on share issuance according to ESOP 2024 as follows:

‎‎Article 1. Approve the implementation of the plan on share issuance to pay dividends in 2023 according to Proposal No. 03/TTr-HDQT-KDM dated March 04, 2024 approved by the Annual General Meeting of Shareholders 2024 in General Mandate No. 01/NQ-DHDCD-KDM dated March 25, 2024, as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| 1 | Issuer | : | GCL Group Joint Stock Company |
| 2 | Charter capital before issuance | : | VND 71,000,000,000 |
| 3 | Number of outstanding shares | : | 7,100,000 shares |
| 4 | Treasury shares | : | 0 shares |
| 5 | Name of issued share | : | Shares of GCL Group Joint Stock Company |
| 6 | Share code | : | KDM |
| 7 | Share type | : | Common share |
| 8 | Share par value | : | VND 10,000/share |
| 9 | Issue purpose | : | Issue shares to pay dividends in 2023 |
| 10 | Number of issued shares | : | 497,000 shares |
| 11 | Total issue value at par value | : | VND 4,970,000,000 |
| 12 | Issue rate | : | 7% (Number of issued shares/Number of outstanding shares) |
| 13 | Subject of the issuance | : | Existing shareholders named on the list of shareholders at the record date to exercise the rights to receive dividends by shares provided by Vietnam Securities Depository and Clearing Corporation |
| 14 | Rights exercise rate | : | 100:7  At the record date for the list of shareholders to exercise the rights, shareholders owning 01 share will be entitled to 01 rights to receive dividends, shareholders will receive 7 newly issued shares for every 100 rights they own according to the principle of rounding down to the unit. |
| 15 | Capital source for issuance | : | Accumulated undistributed profit after tax as of December 31, 2023 on the Financial Statements 2023 of GCL Group Joint Stock Company |
| 16 | Transfer restriction | : | Shares issued to pay dividends to existing shareholders are not restricted to transfer. Shares in the state of restricted transfer are still entitled to receive shares from the issuance, treasury shares (if any) are not allowed to exercise the rights. The rights to receive dividends by shares are not transferable. |
| 17 | Expected issue time | : | From Q2/2024 to Q3/2024, after being approved by the General Meeting of Shareholders and notified in writing by the State Securities Commission on the receipt of complete issue report documents of KDM. |
| 18 | Plan on handling fractional shares | : | The number of new shares issued to pay dividends by shares that each shareholder receives will be rounded to the nearest unit according to the principle of rounding down. The fractional shares (if any) will be canceled and not be issued.  For example: Shareholder A, at the record date for the list to exercise the rights to receive dividends by shares, owns 215 shares, the number of additional shares issued that shareholder A will receive shall be calculated as follows: 215/100\*7 = 15.05 shares. According to the method of handling fractional shares, the number of shares that shareholder A actually receives from dividends is 15 shares (0.05 fractional shares will be canceled).  Positive difference value between the total amount expected to be used to issue shares to pay dividends (calculated at par value of VND 10,000/share) and the actual total value of shares distributed to existing shareholders (calculated according to par value of VND 10,000/share) will be retained in the Company's undistributed profit after tax. |
| 19 | Amendment to the charter | : | All additional shares issued will be registered for additional securities at VSDC and registered for additional listing on the Stock Exchange immediately after completing the issuance in accordance with legal regulations. |
| 20 | Additional securities registration and listing registration | : | Amend provisions related to charter capital and shares in Article 6 of the Company's Charter to update according to charter capital after completing the share issuance. |

Article 2: Approve the implementation of the plan on share issuance according to ESOP 2024 in Proposal No. 08/TTr-HDQT-KDM dated March 04, 2024 approved by the Annual General Meeting of Shareholders 2024 in General Mandate No. 01/NQ-DHDCD-KDM dated March 25, 2024, as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| 1 | Issuer | : | GCL Group Joint Stock Company |
| 2 | Shares name | : | Shares of GCL Group Joint Stock Company |
| 3 | Share code | : | KDM |
| 4 | Type of shares to be issued | : | Common share |
| 5 | Share par value | : | VND 10,000/share |
| 6 | Issue method | : | Issue shares according to ESOP |
| 7 | Number of shares expected to be issued | : | 350,000 shares |
| 8 | Total value of shares expected to be issued at par value | : | VND 3,500,000,000 |
| 9 | Issue rate (Number of shares expected to be issued/Number of outstanding shares) | : | Number of shares issued/Total number of outstanding shares: 4.93% |
| 10 | Capital source for issuance | : | Paid by the employees |
| 11 | Subject of the issuance | : | Employees and/or Key Personnel at the Company |
| 12 | Principle for determining issue price | : | Par value of VND 10,000/share. |
| 13 | Issue price | : | VND 10,000/share |
| 14 | Transfer of purchase rights | : | Employees are not allowed to transfer their purchase rights to other entities |
| 15 | Plan on handling shares that employees do not pay for: | : | In case the employees give up the rights to purchase the allocated shares, the Board of Directors continues to allocate these shares to other entities subject to issuance at an issue price not lower than VND 10,000/share. |
| 16 | Restrictions related to transfer | : | Shares issued under the ESOP will be restricted from transfer within 01 year from the date of completing the issuance. |
| 17 | Total proceeds from the issuance (calculated based on issue price) | : | VND 3,500,000,000 |
| 18 | Expected implementation time | : | After the ESOP is approved by the General Meeting of Shareholders, and the State Securities Commission announces in writing on the receipt of issue report documents, expected in Q2 and Q3/2024. |
| 19 | Additional securities registration and listing registration | : | All additional shares issued will be registered as additional securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing on the Stock Exchange after completing the issuance in accordance with legal regulations. |
| 20 | Amendment to the charter | : | Amend the terms related to the charter capital and share in Article 6 of the Company's Charter updated according to the charter capital after completing the share issuance. |

* Approve details of the plan on using capital obtained from the share issuance

The expected proceeds from the issuance of additional shares under ESOP 2024 are VND 3,500,000,000 (calculated based on issue price) and will be allocated and used for the purpose of supplementing working capital for the Company's business activities in 2024, specifically as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount (VND) | Expected use time |
| 1 | Supplement working capital for business activities (Increasing inventory, making payments to Ha Noi Trading & Steel Co.,JSC...) | 3,500,000,000 | During 2024 |
|  | Total | 3,500,000,000 |  |

Approve the standards and criteria for allocating shares and principles for determining the number of shares distributed to each subject participating in purchasing shares according to ESOP 2024.

- Standards for participating in the program: Managers and employees working at the Company satisfy the following conditions:

* Currently work and receive salary and/or remuneration at the Company as of December 31, 2023;
* Have possibilities for development and the potential to contribute to the development of the Company, make practical contributions to the results of the Company's production and business activities, and the results of department operations in 2023;
* Employees who are investors in the country;
* Criteria for allocating shares of ESOP:

ESOP shares are allocated based on the following criteria:

* Position of employees at the Company; Position coefficient
* Number of months working as a manager in 2023
* Criteria to determine the number of shares each employee can buy:

Number of shares each employee can buy = Total ESOP shares expected to be issued in 2024/Total points of all employees + Points of the employee

In which:

Points of the employee = Title coefficient + number of months working at the managerial position in 2023

Title coefficient is based on the title of the employee at the Company

|  |  |
| --- | --- |
| Title | Title coefficient |
| General Manager | 20 |
| Deputy General Manager | 10 |
| Head of Departments | 4 |
| Employees | 2 |

* Approve the regulations on share issuance under ESOP 2024 (Attached).
* Approve the list of employees entitled to purchase shares under ESOP 2024 (Attached).

Accordingly, the entire list of employees entitled to participate in ESOP 2024 are domestic investors. Foreign investors are not allowed to participate to ensure the share issuance meets the regulations on foreign ownership rate as prescribed by law.

‎‎Article 3. Approve the implementation and the order of implementing the plan on share issuance to pay dividends in 2023 and share issuance according to ESOP 2024

Assign Mr. Dang Trung Hieu - Chair of the Board of Directors to represent the Company to:

* Sign for promulgation of documents and decide on issues related to dossier on share issue plan to increase charter capital in 2024 in the following order:

1. Issue shares to pay dividends in 2023 after receiving a document from the State Securities Commission on receipt of complete issue report documents.
2. Issue shares under ESOP 2024, after receiving a document from the State Securities Commission on receipt of complete issue report documents from the Issuer.

* Implement additional securities registration and listing of shares at VSDC and HNX; Carry out procedures to increase charter capital and amend Article 6 of the Company's Charter after completing the issuance to increase charter capital in accordance with the General Mandate and the provisions of law.

Article 4. This General Mandate takes effect from the date of its signing. Members of the Board of Directors, the Board of Management and related individual are responsible for implementing this General Mandate.