**BHA:** **General Mandate**

On 31/01/2018, Bac Ha Hydropower Joint Stock Company announced the General Mandate as follows:

**Article 1**: Approve the Report No.12/2018/TTr-BHHC- HDQT issued on 12/01/2018 by BOD of the company on the share issuance for increasing the charter capital of Bac Ha Hydropower Joint Stock Company as follows:

General Meeting of Shareholders approves increasing the charter capital from VND 650,000,000,000 up to VND VND 660,000,000,000 by the private placement of 1,000,000 shares, as follows:

**Plan on the share issuance**

* Name of share: share of Bac Ha Hydropower Joint Stock Company
* Type of share: common share
* Par value: VND 10,000/ share
* Total number of shares expected to be issued: 1,000,000 shares
* Total value of the share issuance: VND 10,000,000,000
* Issuing method: Private placement for major shareholders
* Buyers: The major shareholders of Bac Ha Hydropower Joint Stock Company named in the following list:

|  |  |
| --- | --- |
| **Buyers** | **Number of shares offered (share)** |
| Licogi Corporation – JSC | 455,476 |
| Bao Viet Securities Joint Stock Company (BVSC) | 95,362 |
| New Sun Real Estate Trading Co. Ltd | 449,162 |
| **Total** | **1,000,000** |

* Offering price: VND 10,000/ share
* Expected time: Q.I/2018
* Initial charter capital: VND 650,000,000,000
* Charter capital increased: VND 10,000,000,000
* Charter capital after the share issuance: VND 660,000,000,000
* Total amount of proceeds expected: VND 10,000,000,000

**Plan on using proceeds from the share issuance**

The whole amount of proceeds from the share issuance shall be used to supplement working capital

**Deposit and additional transaction for shares which are additionally issued**

The whole number of shares of this issuance shall be registered to deposit additionally at Vietnam Securities Depositary after completing the share issuance.

**Article 2:** Approve authorizing BOD of Bac Ha Hydropower Joint Stock Company to decide the following problems:

* Implement the necessary procedures following the regulations of law to implement the share issuance for increasing the charter capital
* Agree shareholders not to implement the tender offer, in the case of purchasing shares following the private placement leading to the rate achieved to level of the tender offer following the regulations of law
* BOD selects the proper time. BOD shall negotiate and select investors to offer unsold shares with the selling price which is not lower than VND 10,000/ share. BOD shall decide time of restricting in transfer and the plan on handling unsold shares or the handling plan if not mobilizing enough proceeds.
* Actively amend and supplement the Charter of Bac Ha Hydropower following the scale of charter capital and report General Meeting of Shareholders in the nearest meeting.
* Implement the procedures on changing Business Registration Certificate with Investment and Planning Department of Lao Cai Province after completing the share issuance
* Register to deposit additionally at Vietnam Securities Depositary for the whole number of common shares issued following the plan which is approved by General Meeting of Shareholders
* Report State Security Commission of Vietnam following the current regulations
* Besides the above contents, in the process of share issuance, General Meeting of Shareholders authorizes BOD to supplement, amend and complete the plan on share issuance following the requirement of State Agencies to ensure the benefits of shareholders and the Company.

**Article 3:** This General Mandate is valid from the date of signature.

Shareholders, members of BOD, Board of Supervisors, Executive Board and Head of Departments are responsible for implementing this General Mandate.