**NJC: Annual General Mandate 2024**

On April 20, 2024, Nam Dinh Garment Joint Stock Company announced General Mandate No. 01/2024/NQDHDCD-MND as follows:

1. Approve the Report on the activities of the Board of Directors and the Board of Management in 2023 and the operational plan for 2024, with some of the following main contents:
	1. Production and business results in 2019-2023

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Target | 2019 | 2020 | 2021 | 2022 | 2023 |
| 1 | Total assets | 212.577 | 272.338 | 284.325 | 288.912 | 414.680 |
| 2 | Total revenue | 253.182 | 415.528 | 342.753 | 562.474 | 524.132 |
| 2.1 | In which, FOB revenue | 215.205 | 353.199 | 291.340 | 478.103 | 426.000 |
| 2.2 | FOB revenue/Total revenue | 85% | 85% | 85% | 85% | 81% |
| 3 | Owners' equity | 51.524 | 52.722 | 59.510 | 73.688 | 70.395 |
| 4 | Charter capital | 12.000 | 30.000 | 30.000 | 30.000 | 31.500 |
| 5 | Profit after tax | 14.267 | 11.197 | 11.957 | 20.916 | 6.298 |
| 6 | Basic earnings per share | 11.890 | 3.776 | 3.986 | 6.972 | 2.100 |
| 7 | Dividends | 30 | 30 | 15 | 15 | 10 |
| 8 | Average number of employees | 770 | 850 | 870 | 879 | 966 |
| 9 | Average income | 7.2 | 7.5 | 7.8 | 10 | 10 |
| 10 | Invest | 2.904 | 4.993 | 8.861 | 8.774 | 10.000 |
| 11 | ROE | 28% | 21% | 20% | 28% | 9% |
| 12 | ROA | 7% | 4% | 4% | 7% | 2% |

* 1. Some main production and business targets in 2024:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan 2024 | Compared to 2023 |
| 1 | Charter capital | Billion VND | 47.5 | 150.8% |
| 2 | Revenue | Billion VND | 540 | 103% |
| 3 | Profit after tax | Billion VND | 10.5 | 166.7% |
| 4 | Dividend payment rate | % | 10.0 | 100% |
| 5 | Average number of employees | Person | 1,200 | 124.2% |
| 6 | Average income | Million VND/person/month | 10.0 | 100% |
| 7 | Payable to the budget and social insurance | according to the law | - | - |
| 8 | Research and Development (R&D) | Billion VND | 5-8 | 500% |
| 9 | Invest | Billion VND | 30.0 | 294.1% |

1. Approve the inspection and supervision report 2023 and the inspection and supervision plan 2024
2. Approve the Audited Financial Statements 2023
3. Approve the distribution of profits and appropriation for funds in 2023

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| --- | --- | --- | --- |
| No. | Content | Explanation | Amount |
| I | Production and business results in 2023 |  |  |
| 1 | Profit before tax in 2023 |  | 7,975,405,868 |
| 2 | Current corporate income tax expense |  | 2,023,987,670 |
| 3 | Deferred corporate income tax |  | 347,120,985 |
| 4 | Profit after tax in 2023 | I.4 = I.1-I.2-I.3 | 6,298,539,183 |
| II | Distribution of profits, appropriation for funds in 2023 |  | 5,669,415,674 |
| 1 | Investment and development fund (0%) |  |  |
| 2 | Bonus Fund (20%) | II.1=I.4 X (20%) | 1,259,707,837 |
| 3 | Welfare fund (20%) | II.1=I.4 X (20%) | 1,259,707,837 |
| 4 | Dividend payment (10%) | II.3 = Charter capital x 10% | 3,150,000,000 |
| III | Remaining profit of 2023 | III = I.4-(1+2+3) | 629,123,509 |

1. Approve the remuneration of the Board of Directors and the Supervisory Board
2. Approve increasing the charter capital and the plan to offer shares to the public to existing shareholders
3. Plan on public offering for existing shareholders
4. Name of offered share: Shares of Nam Dinh Garment Joint Stock Company
5. Share type: Common shares
6. Par value: VND 10,000/share
7. Current charter capita VND 31,500,000,000
8. Number of outstanding shares: 3,150,000 shares
9. Expected number of shares in the offering: 1,600,000 shares
10. Offering value at par value (expected): VND 16,000,000,000
11. Offering method: Public offering for existing shareholders
12. Eligible buyers: Existing shareholders on the list of shareholders at the record date exercise the right to buy shares offered to existing shareholders.
13. Rights exercise rate:

1:0.5079, according to which, based on the record date of rights allocation, a shareholder who owns 01 share on the record date of the list has 01 right to buy; for every 01 right to buy, they can buy an additional 0.5079 new shares.

1. Transfer of purchase rights:

Shareholders have the right to transfer the right to buy shares to another person but can only transfer once within the prescribed time. The transferee of the purchasing right shall not transfer the purchasing right to a third person.

1. Expected offering time: Expected in 2024.
2. Additional securities registration and additional trading registration:

All additional shares issued after the end of the offering will be registered as additional securities and registered for additional trading in accordance with current regulations.

1. Plan for handling fractional shares and shares that existing shareholders have not purchased (remaining shares):
* For the number of fractional shares arising in the process of exercising the right due to rounding down to the unit, and shares not offered due to existing shareholders refusing to buy in the offering, the General Meeting of Shareholders authorize the Board of Directors to make distributions to other subjects with offering conditions and conditions on investors' rights and obligations that are no more favorable than the offering conditions to existing shareholders (including the offering price not lower than the selling price to existing shareholders). The transfer restriction for these shares is 01 year from the date of completion of the offering.
* The handling of remaining shares must ensure compliance with the provisions of Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 and ensure other conditions as prescribed in Clause 2, Article 195 of the Law on Enterprises and other relevant provisions of current law.
* When reaching the share distribution deadline as prescribed by law (including the extended time (if any)), if there are still undistributed shares, these undistributed shares will be canceled and the Board of Directors decides to end the issuance.
1. Transfer restrictions:
* All shares offered to existing shareholders under the purchase rights can be freely transferred;
* The number of fractional shares arising and the number of shares that existing shareholders are allowed to buy but refuse to buy are offered for sale to other entities and are restricted from transfer within 01 year from the date of completion of the offering according to regulations of Clause 2, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government).

II. Plan for using capital from the offering

The total expected proceeds from the public offering of shares to existing shareholders is VND 16,000,000,000 and will be used by Nam Dinh Garment Joint Stock Company for supplementing capital for the Company's business activities, specifically as follows:

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| --- | --- | --- |
| Capital use purpose | Amount (VND) | Expected time of use |
| Supplementing capital for the Company's production and business activities and paying off short-term loans | 16,000,000,000 | In 2024 |

1. Approve the Plan on personnel to elect members of the Board of Directors and the Supervisory Board for the term 2024-2029, according to Proposal No. 06/2024/TTr-HDQT dated March 29, 2024 and the election results of members of the Board of Directors and members of the Supervisory Board for the period of 2024-2029 of Nam Dinh Garment Joint Stock Company.
2. Terms of enforcement:
* The full text of the General Mandate was unanimously approved by the Annual General Meeting of Shareholders 2024, term of 2024-2029.
* The General Meeting of Shareholders assigned the Board of Directors and the Board of Managers of the Company to be responsible for implementing the approved contents in accordance with the provisions of law and the Company's Charter.

The Annual General Mandate 2024, term of 2024-2029 of Nam Dinh Garment Joint Stock Company for the Meeting on April 20, 2024 will be posted on the Website: [www.nagaco.com](http://www.nagaco.com) after the end of the Meeting

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