**HLT: Annual General Mandate 2024**

On April 22, 2024, Hoang Thi Loan Textile & Garment Joint Stock Company announced General Mandate No. 52/NQ-DHDCD-HTL as follows:

‎‎Article 1. Approve the Report on the implementation of the Annual General Mandate 2023 and the term of 2019-2023; operational orientation in 2024; the term of 2024-2029:

1. Main production and business targets in 2023 and in the term of 2029-2023:

1.1. The production and business results in 2023:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | General Mandate 2023 Plan | Results of implementing the General Mandate 2023 | | |
| 2023 Results | Compared to 2023 Plan (%) | Compared to 2022 (%) |
| 1 | Total revenue (no VAT)  In which export turnover | Billion VND  Million USD | 972  24.4 | 780  7.3 | 80  30 | 110  68 |
| 2 | Total amount of standard yarn  In which:   * Single ring yarn * Open end yarn * Twine | Tons | 11,442  9,484  1,522  436 | 8,629  7,777  1,008  504 | 75  75  66  116 | 93  94  83  106 |
| 3 | Total profit before tax | Billion VND | 16 | (50) |  |  |
| 4 | Payable to state budget | Million VND | Under applicable laws | | | |
| 5 | Average income/person/month | Million VND | 9.8 | 8.8 | 90 | 99 |
| 6 | Dividend payment | % | - | - | - | - |

1.2. The production and business results in the term of 209-2023:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | General Mandates 2019-2023 Plans | Results of implementing the General Mandates 2019- 2023 | | |
| 2019-2023 Results | Compared to Plan (%) |  |
| 1 | Total revenue (no VAT)  In which the export turnover | Billion VND  Million USD | 4,204  99.1 | 3,714  67.6 | 88  68 |  |
| 2 | The total average amount of standard yarn | Tons | 65,747 | 52,469 | 80 |  |
| 3 | Total profit before tax | Billion VND | 75 | (30) |  |  |
| 4 | Payable to state budget | Million VND | Under applicable laws | | | |
| 5 | Average income/person/month | Million VND | 8.34 | 8.38 | 100 |  |
| 6 | Dividend payment | % | - | - | - |  |

2. Targets, operational orientations for production and business activities in 2024 and in the term of 2024-2029

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | 2024 Targets | Compared to 2023 Results |
| 1 | Revenue (no VAT) | VND 773 billion | 100% |
| 2 | Export turnover | US$ 10 million | 136% |
| 3 | Total amount of standard yarn | 11,128 tons | 138% |
| - | Ring yarn | 9,520 tons | 134% |
| - | Open end yarn | 1,517 tons | 150% |
| - | Twine | 891 tons | 177% |
| 4 | Total profit before tax | VND 4.5 billion |  |
| 5 | Payable to state budget | Million VND | In accordance with the provisions of the State |
| 6 | Average income for workers | VND 10,800,000/employee/month | 123% |

In the following years of the term of 2024-2029, the Company continues to strive to achieve these above targets and achieve the growth of major targets of over 5% per year.

Article 2. Approve the Report on the activities of the Board of Directors in 2023, in the term of 2019-2023; tasks for 2024, for the term of 2024-2029

‎‎Article 3. Approve the Proposal on the Investment Strategies in the term of 2024-2029

‎‎Article 4. Approve the Audited Financial Statements 2023

‎‎Article 5. Approve the Report on the activities of the Supervisory Board in 2023, in the term of 2019-2023

‎‎Article 6. Approve the Proposal on the plan on the private placement to increase charter capital

Phase I

1. Issuance purposes

In order to improve the capital capacity, increase capital to pay bank loans that have been used for the production and business activities of the Company.

1. Plan on phase I of the private placement
2. Name of shares to be offered: Shares of Hoang Thi Loan Textile & Garment Joint Stock Company
3. Type of share: Common share
4. Securities code: HLT
5. Par value: VND 10,000/share
6. Offering method: Private placement
7. Current charter capital: VND 55,000,000,000
8. Number of outstanding shares: 5,500,000 shares
9. Expected number of shares to be offered: 5,000,000 shares
10. Expected offering value at par value: VND 50,000,000,000
11. Expected charter capital after the offering: VND 105,000,000,000
12. Offering price: VND 10,000/share
13. Offering object:
14. Investor selection criteria

Professional securities investors as per the provision at Article 11 of Law on Securities 2019 No. 54/2019/QH14 dated November 26, 2019.

1. Expected list of selected investors

Number of investors: Offer to less than 100 investors.

The General Meeting of Shareholders authorizes the Board of Directors to identify professional securities investors as per the provisions of current law, select a list of professional securities investors and the number of shares offered to each investor to distribute the offered shares, while ensuring to comply with the regulations on the ownership rate of foreign investors and cross-ownership of enterprises.

1. Plan to handle remaining shares due to investors not registering to buy all (if any):

In case the investors do not register to buy all the shares according to the Plan approved by the Board of Directors, the General Meeting authorizes the Board of Directors to continue distributing the undistributed shares to other investors, ensuring the criteria approved by the General Meeting of Shareholders, in appropriate manner and conditions with the offering price not lower than the initial offering price (VND 10,000/share), on the basis of ensuring this private placement of The Company does not exceed the scope of a private placement and must comply with applicable laws.

If at the end of the distribution, suitable investors cannot be found, the Board of Directors will decrease the total number of offered shares according to the number of distributed shares.

1. Transfer restriction: The shares from private placement is restricted from transferring for 01 year from the end of the offering, except for the case of transferring between professional securities investors or complying with legally effective court judgments or decisions, arbitration decisions, or inheritance under applicable laws.
2. Plan on ensuring the share issuance meeting the foreign ownership rate as per regulations:

The General Meeting of Shareholders authorizes the Board of Directors to develop and approve an offering plan to meet the maximum foreign ownership rate at the Company.

1. Public offering: In case investors and affiliated persons participate in buying shares during the private placement of the Company, leading to the need to register for a public offering as stated in Article 35 of the Law on Securities, these above subjects must carry out the public offering registration procedures with the State Securities Commission under applicable laws.
2. Expected time for the offering: After the State Securities Commission issues document on having received all the dossiers on the registration for private placement of the Company. Expected to carry out in 2024.
3. Plan to use the proceeds from the offering
4. The total expected proceeds from phase 01 of the private placement is VND 50,000,000,000, which will be used by Hoang Thi Loan Textile & Garment Joint Stock Company to pay bank loans used for the production and business activities of the Company.
5. Authorize the Board of Directors, based on the specific operational situation of the Company, to decide on a detailed capital use plan and change the capital use plan, ensuring to comply with the practical needs of the Company and bringing operating efficiency for the Company The Board of Directors will report on the adjustment of the purposes of using the proceeds from the issuance (if any) at the nearest General Meeting.
6. Additional securities and trading registration:

* All successfully offered shares will be registered as additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally registered for trading at the Hanoi Stock Exchange (HNX) after the end of the offering.
* The General Meeting authorizes the Board of Directors to implement the necessary procedures to register additional securities and additional transactions for additional issued shares according to the above plan at VSDC and HNX under applicable laws

Phase II

1. Issuance purposes

In order to improve the capital capacity, increase capital to invest in the project of the Company.

1. Plan on phase II of the private placement
2. Name of shares to be offered: Shares of Hoang Thi Loan Textile & Garment Joint Stock Company
3. Type of share: Common share
4. Securities code: HLT
5. Par value: VND 10,000/share
6. Offering method: Private placement
7. Current charter capital: VND 55,000,000,000
8. Number of outstanding shares: 5,500,000 shares

(Number of outstanding shares has not included 5,000,000 shares expected to be issued in the private placement phase I) In case the Company successfully issues all 5,000,000 shares in the private placement phase I, the total expected number of outstanding shares before the offering will be 10,500,000 shares)

1. Expected number of shares to be offered: 3,000,000 shares
2. Expected offering value at par value: VND 30,000,000,000
3. Expected charter capital after the phase II of the offering (and having completed phase I): VND 135,000,000,000
4. Offering price: VND 10,000/share
5. Eligible buyers:
6. Investors selection criteria

Professional securities investors as per Article 11 of the Law on Securities 2019 No. 54/2019/QH14 dated November 26, 2019.

1. Expected list of selected investors

Number of investors: Offer to less than 100 investors.

The General Meeting of Shareholders authorizes the Board of Directors to identify professional securities investors as per the provisions of current law, select a list of professional securities investors and the number of shares offered to each investor to distribute the offered shares, while ensuring to comply with the regulations on the ownership rate of foreign investors and cross-ownership of enterprises.

1. Plan to handle remaining shares due to investors not registering to buy all (if any):

In case the investors do not register to buy all the shares according to the Plan approved by the Board of Directors, the General Meeting of Shareholders authorizes the Board of Directors to continue distributing the undistributed shares to other investors, ensuring the criteria approved by the General Meeting of Shareholders, in appropriate manner and conditions with the offering price not lower than the initial offering price (VND 10,000/share), on the basis of ensuring this private placement of The Company does not exceed the scope of a private placement and must comply with applicable laws.

If at the end of the distribution, suitable investors cannot be found, the Board of Directors will decrease the total number of offered shares according to the number of distributed shares.

1. Transfer restriction: The shares from private placement is restricted from transferring for 01 year from the end of the offering, except for the case of transferring between professional securities investors or complying with legally effective court judgments or decisions, arbitration decisions, or inheritance under applicable laws.
2. Plan on ensuring the share issuance meeting the foreign ownership rate as per regulations:

The General Meeting of Shareholders authorizes the Board of Directors to develop and approve an offering plan to meet the maximum foreign ownership rate at the Company.

1. Public offering: In case investors and related persons participate in buying shares during the private placement of the Company, leading to the need to register for a public offering as stated in Article 35 of the Law on Securities, these above subjects must carry out the public offering registration procedures with the State Securities Commission under applicable laws.
2. Expected time for the offering: After the State Securities Commission issues document on having received all the dossiers on the registration for private placement of the Company. Expected to carry out in 2024 and 2025

The General Meeting authorizes the Board of Directors to select the time for phase II of the private placement of the Company in accordance with the business plan and the provisions of the law on the offering time as stated in Point d Section 1 Article 31 of the Law on Securities No. 54/2019/QH14 dated November 26, 2019.

1. Plan to use the proceeds from the offering
2. The total expected proceeds from phase 02 of the private placement is VND 30,000,000,000, which will be used by Hoang Thi Loan Textile & Garment Joint Stock Company to invest in the Project of Textile Factory in Chau Nhan Commune, Hung Nguyen District, Nghe An Province. Information about the project:
   1. Name of the Project, location of the project:

* Name of the Project: Textile Factory of Hoang Thi Loan Textile & Garment Joint Stock Company at Chau Nhan Commune, Hung Nguyen District
* Project location: Chau Nhan Commune, Hung Nguyen District, Nghe An Province
  1. Investment capital for the project:
* Expected total investment capital: About VND 510 billion
  1. Project’s objective:
* Increase production and business scale and capacity; Create new products to dominate the high-quality fiber market;
* Ensure the competitiveness of the Vietnamese textiles and garments industry to dominate the domestic and high-quality export market;
* Create more jobs for local workers.
  1. Project scale.
* Area of the land expected to build the factory: 86,680.1/m2
* It is expected to build 02 yarn factories with a scale of 72,000 spindles and an expected output of about 16,000 tons/year.
  1. Expected constructing progress of the Project: Expected from 2024-2027

1. Plan on compensation for the lack of capital mobilized from the offering: In case the shares are not fully distributed as expected and the amount of capital mobilized does not reach the expectation, the Board of Directors will consider to flexibly use bank loans, other capital sources, or look for other additional funding to make up for the capital shortage.
2. Authorize the Board of Directors, based on the specific operational situation of the Company, to decide on a detailed capital use plan and change the capital use plan, ensuring to comply with the practical needs of the Company and bring efficiency to the investment of the Company. The Board of Directors will report on the adjustment of the purposes of using the proceeds from the issuance (if any) at the nearest General Meeting.
3. Additional securities and trading registration:

* All successfully offered shares will be registered as additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally registered for trading at the Hanoi Stock Exchange (HNX) after the end of the offering.
* The General Meeting of Shareholders authorizes the Board of Directors to implement the necessary procedures to register additional securities and additional transactions for additional issued shares according to the above plan at VSDC and HNX under applicable laws.

‎‎Article 7. Approve the Proposal on selecting the audit company for the Financial Statements 2024;

‎‎Article 8. Approve the Proposal on remuneration payment for the Board of Directors, the Supervisory Board in the term of 2024-2029;

‎‎Article 9. Approve the Proposal on the number of members of the Board of Directors, the Supervisory Board in the term of 2024-2029;

‎‎Article 10. Approve the Proposal on the adjustment to the Company’s Charter.

‎‎Article 11. Approve the Proposal on the results of the additional elect of members of the Board of Directors and the results of the additional elect of members of the Supervisory Board.

1. Election results of members of the Board of Directors:

1. Mr. Ngo Van Thanh: ID No.: 019069000063, issued at Police Department of Residence Registration and Management and National Population Database, member of the Board of Directors for the term of 2024-2029.
2. Mr. Ngo Viet Hau: ID No.: 030069004368; issued at Police Department of Residence Registration and Management and National Population Database, member of the Board of Directors for the term of 2024-2029.
3. Mr. Nguyen Du: ID No.: 001072017979, issued at Police Department of Residence Registration and Management and National Population Database, member of the Board of Directors for the term of 2024-2029.
4. Mr. Phan Van Trang: ID No.: 001059003463; issued at Police Department of Residence Registration and Management and National Population Database, member of the Board of Directors for the term of 2024-2029.
5. Mr. Phan Minh Duc: ID No.: 001091006672; issued at Police Department of Residence Registration and Management and National Population Database, member of the Board of Directors for the term of 2024-2029.
6. Election results of additional member for the Board of Directors:
7. Ms. Nguyen Thanh Quyen: ID No. 0421880179; issued at Police Department for Administrative Management of Social Order, member of the Supervisory Board for the term of 2024-2029.
8. Ms. Nguyen Thi Man: ID No. 040185010312; issued at Police Department for Administrative Management of Social Order, member of the Supervisory Board for the term of 2024-2029.
9. Ms. Nguyen Vu Minh Chau: ID No.: 022196000552; issued at Police Department of Residence Registration and Management and National Population Database, member of the Supervisory Board for the term of 2024-2029.

Article 12: Terms of enforcement:

The General Meeting assigns the Board of Directors and the General Manager to organize and implement the contents approved at the General Meeting on the basis of ensuring the best interests of the Company and shareholders under the Company’s Charter and applicable laws.

The General Mandate on April 22, 2024 of Hoang Thi Loan Textile and Garment Joint Stock Company was approved in full at the meeting at 10.30 a.m. on the same day.

This General Mandate takes effect from April 22, 2024.