**NJC: Board Resolution**

On June 20, 2024, Nam Dinh Garment Joint Stock Company announced Resolution No. 11/2024/NQ-HDQT on implementing the plan on additional public offering for existing shareholders and approving the plan to ensure that the share issuance meets the regulations on foreign ownership rate as follows:

‎‎Article 1. Approve the implementation of the plan to publicly offer shares to existing shareholders according to Annual General Mandate 2024 No. 01/2024/NQ-DHDCD dated April 20, 2024 as follows:

1. Name of the Issuer: Nam Dinh Garment Joint Stock Company
2. Share name: Shares of Nam Dinh Garment Joint Stock Company
3. Share type: Common shares
4. Par value: VND10,000/share
5. Expected number of offered shares: 1,600,000 shares
6. Total expected value of offered shares: VND16,000,000,000
7. Offering method: Additional public offering for existing shareholders.
8. Eligible buyers: Existing shareholders whose names are in the list of shareholders on the record date to exercise the rights to purchase shares offered to existing shareholders.
9. Offering price: VND10,000/share
10. Rights exercise rate: 1:0.5079

Accordingly, on the record date of the list of shareholders to exercise rights, shareholders who own 1 share on the record date of the list are entitled to 1 purchase right; for every 1 right entitled, they can purchase 0.5079 new shares.

1. Transfer of purchase rights: Shareholders are entitled to transfer their purchase rights to another person once only within the stipulated time. The recipient of the purchase rights transfer is not allowed to transfer that purchase rights to a third party.
2. Plan on rounding and handling fractional shares:

Additional shares offered to the public for existing shareholders will be rounded down to the unit.

* As for the number of fractional shares arising during the exercise of rights, it will be rounded down to the unit, and the undistributed shares due to existing shareholders purchasing a portion or the entire amount during the offering, the Board of Directors shall distribute to other subjects with the conditions on offering and conditions on rights and obligations of investors that are not more favorable than the conditions on offering to existing shareholders (in which the offering price is not lower than the selling price to existing shareholders) and a 1-year transfer restriction from the end date of the offering.
* The handling of remaining shares must ensure compliance with the provisions of Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020, and other conditions as prescribed in Clause 2, Article 195 of the Law on Enterprises and other relevant provisions of current law.
* In the case of share distribution period expiration as stipulated by the law (including any extended period, if any), if there are still undistributed shares, these remaining shares will be discarded, and the Board of Directors will decide to end the issuance.

1. Transfer restrictions:

* All shares offered to existing shareholders as per the rights exercise rate are free to transfer;
* The number of fractional shares arising and the number of shares that existing shareholders are entitled to purchase but refuse to are offered to other subjects and subject to a 1-year transfer restriction from the end date of the offering according to Clause 2, Article 42, Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government).

1. Implementation time: It is expected in 2024, after being granted a Certificate of Offering Registration by the State Securities Commission.
2. The plan to use the capital from the offering:

The total expected proceeds from the public offering for existing shareholders is VND16,000,000,000, which will be used by Nam Dinh Garment Joint Stock Company to supplement capital for business activities of the Company, specifically as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Purpose of use | Total value (VND) | Expected disbursement time |
| 1 | Supplement capital for the Company's production and business activities and paying off short-term loans | 16,000,000,000 | In 2024 |
|  | Total | 16,000,000,000 |  |

1. Additional securities registration and additional trading registration

All additional shares issued after the end of the offering will be registered as additional securities and registered for additional trading in accordance with current regulations.

‎‎Article 2. Approve the plan to ensure that the share issuance meets regulations on foreign ownership rate

* Pursuant to Official Dispatch No. 6050/UBCK-PTTT dated September 12, 2022 of the State Securities Commission, the Company's maximum foreign ownership rate is 50%
* The plan to ensure the ownership rate of foreign investors in the offering is implemented as follows:
* During the period of exercising the right to purchase offered shares and distributing shares to existing shareholders, the Company ensures compliance with regulations on maximum foreign ownership rate as prescribed by law.
* When distributing remaining shares to other subjects, the Company's Board of Directors coordinates with Vietnam Securities Depository and Clearing Corporation to ensure that the Company's foreign ownership rate complies with the provisions of Clauses 1 and 2, Article 51 of the Law on Securities and Clause 5, Article 139 of Decree No. 155/2020/ND-CP dated December 31, 2020.

‎‎Article 3. Terms of enforcement

This Resolution takes effect from the date of its signing.

The Board of Directors, the Board of Management, relevant departments in the Company, and organizations and individuals are responsible for implementing this Resolution according to the provisions of current law and the Company’s Charter.

On June 20, 2024, Nam Dinh Garment Joint Stock Company announced Resolution No. 12/2024/NQ-HDQT on approving the registration dossier of the public offering for existing shareholders as follows:

‎‎Article 1. Approve the registration dossier of the public offering for existing shareholders, which includes:

* Registration certificate for additional public offering;
* Prospectus for additional public offering;
* General Mandate 2024 No. 01/2024/NQDHDCD-MND dated April 20, 2024 of Nam Dinh Garment Joint Stock Company; Proposal No. 05/2024/TTr-HDQT dated March 29, 2024 of the Company's Board of Directors;
* Board Resolution on implementing the plan on additional public offering for existing shareholders and approving the plan to ensure that the share issuance meets the regulations on foreign ownership rate;
* Business Registration Certificate of Nam Dinh Garment Joint Stock Company;
* Nam Dinh Garment Joint Stock Company’s Charter;
* The Audited Financial Statements 2022, the Audited Financial Statements 2023, and the most recent Quarterly Financial Statements;
* Written commitment to implement additional securities registration and additional trading registration for the entire number of shares issued after the end of the offering.
* Written commitment on not being under criminal prosecution or past convictions of any economic management order offenses, without expunged criminal records, as stipulated in Point e, Clause 1, Article 15 of Law on Securities No. 54/2019/QH14 dated November 26, 2019.
* Written confirmation from the bank regarding the opening of the blocked account receiving share purchase payment of the offering.
* Audited Report on the use of capital from the capital increase issuance, from VND30 billion to VND31.5 billion;
* Consulting contract for the public offering registration dossier with the securities company.

‎‎Article 2. Terms of enforcement

* This Resolution takes effect from the date of its signing.
* The Board of Directors, the Board of Management, relevant departments in the Company, and organizations and individuals are responsible for implementing this Resolution according to the provisions of current law and the Company’s Charter.