

**DRAFT**

## **RESOLUTION**

*(Re: Approval for the Company to redeem its own shares  
and reduce chartered capital)*

### **GENERAL SHAREHOLDERS ASSEMBLY OF HOA SEN GROUP**

Pursuant to:

- *Current Law on Enterprise, Law on Securities and other guiding regulations;*
- *Current Charter and Corporate Governance Regulations of Hoa Sen Group;*
- *The vote-counting minute dated ..... 2021 on collecting written votes from Shareholders to approve for the Company to redeem its own shares and reduce chartered capital.*

### **RESOLVED:**

**Article 1.** Approval for the Company to redeem its owns shares, reduce its chartered capital to fit the total par value of redeemed shares, and authorizing the BOD to decide, conduct the related contents, procedures as below:

**1. Purpose:**

- Currently, the stocks market has been complicatedly fluctuating due to the reoccurrence of COVID-19 disease. This may affect the price of the Company stock (HSG), despite the fact the current business and manufacturing of the Company has been assuring the stability and effectiveness.
- Therefore, in order to protect the benefits of shareholders and investors, the BOD proposes the General Shareholders Assembly to approve the Company to redeem its own shares and reduce chartered capital, so that the BOD can assure the requirements to implement in 2021, based on the fluctuation of the stocks market.

**2. Stock code of the Company: HSG.**

**3. Expected shares for redemption: 22.000.000 (twenty two million) shares.**

**4. Methods of transaction: Orders matching and/or Trading Agreements.**

**5. Principles for identifying trading price, redeeming price (price range) and quantity of redeemed shares:** Complying with current relevant laws and Regulations on stocks transaction issued by Ho Chi Minh City Stock Exchange.

**6. Budgets for transaction:** Shares capital surplus and/or other sources in accordance with current laws.

**7. Time for implementation:** Proposing the General Shareholders Assembly to authorize for the BOD to decide the official time point for implementation, within the time from the approval date by the General Shareholders Assembly to the nearest annual General Shareholders Assembly meeting (expected to be held in January 2022).

**8. Legal procedures after completing the redemption, including:**

- Approval on the Annex of Organizational & Operational Charter to reduce the chartered capital of the Company to match with the Report on Redemption result in accordance with the contents approved by the General Shareholders Assembly;
- Conducting procedures on adjusting outstanding voting shares with State Securities Commission, Ho Chi Minh City Stocks Exchange, and Viet Nam Securities Depository;
- Conducting procedures on reducing chartered capital with Binh Duong Department of Planning & Investment.

**9. Authorizing the BOD to decide and conduct the following tasks:**

- Deciding the contents within the approval of the General Shareholders Assembly, including: Official time for implementation; Quantity of redeemed shares; Principles for identifying trading price; Redeeming price (price range); Methods for transaction; Budgets for transaction; and other relevant contents, issues;
- Selecting the Securities Company for implementing the redeeming transaction;
- Deciding and conducting relevant legal procedures, including: Completing, amending, supplementing, approving and issuing the plan, documents for registering the redemption in accordance with current laws and regulations; Approving the report on redemption result to State Authority and conducting the information disclosure; Procedures on adjusting outstanding voting shares; Procedures on reducing chartered capital; and other relevant procedures regulated by laws.
- Deciding and conducting other contents, procedures related to the shares redemption and chartered capital reduction within the approval of General Shareholders Assembly.

**Number of voting shares approved:** ..... shares

**Rate of voting shares approved:** ..... %

**Article 2.** Authorizing the Board of Directors to direct and organize the implementation of the content of the Resolution approved by the General Shareholders Assembly and report to the General Shareholders Assembly in the following meetings.

**Recipients:**

- *State Securities Commission;*
- *Ho Chi Minh City Stocks Exchange;*
- *Shareholders (uploaded on Company website);*
- *The Board of Directors;*
- *Official in charge of corporate governance;*
- *Office of the BOD & Chairman of BOD (Save).*

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

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