

*No. 505/NQ-HDQT*

*Thai Nguyen, September 03, 2025*

## **RESOLUTION**

*Replacing the Resolution of the Board of Directors No. 070801/NQ-HDQT dated 07/08/2025 on Approving the implementation of the plan to issue ESOP shares, approving the regulation on the issuance of ESOP shares and the list of employees eligible to buy ESOP shares in 2025*

### **BOARD OF DIRECTORS TNG INVESTMENT AND TRADING JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14;  
Pursuant to the Law on Securities No. 54/2019/QH14;  
Pursuant to the Charter of TNG Investment and Trading Joint Stock Company;  
Pursuant to Resolution No. 162/2025/NQ-DHDCD dated 20/04/2025 of the 2025 Annual General Meeting of Shareholders of TNG Investment and Trading Joint Stock Company;  
Based on the actual situation of the Company's capital demand;  
Pursuant to the Minutes of the Board of Directors No. 505A/BB-HDQT dated 03/09/2025 of the Board of Directors of TNG Investment and Trading Joint Stock Company;*



## **RESOLUTION**

### **Article 1.**

Approving the implementation of the plan to issue shares under Employee Stock Ownership Plan in 2025 as follows:

- Name of issuer: TNG Investment and Trading Joint Stock Company
- Name of issued shares: Shares of TNG Investment and Trading Joint Stock Company
- Stock code: TNG
- Charter capital before issuance: VND 1,226,012,060,000
- Number of outstanding shares before issuance: 122,601,206 shares
- Expected number of issued shares: 6,130,060 shares
- The number of shares issued to employees is restricted from transfer within 03 years from the end of the issuance

- Issue price: 10,000 VND/share.
- Subjects to be offered: Chairman of the Board of Directors, Members of the Board of Directors (except for independent members of the Board of Directors), Board of General Directors, Chief Accountant and employees who have signed labor contracts with the Company according to the standards in the Regulation on the issuance of ESOP shares approved in Article 2 of this Resolution. The list of selected laborers is approved in Article 3 of this Resolution.
- Plan to use the proceeds from the issuance of shares under the option program for employees in 2025: The total amount expected to be collected from the issuance of shares under the option program for employees in 2025 will be used to supplement working capital for the Company's production and business activities. Specifically, payment for the purchase of raw materials to suppliers.
- Implementation time: Expected in 2025, after being sent a written notice by the State Securities Commission on the receipt of a complete dossier of report on the issuance of shares under the option program for employees of the Company.

#### **Article 2.**

To approve the Regulation on the issuance of shares under the Employee Stock Ownership Plan 2025 (ESOP 2025) (promulgated together with this Resolution).

#### **Article 3.**

Approving the List of employees eligible to buy shares under the Employee Stock Ownership Plan 2025 (ESOP 2025) (promulgated together with this Resolution).

#### **Article 4.**

Approving the implementation of securities registration at the Vietnam Securities Depository and Clearing Corporation and registration for listing of shares on the Stock Exchange after completing the offering.

#### **Article 5.**

The Board of Directors, the Board of General Directors, the Accounting Department and relevant units and individuals shall be responsible for the implementation of this Resolution./.

#### **Recipient:**

- As in Articles 4 and 6;
- Member of Board of Directors (to know),
- Member of Audit Committee (for coordination);
- Save: office.



**CHỦ TỊCH**  
**NGUYỄN VĂN THỜI**



**MINUTES OF THE BOARD OF DIRECTORS MEETING  
TNG INVESTMENT AND TRADING JOINT STOCK COMPANY**

**Company:** TNG Investment and Trading Joint Stock Company (hereinafter referred to as the "Company")

**Address:** No. 434/1 - Bac Kan Street - Phan Dinh Phung Ward - Thai Nguyen Province.

Enterprise Registration Certificate No. 4600305723 issued by the Department of Planning and Investment of Thai Nguyen province for the first time on 02/01/2003.

**I. TIME AND PLACE**

- Time: 10h00 on 03/09/2025.

- Location: No. 434/1 - Bac Kan Street - Phan Dinh Phung Ward - Thai Nguyen Province.

**II. PARTICIPANTS**

- Participants:

No	Member of the Board of Directors	Position
1	Mr. Nguyen Van Thoi	Chairman of the BOD
2	Mr. Nguyen Duc Manh	Vice Chairman of BOD
3	Mr. Nguyen Hoang Giang	Member of the BOD
4	Ms. Doan Thi Thu	Member of the BOD
5	Ms. Ha Thi Tuyet	Member of the BOD
6	Mr. Dao Duc Thanh	Member of the BOD

- The chairman of the meeting: **Mr Nguyen Van Thoi - Chairman of the BOD**

-Secretary: **Ms Nguyen Thuy Ngan - Company Secretary**

-Absent: **Mr Nguyen Manh Linh - Member BOD**

Members attending the meeting reached 6/7 members of the Board of Directors, eligible to conduct the meeting.

**III. ISSUES TO BE DISCUSSED AND VOTED ON AT THE MEETING**

**1. Discussion issues:**

The Board of Directors of the company met and voted to approve the implementation of the Stock Issuance Plan under the Employee Stock Ownership Plan 2025 to replace contents approved at Resolution No. 070801/NQ-HDQT dated 07/08/2025 as follows:

- The Board of Directors of the company meets to discuss and vote to approve the implementation of the plan to issue shares under Employee Stock Ownership Plan 2025;
- Approving the Regulation on the issuance of shares under the Employee Stock Ownership Plan 2025 (ESOP 2025) (Details according to the attached Regulation);
- Approving the list of employees eligible to buy shares under the Employee Stock Ownership Plan 2025 (Details are in the attached Appendix);
- Approving the implementation of securities registration at the Vietnam Securities Depository and Clearing Corporation and register for listing of shares on the Stock Exchange after completing the offering.

## **2. Vote to approve the issue:**

### **2.1. Approving the implementation of the plan to issue shares under the Employee Stock Ownership Plan 2025**

- Voting results:
  - + Approve: 6/6 members have voting rights, reaching 100% of the total number of voting votes
  - + Disapprove: 0/6 members have voting rights, reaching the rate of 0% of the total voting votes
  - + No opinion: 0/6 members have voting rights, reaching 0% of the total number of voting votes

### **2.2. Approving of the Regulation on the issuance of shares under the Employee Stock Ownership Plan 2025 (ESOP 2025) Details according to the accompanying ESOP issuance Regulation.**

- Voting results:
  - + Approve: 6/6 members have voting rights, reaching 100% of the total number of voting votes
  - + Disapprove: 0/6 members have voting rights, reaching the rate of 0% of the total voting votes
  - + No opinion: 0/6 members have voting rights, reaching the rate of 0% of the total voting votes

### **2.3. Approving the List of Employees Eligible to Purchase Shares under the Employee Stock Ownership Plan 2025 (ESOP 2025) (Details are in the attached Appendix)**

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*This document is published simultaneously in Vietnamese and English. In the event of any discrepancy or misinterpretation between Vietnamese and English information, the information in Vietnamese will be applied*



### **2.3.1. Mr. Nguyen Van Thoi – Chairman of the Board of Directors**

- Members who do not participate in voting: 01 (Mr. Nguyen Van Thoi due to having direct interests).

- Voting results:

+ Approve: 5/5 members have the right to vote, reaching the rate of 100% of the total number of voting votes

+ Disapprove: 0/5 members have voting rights, reaching the rate of 0% of the total voting votes

+ No opinion: 0/5 members have voting rights, reaching 0% of the total number of voting votes

### **2.3.2. Mr. Nguyen Duc Manh – Vice Chairman of the Board of Directors**

- Members who do not participate in voting: 01 (Mr. Nguyen Duc Manh due to direct interests).

- Voting results:

+ Approve: 5/5 members have voting rights, reaching the rate of 100% of the total voting votes

+ Disapprove: 0/5 members have voting rights, reaching the rate of 0% of the total voting votes

+ No opinion: 0/5 members have voting rights, reaching 0% of the total number of voting votes

### **2.3.3. Ms. Doan Thi Thu – Member of the Board of Directors**

- Members who do not participate in voting: 01 (Ms. Doan Thi Thu due to having direct interests).

- Voting results:

+ Approve: 5/5 members have voting rights, reaching the rate of 100% of the total voting votes

+ Disapprove: 0/5 members have voting rights, reaching the rate of 0% of the total voting votes

+ No opinion: 0/5 members have voting rights, reaching 0% of the total number of voting votes

### **2.3.4. Mr. Dao Duc Thanh – Member of the Board of Directors**

- Members who do not participate in voting: 01 (Mr. Dao Duc Thanh due to having direct interests).

- Voting results:



+ Approve: 5/5 members have voting rights, reaching the rate of 100% of the total voting votes

+ Disapprove: 0/5 members have voting rights, reaching the rate of 0% of the total voting votes

+ No opinion: 0/5 members have voting rights, reaching 0% of the total number of voting votes

#### **2.3.6. The remaining personnel on the list in the attached Appendix**

- Voting results:

+ Approve: 6/6 members have the right to vote, reaching the rate of 100% of the total number of voting votes

+ Disapprove: 0/6 members have voting rights, reaching the rate of 0% of the total voting votes

+ No opinion: 0/6 members have voting rights, reaching the rate of 0% of the total voting votes

#### **2.4. Approving the registration of securities at the Vietnam Securities Depository and Clearing Corporation and the registration of listing of shares on the Stock Exchange after the completion of the offering**

- Voting results:

+ Approve: 6/6 members have the right to vote, reaching the rate of 100% of the total number of voting votes

+ Disapprove: 0/6 members have voting rights, reaching the rate of 0% of the total voting votes

+ No opinion: 0/6 members have voting rights, reaching the rate of 0% of the total voting votes

#### **IV. ISSUES PASSED**

- Approving the implementation of the plan to issue shares under the Employment Stock Ownership Plan 2025.

- Approving the Regulation on the issuance of shares under the Employment Stock Ownership Plan 2025 (ESOP 2025) (Details according to the attached Regulation).

- Approving the List of employees eligible to buy shares under Employment Stock Ownership Plan 2025 (ESOP 2025) (Details are in the attached Appendix).

- Approving the registration of securities at the Vietnam Securities Depository and Clearing Corporation and the registration of listing of shares on the Stock Exchange after the end of the offering.

This minute was made at 10:30 on the same day, the Secretary of the meeting read it again to the members.

**CHAIRMAN**



**NGUYEN VAN THOI**

**SECRETARY**

A blue ink signature of the Secretary, Nguyen Thuy Ngan.

**NGUYEN THUY NGAN**