**AGP: Annual General Mandate 2024**

On March 15, 2024, Agimexpharm Pharmaceutical Joint Stock Company announced General Mandate No. 01/NQ-AGP.DHDCD as follows:

Article 1: Agree on the Report and evaluation of the Board of Directors’ activities in 2023 and the operational plan for 2024.

Article 2: Agree on the Report on production and business activities in 2023 and plan for 2024 of the Board of Management.

1. Result of business activities:

* Revenue and profit

*Unit: Million VND*

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Year** | **2019** | **+/- (%)** | **2020** | **+/- (%)** | **2021** | **+/- (%)** | **2022** | **+/- (%)** | **2023** | **+/- (%)** | **Average** |
| Revenue | 467,531 | 11% | 494,978 | 6% | 521,798 | 5% | 687,047 | 32% | 725,130 | 6% | 12% |
| + External goods | 13,068 | -23% | 13,923 | 7% | 11,001 | -21% | 11,805 | 7% | 6,830 | -42% | -14% |
| + Produced goods | 454,463 | 13% | 481,056 | 6% | 510,797 | 6% | 675,242 | 32% | 718,300 | 6% | 13% |
| **Profit before tax** | **35,537** | **-12%** | **36,298** | **2%** | **41,378** | **14%** | **53,239** | **29%** | **54,196** | **2%** | **7%** |
| **Profit after tax** | **28,411** | **-12%** | **28,870** | **2%** | **33,226** | **15%** | **42,910** | **29%** | **43,613** | **2%** | **7%** |

* Rate of plan completion

*Unit: Million VND*

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Target | 2019 | 2020 | 2021 | 2022 | 2023 |
| Plan | % Completed | Plan | % Completed | Plan | % Completed | Plan | % Completed | Plan | % Completed |
| Revenue | 450,000 | 104% | 465,000 | 106% | 530,000 | 98% | 550,000 | 125% | 750,000 | 97% |
| Profit before tax | 45,000 | 79% | 35,000 | 104% | 38,000 | 109% | 43,000 | 124% | 60,000 | 90% |
| Dividends | 10% | 100% | 10% | 100% | 10% | 100% | 15% | 100% |  |  |
| Payment method | In cash | In cash | In cash | 5% in cash10% by shares |  |

2 Targets of plan for 2024

Update yearly to suit feasibility

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Target (VND) | 2024 | 2025 | 2026 | 2027 |
| Revenue | 770 | 908 | 998 | 1,098 |
| Profit before tax | 58 | 88 | 106 | 129 |

Article 3: Agree on the Financial Statements 2023.

Article 4: Agree on the Report on the Supervisory Board’s activities in 2023.

Article 5: Agree on the Report on audit results of 2023.

Article 6: Approve the Proposals of the Board of Directors;

1. Proposal on selecting an audit company for the Financial Statements 2024
2. Proposal on profit distribution and dividend payment in 2023:

1/ Adjustments to the plan on revenue and profit before tax in 2023 (according to the Board of Directors’ meeting minutes dated November 4, 2023):

|  |  |  |
| --- | --- | --- |
| Target | Before adjustment | After adjustment |
| Revenue in 2023 (billion VND) | 750 | 730 |
| Profit before tax in 2023 (billion VND) | 60 | 54 |

2/ Profit distribution and dividend payment in 2023:

*Unit: VND*

|  |  |  |  |
| --- | --- | --- | --- |
| **Target** | **Rate** | **Amount** | **Note** |
| Profit before tax in 2023 |  | 54,195,754,105 |  |
| Corporate income tax |  | 10,582,967,422 |  |
| Undistributed profit after tax | 100% | 43,612,786,683 |  |
| 1/ Appropriation for bonus funds for the Broad of Directors and the Supervisory Board | 1.27% | 551,745,246 |  |
| 2/ Appropriation for bonus and welfare funds | 6.88% | 2,999,226,098 |  |
| 3/ Dividend payment: by shares (*detailed content in the Proposal for share issuance plan to pay dividends)* | 56.86% | 24,797,340,000 | 12%/Charter capital |
| 4/ Remaining profits for the development investment fund | 35.00% | 15,264,475,339 |  |

Notes:

1/ Appropriation for bonus funds for the Board of Directors and the Supervisory Board as follows:

Total bonus fund for the Board of Directors: VND 551,745,246, including:

Bonus for achieving profit before tax plan (1% profit before tax): VND 541,957,541

Bonus for exceeding profit before tax plan (5% excess profit): VND 9,787,705

2/ Bonus and welfare fund: Expenditure on employees’ bonus and welfare, and other social welfare activities.

3/ Investment and development fund is used to: Invest in expanding production and business; procurement of fixed assets (land, machinery and equipment, means of transport), scientific research, product development research, training; offset the difference in tax settlement and losses in assets and liabilities. Authorize the Board of Management to consider the use within the limits of authority prescribed by the Law or the Company's Charter.

1. Proposal on salary and bonus for the Board of Directors and the Supervisory Board
2. Proposal on supplement to the business lines
3. Proposal on the share issuance plan for dividend payment in 2023
4. Share name: Share of Agimexpharm Pharmaceutical Joint Stock Company
5. Type of share: common share
6. Par value: VND 10,000 per share
7. Current charter capital: VND 206,644,530,000
8. Total number of issued shares: 20,664,453 shares.

In which:

* Total number of outstanding shares: 20,664,453 shares
* Total number of treasury shares: 0 shares
1. Number of shares expected to be issued: 2,479,734 shares
2. Total issuance value per par value: VND 24,797,340,000
3. Subject of the issuance: Existing shareholders named in the list of shareholders at the record date. The record date is authorized to the Board of Directors for decision by the General Meeting of Shareholders
4. Issuance rate (The expected number of shares to be issued/Total number of outstanding shares): 12%
5. Rights exercise rate: 100:12. Every shareholder who owns 01 share will receive 01 rights for additional shares. For every 100 rights to receive additional shares, shareholders will receive 12 new shares.
6. Capital source for the issuance: Undistributed profit after tax. Undistributed profit after tax is determined on December 31, 2023 according to the Audited Financial Statements 2023 of Agimexpharm Pharmaceutical Joint Stock Company.
7. Issuance method: Shares issued to existing shareholders will be distributed according to the method of exercising rights.
8. Plan on handling fractional share: The number of additional shares issued will be rounded down to the unit, the decimal fraction (if any) will be removed.

*For example: Shareholder A owned 128 shares at the record date of the list of shareholders. With the exercise rate of 100:12, Shareholder A will receive additional 15.36 new shares (128/100\*12=15.36). According to the above principle, shareholder A will receive 15 new shares, and the incurred fractional shares of 0.36 will be disposed of.*

1. Expected time of the issuance: After the State Securities Commission announces the receipt of the Company's full issuance report documents, it is expected to be implemented in Q2/2024 and Q3/2024. The General Meeting of Shareholders authorizes the Board of Directors to choose an appropriate issuance time to ensure the rights of shareholders and according to the provisions of law.
2. Additional securities and trading registration: The General Meeting of Shareholders approves and authorizes the Board of Directors to implement the procedures for additional securities registration at the Vietnam Securities Depository and additional trading registration at the Hanoi Stock Exchange
3. Approve the change of charter capital: Approve the change of the Company's Charter (charter capital section) and adjust the Business Registration Certificate at An Giang Authority for Planning and Investment after the State Securities Commission notifies in written form about the receipt of the issuance result report.
4. Authorization for the Board of Directors

The General Meeting of Shareholders authorizes the Board of Directors to implement tasks related to the issuance, as follows:

* Prepare, amend, supplement and complete the contents of the share issuance plan and adjust the issuance plan and other relevant dossiers in accordance with the actual situation of the Company, the request of the State Securities Commission and other functional agencies, and the provisions of relevant laws (if any);
* Select the record date for the list of shareholders to implement the issuance plan mentioned above;
* Amend and supplement relevant terms in the Company's Charter to record the newly increased charter capital after the State Securities Commission notifies in writing of the receipt of the issuance result report;
* Perform procedures on additional securities registration at Vietnam Securities Depository and Clearing Corporation and register additional transactions at Hanoi Stock Exchange for the number of additional shares issued according to the actual issuance results after the State Securities Commission notifies in written form about the receipt of the issuance result report;
* Perform procedures for changing the contents of the Company's business registration related to the change of charter capital according to the actual results of the issuance with the competent state agencies after the State Securities Commission notifies in written form about the receipt of the issuance result report;
* Authorize the General Manager to perform one or some of the specific tasks mentioned above depending on each specific case;
* Decide other incurred issues related to the share issuance to pay dividends.
1. Proposal on the amendment and supplement to the Company's Charter.

Article 7: This General Mandate is approved and takes effect from the end of the Meeting. All shareholders of Agimexpharm Pharmaceutical Joint Stock Company, members of the Board of Directors, the Supervisory Board, the Executive Board, and all employees of the Company are responsible for implementing this General Mandate. Congruently, the General Meeting of Shareholders authorizes the Board of Directors to concretize into plans and tasks to direct and organize the implementation of the General Mandate.