**DTG: Annual General Mandate 2024**

On April 23, 2024, Tipharco Pharmaceutical Joint Stock Company announced General Mandate No. 03/2024/NQ-DHDCD-DTG as follows:

‎‎Article 1. Approve the Report No. 01/2024/BCDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on the business results in 2023, strategy and business plan for the period 2024-2028.

Results in 2023 compared to Plan 2023

Unit: Billion VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Results in 2022 | Plan 2023 | Results in 2023 | Results/Plan (%) |
| 1 | Net revenue | 297.1 | 360.0 | 372.6 | 103.5% |
| 2 | Profit before tax | 21.4 | 37.4 | 37.7 | 100.8% |
| 3 | Profit after tax | 18.2 | 30.0 | 30.6 | 102.1% |
| 4 | Dividend |  | 20% | 20% | 100.0% |

Results in 2023 compared to 2022

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Target | 2022 | %/Net revenue | 2023 | %/Net revenue |
| Net revenue | 297.1 | 100.0% | 372.6 | 100.0% |
| Cost of goods sold | 227.9 | 76.7% | 284.9 | 76.5% |
| Gross profit | 69.2 | 23.3% | 87.7 | 23.5% |
| Selling expense | 16.4 | 5.5% | 14.2 | 3.8% |
| General and administrative expense | 25.7 | 8.7% | 28.5 | 7.7% |
| Revenue from financial activities | 0.3 | 0.1% | 0.1 | 0.0% |
| Financial expenses | 6.7 | 2.3% | 8.0 | 2.2% |
| Profit from business activities | 20.6 | 6.9% | 37.0 | 9.9% |
| Other profit | 0.8 | 0.3% | 0.6 | 0.2% |
| Profit before tax | 21.4 | 7.2% | 37.7 | 10.1% |
| Profit after tax | 18.2 | 6.1% | 30.6 | 8.2% |

‎‎Article 2. Approve the Report No. 02/2024/BCDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on activities of the Board of Directors in 2023 and orientation of the operational plan for the period 2024-2028

‎‎Article 3. Approve the Report No. 03/2024/BCDH-HDQT-DTG dated April 01, 2024 of the Supervisory Board on activities of the Supervisory Board in 2023 and orientation of the operational plan for the period 2024-2028

‎‎Article 4. Approve the Proposal No. 04/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on approving the Audited Financial Statements 2023.

‎‎Article 5. Approve the Proposal No. 05/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on the profit distribution plan 2023.

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Profit after tax in 2023 (Consolidated Financial Statements) | 30,640,328,235 |
| 2 | Profit after tax in 2023 of the Holding Company (Consolidated Financial Statements) | 30,640,328,235 |
| 3 | Accumulated undistributed profit as of December 31, 2023 (Consolidated) | 37,084,487,796 |
| 4 | Profit after tax in 2023 (Separate Financial Statements) | 30,889,926,869 |
| 5 | Accumulated undistributed profit as of December 31, 2023 (Separate) | 37,341,228,584 |
| 6 | Appropriation for bonus and welfare fund (%) | (No appropriation) |
| 7 | Appropriation for investment and development fund (%) | (No appropriation) |
| 8 | Appropriation for other funds under owners’ equity (%) | (No appropriation) |
| 9 | Dividend payment at 15%/charter capital (by shares). Expected to realize in Q3/2024. | 10,894,810,000 |

‎‎Article 6. Approve the Proposal No. 06/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on approving the business plan 2024.

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Content | Results in 2023 | Plan 2024 | Growth rate |
| 1 | Net revenue from production and business activities | 372.6 | 406.0 | 9.0% |
| 2 | Gross profit | 87.7 | 96.8 | 10.5% |
| 3 | Profit before tax | 37.7 | 40.8 | 8.3% |
| 4 | Profit after tax | 30.6 | 33.2 | 8.5% |
| 5 | Dividend payment (\*) | 20% | 15% | -25.0% |

(\*) The dividend payment rate in 2023 is 15% and will be implemented in 2024, after approval by the Annual General Meeting of Shareholders.

‎‎Article 7. Approve the Proposal No. 07/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on the remuneration for members of the Board of Directors and the Supervisory Board and Manager's salary in 2023, and remuneration plan for members of the Board of Directors and the Supervisory Board in 2024.

‎‎Article 8. Approve the Proposal No. 08/2024/TTDH-BKS-DTG dated April 22, 2024 of the Supervisory Board on the selection of an independent audit company for the Financial Statements 2024.

‎‎Article 9. Approve the Proposal No. 09/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on approving all transactions with related parties stated in the Audited Financial Statement Footnotes 2023.

‎‎Article 10. Approve the Proposal No. 10/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on approving the policy of participating in transactions with related persons under the approval authority of the Board of Directors expected to arise in 2024 until the nearest General Meeting of Shareholders 2025.

‎‎Article 11. Approve the Proposal No. 11/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on terminating the implementation of the plan on share issuance according to ESOP 2022 and 2023.

‎‎Article 12. Approve the Proposal No. 12/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on approving the plan on share issuance to pay dividends in 2023.

1. Share name: Shares of Tipharco Pharmaceutical Joint Stock Company
2. Share code: DTG
3. Share type: Common share
4. Share par value: VND 10,000/share.
5. Total number of shares before the issuance: 7,263,210 shares
6. Number of treasury shares: 0 shares
7. Number of shares expected to be issued: 1,089,481 shares
8. Total value of shares expected to be issued at par value: VND 10,894,810,000
9. Issue rate (Number of shares expected to be issued/Number of outstanding shares): 15%
10. Capital source: Undistributed profit after tax as of December 31, 2023 in the Audited Consolidated Financial Statements 2023.
11. Implementation time: After being notified by the State Securities Commission of receiving full issue report documents (Expected in 2024).
12. Plan on handling fractional shares: The number of additional shares issued to pay dividends when distributed to shareholders will be rounded down to the unit. The fractional shares incurring due to rounding down (if any) will be canceled.

For example: On the record date for the list of shareholders to issue additional shares to pay dividends, shareholder Nguyen Van A owns 165 shares. At that time, shareholder A is entitled to receive 165\*15% = 24.75 shares. According to the plan on handling fractional shares, the number of shares received by shareholder A after rounding down to the unit is 24 shares. 0.75 fractional shares will be canceled.

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

1. Registration for depository and additional listing of issued shares: All shares issued to pay dividends will be registered for additional depository at Vietnam Securities Depository and Clearing Corporation and additional listing at the Hanoi Stock Exchange in accordance with the provisions of law.

‎‎Article 13. Approve Proposal No. 13/2024/TTDH-HDQT-DTG dated April 01, 2024 of the Board of Directors on approving the plan on offering additional shares to the public to existing shareholders to increase the Company's charter capital.

1. Share name: Shares of Tipharco Pharmaceutical Joint Stock Company
2. Share code: DTG
3. Share type: Common share
4. Par value: VND 10,000/share
5. Expected charter capital at the time of offering: VND 83,526,910,000, equivalent to 8,352,691 shares.

Including:

Number of outstanding shares as of December 31, 2023: 7,263,210 shares.

Number of shares expected to be issued for dividend payment in 2023: 15% of charter capital, equivalent to 1,089,481 shares.

1. Number of shares expected to be offered: 8,352,691 shares, equivalent to 100% of the expected number of outstanding shares at the time of the offering
2. Total expected offering value at par value: VND 83,526,910,000
3. Offering purpose:

Improve capital capacity, commensurate with the total value of current assets that the Company owns;

Supplement capital source to serve the Company's production and business activities.

1. Offering form: Offer additional shares to the public to existing shareholders.
2. Subject of the offering: Existing shareholders named at the record date for the list of shareholders to exercise the rights to purchase shares offered to existing shareholders issued by Vietnam Securities Depository and Clearing Corporation according to regulations (the time to record list is authorized by the General Meeting of Shareholders for the Board of Directors to decide).

‎‎Article 14. Approve Proposal No. 14/2024/TTDH-HDQT-DTG dated April 22, 2024 of the Board of Directors on amending and supplementing the Operating Regulations of the Board of Directors of Tipharco Pharmaceutical Joint Stock Company (1st time).

‎‎Article 15. This General Mandate is approved by the Annual General Meeting of Shareholders 2024, takes effect from the end of the General Meeting and is accompanied by the following documents:

* Reports and Proposals submitted to the Annual General Meeting of Shareholders 2024;
* Minutes on vote counting results at the Annual General Meeting of Shareholders 2024;
* Meeting Minutes of the Annual General Meeting of Shareholders 2024;
* Operating regulations of the Board of Directors of Tipharco Pharmaceutical Joint Stock Company (1st amendment and supplement).

‎‎Article 16. Members of the Board of Directors, the Supervisory Board, the Executive Board and employees of the Company are responsible for implementing and organizing the implementation of this General Mandate within the scope of assigned powers and tasks and in accordance with the Company's Charter and legal regulations.

The Board of Directors is responsible for reporting the status and results of implementing this General Mandate in the next annual meeting.