**BIG: Board Resolution**

On July 08, 2024, Big Invest Group Joint Stock Company announced Resolution No. 08/2024/NQ/BIG-HDQT as follows:

‎‎Article 1. Approve the implementation of the private placement according to the approved plan in Annual General Mandate 2024 No. 3006/2024/BIG/NQ-DHDCD dated June 30, 2024. The expected time to implement the offering is in Q3, Q4/2024, after the State Securities Commission’s announcement to receive the Company's registration documents for the private placement.

‎‎Article 2. Approve the details of the plan on using capital obtained from the private placement, specifically as follows:

All the expected proceeds from the offering of VND93,350,000,000 will be used by the Company to restructure debts, specifically as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Plan on using capital | Expected capital to be used | Disbursement time |
| 1 | Payment of loans at credit institutions | 48,350,000,000 | Expected from Q3/2024 to Q1/2025 |
| 2 | Payment of debts arising from purchasing assets to increase business scale according to General Mandate No. 02/2023/BIG/NQ-DHDCD dated June 30, 2023 | 45,000,000,000 |
| Total | 93,350,000,000 |

In case the proceeds from the issuance are not enough to use for all of the above purposes, the order of priority for use from top to bottom is as follows:

* Priority 1: Payment of loans at credit institutions; to
* Priority 2: Payment of debts arising from purchasing assets to increase business scale according to General Mandate No. 02/2023/BIG/NQ-DHDCD dated June 30, 2023.

Article 3. Approve the commitment that Big Invest Group Joint Stock Company does not violate the regulations on cross-ownership of the Law on Enterprise.

‎‎Article 4. Approve the list of professional securities investors expected to participate in buying private shares that satisfy the criteria for selecting the offering subject approved at the Annual General Meeting of Shareholders 2024 and limited transfer time for each investor.

‎‎Article 5. Approve the plan to ensure the share issuance to meet the foreign ownership rate as follows:

Current regulations on the foreign ownership rate in the Company: The Company has announced the maximum ownership rate of foreign investors in the Company of 49% and has received Document No. 7687/UBCK-PTTT dated November 22, 2021 from the State Securities Commission on this announcement dossier, accordingly, the dossier notifying the maximum ownership rate of foreign investors at the Company at the rate of 49% is complete and valid.

The foreign ownership rate in the Company: Based on the List of shareholders of Big Invest Group Joint Stock Company as of May 30, 2024, provided by Vietnam Securities Depository and Clearing Corporation, foreign shareholders hold 2,100 shares (equivalent to 0.042% of shares with voting rights), has met current regulations on the foreign investor ownership at Big Invest Group Joint Stock Company.

Plan on ensuring the share issuance to meet the regulations on the foreign ownership rate in the Company:

The Board of Directors approved the list of investors allowed to buy shares in the private placement who are domestic professional securities investors. In case investors on the approved list do not register to buy all shares or do not exercise the right to buy, the Board of Directors distributes shares to other domestic professional securities investors, so the Company's private placement does not increase the ownership rate of foreign investors in the Company.

 ‎‎Article 6. Approve the plan for handling the number of shares that have not been fully distributed, specifically as follows:

In case professional securities investors do not register to buy all or do not exercise their rights to buy, the Board of Directors seeks other investors to ensure:

* Distribution subjects: Only distribute to domestic professional securities investors following Clause 3, Article 43 of Decree No. 155/2020/ND-CP.
* Meet the criteria to select offering subjects, and conditions Annual General Mandate 2024 No. 3006/2024/BIG/NQ-DHDCD dated June 30, 2024.

In case the investors according to the list approved by the Board of Directors (including the list of investors who are allowed to buy shares initially and the list of investors who are allowed to buy shares that have not been fully distributed) do not buy or do not buy all the offered shares, the number of distributed shares will be canceled and the Board of Directors will decide to end the offering.

‎‎Article 7. Approve the additional trading registration at the Stock Exchange and additional securities registration at the Vietnam Securities Depository and Clearing Corporation for the additional number of shares to be offered following the provisions of the law.

‎‎Article 8. Approve the registration dossiers for the private placement of Big Invest Group Joint Stock Company, including:

* Private placement registration form;
* Business Registration Certificate No. 0108045831 was issued by the Hanoi Authority of Planning and Investment for the first time on November 07, 2017, and registered for the 6th change on June 15, 2021;
* Minutes of the Annual General Meeting of Shareholders 2024 No. 01/2024/BBH-DHDCD dated June 30, 2024, of Big Invest Group Joint Stock Company
* Annual General Mandate 2024 No. 3006/2024/BIG/NQ-DHDCD dated June 30, 2024, of Big Invest Group Joint Stock Company;
* Proposal No. 08/2024/TTr-HDQT dated June 30, 2024, on the private place plan;
* Board Resolution No. 08/2024/NQ/BIG-HDQT dated July 08, 2024, Minutes of the Board of Directors No. 08/2024/BB/BIG-HDQT dated July 08, 2024.
* Commitment No. 01/2024/CK-BIG dated July 08, 2024, of Big Invest Group Joint Stock Company on not violating regulations on the cross-ownership;
* Confirmation of the bank on blocking the account of the Big Invest Group Joint Stock Company to receive money to buy shares in the private placement.
* Document No. 7687/UBCK- PTT dated November 22, 2021, of the State Securities Commission on the dossier to notify the maximum foreign ownership rate at Big Invest Group Joint Stock Company
* Documents related to the plan to use proceeds from the offering:

‎‎Article 9. Assign the General Manager of the Company to implement the work, sign the relevant legal documents, and implement the procedures to complete the private placement of the Company to ensure compliance with the Resolution and current legal regulations.

Article 10. Members of the Board of Directors, the Board of Management, the Supervisory Board, and affiliated departments, individuals are responsible for the implementation of this Resolution following the law and the Company's Charter. This Resolution takes effect from the date of its signing.