

ENGLISH TRANSLATION

**PROPOSAL ON THE OFFERING PLAN OF NEW SHARES AND
PLAN FOR USE OF PROCEEDS**

- Pursuant to Law on Enterprises No. 59/2020/QH14 enacted by the National Assembly on June 17, 2020 and its implementation documents;
- Pursuant to Law on Securities 54/2019/QH14 enacted by the National Assembly on November 26, 2019 and its implementation documents;
- Pursuant to the consolidated Charter of Masan High-Tech Materials Corporation dated November 22, 2019, as amended from time to time;
- Pursuant to Resolution No. 80/2021/NQ-HDQT dated March 10, 2021 of the Board of Directors of Masan High-Tech Materials Corporation,

The Board of Directors of Masan High-Tech Materials Corporation (the “**Company**”) would like to propose the 2021 Annual General Meeting of Shareholders to the offering plan of new shares and plan for use of proceeds as follows:

1. The plan for offering of new shares and plan of using proceeds of the Company are as follows:
 - Purpose of the issuance and plan of using the proceeds: for (i) general corporate purposes, business requirements and supplementing working capital of the Company; and/or (ii) capital contribution to subsidiary companies; and/or (iii) its enhanced financial capability, expanded operation scale and increased competitiveness; and/or (iv) M&A activities; and/or (v) increase of percentage ownership in subsidiaries; and/or (vi) forming a basis for its sustainable development, safety and efficiency.
 - Criteria to select investors:
 - ✓ with respect to strategic investors: being Vietnamese or foreign organizations with capacity of finance or technology to promote business development of the Company and subsidiaries and affiliates of the Company;
 - ✓ with respect to professional securities investors: being Vietnamese or foreign organizations and individuals who meet the criteria as provided by laws.

To designate the Board of Directors and allow the Board of Directors to reauthorize the Chairman or the Chief Executive Officer to decide on the specific strategic investors and professional securities investors.

- Number of the investors: new shares shall be offered to not more than 99 strategic investors and/or professional securities investors.
- Total number of shares to be issued: up to 35% of the post-issuance total outstanding shares of the Company.

To designate the Board of Directors and allow the Board of Directors to reauthorize the Chairman or the Chief Executive Officer to decide the number of shares offered to each strategic investor or professional securities investor.

- Type of shares to be offered: ordinary shares.

- Par value: VND10,000/share.
 - Form of offering: private placement.
 - Number of offering: in one or multiple tranches.
 - Timing of issuance: in 2021 or until the Company's 2022 Annual General Meeting of Shareholders and after being approved by the State Securities Commission of Vietnam.
 - Subscription price and principles to determine the subscription price: the subscription price shall not be lower than the book value of a share in accordance with the latest audited consolidated financial statements of the Company. To designate the Board of Directors, and allow the Board of Directors to authorize the Chairman or the Chief Executive Officer, to decide the specific subscription price.
 - Lock-up: all of new shares offered under the form of private placement shall be restricted from transferring within 3 years for strategic investors and 1 year for professional securities investors from the date of completion of the offering.
2. The shareholders agree to waive their pre-emptive rights in respect of the new shares to be issued in accordance with the plan for offering of shares and use of proceeds as above based on the respective percentage of ordinary shares owned by each shareholder.
 3. To approve the increase the Company's charter capital equivalent to the total par value of the number of actually issued shares.
 4. To approve amendment of the Charter to record the new charter capital based on the total par value of the number of actually issued shares and other relevant contents of the Charter.
 5. To approve additional securities registration and trading registration for the number of actually issued shares with the Vietnam Securities Depository and Hanoi Stock Exchange.
 6. To designate the Board of Directors, and allow the Board of Directors to reauthorize the Chairman or the Chief Executive Officer:
 - to supplement or change the plan of offering of shares and use of proceeds at requests of the State Securities Commission of Vietnam and/or for compliance with relevant regulations;
 - to decide specific plan of using the proceeds from the offering;
 - to implement necessary works and procedures to temporarily block ownership percentage of foreign investors or take other necessary actions before issuing new shares in case the new shares are issued to foreign investors in order to comply with limitations on ownership percentage of foreign investors in the Company (if any);
 - to decide on the strategic investors and the professional securities investors to be offered, to decide the specific number of shares to be offered and the subscription price for each strategic investor or professional securities investor;
 - to decide the number of the offering;
 - to decide the time of offering and other matters related to the offering;
 - to negotiate and decide specific terms, conditions, transactions of the issuance of new

- shares and to sign, implement relevant agreements, contracts and documents;
- to amend the Charter to record the new charter capital based on the total par value of the number of actually issued shares;
 - to perform necessary procedures to register the increase of the charter capital with enterprise registration authority, to implement the securities registration with Vietnam Securities Depository and trading registration with Hanoi Stock Exchange for the number of actually issued shares; and
 - to decide other matters and to implement other works in relation to the plan of offering of shares and use of proceeds as deemed necessary by the Board of Directors or the Chairman or the Chief Executive Officer.

Ho Chi Minh City, March 11, 2021

ON BEHALF OF THE BOARD OF DIRECTORS

/signed and sealed/

DANNY LE
Chairman of the Board of Directors