**HAF: Board Resolution**

On April 24, 2024, Hanoi Foodstuff Joint Stock Company announced Resolution No. 35/2024/NQ-HDQT on approving the contents of the plan on offering shares to increase capital, electing other members of the Board of Directors, election rules, and supplementing contents to the agenda of the Annual General Meeting 2024 as follows:

Article 1: The Board of Directors of the Company approves the Plan on offering shares to increase charter capital from VND 145,000,000,000 to VND 236,000,000,000 as per the Draft of Proposal No. 30/2024/TTr-HDQT dated April 02, 2024 on approving the policy on increasing charter capital to submit to the General Meeting for approval at the Annual General Meeting 2024, specifically as follows:

A. Plan on private placement to increase charter capital from VND 145,000,000,000 to VND 236,000,000,000:

* Name of issuer: Hanoi Foodstuff Joint Stock Company
* Current actual distributed charter capital: 145,500,000 shares
* Number of outstanding shares: 14,500,000 shares
* Name of offering shares: Shares of Hanoi Foodstuff Joint Stock Company
* Securities code: HAF
* Number of offering shares: 9,100,000 shares
* Rate of offered shares/ the total number of the Company’s outstanding shares: 62.76%
* Type of shares: Common share
* Par value: VND 10,000/share
* Total offering value at par value: VND 91,000,000,000
* Expected charter capital after offering: VND 236,000,000,000, equivalent to 23,600,000 shares
* Offering format: Private placement to professional securities investors
* Criteria for selecting subjects of the offering:
* Domestic investors who meet the criterion of being professional securities investors
* Priority is given to investors with financial capacity, desire for long-term investment, accompany the Company, and increase benefits for all shareholders.
* Investors of the private placement need to ensure that they are not subsidiaries of Hanoi Foodstuff Joint Stock Company, and that Hanoi Foodstuff Joint Stock Company and these investors are not subsidiaries of the same Holding company.
* Transfer restriction: The shares of the private placement to professional investors are restricted from being transferred for 01 year from the end of the offering.
* Number of investors expected to be offered: Less than 10 investors.
* The General Meeting authorizes the Board of Directors to approve the list of investors to be offered and the number of shares offered to each investor.
* Offering price: Authorize the Board of Directors to determine and decide on the offering price but not lower than par value.
* The plan to handle the number of remaining shares that are not issued: The General Meeting authorizes the Board of Directors to distribute the remaining shares to other professional investors who meet the criteria approved by the General Meeting at the same offering price as the initial price offering to investors or cancel these unoffered shares and end the offering.
* Purpose of issuance and capital use plan:

Total proceeds from the offering shall be used for the following purposes: Restructure the Company's debts, pay the loans for partners and/or banks; contribute capital to subsidiaries; and supplement capital for investment and business activities in accordance with the Company's operating plan.

In case the total of mobilized capital is not as the expectation, the Board of Directors will mobilize capital from other appropriate sources such as borrowing capital from employees or other sources to ensure capital requirements according to actual business and investment activities of the Company or adjust the business plan in accordance with the actual situation.

The General Meeting authorizes the Board of Directors to develop and decide the detailed purpose and plans to use the proceeds from the offering and flexibly adjust the distribution and use of mobilized capital from this issuance; adjust the purpose and plan for the use of capital (if necessary) to match the actual business and investment situation of the Company.

* Implementation time: Expected in 2024, after the State Securities Commission has approved the dossier of capital increase. The specific time is authorized to the Board of Directors by the General Meeting for decision.
* Distribution term: Starting from the date the State Securities Commission approves the private placement of the Company.
* Depository registration and additional trading registration after offering: The Company will carry out additional depository registration at Vietnam Securities Depository and Clearing Corporation for the additional offered shares and additional transaction registration at Hanoi Stock Exchange after the completion of the private placement under applicable laws.
* The plan to ensure the maximum foreign ownership rate: The Board of Directors is authorized to decide the Plan to ensure that the share issuance complies with the regulations on foreign ownership rate.
* Other related issues: The private placement will dilute the ownership rate of the shareholders, the book value, and earnings per share.

B. Authorize the Board of Directors to decide on issues related to the private placement to increase charter capital from VND 145,000,000,000 to VND 236,000,000,000

* Develop and decide on a detailed offering plan and capital use plan, implement the detailed private placement. Depending on the actual business situation of the Company, the Board of Directors has the right to balance to distribute the proceeds from the offering, decide on adjustments, supplements, and changes in capital use plans in accordance with legal regulations.
* Decide to select the time for the offering, the time to carry out the offering after being approved by the State Securities Commission.
* Approve, decide on the changes to the Business Registration, carry out procedures to change the Business Registration Certificate after the end of the offering according to the results of the offering.
* Review, finish, and issue the Appendix on adjusting the Organization and Operational Charter of the Company according to the new charter capital level in accordance with the law and the content approved by the General Meeting.
* Carry out necessary procedures for depository registration and additional transaction registration for all the offered shares according to regulations.
* The Board of Directors has full authority to approve and decide on issues related to these above contents at each time.
* The Board of Directors can authorize the Chair of the Board of Directors to perform one or more of these above authorized tasks.
* Beside the above authorized contents, during the process of implementing the private placement, the General Meeting authorizes the Board of Directors to supplement, adjust, finish, or change the offering plan as per the request of the State management agencies to complete the offering in accordance with regulations.

Article 2: The Board of Directors approves the election of members of the Board of Directors according to the attached Draft of the Proposal to submit to the General Meeting for approval at the Annual General Meeting 2024, specifically as follows:

* Approve the dismissal of Ms. Pham Diem Hoa from the position of member of the Board of Directors in the term of 2020-2025.
* Approve the number of elected members of the Board of Directors for the remaining time of the term of 2020-2025 to be 01 member

Article 3: The Board of Directors approves the rules for the election of member of the Board of Directors for the remaining time of the term of 2020-2025 as per the attached Draft of the rules for the election to submit to the General Meeting for approval at the Annual General Meeting 2024

Article 4: The Board of Directors approves the supplements of contents approved above to the agenda of the Annual General Meeting 2024; Assign and authorize the Chair of the Board of Directors to approve, sign, and promulgate related Proposals and documents to be submitted to the General Meeting, including documents for nomination, candidacy, and election of members of the Board of Directors according to regulations; Decide and implement other tasks and contents related to the Annual General Meeting 2024 of the Company.

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

The Board of Directors, Supervisory Board, Executive Board, other departments/ units of the Company and relevant individuals are responsible for implementing this Resolution.