**DND: Board Resolution**

On September 23, 2024, Dong Nai Material & Building Investment Joint Stock Company announced Resolution No. 68/NQ-HDQT-DNC on adjusting and supplementing the plan on using proceeds from the offering, approving the plan on ensuring the offering meets the foreign ownership rate, as follows:

‎‎Article 1. Approve the replacement of Article 2 of Resolution No. 65/NQ-HDQT-DNC dated September 13, 2024 on the plan on using proceeds from the offering.

General Mandate No. 55/NQ.DHDCD-DNC dated April 8, 2024 and Genera Mandate on collecting shareholders' opinions via a ballot No. 59/NQ.DHDCD-DNC dated July 18, 2024 of the Company approved the plan on using proceeds from the private offering to increase the Company's charter capital to supplement working capital, pay off bank debts, pay off debts to the State budget, pay off other debts due for payment, as well as supplement capital to serve the Company's production and business activities and capital for investment in construction and development.

Based on the Company's production and business plan. The Company's Board of Directors agreed on the plan on using proceeds from the offering as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Capital use purposes | Total value (million VND) | Expected use of capital from the offering(million VND) | Other additional capital sources (million VND) | Expected time |
| 1. | Payment of debts to the State budget (Expenses of implementing the Tan Cang 5 and Thien Tan 5 mine projects according to the announcements of the State management agencies) | 57,710 | 34,843 | 22,867 | In Q4/2024 |
| 2. | Payment of debts due for payment (expenses paid to the management agency to implement 2 mine projects of Tan Cang 5 and Thien Tan 5 in 2024); payment of bank loans; debts payable to suppliers. | 41,780 | 37,957 | 3,823 | In Q4/2024 |
| Total | | 99,490 | 72,800 | 26,690 |  |

Detailed plan on using the proceeds from the offering:

Unit Million VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Capital use purposes | Total payment amount | | | Expected time |
| Proceeds from the issuance | Amount from other sources (The Company has paid) | Total |
| 1 | Payment of debts to the State budget (Expenses of implementing the Tan Cang 5 and Thien Tan 5 mine projects according to the announcements of the State management agencies). Details: | 34,843 | 22,867 | 57,710 |  |
| 1.1 | Payment of mineral exploitation rights as required by the Tax Department of Dong Nai Province. | 20,822 | 17,973 | 38,795 | Q4/2024 |
| 1.2 | Payment of land and water surface rent as required by the Tax Department of Dong Nai Province. | 14,021 | 4,894 | 18,915 | Q4/2024 |
| 2 | Payment of debts due for payment (expenses paid to the management agency to implement 2 mine projects of Tan Cang 5 and Thien Tan 5 in 2024); payment of bank loans; debts payable to suppliers. | 37,957 | 3,823 | 41,780 |  |
| 2.1 | Payment of expenses to the management agency to implement Tan Cang 5 and Thien Tan 5 mine projects for 2024  Details: | 17,088 | 239 | 17,327 |  |
| 2.1.1 | Payment of mineral exploitation rights as required by the Tax Department of Dong Nai Province 2024. | 4,323 | 0 | 4,323 | Q4/2024 |
| 2.1.2 | Payment of land and water surface rent as required by the Tax Department of Dong Nai Province in 2024. | 6,080 | 239 | 6,319 | Q4/2024 |
| 2.1.3 | Payment of Deposit to ensure the implementation of the Tan Cang 5 Construction Stone Mining Project (\*) | 4,747 | 0 | 4,747 | Q4/2024 |
| 2.1.4 | Payment of Deposit to ensure the implementation of the Thien Tan 5 Construction Stone Mining Project (\*) | 1,938 | 0 | 1,938 | Q4/2024 |
| 2.2 | Payment of loan debt to BIDV Details: | 3,470 | 0 | 3,470 |  |
| 2.2.1 | Payment of loan debt to Joint Stock Commercial Bank for Investment and Development of Vietnam - Dong Nai Branch  Content: Payment of loan debt for period 15 - From June 29, 2024 - September 28, 2024 of credit limit contract No. 82/2020/2465698/HDTD dated June 18, 2020 | 1,735 | 0 | 1,735 | Q4/2024 |
| 2.2.2 | Payment of loan debt to Joint Stock Commercial Bank for Investment and Development of Vietnam - Dong Nai Branch  Content: Payment of loan debt for period 16 - From September 29, 2024 - December 28, 2024 of credit limit contract No. 82/2020/2465698/HDTD dated June 18, 2020 | 1,735 | 0 | 1,735 | Q4/2024 |
| 2.3 | Payment of payables to suppliers  Details: | 17,399 | 3,584 | 20,983 |  |
| 2.3.1 | Refund of prepayment according to contract No. 06/2012/HDKT dated April 16, 2012 - Building Materials and Construction Joint Stock Company | 8,837 | 280 | 9,117 | Q4/2024 |
| 2.3.2 | Payment for stone processing under contract No. 36/HDKT/DNC dated January 3, 2023 - Công ty TNHH Gia công Tiến Lộc (tentatively translated as Tien Loc Processing Company Limited) | 608 | 563 | 1,171 | Q4/2024 |
| 2.3.3 | Payment for stone processing under contract No. 29/HDKT/DNC dated January 3, 2023 - Công ty TNHH Thương mại Cơ Giới Thao Hưng (tentatively translated as Thao Hung Mechanical Trading Company Limited) | 410 | 444 | 854 | Q4/2024 |
| 2.3.4 | Payment for purchasing coal dust under contract No. 01/HDKT/2023 HV-VLDN dated January 4, 2023 - Công ty TNHH Một thành viên Hùng Vũ (tentatively translated as Hung Vu One Member Company Limited) | 550 | 277 | 827 | Q4/2024 |
| 2.3.5 | Payment for cement purchase under contract No. 31/2023/HDKT/TGN dated January 2, 2023 - The Gioi Nha Construction Material Supermarket Joint Stock Company | 4,422 | 429 | 4,851 | Q4/2024 |
| 2.3.6 | Payment for cement purchase under contract No. 08-01 HDKT/NV- BTDN.2023 dated January 2, 2023 - Nam Viet Construction Material Trading Joint Stock Company | 2,572 | 1,591 | 4,163 | Q4/2024 |
| Total | | 72,800 | 26,690 | 99,490 |  |  |

(\*) According to Investment Policy Decision No. 1043/QD-UBND dated April 3, 2020 of the People's Committee of Dong Nai Province; Investment Registration Certificate No. 47121000229, first adjustment dated April 19, 2023; according to the provisions of Clause 1, Clause 2, Article 43, Clause 4, Article 77 of the Law on Investment 2020 and Clause 2, Article 26, Clause 5, Article 123 of Decree No. 31/2021/ND-CP of the Government.

Plan on offsetting the shortfall in capital expected to be mobilized from the offering: In case the registered shares are not offered fully as planned and the capital mobilized from the offering does not reach the expected level. The Board of Directors decides on a plan for offsetting the shortfall in capital, including but not limited to implementing procedures for borrowing capital from banks and/or mobilizing other legal capital sources. Use the capital obtained from business activities to pay debts, pay expenses as required by state management agencies; adjust the plan on using capital if any.

Based on the Company's offering implementation situation and the amount of proceeds obtained from the offering. The Board of Directors decides to prioritize the order of using the proceeds obtained from the offering according to the order of plans, the purpose of using the capital is arranged in the table of plans for using the capital obtained from the issuance as above. The Board of Directors commits to using the proceeds obtained from the offering in accordance with the approved purpose.

‎‎Article 2. Approve the plan on ensuring the share issuance meets the foreign ownership rate.

1. Information on the regulations of foreign ownership rate:

* Dong Nai Material & Building Investment Joint Stock Company is currently operating under the Business Registration Certificate No. 3600259352 issued by the Department of Planning and Investment of Dong Nai Province, first registered on September 29, 2005, registered for the 7th time on April 28, 2022. Information on the Company's business lines of operation was issued a Certificate of Confirmation by the Department of Planning and Investment of Dong Nai Province on April 28, 2022 on changing business registration content and posted on the National Business Registration Information Portal at the following link:

[https://dichvuthongtin.dkkd.gov.vn/inf/Forms/Searches/EnterpriseInfo.aspx?h=32d9](https://dichvuthongtin.dkkd.gov.vn/inf/Forms/Searches/EnterpriseInfo.aspx?h=32d9%20)

* The Charter on Organization and Operation of Dong Nai Material & Building Investment Joint Stock Company does not specifically stipulate the limit on the share ownership rate for foreign shareholders. The foreign ownership rate at the Company will comply with the provisions of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government on detailing the implementation of some articles of the Law on Securities, Decree No. 31/2021/ND-CP dated March 26, 2021 of the Government on detailing and guiding the implementation of some articles of the Law on Investment, Circular No. 51/2021/TT-BTC dated June 30, 2021 of the Ministry of Finance on guiding the obligations of organizations and individuals in foreign investment activities in the Vietnamese securities market and international treaties to which Vietnam is a member.
* Pursuant to Document No. 5976/UBCK-PTTT dated September 8, 2022 of the State Securities Commission on the dossier of notification of the maximum foreign ownership rate of Dong Nai Material & Building Investment Joint Stock Company, the maximum foreign ownership rate at the Company is determined to be 0%.

1. Plan on ensuring the maximum foreign ownership rate at the Company:

* On the record date for the list of shareholders on June 28, 2024, the Company has 175 shareholders, of which 03 shareholders are foreigners, the number of shares owned by foreign investors at the Company is currently 40,100 shares, equivalent to 0.45% of charter capital. According to the provisions of law, the maximum foreign ownership rate at Dong Nai Material & Building Investment Joint Stock Company is determined to be 0%.
* General Mandate No. 55/NQ-DHCD-DNC dated April 8, 2024, General Mandate No. 59/NQ.DHCD-DNC dated July 18, 2024 of Dong Nai Material & Building Investment Joint Stock Company on approving the private offering of 4,000,000 shares to 02 professional securities investors was approved at the General Mandate. All investors participating in the purchase of offered shares are domestic investors, there are no foreign investors. Therefore, the private placement plan to increase the Company's charter capital ensures that the foreign ownership rate is met as prescribed. In case 02 (two) investors do not purchase all or part of the registered shares, the Board of Directors decides not to continue offering to other investors and report the offering results on the actual number of shares.

‎‎Article 3. The Board of Directors assigned and authorized Mr. Tran Anh Dung - the General Manager - legal representative of the Company to direct relevant departments to implement necessary procedures and tasks according to the provisions of law to implement the offering in compliance with the provisions of law and the Company's Charter. Complete necessary procedures to change the Business Registration Certificate; procedures for registering additional shares at the Vietnam Securities Depository and Clearing Corporation, the Stock Exchange and sign and issue the amended Company's Charter according to the new charter capital after completing the offering to increase charter capital.

‎‎Article 4. This Resolution takes effect from the date of its signing. This Resolution replaces Resolution No. 61/NQ-HDQT-DNC dated July 18, 2024.

Members of the Board of Directors, the Executive Board of Management and relevant departments and individuals are responsible for implementing this Resolution.

On September 23, 2024, Dong Nai Material & Building Investment Joint Stock Company announced Resolution No. 69/NQ-HDQT-DNC on approving the registration dossier for the private placement to increase charter capital as follows:

‎‎Article 1. Approve the registration dossier for private placement to increase charter capital of Dong Nai Material & Building Investment Joint Stock Company.

The Board of Directors of Dong Nai Material & Building Investment Joint Stock Company approved the Registration dossier for the private placement to submit to the State Securities Commission for permission to offer, specifically as follows:

1. Certificate of registration of private placement No. 188/DKCB-DNC dated September 23, 2024;
2. Annual General Mandate 2024 of Dong Nai Material & Building Investment Joint Stock Company No. 55/NQ.DHDCD-DNC dated April 8, 2024;
3. Proposal No. 69/TTr-DNC dated March 29, 2024 on the private placement plan to increase charter capital submitted to the General Meeting of Shareholders of the Company for approval;
4. General Mandate on collecting shareholders’ opinions via a ballot No. 59/NQ.DHDCD-DNC dated July 18, 2024;
5. Copy of the Business Registration Certificate No. 3600259352 issued by the Department of Planning and Investment of Dong Nai Province, first registered on September 29, 2005, registered for the 7th change on April 28, 2022;
6. Copy of the Company's Charter on Organization and Operation;
7. Resolution No. 65/NQ-HDQT-DNC dated September 13, 2024 on implementing the plan on the private placement to increase the Company's charter capital;
8. Resolution No. 68/NQ-HDQT-DNC dated September 23, 2024 on adjusting and supplementing the plan on using the proceeds from the offering, approving the plan on ensuring that the offering meets the foreign ownership rate;
9. Document No. 187/CV-DNC dated September 23, 2024 of the Company on the commitment not to violate the provisions on cross-ownership of the Law on Enterprises;
10. Document No. 1338/TB-BIDV.DN dated August 13, 2024 of the Joint Stock Commercial Bank for Investment and Development of Vietnam on confirming the blocked account to receive money to buy shares of the offering.
11. Documents related to the purpose of using capital obtained from the offering (Copies of documents: Payment notices of the Tax Department of Dong Nai Province. Investment Registration Certificate No. 6500105514 signed for the first time on April 19, 2023, Decision on Investment Policy No. 1043/QD-UBND dated April 3, 2020. Credit contract No. 82/2020/2465698/HDTD dated June 18, 2020, product purchase and sale contracts: Economic contracts).

‎‎Article 2. The Board of Directors assigned and authorized Mr. Tran Anh Dung - the General Manager, the legal representative of the Company to direct the implementation of necessary work in accordance with the provisions of law to amend and supplement documents to correct the offering dossier and other related work as required by the State Securities Commission (if any) during the process of appraisal and approval of the Company's offering dossier.

‎‎Article 3. This Resolution takes effect from the date of its signing. This Resolution replaces Resolution No. 66/NQ-HDQT-DNC of the Board of Directors dated September 13, 2024.

Members of the Board of Directors, the Executive Board of Management and relevant departments and individuals are responsible for implementing this Resolution.