**CCA: Annual General Mandate 2024**

On May 25, 2024, Can Tho Import Export Seafood Joint Stock Company announced General Mandate No. 56/NQ/DHDCD.2024 as follows:

‎‎Article 1. The General Meeting of Shareholders approved the Report of the Board of Managers

1. Production and business activities result in 2023:

|  |  |  |
| --- | --- | --- |
| Targets | Unit | Results 2023 |
| Revenue | VND | 1,249,727,135,015 |
| Export turnover | USD | 34,382,074 |
| Profit before tax | VND | 4,617,493,724 |
| Production output | Kg | 12,428,103 |
| Sale output | Kg | 13,810,481 |
| Total employees | Person | 882 |
| Average income | VND/person/month | 9,652,470 |

1. Production and business plan for 2024:

|  |  |  |
| --- | --- | --- |
| Targets | Unit | Plan 2024 |
| Revenue | VND | 1,300,000,000,000 |
| Export turnover | USD | 40,000,000 |
| Profit before tax | VND | 15,000,000,000 |
| Depreciation of fixed assets | VND | 10,800,000,000 |
| Production capacity | Kg | 13,500,000 |
| Sale output | Kg | 13,500,000 |
| Total employees | Person | 760 |
| Average income | VND/person/month | 10,000,000 |

‎‎Article 2. Approve the Report of the Board of Directors 2023 and the Operating Orientation 2024

Article 3. Approve the Report of the Supervisory Board on the inspection of operations in 2023

Article 4. The General Meeting of Shareholders approved the Proposals of the Board of Directors:

* 1. Approve the Proposal on profit distribution in 2023:

|  |  |  |
| --- | --- | --- |
| No. | Items | Total |
| 1 | Profit before tax | 4,617,493,724 |
| 2 | Payable Corporate income tax | 904,543,242 |
| 3 | Profit after tax (1-2) | 3,712,950,482 |
| 4 | Total appropriation for funds | 519,813,067 |
|  | Reserve funds for charter capital (4% of profit after tax) | 148,518,019 |
|  | Bonus and welfare fund (10% of profit after tax) | 371,295,048 |
| 5 | Remaining profit after tax (3-4) | 3,193,137,415 |
| 6 | Retained profit from the previous years | 25,889,861,416 |
| 7 | Total remaining profit (5+6) | 29,082,998,831 |
| 8 | Dividend payment to shareholders 2023 (8%) | 12,073,860,800 |
| 9 | Remaining profit (7-8) | 17,009,138,031 |

* 1. Approve Proposal on Profit Plan 2024.

|  |  |  |
| --- | --- | --- |
| No. | Items | Unit (VND) |
| 1 | Profit before tax 2024 | 15,000,000,000 |
| 2 | Payable Corporate Income tax (20%) | 3,000,000,000 |
| 3 | Profit after tax (1-2) | 12,000,000,000 |
| 4 | Total appropriation for funds | 1,680,000,000 |
| a | Reserve fund for charter capital 4% | 480,000,000 |
| c | Bonus and welfare fund 10% | 1,200,000,000 |
| 5 | Remaining profit after tax 2024 (3-4) | 10,320,000,000 |
| 6 | Remaining profit 2023 | 17,009,138,031 |
| 7 | Total profit 2024 | 27,329,138,031 |
| 8 | Total expected number of shares after completing the share issuance to increase share capital from the source of owners' equity and the offering to existing shareholders | 18,110,790 |
| 9 | Expected dividend | 1,509 |

* 1. Approve the Proposal on the share issuance plan to increase share capital from the source of owners' equity, the offering plan to existing shareholders and plan on using the capital raised from the offering

The General Meeting of Shareholders approved authorizing the Board of Directors to implement the share issuance plan to increase share capital from the source of owners' equity, the offering plan to existing shareholders and plan on using the capital raised from the offering

A. Issuance plan

|  |  |
| --- | --- |
| 1. Name of share to be issued: | Shares of Can Tho Import Export Seafood Joint Stock Company |
| 1. Securities code: | CCA |
| 1. Share type: | Common share |
| 1. Par value: | VND 10,000/share |
| 1. Current charter capital: | VND 150,923,260,000 |
| 1. Number of the outstanding shares: | 15,092,326 shares |
| 1. Number of shares expected to be issued: | 3,018,464 shares |
| * Number of shares issued to increase share capital from the source of owners' equity: | 1,509,232 shares |
| * Number of shares offered to existing shareholders: | 1,509,232 shares |
| 1. Total issuance value at par value: | VND 30,184,640,000 |
| * Offering value to increase share capital from the source of owners' equity: | VND 15,092,320,000 |
| * Offering value to existing shareholders: | VND 15,092,320,000 |
| 1. Expected charter capital after the issuance: | VND 181,107,900,000 |
| 1. Expected number of shares after the issuance: | 18,110,790 shares |
| 1. Issuance rate (number of shares expected to be issued/number of outstanding shares): | 20% |
| 1. Eligible buyers: | Existing shareholders whose names are on the record date for the list of shareholders to exercise rights to receive shares to increase share capital from the source of owners' equity and exercise rights to buy additional shares. |
| 1. Issuance form: | Share issuance to increase share capital from the source of owners’ equity and the public offering of additional shares (Offering to existing shareholders by rights exercising method). |
| 1. Source of capital used to issue shares to increase share capital from the source of owners' equity: | Source of accumulated share premium as of December 31, 2023, based on the Audited Financial Statements 2023 of the Company. |
| 1. Expected offering price (for offering to existing shareholders): | VND 10,000/share |
| 1. Rights exercise rate:    1. For share issuance to increase share capital from the source of owners' equity:   Rights exercise rate: 10:1 (equivalent to 10%)  On the record date for shareholders to exercise their rights to receive issued shares to increase share capital from the source of owners' equity, shareholders owning 10 shares will receive 01 additional issued share.  Plan on handling fractional share: Shares issued to increase share capital from the source of owners' equity will be rounded down to the unit. Fractional shares (if any) will be canceled.  For example: Shareholder A owned 101 shares at the record date of the list of shareholders to exercise rights to receive additional issued shares to increase share capital from the source of owners' equity. With a rate of 10:1 (equivalent to 10%), shareholder A receives 10.1 additional issued shares (101 \* 10%). According to the above principles of handling fractional shares, shareholder A will receive 10 additional issued shares, and the fractional 0.1 shares will be canceled.  The rights to receive shares issued to increase the share capital from the source of owners' equity is not transferable.   * 1. For offerings to existing shareholders by the method of exercising the rights to purchase:   Rights exercise rate: 10:1 (equivalent to 10%)  On the record date of the list of shareholders to exercise rights to buy additionally issued shares, shareholders who own 01 share will be entitled to 01 purchasing right, and for every 10 purchasing rights, they will be entitled to buy 01 additional issued share.  Plan on handling fractional share: shares issued to existing shareholders will be rounded down to the unit, and the fractional fraction will be assigned to the Board of Directors to decide to distribute to other parties at a price not lower than the offering price to existing shareholders.  For example: On the record date of the list of shareholders to exercise rights to buy additional issued shares, shareholder A owns 101 shares, the number of shares issued is calculated according to the right exercise rate of 10:1 (equivalent to 10%) is 10.1 (101 \* 10%). Thus, shareholder A will be able to buy 10 new shares, and the fractional number of 0.1 shares will be assigned to the Board of Directors to decide to distribute to other parties at a price not lower than the offering price to existing shareholders.  The right to purchase may be transferred to another person at a mutually agreed price between both parties. The right to purchase can only be transferred once (the recipient of the transfer of the right to purchase shares is not allowed to transfer it further to a third party). | |
| 1. Method of handling fractional shares and undistributed shares (for expected issued shares offered to existing shareholders)    1. Number of fractional shares and undistributed shares includes the following cases:   Fractional shares arising from rounding (if any).  Number of shares that existing shareholders refuse to purchase and are not fully subscribed.  (Hereinafter referred to as "remaining shares")   * 1. Method of handling:   For the remaining shares, depending on the actual situation at the time of the offering, the General Meeting of Shareholders authorizes the Board of Directors of the Company to: (i) Decide to end the issuance and report the results of the issuance before the expiration of the share distribution according to legal regulations; or (ii) Decide to select investors (including shareholders of the Company and/or other investors interested in purchasing the Company's additional issued shares, hereinafter referred to as "Investors"), the number of Investors and the number of shares allocated to each Investor at an offering price not lower than the offering price to existing shareholders based on the following criteria:   * Domestic organizations and individuals with financial capacity and investment need to purchase the Company's additional issued shares; * The distribution of the remaining shares ensures compliance with the provisions of Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020, and Clause 2 of Article 195 of the Law on Enterprise; * The foreign ownership rate of the investor in the Company complies with legal regulations.   In case the share distribution period as prescribed by law expires (including the extension period, if any), and shares are still not fully distributed, the remaining undistributed shares will be canceled, and the issuance will be concluded. | |
| 1. Restrictions on share transfer:    1. For the number of share issuance to increase share capital from the source of owners’ equity   Shares issued to increase the share capital from the source of owners' equity are common shares and are not subject to transfer restrictions.   * 1. For the number of issued shares offered to existing shareholders   Shares issued to existing shareholders are common shares and are not subject to transfer restrictions.  In case the Company distributes the remaining shares to Investors in need, the number of shares offered above will be restricted from transfer within 01 year from the date of completion of the offering. | |
| 1. Plan for ensuring the share issuance to meet the foreign ownership rate The General Meeting of Shareholders authorizes the Board of Directors to approve a plan to ensure that share issuance meets regulations on foreign ownership rate at the Company according to the Law. | |
| 1. Implementation time:   Expected from Q2/2024 to Q1/2025, after the Company completes the registration procedures and obtains the License/Approval for issuance from the State Securities Commission according to legal regulations. | |
| 1. Deposit registration and supplementary share trading registration:   The entire quantity of successfully issued shares will be registered for supplementary trading at the Vietnam Securities Depository and Clearing Corporation and supplementary trading registration at the Hanoi Stock Exchange after the completion of the issuance. | |

B. The plan to use capital obtained from the offering

1. The plan to use capital obtained from the offering

The total amount expected to be received from the offering (expected VND 15,092,320,000) will be used by the Company to supplement working capital for the Company's production and business activities as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Capital use purpose | Expected proceeds (VND) | Payment date |
| 1 | Repayment of short-term loans at Joint Stock Commercial Bank for Investment and Development of Vietnam - Mekong Delta Branch | 15,092,320,000 | Expected from Q4/2024 to Q2/2025 |
|  | **Total** | **15,092,320,000** |  |

The General Meeting of Shareholders authorizes the Board of Directors to be responsible for balancing and allocating capital mobilized from this offering to supplement capital for business activities depending on the actual capital needs of the Company (including restructuring several due debts, payment of due debts, etc. and other uses according to the Board Decision based on ensuring the benefits of shareholders and the company).

In case of changing the purpose of capital use, the Board of Directors must disclose information following current law and report at the nearest General Meeting of Shareholders on the use of capital obtained from this issuance.

1. Measures in case the offering does not collect the full amount as expected:

In case the Company does not fully distribute the planned quantity of shares and does not raise the expected capital amount, the General Meeting of Shareholders authorizes the Board of Directors to develop a specific capital utilization plan and make specific decisions on the allocation of funds obtained from the offering and/or supplementary capital needs through other forms of capital mobilization (if any), in accordance with legal regulations, to ensure the overall development plan of the Company and safeguard the benefits of shareholders.

* 1. Approve the Proposal on remuneration of the Board of Directors and the Supervisory Board

1. Remuneration of the Board of Directors

Total remuneration of the Board of Directors in 2023: VND 432,000,000

The planned total remuneration of the Board of Directors in 2024: VND 432,000,000

1. Remuneration of the Supervisory Board

Total remuneration of the Supervisory Board in 2023: VND 180,000,000

Total remuneration plan for the Supervisory Board 2024: VND 180,000,000

* 1. Proposal on selecting an audit company 2024

The General Meeting approved the list of audit companies and authorized the Board of Directors to select one of the independent audit companies to audit the Financial Statements 2024 of the Company following the provisions of the Law

Article 5. Validity of the General Mandate and responsibility for disseminating and implementing the General Mandate

This General Mandate is approved by the General Meeting of Shareholders of Can Tho Import Export Seafood Joint Stock Company and takes effect from May 25, 2024

The General Meeting approves to assignment of the Board of Directors, the Supervisory Board and the Executive Board to be responsible for disseminating, implementing, announcing on the website, and monitoring the implementation process following the spirit of this General Mandate.