**HIG: Extraordinary General Mandate 2024**

On January 19, 2024, HIPT Group Joint Stock Company announced General Mandate No. 01-24/NQ/DHCD/HIPT as follows:

‎‎Article 1. Approve the report of the Board of Directors on implementing the plan to offer shares to outstanding shareholders approved by the first Extraordinary General Mandate 2021 No. 02-21/NQ/DHDCD/HIPT dated September 25, 2021; amending at Annual General Mandate 2022 No. 02-22/NQ/DHDCD/HIPT and the first Extraordinary General Mandate 2022 No. 03-22/NQ/DHDCD/HIPT dated December 06, 2022;

The General Meeting unanimously agreed to stop implementing the plan to issue shares to outstanding shareholders approved by the above General Mandates.

‎‎Article 2. Approve the Plan on offering additional shares to outstanding shareholders in 2021 of HIPT Group Joint Stock Company as follows:

Approve the Plan on offering 11,279,515 additional shares to outstanding shareholders at a rate of 2:1 and the offering price of VND 8,000/share.

Plan on offering additional shares to outstanding shareholders is detailed in Appendix 01 attached.

1. Plan on offering additional shares to outstanding shareholders:
2. Name of Issuer: HIPT Group Joint Stock Company
3. Share name: Shares of HIPT Group Joint Stock Company
4. Type of offered share: Common share
5. Par value: VND 10,000/share
6. Total number of issued shares 22,559,030 shares
7. Number of outstanding shares (expected at the record date for the list of shareholders for issue): 22,559,030 shares
8. Number of treasury shares (expected at the record date for the list of shareholders for issue): 0 shares
9. Number of shares expected to be offered: 11,279,515 shares
10. Expected total value of shares to be offered at par value: VND 112,795,150,000
11. Total expected amount of proceeds: VND 90,236,120,000
12. Offering rate: 2:1 (it is the rate between the number of outstanding shares on the record date for the list of shareholders to exercise the right to buy issued shares and the number of shares expected to be issued additionally)
13. Offering price: VND 8,000/share
14. Principle to determine the offering price: Offering price: VND 8,000 per share.
* Market value of HIG shares: The average reference price of 60 consecutive trading days before the record date for the list of shareholders to attend the General Meeting (from September 20, 2023 to December 14, 2023) is: VND 8,115/share
* Book value of the Company share according to Audited Consolidated Financial Statements as of March 31, 2023: VND 16,015/share
* Book value of the Company share according to Audited Consolidated Financial Statements as of September 30, 2023: VND 16,981/share

Pursuant to the business plan of the Company as well as the demand for increasing charter capital, and at the same time enhancing the ability to successfully offer, the General Meeting decided the price of shares offered to outstanding shareholders of the Company is VND 8,000/share.

The difference between the offering price and the par value (the negative surplus arising from offering shares below par value) is offset by the Share Premium of the Company.

1. Eligible buyers: Outstanding shareholders named in the list of shareholders on the record date for exercising the right of buying shares issued additionally provided by Vietnam Securities Depository and Clearing Corporation as per regulations. Shareholders owning treasury shares (if any) are not allowed to exercise the rights to buy new shares.
2. Offering method: Offering to outstanding shareholders by the method of exercising the rights to buy.
3. Rights exercise rate: 2:1, shareholders owning 01 share will enjoy 01 right to buy shares and 02 rights to buy will buy 01 additional share, the number of shares offered is rounded down to the unit.

For example: On the record date of for the list of shareholders exercising rights, shareholder A owns 115 shares. With the exercise rate of 2/1, shareholder A would receive 115\*1/2 = 57.5 new shares. Under the principle of rounding down, the number of rights equivalent to the number of additional shares entitled to buy of shareholder A is 57 shares.

1. Expected execution time: In 2024. The share offering is carried out within 90 days and the extension of the offering period (if necessary) from the date of being granted the Certificate of registration of share offering by the State Securities Commission.
2. Transfer the right to buy: Shareholders are allowed to transfer their right to buy to others within the prescribed time but only allowed to transfer once (the transferee of the transfer of the right to buy will not be allowed to transfer to the third party). The transferor and the transferee negotiate by themselves the transfer price, pay the money and are responsible for fulfilling the obligations in accordance with the regulations relating to the transfer.
3. Plan to handle fractional shares and shares that outstanding shareholders do not register to purchase or pay for purchase (if any): The fractional shares, shares that investors do not register, do not pay to buy arising (if any), the General Meeting authorizes and assigns the Board of Directors to decide to offer to other investors/shareholders with the offering price not lower than the offering price to outstanding shareholders ensuring compliance with Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 by the Government detailing the implementation of some articles of the Law on Securities.

In case of expiration of share distribution as prescribed by law (including extensions if any), the undistributed shares (if any) will be disposed of and The Board of Directors shall decide to close the offering.

1. Ensure to meet regulations on foreign ownership rate: Assign and authorize the Board of Directors to approve the plan to ensure the share issue meeting the regulation of maximum foreign ownership rate in the Company.
2. Offering purposes: The additional offering aims to implement the expenditures serving the business activities of the company (details in Section II of the Offering Plan).
3. Plan on handling in case the share offering is unsuccessful as expected

Minimum successful offering rate: Not specified

In case the registered shares for offering are not fully distributed as expected and the amount of mobilized capital is not enough as expected, the General Meeting authorizes the Board of Directors to consider supplementing to the insufficient capital through other forms of mobilization such as borrowing from credit institutions or other individuals/organizations under applicable laws.

1. Transfer restriction: shares additionally offered to outstanding shareholders are not restricted from transfer.

The fractional shares, shares that investors do not register, do not pay to buy decided by the Board of Directors of the Company to offer will be restricted from transferring within 01 year from the end of the offering.

1. Commitment to trade on the securities market: The Company commits to putting the additional shares into trading on the securities market within the time limit prescribed by law from the end of the offering period.
2. The plan for using the proceeds from the offering:

The proceeds expected to be collected from the public offering of shares to outstanding shareholders is VND 90,236,120,000 that will be used for the following purposes: (1) Supplement working capital to serve the business activities of the Company; (2) Pay the debts due of the Company and pay orders for suppliers; (3) Invest in contributing capital to enterprises with potential according to the policy of the Executive Board of the Company.

The General Meeting authorizes the Board of Directors of the Company to decide in detail the plan to use the proceeds raised from the offering, and at the same time distribute the capital source for each purpose so that the use of capital is effective.

1. Register for depository and additional transaction for all additional issued shares

The entire number of additional issued shares will be registered for depository and registered for additional trading with the Vietnam Securities Depository and Clearing Corporation and the Hanoi Stock Exchange according to regulations.

1. Authorization for the Board of Directors

In addition to the issues authorized to the Board of Directors specified in Section II, the General Meeting also authorizes the Board of Directors contents as follows:

* Carry out necessary procedures for registration of the additional offering with the State Securities Commission; amend and supplement the application for registration of shares offering as the requirement of the State Securities Commission (if necessary);
* Decide on the detailed share offering plan and/or amend and supplement to the share offering plan when carrying out the procedures for registration of the offering or necessary based on the actual situation of the Company at the offering time to ensure a successful offering;
* Decide on the detailed plan to use capital and change the plan to use capital when necessary based on the business situation, capital demand including but not limited to distributing capital sources for each purpose of using, select and prioritize the plan, purpose of using proceeds raised from the offering. The Board of Directors had the rights to adjust, supplement or change the plan to use the proceeds obtained from the offering to ensure efficient use of capital and benefits of the Company and shareholders. The Board of Directors will disclose information and report the changes of the capital use purposes to the State Securities Commission and the nearest General Meeting under applicable laws;
* Select an appropriate time to implement the issue plan after being notified by the State Securities Commission of receiving full dossier for registration of shares offering;
* Plan for handling undistributed shares (if any);
* Decide and implement related tasks and procedures to implement the offering and report to the State Securities Commission;
* Decide and implement all necessary tasks, procedures related to: (1) change the charter capital, amend/supplementing to regulations on the charter capital in the Company's Charter; (2) register for changing the Business Registration Certificate of the Company at the Authority for Planning and Investment; (3) register for additional depository of the Company’s shares at the Vietnam Securities Depository and Clearing Corporation; and (4) register additional listing of the Company's shares on the Hanoi Stock Exchange.
* Carry out other necessary procedures including but not limited to the addition, modification and completion of the Offering Plan at the request of the State management agency and/or in accordance with the actual circumstances so that successfully implement the Mobilization Plan, ensure the interests of shareholders and the Company, and comply with applicable laws.

‎‎Article 3. Implementation

This General Mandate takes effect from the date of its signing. Members of the Board of Directors and Executive Board, departments and shareholders of the HIPT Group Joint Stock Company are responsible for the implementation of this General Mandate.