

**ENGLISH TRANSLATION**

**PROPOSAL ON**

**THE ISSUANCE PLAN OF NEW SHARES AND PLAN OF USING 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 Charter of Masan High-Tech Materials Corporation dated April 12, 2021, as amended from time to time;
- Pursuant to Resolution No. 127/2022/NQ-HDQT dated 12<sup>th</sup> April, 2022 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 2022 Annual General Meeting of Shareholders the issuance plan of new shares and plan of using proceeds as follows:

1. The issuance plan of new shares and plan of using proceeds of the Company as follows:
  - Purpose of the issuance and plan of using the proceeds: for (i) general corporate purposes, business requirements and supplement for working capital of the Company; and/or (ii) investing into subsidiary companies; and/or (iii) improving the financial capacity, operational scale and competitiveness of the Company; and/or (iv) optimizing the Company's balance sheet; and/or (v) mergers and acquisitions activities; and/or (vi) increasing the ownership rate in subsidiaries; and/or (vii) creating the basis for the sustainable, safe and effective development of the Company.
  - Criteria to select investors: (1) with respect to strategic investors: being domestic and foreign organizations having financial capability or technological capability to support the business development of the Company and its subsidiary companies, (2) with respect to professional investors: being domestic and foreign organizations, individuals satisfying conditions in accordance with law. To assign the Board of Directors, and allow the Board of Directors to authorize the Chairman or Chief Executive Officer to decide the specific strategic investors, professional investors.
  - Number of the investors: new shares shall be issued to no more than 99 strategic investors and/or professional investors.
  - Total number of shares to be issued: maximum expected 110,626,257 shares. Assign the Board of Directors to decide total specific number of shares to be issued and number of shares to be issued to each strategic investor, professional investor.
  - Type of shares to be issued: ordinary shares.

- Par value: VND10,000/share.
  - Form of issuance: private placement.
  - Number of tranches of issuance: in one or multiple tranches.
  - Timing of issuance: in 2022 or until the Company's 2023 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. Assign the Board of Directors to decide the specific subscription price.
  - Lock-up: Shares offered for private placement are restricted from being transferred within 03 years for strategic investors and 01 year for professional investors from the date of completion of the offering.
2. The existing shareholders agree to waive their pre-emptive rights in respect of the new shares to be issued in accordance with the plan of issuance of shares and use of proceeds as above based on the respective percentage of ordinary shares of each shareholder.
  3. To approve the increase of the Company's charter capital equivalent to the total par value of the number of the actual issued shares.
  4. To approve the amendment of the Charter to record the new charter capital based on the total par value of the number of actual issued shares and other relevant contents of the Charter.
  5. To approve additional securities registration and trading registration for the number of the actual issued shares with the Vietnam Securities Depository and the Hanoi Stock Exchange.
  6. To assign the Board of Directors, and to allow the Board of Directors to authorize the Chairman or Chief Executive Officer:
    - to supplement or change the plan of issuance 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 proceeds;
    - to approve the application file for shares offering registration to investors in accordance with the provisions of law;
    - To approve the plan to ensure the issuance of shares to meet the foreign ownership ratio;
    - identify or authorize to a securities company to determine the status of a professional securities investor;

- to decide the strategic investors, professional investors, specific number of shares to be issued to and the subscription price for each strategic investor, professional investor;
- to decide the number of tranches of issuance;
- to decide the plan to handle the number of shares that are not fully distributed;
- to decide the specific timing for issuance and other matters related to the issuance;
- 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 actual 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 the Hanoi Stock Exchange for the number of actual issued shares; and
- to perform other authorization contents mentioned in the issuance plan; and
- to decide other matters and to implement other works in relation to the plan of issuance of shares and use of proceeds as deemed necessary by the Board of Directors or the Chairman or Chief Executive Officer.

*Ho Chi Minh City, 12<sup>th</sup> April, 2022*

**ON BEHALF OF THE BOARD OF DIRECTORS**

*[signed and sealed]*

**DANNY LE**  
**Chairman of the Board of Directors**