**SBT121002: Board Resolution**

On April 25, 2024, Bond of Thanh Thanh Cong - Bien Hoa Joint Stock Company announced Resolution No. 135/2024/NQ-HDQT on approving work related to the public offering of corporate bonds with total par value of VND 700,000,000,000 as follows:

Article 1. Approve the public bond offering and the Company's bond issuance plan

Approve the Company's public offering of corporate bonds with a total par value of VND 700,000,000,000 according to the bond issuance plan.

Article 2. Approve the plan to use and repay capital obtained from the public offering of Bonds

Approve the plan to use capital obtained from the public offering of Bonds and the plan to repay principal and interest of the Bonds as stated in the Issuance Plan.

Article 3. Approve the security of the Bonds

Approve the Company's use of assets owned by the Company and/or third party(s) to secure the Company's obligations related to the Bonds under the Bond documents, including:

1. All land use rights and assets attached to land, movable assets and property rights (including existing assets and assets formed in the future) of the Tay Ninh Sugar Factory project under legal ownership of the Company (within a limit not exceeding 70% of the total assets recorded in the Company's most recent Audited Financial Statements);
2. Other additional and/or replacement assets (if necessary) owned by the Company and/or third parties.

To clarify, part or all of the above security assets can also be used to secure other obligations of the Company as stipulated in the Bond documents. Details of the mortgage of secured assets will be decided by the Chair of the Board of Directors, who is the legal representative of the Company or the person authorized by the Chair of the Board of Directors of the Company.

In which:

''Tay Ninh Sugar Factory'' means Tay Ninh Sugar Factory in Tan Hung Commune, Tan Chau District, Tay Ninh Province, on a total land area of 320,000 m2 according to Land Use Rights Certificates No. BM 189122 (No. CT00567 in the certificate issuance book) issued by the Chair of the People's Committee of Tay Ninh Province on June 19, 2013; No. BM 189123 (No. CT00568 in the certificate issuance book) issued by the Chair of the People's Committee of Tay Ninh Province on June 19, 2013; No. BM 189124 (No. CT00569 in the certificate issuance book) issued by the Chair of the People's Committee of Tay Ninh Province on June 19, 2013; and No. CB 640608 (No. CS01521 in the certificate issuance book) issued by the Manager of the Department of Natural Resources and Environment of Tay Ninh Province on June 28, 2016.

Article 4. Approve transaction documents

Approve transactions and the Company's signing, transfer and performance of these transactions in accordance with agreements, contracts and other documents related to the Bonds to which the Company is a party, including but not limited to:

1. Each bond ordering contract/agreement signed with each bond ordering party (if any);
2. consulting contract for public bond offering, underwriting and bond listing consulting;
3. bond depository agent contract;
4. bond registration and transfer management agent contract;
5. contract of representing bond owners;
6. blocked account management contract;
7. account management contract;
8. prospectus to offer the Bonds to the public;
9. security contracts, security management contracts and other agreements and contracts related to the mortgage of secured assets and the creation and registration of security measures specified in the security contracts;
10. agreements, contracts and other documents related to the Bonds; and
11. amendments, supplements, terminations or replacements of the documents referred to in paragraphs (i) to paragraph (x) of this Article.

(the agreements, contracts and documents named in Clause 4 are collectively referred to as the (“Transaction Documents”).

Article 5. Approve the registration, depository and listing of Bonds

Approve the Company's registration and depository of Bonds at Vietnam Securities Depository and Clearing Corporation ("VSDC") and registration for listing Bonds on the Vietnam Exchange and/or the subsidiaries where the Bonds are listed and/or traded centrally in accordance with the provisions of Vietnamese law ("Stock Exchange") after completing the Bond offering ("Registration and Listing") according to the Issuance Plan approved under this Resolution and according to current legal regulations.

On the date of approval of this Resolution, the Stock Exchange with authority to list the Bonds is the Hanoi Stock Exchange. In case the Company intends to register to list the Bonds on another Stock Exchange, if permitted according to the provisions of law, the selection of that other Stock Exchange will be decided by the Chair of the Board of Directors.

Article 6. Approve the selection of security asset valuation organization

Approve the selection of an independent valuation organization in the list of valuation enterprises eligible for valuation licensed by the Ministry of Finance: Saigon Price Appraisal Company Limited (according to the Certificate of eligibility for business valuation services No. 012/TDG issued on August 19, 2015), carrying out the initial valuation of security assets mentioned in Article 3 of this Resolution to ensure the Company's payment obligations related to the Bonds.

Article 7. Approve implementation

Approve the assignment to the Chair of the Board of Directors or Vice Chair of the Board of Directors, who is the legal representative of the Company, or a person authorized by the Chair of the Board of Directors or Vice Chair of the Board of Directors of the Company, based on the specific situation to decide and be responsible for organizing and implementing the following tasks:

1. Negotiate and decide on issues related to the public offering of Bonds, including but not limited to:
2. Organize the implementation of the Issuance Plan;
3. negotiate and decide on the specific terms and conditions of the Bonds, decide on the specific contents, the preparation and signing of the Transaction Documents, the time of public offering of the Bonds, the fees related to the offering;
4. negotiate and decide on issues related to the use of proceeds from the offering of Bonds, including the allocation of proceeds from the offering of Bonds for purposes and capital use plans approved, implementation methods and arrangements for Bond repayment;
5. carry out procedures related to registration of public offering of Bonds;
6. decide on the specific content, negotiation, signing and implementation of contracts, agreements and documents related to the Bond offering (including the Transaction Documents);
7. decide on amendments and supplements to the Issuance Plan and other documents in the Transaction Documents (if any) at the request of competent state agencies and carry out procedures related to the registration to offer Bonds to the public;
8. decide on issues related to the collateral of the Bonds, including but not limited to the value of the collateral; the replacement, addition, or withdrawal of collateral; sharing of collateral; change and selection of collateral valuation organizations; terms and conditions and execution of guarantee contracts and related documents; amend and supplement guarantee contracts and related documents (if any); and carry out procedures to complete the mortgage and/or mortgage of collateral for the Bonds;
9. decide on the list of investors to buy Bonds;
10. decide to redeem Bonds before maturity; and
11. decide on other issues related to the Bonds in order to register the Bond offering and offer the Bonds to the public.
12. organize and implement work related to Registration and Listing; cancel Registration and Listing, including but not limited to the following tasks: (a) decide and sign documents and dossier submitted to competent State agencies related to the Registration and Listing of Bonds in accordance with the provisions of law; (b) work and explain to the authorities and relevant units about the Registration and Listing documents and other issues related to the Registration and Listing of Bonds; and (c) decide and carry out other tasks that the Chair of the Board of Directors, or the person authorized by the Chair of the Board of Directors of the Company, deems necessary to successfully carry out the Registration and Listing of Bonds at VSDC and the Stock Exchange;
13. Decide and carry out other necessary tasks and procedures to successfully issue the Bonds and complete the Registration and Listing of the Bonds and other contents arising during the operation of the Bonds.

Article 8. Terms of enforcement

This Resolution takes effect from the date of its signing.

The Chair of the Board of Directors, members of the Board of Directors, the General Manager, the Deputy General Manager and Heads of relevant Departments/Units of the Company are responsible for organizing and implementing the contents of this Resolution.