**PBC: Extraordinary General Mandate 2023**

On December 29, 2023, Pharbaco Central Pharmaceutical Joint Stock Company No.1 announced General Mandate No. 01/2023/NQ DHDCDBT as follows:

‎‎Article 1. Approve the Proposal on approving the 2023 plan of private placement to increase charter capital

1. Information about the Company before the issuance

* Name of Issuer: Pharbaco Central Pharmaceutical Joint Stock Company No.1
* Head office: No. 160 Ton Duc Thang Street, Hang Bot Ward, Dong Da District, Hanoi City, Vietnam.
* Charter capital: VND 1,132,999,020,000
* Number of issued shares: 113,299,902 shares
* Number of outstanding shares: 113,299,902 shares
* Number of treasury shares: 0 shares

1. General information about the private placement
2. Issuance purpose:

Pharbaco Central Pharmaceutical Joint Stock Company No.1 seeks and selects professional securities investors having financial resources to participate in buying shares in this private placement, with the purpose of: Paying bank loans to reduce financial leverage, improve the efficiency of using owners' equity, thereby enhancing the production and business efficiency and position of the Company in the pharmaceutical production and business industry.

1. Issuance plan:

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| --- | --- |
| * Name of the issued share | Share of Pharbaco Central Pharmaceutical Joint Stock Company No.1 |
| * Securities code | PBC |
| * Share type | Common share |
| * Par value of shares | VND 10,000/share |
| * Expected maximum number of shares in the private placement | 50,000,000 shares |
| * Issuance price | VND 10,000/share |
| * Total amount of expected mobilized capital from the issuance | VND 500,000,000,000 |
| * Form of the issuance | Private placement of shares |
| * Investor selection criteria | Be professional securities investors according to the provisions of the Law on Securities No. 54/2019/QH14. |
| * Number of investors | Authorize the Board of Directors to decide (under 100 investors). |
| * List of eligible buyers | The General Meeting of Shareholders authorizes the Board of Directors to actively seek, select and approve a list of professional securities investors to buy shares in this private placement, the number of shares offered to each investor; negotiate price conditions and other binding conditions to ensure the success of the issuance to raise capital and bring the best interests to shareholders as well as the Company. |
| * Transfer restriction conditions | Transfer of the shares is restricted for 01 year from the completion of the issuance, except for the case of transfer between professional securities investors or according to a legally effective court judgment or decision, arbitration decisions or inheritance according to the provisions of law. |
| * Expected time for the issuance | Q1/2024- Q2/2024, after getting the approval from the State Securities Commission  The Board of Directors is authorized to choose an appropriate issuance time. The specific offering time and roadmap will be decided by the Board of Directors of the Company based on the appropriate conditions and ensuring compliance with the law. |
| * Plan to handle the number of shares that are not fully offered | For shares that are not fully distributed due to investors with the right to buy shares refusing such rights, the General Meeting of Shareholders authorizes the Board of Directors to continue to distribute these shares to other investors, ensuring the criteria approved by the General Meeting of Shareholders in an appropriate manner and conditions with a selling price not lower than the initial issue price, on the basis of ensuring that this private placement of the Company does not exceed the scope of a private placement and complies with the provisions of law.  In case of expiration of share distribution period as prescribed by law (including extended periods (if any)), the undistributed shares (if any) will be removed and the Board of Directors shall decide to end the issuance. |
| * Public offering | The General Meeting of Shareholders approves that the investors participating in the private placement do not have to carry out the public offering procedure in case the number of shares that the investors buy exceeds the rate at which a public offering is required according to the provisions of Article 35 of the Law on Securities. |
| * Risk of dilution | In a private placement, there are dilution risks, including: Risk of dilution of net income per share (EPS), dilution of book value per share (BVPS), dilution of holding rate and voting rights. |
| * Transfer of share purchase rights | Professional securities investors who are allocated the right to buy in this case shall not transfer the right to other parties unless approved by the General Meeting of Shareholders/the Board of Directors. |
| * Plan for offsetting the insufficient capital compared to the expected amount to be mobilized from the offering | In case the shares are not as fully distributed and the proceeds are not as sufficient as expected, the Board of Directors shall mobilize capital from Idle funds from customers or seek other additional funds to compensate. |
| * Plan to ensure the share issuance complies with regulations on foreign ownership rate | To ensure the foreign ownership rate is met at the time of the offering, the General Meeting of Shareholders approves not to distribute shares to foreign investors in this issuance. |

1. Plan to use the proceeds from the offering:

The expected total proceeds from the private placement is VND 500,000,000,000, all of which is expected to be used by the Company to restructure the loans at the banks and invest in building the factory. The details of the specific use of capital are as follows:

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| --- | --- | --- | --- |
| No. | Capital use purpose | Amount (VND) | Expected Disbursement |
| 1 | Repaying short-term and long-term loans of PBC at Joint Stock Commercial Bank for Investment and Development of Vietnam. | 500,000,000,000 | Q1/2024 - Q2/2024 |
| Total | | 500,000,000,000 |  |

Successful offering rate: 50% at minimum (Shares offered to investors must reach at least 50% of the number of shares expected to be offered). In case the shares are not fully distributed as expected and the amount of capital mobilized is not enough as expected, the Board of Directors will mobilize other legal capital sources to supplement the capital.

1. Criteria for selection of eligible buyers:

Eligible buyers are selected professional securities investors according to the provisions of the Law on Securities No. 54/2019/QH14, on the basis of one of the following basic criteria:

1. Commercial banks, branches of foreign bank, financial companies, insurance business organizations, securities companies, securities investment fund management companies, securities investment companies, securities investment funds, international financial institutions, extra-budgetary state financial funds and state financial institutions can purchase securities in accordance with the provisions of related laws;
2. Companies with contributed charter capital of over VND 100 billion, listed organizations, or organizations registered for trading;
3. Individual with securities practice certificate;
4. Individual holding a portfolio of securities (listed or registered for trading) with a value of at least VND 2 billion, as certified by a securities company at the time that individual is identified as a professional securities investor;
5. Individual with a taxable income of at least VND 01 billion in the latest year by the time that individual is determined to be a professional securities investor, according to the tax deceleration submitted to the tax authority or the tax deduction records of the paying organization or individual.

The Board of Directors can change the number of shares offered to each investor and change the investor chosen to purchase privately placed shares if necessary and depending on the actual situation. The replaced investor (if any) must meet the criteria of a Professional Securities Investor as prescribed above.

1. List of subjects selected for offering:

The Board of Directors submits to the General Meeting of Shareholders for approval of the List of eligible buyers according to the list attached to this Proposal.

The Board of Directors can change the number of shares offered to each investor and change the investor selected to buy shares if necessary and depending on the actual situation. The replaced investor (if any) must meet the criteria of a Professional Securities Investor as prescribed above.

1. Amend the Charter, Register to change the Business Registration Certificate, additionally register for depository and trading:

* Amend the Charter, change the Business Registration Certificate according to the new charter capital after the issuance.
* Additional shares issued will be additionally registered for depository at Vietnam Securities Depository and Clearing Corporation (VSDC) and for trading on the UPCOM at the Hanoi Stock Exchange (HNX) in accordance with current laws and regulations right after completing the issuance.

1. Authorization

Authorize the Board of Directors to decide all issues related to the share issuance to increase charter capital, specifically as follows:

1. Implement the detailed capital increase plan, including supplementing, modifying, completing, or changing the plan, the purpose of using capital when necessary or when requested by the competent authority so that the company’s capital mobilization is implemented and completed legally in accordance with current regulations, including but not limited to choosing the time, the principle of pricing, adjusting/supplementing the quantity and the list of professional securities investors participating in buying shares (including the number of shares allocated to each investor), proactively building the dossier, explaining the dossier requesting permission to issue and send it to the State Securities Commission and the relevant state management agencies, deciding, implementing the procedures for distributing shares to ensure compliance with the law;
2. Decide on the detailed capital use plan including adjusting the plan, the purpose of using capital to suit the actual situation if necessary, investing by capital contribution, buying shares of subsidiaries, joint ventures and reporting to the nearest General Meeting of Shareholders. The Board of Directors is fully authorized to reasonably allocate the actual capital raised from the offering to the purposes presented in this Plan or other purposes, including investing by capital contribution, buying shares of subsidiaries, or investing in other projects but must ensure not to cause damage to the Company.
3. Amend the Company’s Charter; carry out the procedures with the legal state agencies to update the Business Registration Certificate of the Company with the change in charter capital based on the actual result of the issuance.
4. Direct, control and handle problems arising during the implementation of the above-mentioned contents;
5. Carry out all other related tasks to be able to implement the plan of private placement as mentioned above./.

Appendix

List of investors purchasing shares in the private placement

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of investors | Number of ID card/Citizen identification card/Passport or Business registration certificate (For organization) | Subject | | Number of shares owned before the offering | Number of shares expected to be distributed (share) | Expected ownership rate after the offering (%) | Relations with the Issuer, members of the Board of Directors, the Supervisors, and the Board of Management |
| Strategic investors/ Professional securities investors | Foreign investors/Economic organizations with foreign investors holding more than 50% of charter capital/Domestic investors |
| 1 | To Ngoc Tung | 034084001944 | Professional securities investors | Domestic investor | 0 | 15,000,000 | 9.19 | Affiliated person of the General Manager |
| 2 | Phi Xuan Thai | 001081026329 | Professional securities investors | Domestic investor | 0 | 10,000,000 | 6.12 | None |
| 3 | Nhu Duy Chi | 031077001033 | Professional securities investors | Domestic investor | 0 | 10,000,000 | 6.12 | None |
| 4 | Nguyen Dinh Tuan | 001080022754 | Professional securities investors | Domestic investor | 0 | 5,000,000 | 3.06 | None |
| 5 | Bui Dinh Thang | 030091004139 | Professional securities investors | Domestic investor | 0 | 5,000,000 | 3.06 | None |
| 6 | Pham Hong Toan | 030077024831 | Professional securities investors | Domestic investor | 0 | 5,000,000 | 3.06 | None |
| Total | | | | |  | 50,000,000 | 44.13 |  |

(\*) Based on the List of shareholders of Pharbaco Central Pharmaceutical Joint Stock Company No.1 recorded on December 4, 2023 issued by VSDC.

‎‎Article 2. Approve the Proposal on the amendment and supplement to the Company’s Charter.

1. Form: Unchanged.
2. Contents: The new charter has some main contents amended and supplemented compared to the current charter as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | The current Company’s Charter | Expected charter amendment | Note |
| 1 | Article 3: Business lines of the Company | Remove some business lines as follows:  1. Wholesale of solid, liquid, gaseous fuels and related products  Details: - Wholesale of fuel, motor oil, lubricant   * Wholesale of petroleum and related products * Wholesale of gas and related products.   2. Retail of engine fuel in specialized stores  Details: - Retail of fuel for cars, motorbikes and other motor vehicle.  - Retail of lubrications and cooling products for car engines, motorbikes and other motor vehicle.  21. Manufacture of non-alcoholic beverages and mineral water |  |
| 2 | Article 24: The composition and tenure of members of the Board of Directors  1. Number of the Board of Directors' members: 06 members. | 1. Number of the Board of Directors' members: 05 members. |  |

Assign Mr. To Thanh Hung - General Manager of the Company, legal representative to amend and update the Charter according to the above content.

‎‎Article 3. Approve the Proposal on dismissing members of the Board of Directors

On December 7, 2023, Ms. Nguyen Thi Mai - Member of the Board of Directors of the Company submitted a resignation letter from the position of Member of the Board of Directors, and the Board of Directors approved the resignation letter.

On December 7, 2023, Ms. Ha Thi Thanh Hoa - Member of the Board of Directors of the Company submitted a resignation letter from the position of Member of the Board of Directors and the Board of Directors approved the resignation letter.

Based on Article 160 of the Law on Enterprises 2020, the Board of Directors of the Company respectfully requests the Extraordinary General Meeting of Shareholders 2023 to approve the dismissal of two members of the Board of Directors as follows:

1. Ms. Nguyen Thi Mai
2. Ms. Ha Thi Thanh Hoa

‎‎Article 4. Approve the proposal on the additional election of members of the Board of Directors

Current number of the Board of Directors' members: 04 members; To ensure compliance with the law, the Board of Directors of Pharbaco Central Pharmaceutical Joint Stock Company No.1 respectfully submits to the General Meeting of Shareholders to approve the election of an additional member of the Board of Directors.

‎‎Article 5. Approve the regulation on nomination, self-nomination, and election of additional members of the Board of Directors for the middle of the term 2022 - 2027

‎‎Article 6. Approve the Vote counting minutes for members of the Board of Directors for the middle of the term 2022-2027

Mr./Ms. Tang Thi Dieu Linh - Head of the Vote counting committee announced the Vote counting minutes for members of the Board of Directors for the middle of the term 2022-2027.

Elected member of the Board of Directors:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name | Number of votes | Rate |
| 1. | Nguyen Dinh Tuan | 97,353,585 | 100% |

‎‎Article 7. Delegate/authorize the Board of Directors/the General Manager of Pharbaco Central Pharmaceutical Joint Stock Company No.1 to organize and implement the registration/notification procedures, disclose information related to the contents stated in Article 1 above according to the law and report the results to the nearest General Meeting of Shareholders.

‎‎Article 8. All shareholders of Pharbaco Central Pharmaceutical Joint Stock Company No.1, members of the Board of Directors, the Supervisory Board, the Board of Management and all employees of the Company are responsible for the implementation of this General Mandate.

‎‎Article 9. This General Mandate takes effect from the date of its signing./.