**DTH: Annual General Mandate 2024**

On April 12, 2024, Thanh Hoa Pharmaceutical Medical Material Joint Stock Company announced General Mandate No. 01-2024/NQ-DHDCD as follows:

Article 1: Approve the Board of Directors' Report on governance and results of the Board of Directors' activities in 2023, production and business results in 2023, production and business plan in 2024, dividend payment and profit distribution plan in 2024 with the following main targets:

* 1. Major production and business targets in 2023:

Unit: Million VND

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Target | Results of 2023 | Compared to plan of 2023 | | Compared to results of 2022 | |
| Plan | Rate | Results | Rate |
| 1 | Total revenue | 526.0 | 560.0 | 93.9% | 581.4 | 90.5% |
|  | In which, products produced by the Company | 412.7 | 445.0 | 92.7% | 459.8 | 89.8% |
| 2 | Profit before tax | 3.2 | >=5.6 | 57.1% | 4.7 | 68.1% |
| 3 | Profit after tax | 2.4 | - | - | 3.6 | 66.7% |

* 1. Plan for 2024

1. Plan for main economic targets in 2024

| No. | Target | Unit | Plan for 2024 |
| --- | --- | --- | --- |
| 1 | Total revenue | Billion VND | 560 |
| 2 | Revenue from products produced by the company | Billion VND | 445 |
| 3 | Profit before tax | Billion VND | >=5.6 |
| 4 | Dividend payment | % | >=5 |
| 5¬ | Average monthly income | Increase by 5% or more compared to 2023 | |

1. Profit distribution plan for 2024

Profit after tax, after paying dividends to shareholders, is 100% deducted from the bonus and welfare fund.

Article 2: Approve the Audited Financial Statements 2023

Article 3: Approve the dividend payment and profit distribution plan in 2023

1. Dividend payment

The remaining profit after tax in 2023 is: VND 2,407,721,578

The dividend payment in 2023 is 3% equivalent to: VND 2,240,166,300

1. Profit distribution

The remaining profit after tax, after paying dividends to shareholders (in section a) is: VND 167,555,278, according to the approved General Mandate, the remaining profits will be distributed 100% to bonus and welfare funds.

Article 4: Approve the remuneration report for the Board of Directors and the Supervisory Board in 2023 and the remuneration plan for the Board of Directors and the Supervisory Board in 2024 as follows:

1. Report on the remuneration settlement for the Board of Directors and the Supervisory Board in 2023

The remuneration payment for the Board of Directors and the Supervisory Board in 2023 is VND 100 million, of which:

* Remuneration payment for the Board of Directors: VND 75 million;
* Remuneration payment for the Supervisory Board: VND 25 million;

1. Remuneration payment plan for the Board of Directors and the Supervisory Board in 2024.

* Remuneration payment for the Board of Directors and the Supervisory Board is VND 100 million/year, of which:
* Remuneration payment for the Board of Directors: VND 75 million/year
* Remuneration payment for the Supervisory Board: VND 25 million/year
* In case that 2% of profit after tax is greater than VND 100 million, the maximum remuneration payment for the Board of Directors and the Supervisory Board is 2% of profit after tax:
* Remuneration payment for the Board of Directors: Maximum 1.5% of profit after tax.
* Remuneration payment for the Supervisory Board: Maximum 0.5% of profit after tax.

Article 5: Approve the transaction of receiving shares exempted from public tender offers

Approve the transfer transaction of DTH shares between shareholders of Thanh Hoa Pharmaceutical Medical Material Joint Stock Company and Metz USA Vietnam Joint Stock Company without having to make a public offering, specifically as follows:

1. Transferor:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Citizen Identification Card | Number of shares owned | Ownership rate (%) | Expected number of transferred shares: | Expected number of shares after transfer | Expected ownership rate after transfer (%) |
| 1 | Bui Thi Xuan The | 038172036733 | 1,916 | 0.03 | 1,916 | 0 | 0 |
| 2. | Do Thu Huong | 038179010596 | 372,257 | 4.98 | 372,257 | 0 | 0 |
| 3. | Doan Quang Hung | 030087023121 | 2,003,875 | 26.82 | 2,003,875 | 0 | 0 |
| 4. | Nguyen Thi Duc | 171698202 | 1,905 | 0.03 | 1,905 | 0 | 0 |
| 5. | Hoang Thi Anh | 038184000803 | 3,520 | 0.05 | 3,520 | 0 | 0 |
| 6. | Ms. Le Thi Thang | 038180000913 | 943 | 0.01 | 943 | 0 | 0 |
| 7. | Le Thi Thuong | 038186008738 | 907 | 0.01 | 907 | 0 | 0 |
| 8. | Tran Thi Huyen Trang | 001187001834 | 2,128,043 | 28.48 | 2,128,043 | 0 | 0 |
| 9. | Le Xuan Thuy | 038079025018 | 45,585 | 0.61 | 45,585 | 0 | 0 |
| 10. | Mai Quang Vinh | 038071010411 | 4,372 | 0.06 | 4,372 | 0 | 0 |
| 11. | Nguyen Thi Binh Minh | 038186017759 | 1,100 | 0.01 | 1,100 | 0 | 0 |
| 12. | Nguyen Thi Thanh Huong | 038184019173 | 1,100 | 0.01 | 1,100 | 0 | 0 |
| 13. | Nguyen Van Hai | 172685421 | 8,883 | 0.12 | 8,883 | 0 | 0 |
| 14. | Tran Thanh Minh | 030084012034 | 1,711,428 | 22.91 | 1,711,428 | 0 | 0 |
| 15. | Tran Thi Tuyet Lan | 038182026971 | 907 | 0.01 | 907 | 0 | 0 |
| 16. | Vu Thi Thanh Huong | 038185012264 | 1,100 | 0.01 | 1,100 | 0 | 0 |

1. Transferee:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Full name | Business Registration No. | Number of shares owned | Ownership rate (%) | Expected number of shares receiving transfer | Expected number of shares after receiving transfer | Expected ownership rate after transfer (%) |
| Metz Usa Vietnam Joint Stock Company | 2803080327 | 100 | 0.001 | 6,287,841 | 6,287,941 | 84.2 |

The number of shares transferred above is the expected number, the actual number of transfers and the time of transfer depends on the results of negotiations and agreements between the parties and the market situation at the time of transfer..

1. Implementation contents:

The organizations and individuals mentioned in Section 2 of this Proposal are entitled to receive the transfer of voting shares of Thanh Hoa Pharmaceutical Medical Material Joint Stock Company (Securities code: DTH) without having to carry out public tender offer procedures in the following cases:

* Organizations and individuals mentioned in Section 2 purchase voting shares leading to direct or indirect ownership of 25% or more of the voting shares of Thanh Hoa Pharmaceutical Medical Material Joint Stock Company;
* Organizations and individuals mentioned in Section 2, after holding 25% or more of the voting shares of Thanh Hoa Pharmaceutical Medical Material Joint Stock Company, continue to purchase, resulting in direct or indirect ownership reaching or exceeding 35%, 45%, 55%, 65%, 75% of the voting shares of Thanh Hoa Pharmaceutical Medical Material Joint Stock Company.

1. Transaction method: Receive transfer through agreement or order matching on the exchange.
2. The General Meeting of Shareholders authorizes the Board of Directors to decide all issues related to this transfer to ensure the implementation of the contents approved by the General Meeting of Shareholders.

Article 6: Approve the Supervisory Board's Report on company operations in 2023.

Article 7: Approve the list of audit companies for the Financial Statements 2024 as follows:

* Deloitte Vietnam Audit Company Limited;
* AASC Auditing Firm Company Limited;
* A&C Auditing and Consulting Company Limited
* UHY Auditing And Consulting Company Limited
* Viet Nam Auditing And Valuation Company Limited;

Authorize the Board of Directors to select an audit company from the above list to audit the Company's Financial Statements 2024. Detailed content according to Proposal No. 01-2024/TT-BKS was sent to shareholders/shareholder representatives attending the Meeting.

Article 8: Terms of enforcement

The General Mandate 2024 takes effect from April 12, 2024. This General Mandate is posted on the website: Thephaco.vn, in the Investor Relations section instead of being sent directly to each shareholder.

The General Meeting of Shareholders authorizes the Board of Directors and the Supervisory Board of Thanh Hoa Pharmaceutical Medical Material Joint Stock Company to organize and supervise the implementation of the General Mandate.