**ATG: Annual General Mandate 2024**

On May 25, 2024, An Truong An Joint Stock Company announced General Mandate No. 2505/2024/NQ-DHDCD/ATG as follows:

‎‎Article 1. Approve the Report on the activities of the Board of Directors in 2023 and the operational plan for 2024.

‎‎Article 2. Approve the Report on production and business activities of the Board of Management in 2023 and the plan for 2024.

Production and business activities of the Board of Management in 2023:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Plan 2023 | Results 2023 | Increase/decrease (%) |
| 1 | Total revenue | 100,000,000,000 | 59,577,137,503 | 59.58 |
| 2 | Profit after tax | 1,000,000,000 | (173,080,788) | - |

Based on the practical situation of the macro-economy and the current situation of the Company, the General Manager proposed the production and business plan for 2024 as follows:

*Unit VND*

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets | Results 2023 | Plan 2024 |
| 1 | Net revenue from goods sales and service provision | 59,577,137,503 | 80,000,000,000 |
| 2 | Profit before tax | (221,649,920) | 500,000,000 |

‎‎Article 3. Approve the Report on activities of the Audit Committee in 2023 and the operating orientation for 2024.

‎‎Article 4. Approve the Audited Financial Statements 2023.

‎‎Article 5. Approve the selection of an audit company to audit/review the Financial Statements 2024.

‎‎Article 6. Approve the non-payment of remuneration to the Board of Directors in 2024 to reduce the financial burden on the Company.

‎‎Article 7. Approve the cancellation of profit distribution in 2023 due to the Company’s accumulated losses.

‎‎Article 8. Approve the financial settlement plan for receivables.

‎‎Article 9. Approve the establishment of the Debt Handling Committee.

‎‎Article 10. Approve the private placement plan to increase the Company's charter capital.

The Company’s Board of Directors would respectfully submit to the General Meeting of Shareholders for approval of the plan on private placement for professional securities investors, specifically as follows:

I. Offering plan

|  |  |
| --- | --- |
| 1. Share name:
 |  Shares of An Truong An Joint Stock Company |
| 1. Securities code:
 |  ATG |
| 1. Par value:
 |  VND 10,000/share |
| 1. Share type:
 |  Common shares |
| 1. Number of outstanding shares before the offering:
 |  15,220,000 shares |
| 1. Charter capital before the offering:
 |  VND 152,200,000,000 |
| 1. Expected maximum number of offered shares:
 |  10,000,000 shares  |
| 1. Expected total value of offered shares at par value:
 |  VND 100,000,000,000 |
| 1. Expected increase in charter capital:
 |  VND 100,000,000,000 |
| 1. Expected number of outstanding shares after completing the private placement:
 |  25,220,000 shares  |
| 1. Expected charter capital after completing the private placement:
 |  VND 252,200,000,000 |
| 1. Offering form:
 |  Private placement  |
| 1. Offering price:
 |  Expected VND 10,000/share. The General Meeting of Shareholders authorized the Board of Directors to decide on the offering price, provided that it is not lower than VND 10,000/share. |
| 1. Eligible buyers:
 |  Individuals and/or organizations who are professional securities investors. |
| 1. Selection criteria for eligible buyers:
 |  Must be a professional securities investor as per Article 11 of the Securities Law.The General Meeting of Shareholders authorized the Board of Directors to decide in detail and adjust the criteria corresponding to the practical situation.  |
| 1. Expected number of investors:
 |  Less than 100 professional securities investors for the offering. |
| 1. Expected number of offered shares to investors:
 |  Depending on the financial capacity and commitment of the offering to each investor, based on the agreement and cooperation of the parties. The General Meeting of Shareholders assigned and authorized the Board of Directors to proactively search, select, and approve the list and number of investors entitled to participate in the private placement and decide the number of shares offered to each investor. |
| 1. Plan on handling undistributed shares (if any):
 | The General Meeting of Shareholders authorized the Board of Directors to issue a decision to offer the undistributed shares to other entities, ensuring that the terms of the offering are not more favorable than those extended to investors in the current plan, after the General Meeting of Shareholders’ approval, in accordance with the provisions of law. |
| 1. Transfer conditions:
 | The shares offered are subject to a one-year transfer restriction for professional securities investors from the date of offering completion, with exceptions for transfers among professional securities investors or as permitted by other provisions of law. |
| 1. Expected offering period:
 |  In 2024. The General Meeting of Shareholders authorized the Board of Directors to decide on the time corresponding with the practical situation. The Company will announce the specific offering period after the State Securities Commission has written approval of the Company's private placement dossier. |
| 1. Plan to ensure that the share offering complies with regulations on foreign ownership rate:
 | The General Meeting of Shareholders authorized the Board of Directors to approve the plan to ensure that the share offering complies with regulations on foreign ownership rate. |
| 1. Plan on capital mobilization in case the proceeds from the offering do not suffice as expected:
 |  In case at the end of the offering period and extension period (if any) the Company does not offer all shares as registered, or the proceeds from the offering do not suffice as expected, the General Meeting of Shareholders authorizes The Board of Directors to decide on the use of other capital sources such as bank loans, personal loans, and/or other solutions to ensure compliance with the provisions of law and internal regulations of the Company to implement the set plans. |

II. Purpose and plan on using the proceeds from the offering:

In case the Company successfully conducts a private placement of 10,000,000 shares, the offering price is VND 10,000/share, and the expected proceeds received from the offering is VND 100,000,000,000. All proceeds are expected to serve additional working capital demand, including but not limited to the following activities: Trading in construction materials, civil construction, industrial cluster construction, debt payment to suppliers, production and business activities of the Company, etc.

The General Meeting of Shareholders authorized the Board of Directors to develop a detailed capital use plan, adjust/amend the capital use plan and allocate the proceeds from the offering following the practical situation of the Company's business activities, decide and/or flexibly adjust the details of the capital use plan, detailed usage items and disbursement time, change the capital use plan, and the proceeds from the offering with a variable value less than 50% of the total mobilized amount.

The General Meeting of Shareholders authorized the Board of Directors to proactively allocate an additional amount (in case the total proceeds from the offering exceeds the total temporarily mobilized amount above) to supplement working capital and report to the General Meeting of Shareholders at the nearest meeting.

III. Additional listing and additional depository

All additional offered shares will be additionally deposited and listed by the Company according to regulations.

Article 11. Approve the Company's policy of signing contracts and transactions with related parties.

‎‎Article 12. Approve the relocation of the Company's headquarters

* Current headquarters address: No. 347 Tran Hung Dao Street, Tran Hung Dao Ward, Quy Nhon City, Binh Dinh Province.
* New headquarters address: No. 81 Mai Hac De, Ghenh Rang Ward, Quy Nhon City, Binh Dinh Province.

‎‎Article 13. Approve amendments and supplements to the Company's Charter.

‎‎Article 14. Approve the dismissal of members of the Board of Directors.

Article 15. Approve the regulations on additional member election to the Board of Directors for the 2022-2027 term.

Article 16. Approve the list of candidates for the Board of Directors for the 2022-2027 term.

‎‎Article 17. Approve the result of additional member election to the Board of Directors for the term 2022-2027.

|  |  |  |
| --- | --- | --- |
| No. | Appointed candidate | Appointed position |
| 1 | Nguyen Anh Tuan | Independent member of the Board of Directors |
| 2 | Dao Quang Trung | Member of the Board of Directors |

‎‎Article 18. Terms of enforcement

This General Mandate was approved in full text at the Annual General Meeting of Shareholders 2024 and takes effect from 25/05/2024.

The Board of Directors, the Board of Management of the Company, and relevant departments and individuals are responsible for implementing this General Mandate.