**DSD: Board Resolution**

On April 17, 2024, DHC Suoi Doi Corporation announced Resolution No. 171/2024/NQ-HDQT-DHCSD on approving the implementation of the plan to increase charter capital through private placement in 2024 as follows:

‎‎Article 1. Approve the implementation of the plan to increase charter capital through private placement in 2024, as approved by the General Meeting of Shareholders 2024 in Extraordinary General Mandate No. 15/2024/NQ-DHDCD dated January 17, 2024 of DHC Suoi Doi Corporation:

1. Share offering purpose:
* Supplement working capital for production and business activities.
* Repay principal and interest on loans from individuals, organizations, and credit organizations.
* 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 shares
* 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 certificates;
* Individuals holding a portfolio 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 by the time they are determined to be professional securities investors, according to the tax deceleration dossiers 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:

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

List of expected strategic investors:

* In case the above strategic investor does not register to purchase all shares, the Board of Directors will distribute shares at the price of VND 20,000/share to other subjects 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 the current law;
* Transfer restriction: The shares issued to investors in the private placement are subjected to 3-year transfer restriction for strategic investors from the completion date of the offering.
* 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 dossiers for the private placement of the Issuer.
* Plan to ensure the share offering meets 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, ensuring that it meets the prescribed foreign ownership rate.

1. The plan to use proceeds from the offering:

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

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount | Expected period to use |
| I | Supplement working capital for the Company's production and business plan (including: cost of fuel, raw materials, goods, supplies, etc. and labor cost, employee regimes) | 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 Operations updated according to the charter capital after completing the share offering.

Article 2: Organization of implementation

Assign the Chair of the Board of Directors - Ms. Tran Thi Huong to represent the Company to perform the following tasks:

* Sign and promulgate documents, and decide on issues related to the registration dossier for private placement in 2024;
* Register additional securities at Vietnam Securities Depository and Clearing Corporation and register additional share transactions at Hanoi Stock Exchange;
* Perform procedures to increase the charter capital at Da Nang Authority for Planning and Investment and amend terms, contents related to charter capital and shares in Article 6 of the Company’s Charter updated according to the charter capital after completing the share issuance in accordance with the General Mandate.

Article 3: Terms of enforcement

This Resolution takes effect from the date of its signing. Members of the Board of Directors, the Board of Management, and relevant departments and individuals are responsible for implementing this Resolution.

On April 17, 2024, DHC Suoi Doi Corporation announced Resolution No. 173/2024/NQ-HDQT-DHCSD on approving the registration dossier for the private placement in 2024 as follows:

‎‎Article 1. Approve the registration dossier for the private placement in 2024 to submit to the State Securities Commission in accordance with the provisions of law. Including:

* Private placement registration form;
* Business Registration Certificate No. 0401585934 issued for the first time on February 07, 2014 by Da Nang Authority for Planning and Investment, amended for the 13th time on May 04, 2023;
* Extraordinary General Mandate 2024 No. 15/2024/NQ-DHDCD dated January 17, 2024;
* Meeting minutes of the Extraordinary General Meeting of Shareholders 2024 No. 14/BB-DHDCD dated January 17, 2024;
* Proposal No. 09/TTr-DHCSD-HDQT dated January 15, 2024 on the plan to increase charter capital through private placement in 2024.
* Board Resolution No. 171/2024/NQ-HDQT-DHCSD dated April 17, 2024 on approving the implementation of the plan to increase charter capital through private placement in 2024; Board Meeting Minutes No. 170/2024/BBH-HDQT-DHCSD dated April 17, 2024;
* Document No. 174/2024/CV-DHCSD dated April 17, 2024 of DHC Suoi Doi Corporation;
* Document No. 153/CV-DAN.24 dated April 16, 2024 of Asia Commercial Joint Stock Bank - Da Nang Branch on confirming the opening of the blocked account for receiving money to purchase shares from the offering;
* Official Dispatch No. 339/UBCK-PTTT dated January 18, 2022 of the State Securities Commission on the maximum foreign ownership rate;
* Documents related to the plan to use the proceeds from the offering.

‎‎Article 2. This Resolution takes effect from the date of its signing. Members of the Board of Directors supervise and inspect the implementation; The Board of Management of the Company is responsible for directing relevant departments and individuals to implement based on the Resolution.