**KDM: Annual General Mandate 2024**

On March 25, 2024, GCL Group Joint Stock Company announced General Mandate No. 01/NQ-DHDCD-KDM as follows:

‎‎Article 1. Approve the Report on the activities of the Board of Directors in 2023, and the Operational plan for 2024

Certain planned targets in Q4/2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | 2023 Results | 2024 Plan | 2024 Plan/2023 Results (%) |
| 1 | Total assets | 78,575,266,200 | 85,240,560,000 | 108 |
| 2 | Net revenue | 74,681,632,847 | 118,625,000,000 | 159 |
| 3 | Profit before tax | 2,174,492,184 | 5,436,245,000 | 250 |
| 4 | Profit after tax | 1,616,533,595 | 4,348,996,000 | 269.03 |

‎‎Article 2. Approve the Report on activities of independent members of the Board of Directors in the Audit Committee in 2023

‎‎Article 3. Approve the audited Financial Statements 2023 and select an independent audit company to audit and review the Financial Statements 2024

‎‎Article 4. Approve the Remuneration Plan for the Board of Directors and Audit Committee in 2023 and the Remuneration Plan for the Board of Directors and Audit Committee in 2024

‎‎Article 5. Approve the plan to issue shares to pay dividends in 2023

1. Plan on share issuance to pay dividends
2. Issuer: GCL Group Joint Stock Company
3. Charter capital before issuance: VND 71,000,000,000
4. Number of outstanding shares: 7,100,000 shares
5. Treasury shares: 0 shares
6. Name of issued share: Shares of GCL Group Joint Stock Company
7. Securities code: KDM
8. Share type: Common shares
9. Par value: VND 10,000/share
10. Issuance purpose: Issue shares to pay dividends of 2023
11. Number of issued shares: 497,000 shares
12. Total issue value at par value: VND 4,970,000,000
13. Issuance rate: 7% (Number of shares issued/number of outstanding shares)
14. Subject of the issuance: Existing shareholders on the list at the record date for the list of shareholders to exercise their right to receive dividends by shares provided by Vietnam Securities Depository and Clearing Corporation
15. Rights exercise rate: 100:7

On the record date for the list of shareholders to exercise their rights, a shareholder who owns 01 share will be entitled to 01 right to receive dividends and for every 100 rights, they will be entitled to receive 7 newly issued shares according to the principle of rounding down to the nearest unit.

1. Capital source for the issuance: Accumulated undistributed profit after tax as of December 31, 2023 on the Financial Statements 2023 of GCL Group Joint Stock Company
2. Transfer restrictions: Shares issued to pay dividends to existing shareholders are not restricted to transfer. Shares under transfer restriction are still entitled to receive shares from the issuance. Treasury shares (if any) are not entitled to exercise the rights. The rights to receive dividends by shares is not transferable.
3. Expected time of issue: From Q2/2024 to Q3/2024 after being approved by the General Meeting of Shareholders and after the State Securities Commission issued a document on the receipt of full issuance report documents of KDM.
4. Plan on handling fractional shares: The number of new shares issued to pay dividends by shares that each shareholder receives will be rounded to the nearest unit according to the rounding down principle. The arising fractional shares (if any) will be canceled and not issued.

For example: Shareholder A on the record date of the list of shareholders exercising the right to receive dividends by shares owns 215 shares, then the number of additional shares issued that shareholder A will receive will be calculated as follows: 215/100\*7 = 15.05 shares. According to the plan for handling fractional shares, the actual number of shares that shareholder A will receive as dividends is 15 shares (fractional shares of 0.05 will be canceled).

The difference between the total amount expected to be used to issue shares to pay dividends (calculated at par value of VND 10,000/share) and the total value of shares actually distributed to existing shareholders (calculated at par value of VND 10,000/share) will be retained in the Company's undistributed profit after tax.

1. Securities registration and additional listing registration

All shares issued to pay dividends in 2023 to existing shareholders will be registered for additional securities at Vietnam Securities Depository and Clearing Corporation and register for additional listing at the Stock Exchange immediately after completing the issuance in accordance with legal regulations

1. Amendment of the charter

The General Meeting of Shareholders authorizes the Board of Directors to update and amend the contents related to the charter capital, and shares in Article 6 of the Company's Charter of organization and operation according to the charter capital after the completion of the share issuance.

1. Authorization for the Board of Directors

Implement and complete procedures related to the plan to issue shares to pay dividends in 2023 to existing shareholders mentioned above, including but not limited to the following tasks:

* Select the issuance time and implement the plan to issue shares to pay dividends to existing shareholders in accordance with current law
* Adjust the issuance rate accordingly to ensure that the total number of shares offered does not exceed the number of shares expected to be issued that was approved by the General Meeting of Shareholders (Issue rate depends on the number of outstanding shares at the time of implementing the Share Issuance Plan)
* Carry out the dossier and related procedures with the State Securities Commission (SSC) to be licensed to issue shares to pay dividends and report issuance results to the SSC.
* Implement dossier and related procedures with Vietnam Securities Depository and Clearing Corporation (VSDC)/Stock Exchange to implement dividend payments to existing shareholders after being approved by the State Securities Commission, including:

1. Recording the list of shareholders exercising the right;
2. Record date to allocate the rights;
3. Additional listing of shares.

* Carry out relevant legal procedures after completing the issuance: change the Business Registration Certificate (registering to increase charter capital) at the business registration agency
* Amend items on charter capital and related contents in the Company's Charter of Organization and Operations after completing the share issuance and other legal documents in accordance with the law
* Other issues related to the issuance of shares to pay dividends.

‎‎Article 6. Approve the plan to issue shares according to the ESOP 2024

1. Share issuance plan under the Employee Stock Ownership Plan of the Company
2. Issuer: GCL Group Joint Stock Company
3. Securities name: Shares of GCL Group Joint Stock Company
4. Securities code: KDM
5. Type of issued shares: Common shares
6. Par value: VND 10,000/share
7. Issuance method: Share issuance plan under the Employee Stock Ownership Plan of the Company
8. Number of shares expected to be issued: 350,000 shares
9. Total value of shares expected to be issued based on the par value: VND 3,500,000,000
10. Issuance rate (Expected number of shares to be issued/Total number of outstanding shares): Number of shares issued/total number of outstanding shares is 4.93%
11. Implementation source for the issuance: Paid by the employee
12. Subject of the issuance: Employees and/or Key Personnel at the Company
13. Criteria for selecting employees to participate in the issuance: The General Meeting of Shareholders authorizes the Board of Directors to determine the criteria and list of employees eligible to participate in the program, and the principles for determining the number of shares distributed to each subject.
14. Number of employees and number of shares distributed to employees: The General Meeting of Shareholders authorizes the Board of Directors to determine the number of employees to be purchased and the number of shares to be distributed to each subject.
15. Principle to determine issue price: Equal to par value of VND 10,000/share.
16. Issuance price: VND 10,000/share
17. Transfer the right to buy: Employees are not allowed to transfer their purchase rights to other entities.
18. Plan for handling shares that employees do not pay to buy: In case the employee gives up the allocated right to buy shares. The General Meeting of Shareholders authorized the Board of Directors to continue allocating these shares to other subjects subject to issuance with the issuance price not exceeding VND 10,000/share.
19. Transfer restriction: Shares issued under the Company's ESOP will be restricted from transfer within 01 year from the date of completion of the issuance.
20. Total proceeds from the issuance (calculated based on issue price): VND 3,500,000,000
21. Ensure to meet regulations on foreign ownership rate: The General Meeting of Shareholders authorized the Board of Directors to approve a plan to issue shares that meet the regulations on foreign ownership rate.
22. Expected implementation time: After the ESOP is approved by the General Meeting of Shareholders, and the State Securities Commission announces in writing on the receipt of issuance report documents, expected in Q2 and Q3/2024.
23. Registration for securities and additional listing: All additional shares will be registered for additional securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing on the Stock Exchange immediately after completing the issuance in accordance with legal regulations.
24. Amendment to the Charter: Amend provisions related to charter capital, shares in Article 6 of the Company's Charter according to the Charter Capital after completing the share issuance.
25. Plan for using capital from the issuance of shares under the ESOP

The expected amount of proceeds from the issuance of additional shares under the ESOP in 2024 is VND 3,500,000,000 (calculated based on issuance price) will be allocated and used for the purpose of supplementing working capital for the Company's business activities in 2024, specifically:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount (VND) | Expected time of using capital |
| 1 | Supplement working capital for business activities (Increasing inventory, making payments to Ha Noi Trading & Steel Co.,Jsc,...) | 3,500,000,000 | In 2024 |
|  | Total |  |  |

The General Meeting of Shareholders authorized the Company's Board of Directors to decide the details of the plan for using capital obtained from the issuance in the most effective way. In case the above capital use plan is no longer suitable for the actual operating situation of the Company, the General Meeting of Shareholders authorizes the Board of Directors to change the plan to use capital effectively in accordance with current law, and at the same time:

* Report to the State Securities Commission;
* Report to the Vietnam Exchange/Hanoi Stock Exchange on the reason for this change;
* Disclose information about changed content on the Company's Website;
* Report to the General Meeting of Shareholders at the nearest meeting.

1. The General Meeting of Shareholders authorizes and assigns the Board of Directors

The General Meeting of Shareholders authorizes and assigns the Board of Directors to implement and complete procedures related to the plan to issue shares according to the ESOP of the Company mentioned above, including but not limited to the following tasks:

* + - 1. Develop and promulgate regulations on issuing ESOP shares to implement this plan; Approve the criteria and list of employees participating in the program, principles for determining the number of shares distributed to each subject and the issuance time
      2. Implement the plan, choose the time and duration to implement the issuance plan to suit the needs of the Company on the basis of ensuring compliance with the provisions of law
      3. Approve the plan on ensuring the share issuance meets the regulations on the foreign ownership rate in the case of issuing shares to employees who are foreign investors
      4. Adjust the issuance rate accordingly to ensure that the total number of shares issued does not exceed the number of shares expected to be issued approved by the General Meeting of Shareholders in this plan (issuance rate depends on the number of shares outstanding at the time of implementing the Share Issuance Plan and the actual number of shares issued);
      5. The Board of Directors decided to amend, supplement and complete the share issuance plan according to the ESOP in the Company approved by the General Meeting of Shareholders (including decisions on contents not yet presented in this issuance plan). The Board of Directors develops, amends and explains all documents related to the issuance at the request of the management agency (if any), in order to implement the share issuance plan to achieve the highest efficiency, in accordance with the Company's business practices, relevant legal regulations, the Company's Charter and the rights of Shareholders;
      6. Decide, balance and properly use the proceeds from the issuance in accordance with the Company's production and business activities;
      7. Continue to allocate these shares to other subjects satisfying the issuance criteria at a price not lower than VND 10,000/share, in case employees give up the allocated right to buy the shares
      8. Complete procedures to register securities and list newly issued shares at the Vietnam Securities Depository and Clearing Corporation and the Stock Exchange after completing the issuance
      9. Complete the procedures to change the business registration certificate according to the new charter capital at the competent authority; Amend and supplement the Company's Charter of Operations, articles related to charter capital and shares after completing the issuance
      10. Other issues related to the above plan to issue shares under the ESOP

‎‎Article 7. Approve not implementing the private placement plan to increase charter capital in 2023

‎‎Article 8. Approve the Private placement plan to increase charter capital 2024

Information about shares offered

* Shares offered: Shares of GCL Group Joint Stock Company
* Securities code: KDM
* Share type: Common shares
* Par value: VND 10,000/share
* Number of outstanding shares before the offering: 7,100,000 shares
* Number of shares expected to be offered: 5,000,000 shares
* Total value of shares offered based on the par value: VND 50,000,000,000
* Offering purpose: Buy shares/Contribute capital to expand business activities and supplement working capital for the Company. The detailed use plan is as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Use plan | Expected use value | Use time |
| 1 | Buy shares/contributed capital at Công ty cổ phần Mầm Lộc Sơn La (tentatively translated as Mam Loc Son La Joint Stock Company) (Tax code: 5500485665) | 40,000,000,000 | 2024 - 2025 |
| 2 | Supplement working capital | 10,000,000,000 |
| Total | | 50,000,000,000 |  |

The General Meeting of Shareholders authorizes the Board of Directors, based on the results of the offering, to proactively allocate capital sources obtained from the offering and/or amend, supplement or adjust capital use plans according to the Company's actual operations and ensuring benefits for shareholders. Changing the capital use plan must be in accordance with relevant legal regulations and the rights of shareholders.

* Offering method: Private placement to professional securities investors.
* Offering object: Professional domestic securities investor.
* Number of investors participating in the offering: Under 100 investors, excluding professional securities investors.
* Criteria for selecting investors to buy shares in the private placement: Professional securities investors who are domestic organizations/individuals as prescribed by law, willing to cooperate, have financial capacity, and are able to support the Company's activities.
* Transfer restrictions: Shares successfully offered in this offering will be restricted from transfer for one year for professional securities investors and will not be restricted from transfer between professional securities investors.
* Expected offering price: Authorize/assign the Board of Directors to decide on an appropriate offering price at the time of offering (not lower than the par value of the shares).
* Expected offering time: Expected in 2024-2025, the specific implementation time will be decided by the Board of Directors in accordance with the approval of the competent State management agency.
* Plan on handling the remaining shares that are not fully offered: In case the offered shares are not fully distributed according to the expected plan because the investor does not exercise the right to buy, the General Meeting of Shareholders authorizes/assigns the Board of Directors to:

Decide on distribution to other subjects;

Choose to adjust the capital use plan, ensuring that it does not affect the Company's capital resources and regular operations.

* Register additional securities for shares: Individually offered shares will be registered as additional securities at the Vietnam Securities Depository and Clearing Corporation.
* Change the share listing registration: Privately placed shares will be registered for listing on the Hanoi Stock Exchange (HNX) according to regulations.
* Ensuring the maximum foreign ownership rate in the offering: Authorize the Board of Directors to approve a plan to ensure the offering of shares meets the regulations on maximum foreign ownership rate of the Company.

Contents of authorization

The General Meeting of Shareholders assigned/authorized the Board of Directors to decide on the following issues:

* Proactively decide on specific issues in the offering plan, develop offering documents, choose the offering time, select investors that meet the criteria according to the offering plan, number of investors, and the number of shares each investor can buy; Approve the content of signing and implementing commitments/contracts, agreements and other transactions related to the implementation of buying and selling shares of the offering; submit dossiers and explain the dossier on application for permission to sell to the State Securities Commission and competent authorities. At the same time, the Board of Directors are allowed to proactively adjust and detail plans and related offering dossiers at the request of the State Securities Commission and other functional agencies;
* Verify the eligibility of professional securities investors or authorize/assign a third party with sufficient authority/function to verify the eligibility of professional securities investors according to the provisions of law;
* Develop and select a detailed capital use plan appropriate to the Company's operating situation at the time of offering, balance and adjust the plan for using capital raised from the offering according to the actual situation and the provisions of law;
* Select and decide on issuance consulting and underwriting organizations if necessary;
* Decide and implement all necessary tasks, procedures and other issues related to: (i) change the data related to charter capital and shares, amend the provisions on the charter capital and shares in the Company Charter after completing the offering; and (ii) amend and supplement the Company's operating license and business registration certificate after completing the offering; and (iii) register and deposit additionally offered shares of the Company at the VSDC; and (iv) Change the Company's share listing registration on the Stock Exchange after completing the offering;
* Decide all other issues related to the share offering;
* Other related works.

Depending on each specific case, the Board of Directors can assign the General Manager - Legal Representative to perform part or all of the specific tasks mentioned above.

‎‎Article 9. Approve the plan to offer additional shares to the public to existing shareholders

1. Plan to offer additional shares to the public to existing shareholders
2. Issuer: GCL Group Joint Stock Company
3. Securities name: Shares of GCL Group Joint Stock Company
4. Securities code: KDM
5. Type of shares to be offered: Common shares
6. Par value: VND 10,000/share
7. Offering method: Offering additional shares to the public for existing shareholders by exercising purchase rights
8. Rights exercise rate: 1:1 (shareholders owning 01 share will have 01 purchase right, for every purchase right, shareholders will be able to buy 01 additionally offered share)
9. Implementation time: In 2024 and/or 2025 after getting approval from the State Securities Commission.
10. Number of shares expected to be offered: 7,100,000 shares
11. Estimated total value of offered shares according to par value: VND 71,000,000,000
12. Issuance rate (number of shares expected to be additionally offered to existing shareholders/number of outstanding shares at the date of recording the list of shareholders to exercise the right to buy offered shares): 100%
13. Offering price: VND 10,000
14. Principles and basis to determine the offering price: Equal to the par value of VND 10,000/share
15. Offering object: Existing shareholders on the list of shareholders at the record date for the list of shareholders to exercise the right to buy additional shares offered prepared by the Vietnam Securities Depository and Clearing Corporation. Treasury shares (if any) are not entitled to exercise the rights to buy new shares.
16. Transfer the right to buy: Existing shareholders on the list at the record date for the list of shareholders to exercise the right to buy additional shares have the right to transfer their right to buy shares to others within the prescribed time and only transfer once (the transferee cannot transfer to a third person). 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.

For example: On the record date for the list, shareholder A owns 100 shares and will be entitled to 100 buying rights. Shareholder A can transfer 100 buying rights to investor B. Investor B is not allowed to transfer such rights to a third person.

1. Handling of fractional shares: Since the rights exercise rate is 1:1, there will be no fractional shares.
2. Handling the number of shares not fully sold due to existing shareholders not exercising the rights to buy: For shares that are not fully offered because existing shareholders do not exercise their right to buy, assign and authorize the Board of Directors to decide on offering to other investors/shareholders based on the principle of: the offering price to other investors is not lower than the offering price for the existing shareholders, according to the method of exercising rights.
3. Ensure to meet regulations on foreign ownership rate: Assign and authorize the Board of Directors to approve a plan to ensure the offering of additional shares meets regulations on foreign ownership rate.
4. Public offering: Agree to allow shareholders/investors selected by the Board of Directors to purchase shares that existing shareholders do not exercise their right to not have to carry out public offering procedures in accordance with the provisions of the Law on Securities when the purchase of such shares results in the ownership rate reaching or exceeding the ownership ratio specified in Clause I, Article 35 of the Law on Securities.
5. Offering purposes: Offering additional shares for the purpose of investing in the Company's fixed assets.
6. Plan on handling in case the share offering is not as successful as expected: In case the number of shares registered to be offered is not fully distributed as expected and the amount of capital mobilized does not reach the expected level, the General Meeting of Shareholders authorizes the Board of Directors to supplement the shortfall of capital through other forms of mobilization such as borrowing from credit institutions or borrowing from other organizations/individuals in accordance with the provisions of law.
7. Transfer restrictions: Shares offered to existing shareholders at the rate of exercising the rights are not subject to transfer restrictions.

Shares that are not fully offered for sale due to existing shareholders not registering to buy or not paying for the purchase that the Board of Directors distributes to other subjects under this plan will be restricted from transfer for 01 year from the end date of the offering.

1. Registration for securities and additional listing: All additional shares offered will be additionally registered for securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing on the Stock Exchange immediately after completing the offering in accordance with legal regulations.
2. Amending the Charter: Amend provisions related to charter capital, shares in Article 6 of the Company's Charter according to the Charter Capital after completing the offering.
3. Plan to use the proceeds from the offering

The expected amount of proceeds from the offering to existing shareholders in 2024 is VND 71,000,000,000 (calculated based on issuance price), which will be allocated and used for the purpose of investing in fixed assets to serve the Company's business activities in 2024. Specifically:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount (VND) | Expected time of using capital |
| 1 | Buying a house to use as the Company headquarters in Thanh Xuan District, Hanoi City | 30,000,000,000 | 2024-2025 |
| 2 | Buying land to build a steel warehouse in Son La City, Son La Province | 20,000,001,000 | 2024-2025 |
| 3 | Building factories in Son La City, Son La Province | 10,000,000,000 | 2024-2025 |
| 4 | Purchasing equipment for the warehouse | 11,000,000,000 | 2024-2025 |
|  | Total | 71,000,000,000 |  |

The General Meeting of Shareholders authorized the Company's Board of Directors to decide on the details of the plan to use capital obtained from the offering to achieve the highest efficiency. In case the above capital use plan is no longer suitable with the actual operating situation of the Company, the General Meeting of Shareholders authorizes the Board of Directors to change the capital use plan efficiently in accordance with current legal regulations, and at the same time:

* Report to the State Securities Commission;
* Report to the Vietnam Exchange/Hanoi Stock Exchange on the reason for this change;
* Disclose information about changed content on the Company's Website;
* Report to the General Meeting of Shareholders at the nearest meeting.

1. The General Meeting of Shareholders authorizes and assigns the Board of Directors

The General Meeting of Shareholders authorizes and assigns the Board of Directors to implement and complete procedures related to the plan to offer additional shares to the public to existing shareholders mentioned above, including but not limited to the following tasks:

* + - 1. Implement the plan, choose the time and duration to implement the offering plan to suit the needs of the Company on the basis of ensuring compliance with the provisions of law;
      2. Approve a plan to ensure that the offering meets regulations on maximum foreign ownership rate;
      3. Adjust the offering rate appropriately to ensure that the total number of shares offered does not exceed the number of shares expected to be offered as approved by the General Meeting of Shareholders in this plan (offering rate depends on the number of outstanding shares at the time of implementing the offering plan and the actual number of shares offered);
      4. The Board of Directors decides to amend, supplement and complete the offering plan for existing shareholders approved by the General Meeting of Shareholders (including decisions on contents that have not been presented in this offering plan); the Board of Directors develops, amends and explains all documents related to the offering at the request of the management agency (if any), in order to implement the share offering plan to achieve the highest efficiency, in accordance with the Company's business practices, relevant legal regulations, the Company's Charter and the rights of Shareholders;
      5. Decide, balance and properly use the proceeds from the offering in accordance with the Company's production and business activities;
      6. Complete the procedures to register additional securities and additionally list newly offered shares at the Vietnam Securities Depository and Clearing Corporation and on the Hanoi Stock Exchange after the end of the offering;
      7. Complete the procedures to change the business registration certificate according to charter capital at the competent authority; amend and supplement the Company's Charter of Operations, articles related to charter capital and shares after completing the offering;
      8. Other issues related to the plan on public offering of additional shares to existing shareholders above.

‎‎Article 10. Approve the change of legal representative

‎‎Article 11. Approve the dismissal of the positions of members of the Board of Directors for:

* Mr. Dang Cong Thuc
* Mr. Truong Van Manh

Article 12. Elect the following persons as additional members of the Board of Directors (term of 2021 - 2025) of the Company

* Dang Trung Hieu
* Dang Thi Minh Thuy

‎‎Article 13. The General Meeting of Shareholders assigned and authorized the Board of Directors of the Company to direct the implementation of the contents in accordance with the provisions of law and the Company's Charter.

This General Mandate was approved by the General Meeting of Shareholders and takes effect from the date of signing.