**BCA: Extraordinary General Mandate 2024**

On October 1, 2024, B.C.H Joint Stock Company announced General Mandate No. 03/2024/NQ-DHDCD as follows:

Article 1: Approve the plan on the private placement to increase the charter capital of the Company in 2024.

1. Plan on private placement
2. Offering purposes:

B.C.H Joint Stock Company implemented the private placement to increase charter capital to supplement capital sources for production and business activities of the Company in the period 2024-2025.

1. Offering plan:

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| 1 | Name of the Issuer: | B.C.H Joint Stock Company  |
| 2 | Share name: | Shares of B.C.H Joint Stock Company |
| 3 | Securities code: | BCA |
| 4 | Type of offered share: | Common shares |
| 5 | Par value: | VND10,000/share |
| 6 | Number of shares before offering: | 19,000,000 shares |
| 7 | Charter capital before offering: | VND190,000,000,000 |
| 8 | Number of shares expected to be offered: | 31,000,000 shares |
| 9 | The total value of shares expected to be offered at par value: | VND310,000,000,000 |
| 10 | Expected offering/charter capital rate: | 163.16% |
| 11 | Expected charter capital after offering: | VND500,000,000,000  |
| 12 | Offering price: | VND14,500/share |
| 13 | Value of offered share: | VND449,500,000,000 |
| 14 | Offering form: | Private placement for professional securities investors. |
| 15 | Eligible buyer: | Professional securities investors according to the regulations in the Law on Securities 2019, relevant guidance documents and meet the criteria set by the General Meeting of Shareholders. |
| 16 | Transfer of share purchase rights: | The professional securities investors allowed to allocate purchase rights in this offering are not allowed to transfer purchase rights to another subject. |
| 17 | Transfer restrictions: | Shares of the private placement are subject to transfer restrictions for 100% of the number of owned shares within 01 year from the completion date of the offering. |
| 18 | The number of investors purchasing shares: | Less than 100 investors. |
| 19 | Criteria for selecting professional securities investors: | Meet the criteria of professional securities investors according to the regulations of the Law on Securities 2019 and relevant guiding documents. |
| 20 | Plan for handling shares not fully distributed (if any): | In case there are shares offered that are not purchased or are not fully purchased by professional securities investors according to the number of shares registered, the General Meeting of Shareholders authorizes the Board of Directors to synthesize and distribute at an offering price not lower than the official offering price according to the following plan:* The Board of Directors distributes to other professional securities investors (the remaining professional securities investors on the list approved by the General Meeting of Shareholders).
* In case the remaining professional securities investors do not purchase the distributed shares: The Board of Directors shall continue to search for new professional securities investors to distribute shares not fully purchased. The new professional securities investor must meet the conditions on the criteria for selecting professional securities investors approved by the General Meeting of Shareholders.
* After 90 days, if the investor does not pay for all the shares registered for purchase, the General Meeting of Shareholders authorizes the Board of Directors, based on the actual results of the offering, to decide on: The actual number of shares offered and the charter capital rate according to the actual results of the offering:
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| 21 | Implementation time | Expected in Q4/2024 until Q2/2025 and after the State Securities Commission issues a document on receiving the complete registration dossier for the offering of the Company. |

1. Plan on using the capital obtained from the private placement:

The General Meeting of Shareholders approved the expected total proceeds from the private placement to increase charter capital of VND449,500,000,000 will be used by the Company according to the following plans:

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| --- | --- | --- |
| No. | Plan on using capital | Amount (VN) |
| 1 | Payment of bank loans | 245,000,000,000 |
| 2 | Payment of payables to suppliers | 204,500,000,000 |
| Total | 449,500,000,000 |

Authorizations of the General Meeting of Shareholders for the plan on using capital are as follows:

* The Board of Directors based on the plan on using capital approved by the General Meeting of Shareholders to: Develop a detailed disbursement plan, decide on the disbursement priority for each item in accordance with the actual situation and business capital demands of the Company;
* Expenses incurred from the offering (if any) will be paid with proceeds from the offering;
* Based on the actual proceeds after the offering (after deducting expenses related to the offering, if any): The net proceeds will be used by the Board of Directors in accordance with the plan approved by the General Meeting of Shareholders. In case the net proceeds are less than the expected offering amount: The Board of Directors uses capital in order of priority for each item, the items used with capital shortages will be compensated by other sources of capital in Section 1.4.
* During the actual progress of using capital: The General Meeting of Shareholders authorized the Board of Directors to actively adjust/change/supplement information related to the detailed disbursement plan, including: Actively developing, selecting the list and allocating the amount used for each contract/loan agreement/sale and purchase contract, etc. in each capital use category; Adjust the disbursement time of loans/debts if the initial expected disbursement period has expired; replace agreements/loans/sale and purchase contracts, etc. due to the payment deadline before the Company is licensed to use the proceeds from the offering and has been paid by the Company with other capital sources; adjust/supplement other necessary information (if any), etc. These adjustments/changes must ensure that they do not change the initial plan/purposes on using capital approved by the General Meeting of Shareholders above.
* In case of necessity: The Board of Directors is only entitled to change the plan on using capital, the proceeds from the offering with a value of less than 50% of the capital, the proceeds from the offering to another plan on using capital if the Board of Directors finds it appropriate and effective, bringing maximum interests to shareholders and the Company. The Board of Directors must report this change to the State Securities Commission and the nearest General Meeting of Shareholders.
	1. Plan on compensating for the expected capital shortage in case the number of offered shares is not fully distributed or the capital mobilized from the offering is not fully collected:

In case the number of offered shares is not fully distributed or the capital mobilized from the offering is not fully collected as expected (due to payment of offering expenses), the Plan to compensate for the expected capital shortage mobilized from the offering to ensure the implementation of the plan on using capita mentioned in the purpose in Section 1.3. will be handled as follows:

The General Meeting of Shareholders authorized the Board of Directors to actively and flexibly use other existing capital sources of the Company or seek/mobilize other capital sources to compensate for the capital shortage in the offering to ensure sufficient capital for the production and business activities of the Company.

1. Plan on ensuring the foreign ownership rate in the offering
* Based on the Official Dispatch No. 3630/UBCK-PTTT dated July 15, 2021 of the State Securities Commission, the maximum foreign ownership rate at the Company is 0%.
* Based on the list of shareholders recorded on July 29, 2024 prepared by Vietnam Securities Depository and Clearing Corporation: The ownership rate of foreign investors at the Company is 0%.

To ensure the ownership rate mentioned above, the General Meeting of Shareholders commits to implement the plan of not offering shares to foreign investors in the private placement 2024. At the same time, the General Meeting of Shareholders authorized the Board of Directors to properly implement the plan on ensuring the foreign ownership rate was approved by the General Meeting of Shareholders during the process of implementing the offering plan.

1. Additional securities registration and share trading registration

The General Meeting of Shareholders authorized and assigned the Board of Directors to implement all necessary procedures to additionally register securities at the Vietnam Securities Depository and Clearing Corporation and additionally register for share trading on the Hanoi Stock Exchange for all successfully offered shares after the completion of the offering, ensuring compliance with current provisions of law.

1. Change the charter capital and amend the Charter:

The General Meeting of Shareholders authorized the Board of Directors to implement procedures to change business registration and adjust the charter capital item (Article 6) in the Company’s Charter corresponding to the actual total value of shares (at par value) offered according to the above offering plan.

Article 2: Approve the list of professional securities investors participating in purchasing shares in the private placement 2024.

Article 3: Approve on amending the Company’s Charter

Article 4: Terms of enforcement

Shareholders, the Board of Directors, the Board of Management of the Company, Heads and Deputy Heads of Departments are responsible for implementing this General Mandate in accordance with the provisions of law and the Company’s Charter.

This General Mandate was approved by the General Meeting of Shareholders of B.C.H Joint Stock Company and takes effect from the date of its signing.