

No. 2805/2026/NQ-HĐQT-TDP

Hung Yen, May 28, 2026

**RESOLUTIONS OF THE BOARD OF DIRECTORS
THUAN DUC JOINT STOCK COMPANY**

(Re: Approval of the dossier of registration for public offering of bonds)

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated 17/06/2020, Law No. 76/2025/QH15 dated 17/06/2025 amending and supplementing a number of articles of the Law on Enterprises and guiding documents;

Pursuant to the Securities Law No. 54/2019/QH14 approved by the National Assembly on November 26, 2019, and its guiding documents;

Pursuant to Law No. 56/2024/QH15 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on the State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, the Law on Handling of Administrative Violations passed by the National Assembly on November 29, 2024 and guiding documents;

Pursuant to the Government's Decree 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law;

Pursuant to the Government's Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular 118/2020/TT-BTC dated December 31, 2020 guiding a number of contents on offering, issuance of securities, public tender offer, share repurchase, registration of public companies and cancellation of public company status;

Pursuant to Circular No. 115/2025/TT-BTC dated December 15, 2025 of the Ministry of Finance amending and supplementing a number of articles of Circular 118/2020/TT-BTC;

Pursuant to the Charter of Thuan Duc Joint Stock Company (the "Company" or "Issuer"); and;

Pursuant to Resolution No. 2204/2026/NQ-HĐQT-TDP dated April 22, 2026 on approving the full text of the plan to issue bonds to the public;

Pursuant to the Minutes of the Board of Directors Meeting No. 2805/2026/BB-HĐQT-TDP dated May 27, 2026 on approving the dossier of registration for public offering of bonds.



RESOLVED:

Article 1. To approve the documents of the dossier of registration for the offering of TDP bonds to the public according to the list listed in Appendix 1 of this Resolution (collectively referred to as the "**Documents of the Offering Registration Dossier**"), which are consistent with the bond issuance plan approved by the Board of Directors, submitted by the Company to the State Securities Commission (and/or other competent state agencies (if any)) for registration of the public offering of bonds.

Article 2. Through the assignment and authorization of the Chairman of the Board of Directors, or the General Director of the Company, to represent and represent the Board of Directors, based on the requirements of the State Securities Commission and the specific situation, the Chairman of the Board of Directors or the General Director of the Company shall have the full right to decide and take responsibility for organizing the implementation of the following tasks:

- (a) Decide on the specific contents of the Documents of the Offering Registration Dossier in accordance with the provisions of relevant laws and the approved bond issuance plan;
- (b) Decide on the amendment, supplementation or adjustment of the Documents of the Offering Registration Dossier from time to time (if any); and
- (c) Preparing, signing and organizing the implementation of the Documents of the Offering Registration Dossier and any amendments, supplements or adjustments (if any) in accordance with the law.

Article 3. Members of the Board of Directors, the General Director and relevant departments of the Company are responsible for implementing this Resolution.

Article 4. This Resolution takes effect from the date of signing and replaces the Resolution of the Board of Directors No. 2304/2026/NQ-HĐQT-TDP dated 23/04/2026. *True*

Recipients:

- As in Article 3;
- Save the office.

**BOARD CHAIRMAN OF THE BOARD
OF DIRECTORS**



NGUYEN DUC CUONG

APPENDIX 1

DOCUMENTS OF THE OFFERING REGISTRATION DOSSIER

TDP BONDS OFFERED TO THE PUBLIC

1. Registration certificate for bond offering;
2. A prospectus for offering bonds to the public, enclosed with the following documents:
 - a. Appendix I: Enterprise Registration Certificate
 - b. Appendix II:
 - i. Resolution of the Extraordinary General Meeting of Shareholders in 2025 No. 2208/2025/NQ-ĐHĐCĐ-TDP dated 22/08/2025;
 - ii. Resolution of the 2026 Annual General Meeting of Shareholders No. 1904/2026/NQ-ĐHĐCĐ-TDP dated 19/04/2026;
 - iii. Resolution of the Board of Directors No. 2204/2026/NQ-HĐQT-TDP dated 22/04/2026 approving the full text of the plan to issue bonds to the public;
 - iv. Decision 2204/2026/QĐ-CTHĐQT-TDP dated 22/04/2026 of the Chairman of the Board of Directors of Thuan Duc Joint Stock Company on the detailed decision on the terms and conditions of TDP Bonds offered to the public;
 - c. Appendix III: Company Charter
 - d. Appendix IV: Audited Separate and Consolidated Financial Statements for 2024 and 2025, Separate and Consolidated Financial Statements for Quarter 1 of 2026;
 - e. Appendix V: Commitment to fulfill the obligations of the Issuer to the investor in terms of conditions for issuance, payment, assurance of legitimate rights and interests of investors and other conditions;
 - f. Appendix VI: Bondholder Representative Contract No. 02/2026/BHA/TDP-MBS dated 22/04/2026 signed between the Issuer and MB Securities Joint Stock Company ("MBS");
3. A written commitment that the Company is not under criminal prosecution or has been convicted of one of the crimes of infringing upon the economic management order but has not yet had his criminal record expunged on 22/04/2026;
4. The Company's written commitment to implement the bond listing dated 22/04/2026;
5. The Company's written commitment to have no overdue debts payable for more than 01 year on 22/04/2026;
6. The commitments of the Securing Party on the use of assets to secure the performance of bond payment obligations include:
 - a. Official Letter No. 01/2026/CV-BD dated 22/04/2026 of Mr. Nguyen Duc Cuong;
 - b. Official Letter No. 02/2026/CV-BD dated 22/04/2026 of Ms. Ngo Kim Dung;
 - c. Official Letter No. 03/2026/CV-BD dated 22/04/2026 of Ms. Nguyen Kim Anh;
 - d. Official Letter No. 04/2026/CV-BD dated 22/04/2026 of Mr. Tran Dang Duy;
 - e. Official Letter No. 05/2026/CV-BD dated 22/04/2026 of Mr. Dao Nguyen Duong;
 - f. Official Letter No. 06/2026/CV-BD dated 22/04/2026 of Ms. Vu Thi Huong;
 - g. Official Letter No. 07/2026/CV-BD dated 22/04/2026 of Mr. Nguyen Chi Cach;
 - h. Official Letter No. 08/2026/CV-BD dated 22/04/2026 of Ms. Nguyen Thi Hang;
 - i. Official Letter No. 09/2026/CV-BD dated 22/04/2026 of Mr. Tran Dinh Ninh;

7. Written confirmation of the Bank No. 1109/XN-MB dated September 11, 2025 of Military Commercial Joint Stock Bank - Thanh Xuan branch on the opening of an escrow account to receive money to buy Bonds of the public offering of bonds;
8. Contract to provide consulting services for registration documents for public offering of bonds, issuance agent and consultancy on registration and listing of bonds No. 13/2025/MBS/IBHN-HDTV dated August 21, 2025 signed between Thuan Duc Joint Stock Company and MB Securities Joint Stock Company;
9. Collateral Management Contract No. 03/2026/QLTS/MBS-TDP dated 22/04/2026 between the Securing Parties, the Issuer and the Collateral Recipient;
10. Registration Agent Contract No. 04/2026/RA/TDP-MBS dated 22/04/2026 between the Issuer and the Registration Agent;
11. Stock Mortgage Contracts include:
 - a. Share Mortgage Contract 01/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the Guarantor 1;
 - b. Share Mortgage Contract 02/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the Guarantor 2;
 - c. Share Mortgage Contract 03/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the Guarantor 3;
 - d. Share Mortgage Contract 04/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the Guarantor 4;
 - e. Share Mortgage Contract 05/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the 5th Guarantor;
 - f. Share Mortgage Contract 06/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the Guarantor 6;
 - g. Share Mortgage Contract 07/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the Guarantor 7;
 - h. Share Mortgage Contract 08/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the Securing Party 8;
 - i. Share Mortgage Contract 09/2026/MBS/IBHN-HDCCCP dated 22/04/2026 between the Collateral, the Issuer and the Securing Party 9;
12. Written confirmation of balances for securities accounts for the guarantors issued by MB Securities Joint Stock Company;
13. A written certification of the registration of security interests with the securing parties issued by the Vietnam Securities and Depository Corporation;
14. Valuation Certificate No. 031.2026.10/CT-DG/VAE issued by Vietnam Auditing and Valuation Co., Ltd. on 07/04/2026;
15. Certificate of Credit Rating Supervision Results No. 43/2025/CTKQXH – SGR issued by Saigon Phat Thinh Ratings Joint Stock Company (Saigon Ratings) on 08/12/2025;
16. Documents proving the purpose of using the capital:
 - a. Principle Contract No. 12/2024/HDNT dated 02/01/2024 between Thuan Duc Joint Stock Company and Stavian Chemical Joint Stock Company;
 - b. Contract in principle No. 030124/NCA-TD dated 03/01/2024 between Thuan Duc Joint Stock Company and European Plastics Joint Stock Company;

- c. Principle Contract No. 01-2026/TVS-TD dated 02/01/2026 between Branch 3 - Tan Viet Sinh Trading Production Joint Stock Company and Thuan Duc Joint Stock Company;
 - d. Principle Contract No. 01/TĐ-HH/HDNT/2025 dated 03/01/2025 between Thuan Duc Joint Stock Company and Northern Hoang Hac Co., Ltd.;
17. Written authorization of Mr. Nguyen Duc Cuong – the legal representative of Thuan Duc Joint Stock Company for Mr. Bui Quang Sy to sign documents related to the offering.
 18. Authorization document of Mr. Phan Phuong Anh - the legal representative of MBS - for Ms. Le Thi Thu Hien to sign documents related to the offering.

