**PGN: Annual General Mandate 2024**

On May 25, 2024, Plastic Additives Joint Stock Company announced General Mandate No. 01/2024/PGN/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report of the Board of Directors on the implementation of tasks 2023 and targets, tasks, and recommendations for 2024

‎‎Article 2. Approve the Report on the evaluation of independent members of the Board of Directors on the activities of the Board of Directors in 2023

‎‎Article 3. Approve the Report on production and business activities 2023 and the orientations and tasks for 2024

1. Production and business results 2023

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Plan | Results | Compared to the plan (%) |
| 1 | Total revenue | 280,000,000,000 | 214,967,800,029 | 76.8% |
| 2 | Charter capital | 171,975,780,000 | 84,509,400,000 | 49.1% |
| 3 | Profit after tax | 13,200,000,000 | 5,223,106,726 | 39.6% |
| 4 | Dividend | 12% | 5%(\*) | 41.7% |

(\*) The Company plans to implement the dividend payment by shares to shareholders with a dividend payment rate of 5% from profit after tax 2023 after the Annual General Meeting of Shareholders 2024 approved

1. Production and Business Plan 2024

Main economic targets:

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets | Results 2023 | Plan 2024 |
| 1 | Total revenue | 214,967,800,029 | 247,850,000,000 |
| 2 | Charter capital | 84,509,400,000 | 99,381,010,000 |
| 4 | Profit after tax | 5,223,106,726 | 6,330,000,000 |
| 5 | Dividend | 5%(\*) | 5% |

‎‎Article 4. Approve the Report on activities of the Supervisory Board 2023 and the plan for 2024.

‎‎Article 5. Approve the Audited Financial Statements 2023

‎‎Article 6. Approve the Proposal on selecting an audit company 2024

‎‎Article 7. Approve the Proposal on remuneration payment for the Board of Directors and the Supervisory Board 2023, the payment plan 2024; The profit distribution plan 2023, and the expected profit distribution 2024

1. Profit distribution plan 2023

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Profit after tax | 5,223,106,726 |
| 2 | Profit distribution and dividend payment | 5,202,499,605 |
|  | Appropriation for development and investment fund (9%) | 470,079,605 |
| Dividend payment 5%(of charter capital) by shares | 4,732,420,000 |
| 3 | Profit after tax after appropriation for funds | 20,607,121 |

1. Profit Distribution Plan 2024

Expected dividend payment 2024: 5%.

‎‎Article 8. Approve the Proposal on the policy of implementing Contracts/Transactions between the Company and affiliated persons

‎‎Article 9. Approve the Proposal on amending the Company’s Charter

‎‎Article 10. Approve the Proposal on the share issuance plan to pay dividends in 2023

1. Issuance plan
2. Issuer: Plastic Additives Joint Stock Company
3. Share name: Shares of Plastic Additives Joint Stock Company
4. Securities code: PGN
5. Type of shares to be issued: Common share
6. Par value: VND 10,000
7. Eligible buyers: Existing shareholders exercising rights to receive dividends by shares on the record date.
8. Issuance method: Issue to existing shareholders by the method of exercising the right.
9. Number of issued shares: 9,464,859 shares
10. Number of outstanding shares: 9,464,859 shares
11. Expected number of shares to be issued: 473,242 shares
12. Total expected issuance value (at par value): VND 4,732,420,000
13. Rights exercise rate: 100:5 (Each shareholder at the time of recording the list to exercise rights to receive dividends holding 01 share will be entitled to 01 right to receive dividends, for every 100 rights to receive dividends, they will receive 5 additional shares).
14. Handling of fractional shares: The number of issued shares will be rounded down to the unit, the fractional share arising shall be canceled by the Company.
15. Capital source for the issuance: From undistributed profit after tax according to the Audited Financial Statements 2023.
16. Transfer restriction: Additional shares are not subject to transfer restrictions
17. Expected issue date: In 2024, after being notified by the State Securities Commission of receiving complete registration dossiers of share issuance to pay dividends.
18. Additional registration, depository, and listing

The General Meeting of Shareholders authorized and assigned the Board of Directors to implement all necessary procedures to register additional securities at the Vietnam Securities Depository and Clearing Corporation and register additional listing on the Hanoi Stock Exchange for all shares issued for dividend payment in compliance with the regulations of the Company’s Charter and current provisions of Law.

‎‎Article 11. Approve the Report on capital use from the share issuance to increase charter capital 2021

* Information about the issuance:
* Total number of issued shares: 3,299,993 shares
* Total value of capital from the issuance: VND 32,999,930,000
* Issuance completion date: March 29, 2021
* Plan for using capital obtained from the issuance:

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Supplement working capital | 22,817,000,000 |
| 1.1 | Loan repayment for Vietnam Joint Stock Commercial Bank for Industry and Trade - Vinh Phuc Branch | 10,000,000,000 |
| 1.2 | Working capital | 12,817,000,000 |
| 2 | Build Factory No.02, buy machinery and equipment | 10,183,000,000 |
| 2.1 | Build Factory: Exhibition houses and offices; Fire protection system | 4,910,000,000 |
| 2.2 | Machinery and equipment purchase | 5,273,000,000 |
| Total | 33,000,000,000 |

* Capital usage status as of March 30, 2024:

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Supplement working capital | 22,817,000,000 |
| 1.1 | Loan repayment for Vietnam Joint Stock Commercial Bank for Industry and Trade - Vinh Phuc Branch | 10,000,000,000 |
| 1.2 | Working capital | 12,817,000,000 |
| 2 | Build Factory No.02, buy machinery and equipment | 9,395,154,240 |
| 2.1 | Build Factory: Exhibition houses and offices; Fire protection system | 4,122,154,240 |
| 2.2 | Machinery and equipment purchase | 5,273,000,000 |
| Total (1+2) | 32,212,154,240 |

‎‎Article 12. Approve the Proposal on issuing additional shares to the public to existing shareholders

1. Issuance plan:
2. Issuance method
* Name of share to be issued: Shares of Plastic Additives Joint Stock Company
* Type of shares to be issued: Common share
* Par value: VND 10,000/share
* Number of outstanding shares: 9,464,859 shares
* Expected maximum number of outstanding shares (after completing the share issuance to pay dividends in 2023, with the rate of 5%): 9,938,101 shares
* Expected number of shares to be offered: 3,577,716 shares
* Total expected value of shares for offering at par value: VND 35,777,160,000
* Expected offering rate:

Expected offering rate 1:0.36 (according to the expected number of outstanding shares after completing the share issuance to pay dividends 2023) (on the record date for the list of shareholders to exercise rights to buy additionally issued shares, each shareholder owning 01 share will receive 01 purchasing right, for every 01 purchasing right they will be able to buy 0.36 new shares.

The General Meeting of Shareholders authorized the Board of Directors to determine the specific exercise rate corresponding to the number of shares expected to be offered (3,577,716 shares)/ the actual number of outstanding shares at the time of implementing the issuance plan.

* Offering form: Public offering of additional shares by the method of exercising the right of existing shareholders.
* Eligible buyers: Existing shareholders of Plastic Additives Joint Stock Company on the shareholder list as of the record date to exercise rights to buy shares.
* Offering price: VND 10,000/share
* Plan on handling fractional shares, number of undistributed shares (if any):

The number of shares offered to existing shareholders according to the offering rate will be rounded down to the unit.

The General Meeting of Shareholders authorized the Board of Directors to distribute to other shareholders/investors the entire number of fractional shares (if any) and shares issued by shareholders who do not exercise rights to buy or do not fully exercise rights to buy (if any) with an offering price of VND 10,000/share within the prescribed period (including extension periods) in compliance with Article 42 of Decree 155/2020/ND-CP. In case the distribution period as prescribed by Law expires (including the extension period if any) and there are still undistributed shares, these undistributed shares will be canceled and the Board of Directors decides to end the offering, new charter capital will be registered based on the actual number of shares offered.

* Transfer restriction:

The number of additional shares offered to existing shareholders exercising their right to buy is not subject to transfer restrictions.

Existing shareholders holding shares under transfer restrictions are still entitled to the allocation of purchase rights. The additional shares acquired through the exercise of purchase rights are not subject to transfer restrictions.

The number of fractional shares (if any) that are redistributed will not be subject to transfer restrictions. Shares not exercised to buy or not fully exercised to buy by existing shareholders which were redistributed to other shareholders/investors will be subject to transfer restrictions for 01 year from the end date of the offering.

* Distribution method: By exercising the rights to buy shares for existing shareholders.
* Transfer the rights to purchase additionally issued shares: Shareholders owning the right to purchase are allowed to transfer this right only once, the recipient of the transfer of the right is not allowed to transfer it further to a third party.
* Registration deadline: At least 20 days from the date of permission to exercise rights at Plastic Additives Joint Stock Company or transfer the right to buy according to the announced time.
* Expected time for the offering:

At the Annual General Meeting of Shareholders 2024. The Board of Directors proposes to the General Meeting of Shareholders three plans to increase charter capital including the share issuance to pay dividends 2023, the public offering of additional shares, and the private placement with the following order of priority:

1. Share issuance to pay dividends 2023
2. Private placement is implemented at the same time or after the time of the public offering of additional shares.

The offering time for the plan to issue additional shares to existing shareholders is expected to be implemented in 2024 - 2025. The General Meeting of Shareholders authorized the Board of Directors to choose an appropriate time for the offering according to the plan approved by the General Meeting of Shareholders.

* Payment method:

For deposited shareholders: Shareholders implement procedures to transfer the right to buy, register to buy, and pay money to buy shares at the depository members where the depository account is opened. After the prescribed period, the unregistered purchase rights will expire.

For undeposited shareholders: Shareholders implement procedures to transfer the right to buy, register to buy at the Headquarters and branches of the Company, and pay money to buy shares directly at the Company or pay money into a blocked account.

* Plan for ensuring the share issuance to meet the foreign ownership rate: Authorize the Board of Directors to approve the plan to ensure that the share issuance meets the regulations on foreign ownership rate.
* Additional listing registration and additional securities registration for additional issued shares: All additional issued shares will be registered for additional listing on the Hanoi Stock Exchange and additional securities registered at the Vietnam Securities Depository and Clearing Corporation after the completion of the offering.
1. The expected rate of successful offering and the plan to handle in case the offering does not collect the expected minimum proceeds:
* The Company does not set a target of the minimum successful offering rate. In case, the Company does not offer all the shares as registered when the offering period concludes according to regulations, or the proceeds received from the offering are not enough as expected of the offering, depending on the actual situation, the General Meeting of Shareholders authorized the Board of Directors to implement the following solutions:
* Extend the offering to continue offering the remaining shares.
* In case existing shareholders do not wish to continue buying or other parties do not buy all the shares that have not yet been offered, the new charter capital will be registered based on the actual number of shares offered, the Board of Directors, based on the actual situation of the Company, balances the use of the proceeds from the offering based on ensuring compliance with the overall development plan of the Company.
1. Purposes for offering shares:

Increase the scale of owners' equity to supplement working capital for production and business activities of the Company.

1. Plan to use the proceeds from the issuance

The total expected proceeds from the public offering of additional shares is VND 36,075,300,000 and are expected to be used as follows:

|  |  |
| --- | --- |
| Content of capital use | Expected value(VND) |
| Supplement working capital for production and business activities of the Company. | 35,777,160,000 |
| Total | 35,777,160,000 |

Authorize the Board of Directors to balance and detail the plan on capital use based on the actual situation, in accordance with the purposes approved by the General Meeting of Shareholders to ensure maximum benefits for the Company and shareholders.

Article 13. Approve the Proposal on private placement plan 2024

1. Issuance plan
2. Issuance method
* Name of share to be issued: Shares of Plastic Additives Joint Stock Company
* Type of shares to be issued: Common share
* Par value: VND 10,000/share
* Number of current outstanding shares: 9,464,859 shares
* Expected number of shares to be offered: 5,630,000 shares
* Total expected value of shares for offering at par value: VND 56,300,000,000
* Method of issuance: Private placement
* Offering price: VND 10,000/share
* Eligible buyers: Offer to strategic investors and professional securities investors
* Investor selection criteria: Domestic and foreign organizations and individuals with strong financial potential that the Board of Directors considers can contribute to production and business activities or bring benefits to the Company.
* Number of investors purchasing shares:
* Strategic investors: Maximum 05 strategic investors
* Professional securities investor. Under 50 professional securities investors.
* List of strategic investors expected to participate in buying shares:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Name of Investor | Information of ID card/ Citizen identification card, date of issue, place of issue | Expected number of shares registered to buy | Value (VND) | Note |
| 1. | Nguyen Van Tam | 031072005599 issued on August 17, 2021, place of issue: Police Department on Administrative Management of Social Order | 1,760,000 | 17,600,000,000 | Strategic investor |
| 2. | Nguyen Thi Hanh | 03618407303, Date of issue: May 10, 2021, Place of issue: Public Security of Hanoi City | 770,000 | 7,700,000,000 | Strategic investor |
| 3. | Tran Dang Phi | 001068017734, Date of issue: December 21, 2021, Place of issue: Police Department on Administrative Management of Social Order | 300,000 | 3,000,000,000 | Strategic investor |
| 4. | Vu Thi Tinh Hoa | 01170023328, issued on April 10, 2021, Place of issue: Police Department on Administrative Management of Social Order | 200,000 | 2,000,000,000 | Strategic investor |
| 5. | Nguyen Duc Hoa | 001093027770 issued on June 24, 2021, place of issue: Police Department on Administrative Management of Social Order | 2,600,000 | 26,000,000,000 | Strategic investor |
|  | Total |  | 5,630,000 | 56,300,000,000 |  |

* List of professional securities investors expected to participate in buying shares: The entire number of shares offered for private placement was distributed to the 05 strategic investors mentioned above. However, in case the 05 strategic investors mentioned above do not buy all or do not exercise their right to buy, the General Meeting of Shareholders authorizes the Board of Directors to offer to sell to other professional securities investors that meet the selection criteria approved by the General Meeting of Shareholders with an offering price not lower than VND 10,000/share. The offering rate for investors ensures that the foreign investor's ownership rate after issuance is consistent with the provisions of the Law.
* Transfer conditions: New offered shares for private placement will be restricted from transfer for 03 years for strategic investors and 01 year for professional securities investors from the date of completion of the offering.
* Plan for ensuring the share issuance meets the foreign ownership rate: The Board of Directors is authorized to approve the plan to ensure that the share issuance meets the regulations on foreign ownership rate.
* Expected time of the offering: At the Annual General Meeting of Shareholders 2024. The Board of Directors proposes to the General Meeting of Shareholders three plans to increase charter capital including the share issuance to pay dividends 2023, the public offering of additional shares, and the private placement with the following order of priority:
1. Share issuance to pay dividends 2023
2. Private placement is implemented at the same time or after the time of the public offering of additional shares.

The expected time for offering the private placement plan is 2024-2025. The General Meeting of Shareholders authorizes the Board of Directors to choose an appropriate time for the offering according to the plan approved by the General Meeting of Shareholders.

* Additional listing registration and additional securities: All additional issued shares will be registered for additional listing on the Hanoi Stock Exchange and additional securities registered at the Vietnam Securities Depository and Clearing Corporation after the completion of the offering.
1. The expected rate of successful offering and the plan to handle in case the offering does not collect the expected minimum proceeds:

The company does not set a minimum successful offering target. In case investors on the list approved by the General Meeting of Shareholders do not buy or do not buy all the offered shares, the Board of Directors searches and distributes them to other professional securities investors at the offering price of VND 10,000/share. In case it is still not sold out, the new charter capital will be registered based on the actual number of shares offered, the Board of Directors, based on the actual situation of the Company, balances the use of the proceeds from the offering based on ensuring compliance with the overall development plan of the Company.

1. Purposes for offering shares:

Increase the scale of owners’ equity to purchase land and build a PE Wax Factory.

1. Plan to use the proceeds from the issuance:

The total amount expected to be received from the offering is VND 56,300,000,000 and is expected to be used as follows:

|  |  |
| --- | --- |
| Content of capital use | Expected purchasing value (VND) |
| 1. Buy/rent land to build a PE Wax Factory
 | 17,600,000,000 |
| 1. Build a PE Wax Factory
 | 28,350,000,000 |
| 1. Invest in machinery and equipment
 | 10,350,000,000 |
| Total | 56,300,000,000 |

Plan for offsetting the loss of capital expected to be mobilized from the offering: In case the offering does not collect 100% of the expected amount, the Board of Directors shall implement the plan for offsetting the loss of capital, specifically: Loans from banks, financial institutions, invest in cooperation with other units or seek additional funding sources to realize the purpose of using capital.

Proceeds from the offering will be disbursed in order from top to bottom as stated above. The General Meeting of Shareholders authorizes the Board of Directors to balance and detail the plan on capital use based on the actual situation, in accordance with the purposes approved by the General Meeting of Shareholders to ensure maximum benefits for the Company and shareholders.

‎‎Article 14. Terms of enforcement

This General Mandate is approved by the Company's Annual General Meeting of Shareholders 2024 and takes effect from the date of its signing.

Members of the Board of Directors, the Supervisory Board, and the Board of Managers are responsible for implementing this General Mandate and organizing the implementation in accordance with the provisions of Law and the Company's Charter on organization and operation.