**VE3: Board Resolution**

On August 19, 2024, VNECO 3 Electricity Construction JSC announced Resolution No. 02/NQ/2024/HDQT-VNEC03 on approving the plan to offer additional shares to outstanding shareholders and the registration documents for offering as follows:

Article 1: Approve the plan on offering additional shares to outstanding shareholders, the details are as follows:

1. Shares offering plan

|  |  |
| --- | --- |
| Shares name | : Shares of VNECO 3 Electricity Construction JSC |
| Type of offered shares | : Common shares |
| Shares par value | : VND10,000/share |
| Total number of outstanding shares | : 1,319,710 shares  |
| Expected number of offered shares | : 1,319,710 shares |
| Total value of shares for offering at par value | : VND13,197,100,000 |
| Offering price | : VND10,000 |
| Eligible buyers | : Outstanding shareholders of VNECO 3 Electricity Construction JSC on the list of shareholders at the record date to exercise rights to buy shares. |
| Offering method | : Issue rights to buy shares to outstanding shareholders. |
| The rate of registered shares offered for sale to the total number of outstanding shares | : 1:1. |
| Right exercise rate for outstanding shareholders | : 1:1 (Accordingly, shareholders own 01 share at the record date to exercise their rights will be entitled to buy 01 additional share offered for sale). |
| Transfer of buying rights | : Outstanding shareholders on the list of Securities Owners allocated purchase rights provided by VSDC have the right to transfer their share purchase rights to others (but not to other foreign investors) within the prescribed time (no later than 05 business days before the deadline for payment of purchase).Shareholders owning buying rights are allowed to transfer their right to buy shares to another person and can only transfer it once, the transferee of the right to buy shares will not be able to transfer it to a third party. The transferor and the transferee negotiate by themselves the transfer price, pay the money and are responsible for fulfilling the obligations in accordance with the regulations relating to the transfer.For example: On the record date, Shareholder A owns 200 shares will be entitled to 200 purchase rights. Shareholder A can transfer 100 purchase rights to Investor B and 100 purchase rights to Investor C. Investor B and C are not allowed to further transfer the purchase rights to a third party. |
| Plan on the capital use | : The capital obtained from the share offering is expected to be allocated for the Company's activities according to the plan on capital use in Section II of this Resolution. |
| Plan for handling shares that outstanding shareholders do not register to purchase/do not submit purchase funds/register to purchase but do not submit purchase funds on time/undistributed shares | 1. The General Meeting assigned/authorized the Board of Directors to decide on offering shares that outstanding shareholders do not register to buy, do not pay, register to buy but do not pay on time, and number of undistributed shares to other investors (including other outstanding shareholders) with the offering price not lower than the offering price for outstanding shareholders exercising buying rights and ensure compliance with the relevant provisions of law, including but not limited to regulations on foreign ownership rate.
2. The handling of remaining shares must comply with the regulations in Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 and ensure other conditions according to regulations in Clause 2, Article 195 of the Law on Enterprises and other relevant current provisions of law.
3. In case of offering to other shareholders or other investors but still not distributing all the shares expected to be offered, these undistributed shares will be canceled and the Board of Directors will decide on ending the offering and increase charter capital according to the actual number of shares offered.
 |
| Transfer restrictions | : Additional shares offered to outstanding shareholders are not subject to transfer restrictions.Outstanding shareholders owning shares under transfer restrictions are still entitled to the allocation of buying rights. The additional shares acquired from exercising buying rights are not subject to transfer restrictions.In the case of handling fractional shares and offering the undistributed shares to other investors, these shares will be subject to transfer restrictions for a period of 01 year from the completion date of the offering, as stipulated in Clause 2 of Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020. |
| Execution time | : Expected in 2024, after receiving the Registration Certificate on share offering issued by the State Securities Commission.The General Meeting approved, authorized/assigned to the Board of Directors to select and decide on a suitable execution date. |
| Additional depository and listing registration | : The shares offered for sale under the plan on capital increase will be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation and listed on the Hanoi Stock Exchange in accordance with the law.  |
| Amendment of the charter | : Amend terms related to charter capital and shares in the charter capital section of the Company's Charter updated according to the actual charter capital after completing the offering. |

1. Plan on capital use:

The total amount of expected proceeds from the offering to outstanding shareholders is VND13,197,100,000. This entire amount will be used by the Company to supplement working capital to restructure the short-term loans at the Bank, details as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No.  | Contract No. | Repayment Amount | Repayment Date |
| 1 | 325/2023/GNN/VINH/04 | 851,884,975 | February 17, 2025 |
| 2 | 140370.23.812.4530380.TD | 1,772,162,607 | February 15, 2025 |
| 3 | 140370.23.812.4530380.TD | 1,000,000,000 | February 17, 2025 |
| 4 | 140370.23.812.4530380.TD | 1,000,000,000 | February 21, 2025 |
| 5 | 140370.23.812.4530380.TD | 2,300,000,000 | February 22, 2025 |
| 6 | 140370.23.812.4530380.TD | 2,100,000,000 | February 23, 2025 |
| 7 | 140370.23.812.4530380.TD | 2,100,000,000 | February 24, 2025 |
| 8 | 140370.23.812.4530380.TD | 1,800,000,000 | February 27, 2025 |
| 9 | 140370.23.812.4530380.TD | 400,000,000 | February 28, 2025 |
| Total | 13,324,047,582 |  |

The General Meeting assigned the Board of Directors to adjust, balance and allocate the proceeds from the capital increase to the above purposes in a reasonable manner, depending on the actual situation to ensure efficiency and benefits for the Company and shareholders.

In case the proceeds from the offering are not enough to be used for the entire intended purpose, the Board of Directors may use legal loans and other mobilized capital sources to ensure compliance with the Company's regulations and relevant laws.

Article 2: Approve the plan on ensuring compliance with foreign ownership regulations as follows

* Foreign investors’ shareholding rate at VE3 before and after the capital increase:
* According to Document No. 4536/UBCK-PTTT dated July 18, 2022 of the State Securities Commission, the maximum foreign ownership rate at the Issuer according to the law is: 0%;
* According to the list of shareholders as of May 2, 2024 provided by VSDC to VE3, the foreign investors' share ownership rate at VE3 before the capital increase is: 0.2%;
* The expected foreign investor ownership rate at VE3 after capital increase is: 0.2%.
* In case of handling undistributed shares according to the plan on distributing shares to other investors (including outstanding shareholders) in accordance with the provisions of law and not distributing to other foreign shareholders to ensure the ownership rate of foreign investors at VE3.
* VE3 commits to always ensure compliance with the provisions of law on the foreign investors’ shareholding rate before, during and after issuing shares according to the above plans at VE3 and is responsible for any violation of this commitment.

Article 3: Approve the commitment to comply with the provisions of Point e, Clause 1, Article 15 of the Law on Securities “The Issuer is not in a case where it is being prosecuted or has been convicted of one of the crimes of violating economic management order and has not had its criminal record cleared” in the public offering of additional shares to outstanding shareholders, pursuant to General Mandate No. 01 NQ/VNECO3-DHDCD dated June 16, 2024.

Article 4: Approve the commitment that the number of successfully offered shares will be registered for deposit and additionally listed on the securities trading system as prescribed in Clause 4, Article 12 of Decree No. 155/2020/ND-CP.

Article 5: Approve the blocked account for receiving share purchase funds.

The entire amount of proceeds will be transferred to the Company's blocked account, as follows:

* Account name: VNECO 3 Electricity Construction JSC
* Account number: 116002918965.
* Bank opening the account: Vietnam Joint Stock Commercial Bank for Industry and Trade - Vinh Branch.

VNECO 3 Electricity Construction JSC commits to block the account until the end of the offering, report to the State Securities Commission and have a Document from the State Securities Commission on receipt of the Document Reporting the results of the public offering of additional shares to outstanding shareholders.

Article 6: Approve the registration dossier for the public offering

Approve the registration dossier for the public offering of additional shares to the State Securities Commission in accordance with the provisions of the law, including:

* Registration Certificate for public offering of additional shares;
* Prospectus for public offering of additional shares of VNECO 3 Electricity Construction JSC;
* Business registration certificate No. 2900576216 issued by the Department of Planning and Investment of Nghe An Province, 6th change on June 8, 2023;
* Charter on Organization and Operations of VNECO 3 Electricity Construction JSC;
* Annual General Mandate No. 01 NQ/VNECO3-DHDCD dated June 16, 2024;
* Proposal No: 04/TT1-HDQT-VE3 dated June 16, 2024.
* Audited Financial Statements 2022 of VNECO 3 Electricity Construction JSC;
* Audited Financial Statements 2023 of VNECO 3 Electricity Construction JSC;
* Reviewed Semi-Annual Financial Statements 2024 of VNECO 3 Electricity Construction JSC;
* Consulting contract for registration dossier for offering No. 1106/2024/HDDV/DSC-VE3 dated June 11, 2024;
* Document committing to comply with Point e, Clause 1, Article 15 of the Law on Securities;
* Document committing to implement share trading registration;
* Confirmation Document from the bank on the opening of the blocked account.

Article 7: The Board of Directors assigned/authorized the Company's Managing Director to update and supplement other documents related to the dossier of the public offering of additional shares to outstanding shareholders as required by competent authorities (if any) and/or in accordance with the actual situation.

Article 8: Terms of enforcement

The Board of Directors of VNECO 3 Electricity Construction JSC, Executive Board and relevant departments/divisions/units are responsible for implementing this Resolution, ensuring the interests of Shareholders, the Company and complying with applicable laws.