

**PROPOSAL**

*(On: Approval of shares offering and bonds/convertible bonds offering for current Shareholders, other strategic Partners and Investors)*

**Kind attention to : General Shareholders of Hoa Sen Group**

- *In pursuant to current Law on Enterprise, Law on Securities and other guiding regulations;*
- *In pursuant to current Charter and Corporate Governance Regulations of the Company;*
- *In pursuant to Article 2 – Resolution No. 08D/NQ/HDQT/2019 dated 28/02/2019 of the Board of Directors (“BOD”) on seeking written votes from Shareholders;*
- *In pursuant to Resolution No. 12/NQ/HDQT/2019 dated 18/03/2019 of the BOD on supplementing the voting content for seeking written votes from Shareholders;*
- *Whereas the Company needs to raise the capital to stabilize the business and manufacturing of the Company for further developments in next stages.*

The BOD respectfully propose to the General Shareholders for consideration and voting in written on approval of shares offering and bonds/convertible bonds offering for current Shareholders, other strategic Partners and Investors (*hereinafter called as “the offering”*), and authorizing the BOD to decide, take actions for implementing the offering. Detail as below:

**1. Name of offering organization:** Hoa Sen Group

**2. Name of offered securities:** Shares and Bonds/Convertible Bonds of Hoa Sen Group

**3. Kind of securities:**

- *Shares:* Common shares
- *Bonds:* Bonds or Convertible Bonds (*authorizing the BOD to choose either bonds or convertible bonds for the offering*)

**4. Kind of offering:**

- *Shares:* Offering for existing Shareholders, other strategic Partners and Investors
- *Bonds:* Offering for strategic Partners and Investors

**5. Objects offered for sale:** Existing Shareholders (*whose name in the List for stocks purchasing right offer finalized by Vietnam Securities Depository at the record date*), other strategic Partners and Investors

**6. Expected value of the offering:**

- *Shares:* From 500 billion VND to 1.000 billion VND
- *Bonds:* From 500 billion VND to 1.000 billion VND

*\* Authorizing the BOD to decide the official quantity and value for the offering on the basis of capital demand*

7. **Principles to identify the offering price:** In pursuant to current Law on enterprise
8. **Purpose of the offering:** Capital raising for business and manufacturing
9. **Implementation:** The General Shareholders authorize the BOD to decide and take actions relating to the shares offering and bonds/convertible bonds offering, as below:
- Decide the time and order to implement the shares offering and bonds/convertible bonds offering so as to satisfy the capital demand and optimize capital using;
  - Decide other contents relating to the offering, including: Official time of the offering; Official offering price; Quantity of stocks offered; Proportion for purchasing right; Proportion for conversion (*in case of offering convertible bonds*); Choosing objects for stocks sale offering (*in case of offering for strategic Partners and Investors*); and decide other relevant contents;
  - Build, issue and implement the detail offering plan (*including amending, supplementing, completing the plan in accordance with current laws and regulations*); Choosing reliable companies for consulting, implementing the offering procedures and offering underwriting;
  - Decide, implement the plan to settle the offered stocks which have not fully purchased (*in case current shareholders refuse to purchase or do not purchase all stocks*); Negotiate, decide the offering price and offering the stocks which have not fully purchased to strategic Partners, Investors; and decide other relevant contents;
  - Implement procedures relating to the offering, including: Completing the registration documents and implementing the offering procedures in accordance with laws and regulations; Issuing the Annex of the Company Charter for raising the charter capital; Implementing business registration procedures to raise the Company capital; Implementing procedures for additional depository and additional listing registration (*immediately after finishing the offering*); and implementing other relevant procedures in accordance with laws and regulations;
  - Decide and implement other contents and procedures that the BOD consider necessary and relating to the offering in accordance with laws and regulations

Here above are the proposals of the BOD to General Shareholders for consideration and approval

Respectfully./.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



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