**ATS: Annual General Mandate 2024**

On April 19, 2024, Atesco Pharmaceutical Group Joint Stock Company announced General Mandate No. 1904/2024/NQ/DHDCD-ATS as follows:

Article 1: Approve the report of the Board of Directors on management activities in 2023 and key tasks in 2024.

Article 2: Approve the report of the Supervisory Board on supervisory activities in 2023 and tasks set out for 2024.

Article 3: Approve the report of the Board of Management on the management activities in 2023 and the production and business plan for 2024.

Results of the implementation of the production and business plan in 2023:

Unit VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Targets | Unit | Plan 2023 | Results 2023 | Completion rate (%) |
| Charter capital: | VND | 35,000,000,000 | 35,000,000,000 | 100 |
| Revenue | VND | 45,000,000,000 | 47,943,633,600 | 106.5 |
| Profit after tax | VND | 1,600,000,000 | 230,875,646 | 14.43 |
| Dividend | % | The Board of Directors will base on the actual business situation of the company to submit to the General Meeting of Shareholders for approval of the dividend payment plan to shareholders. | The Board of Directors will base on the actual business situation of the company to submit to the General Meeting of Shareholders for approval of the dividend payment plan to shareholders. |  |

Article 4: Approve the production and business plan for 2024.

1. Business plan 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Plan 2024 | Note |
| 1 | Charter capital (Billion VND) | 35 |  |
| 2 | Revenue (billion VND) | 50 |  |
| No. | Content | Plan 2024 | Note |
| 3 | Profit after tax (billion VND) | 5 |  |
| 4 | Profit after tax/revenue rate (%): | 10 |  |
| 5 | Profit after tax/charter capital rate (%): | 14.28 |  |
| 6 | Dividend payment rate (%) | The Board of Directors will base on the actual business situation of the company to submit to the General Meeting of Shareholders for approval of the dividend payment plan to shareholders. |  |

1. Investment plan and project allocation:

In 2024, the Board of Directors will be more active in promoting the exploitation, appraisal, and decision to invest in effective projects, bringing more profits and value to the Company. However, the actual business activities have many fluctuations and are difficult to accurately forecast, which requires proactiveness. Therefore, the Board of Directors proposes that the General Meeting of Shareholders authorize the Board of Directors to decide all issues related to investment and allocation of projects with an unlimited number and scale of capital.

1. Policy on signing contracts and transactions with related parties:

In order to optimize resources, the Board of Directors proposes that the General Meeting of Shareholders authorize the Board of Directors to decide on granting loans, guarantees and contracts, transactions to subsidiaries (and vice versa), to related parties of the Company with the value of each loan, loan guarantee, value of each contract, transaction not exceeding 35% of the total value of assets recorded in the latest audited Financial Statements of the Company.

Article 5: Approve the Audited Financial Statements in 2023;

The General Meeting approves the Financial Statements 2023 of Atesco Pharmaceutical Group Joint Stock Company audited by TTP Auditing Co., Ltd. Branch.

(Attached is Proposal No. 04/2024/TTr/HDQT-ATS dated April 19, 2024 of the Board of Directors on the approval of the audited Financial Statements for 2023)

‎‎Article 6 Approve the Profit Distribution Plan for 2024

1. In 2024, the results of production and business activities, profit after tax according to the audited Financial Statements for 2024 did not meet expectations. Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval of non-payment of dividends from undistributed profit after tax in 2023.
2. Accumulated undistributed profit after tax: VND 8,454,150,329
3. The General Meeting of Shareholders authorizes the Board of Directors to guide the General Manager to have a plan to use undistributed profits for purposes of serving production and business needs to ensure efficiency.

‎‎Article 7 Approve the report on remuneration for the Board of Directors and Supervisory Board in 2023; Plan for payment of remuneration and bonuses exceeding the plan for the Board of Directors and Supervisory Board in 2024;

1. Remuneration for the Board of Directors and Supervisory Board in 2023:

As the results of production and business activities in 2023 did not really meet the expectations set by the General Meeting of Shareholders and at the same time showing their sense of responsibility, the Board of Directors and Supervisory Board agreed not to receive remuneration in 2023.

1. Remuneration for the Board of Directors and Supervisory Board in 2024:
2. Remuneration for the Board of Directors in 2024:

* Chair of the Board of Directors: VND 3,000,000/month;
* Members of the Board of Directors: VND 2,000,000/month;

1. Remuneration for the Supervisory Board in 2024:

* Chief of the Supervisory Board: VND 2,000,000/month;
* Members of the Supervisory Board: VND 1,000,000/month;

1. Bonus level exceeding the plan for the Board of Directors:

* In 2023: As the results of production and business activities did not meet the plan approved at the Annual General Meeting of Shareholders, the Board of Directors unanimously agreed not to propose bonuses.
* In 2024: Propose the General Meeting of Shareholders to approve the bonus level exceeding the plan for the Board of Directors when exceeding the profit plan targets for 2024 by 20% of the profit exceeding the set plan.

Article 8. Approve the audit company to audit the Financial Statements for 2024;

1. Approve the independent audit company in the list of Audit Companies approved by the State Securities Commission to audit the Financial Statements of entities with public interest in 2024, which is AFC Vietnam Auditing Co., Ltd.
2. Audit content: Audit the Financial Statements for 2024 and audit and review the semi-annual Financial Statements of 2024 of Atesco Pharmaceutical Group Joint Stock Company.
3. Audit contract and fees: The General Meeting of Shareholders authorizes the Board of Directors to negotiate, consider, and decide.

Article 9: Approve the dismissal and additional election of members of the Board of Directors of the company:

1. Approve the dismissal of members of the Board of Directors of Atesco Pharmaceutical Group Joint Stock Company for: Mr. Tran Ngoc Thai, Mr. Pham Quang Khanh, Ms. Nguyen Quynh Mai due to their resignation letters.
2. Approve the additional election of 03 members of the Board of Directors of Atesco Pharmaceutical Group Joint Stock Company, named below:

* Mr. Tran Phuc Thien An, ID card No. 079086007944, issued by the Police Department of Administrative Management of Social Order on July 10, 2021.
* Ms. Tran Thi Thuy Hang, ID card No. 080193001822 issued by the Police Department of Administrative Management of Social Order on April 25, 2021.
* Mr. Nguyen Truong Quoc Cuong, ID card No. 058089009475, issued by the Police Department of Administrative Management of Social Order on August 11, 2021.

1. Regulations on election: According to the election regulations for members of the Board of Directors of Atesco Pharmaceutical Group Joint Stock Company approved by the General Meeting of Shareholders.

Article 10: Approve the dismissal and additional election of members of the Supervisory Board of the company:

1. Approve the dismissal of members of the Supervisory Board of Atesco Pharmaceutical Group Joint Stock Company for: Ms. Pham Thi Thanh Mai, Ms. Nguyen Thi Thien Hoa, Mr. Do Van Nam due to their resignation letters.
2. Approve the additional election of 03 members of the Supervisory Board of Atesco Pharmaceutical Group Joint Stock Company, named below:

* Ms. Lam Thi Thanh Hue, ID card No. 052181007711 issued by the Police Department of Administrative Management of Social Order on December 22, 2021.
* Ms. Dao Thi Ngoc Bich, ID card No. 06817400086 issued by the Police Department of Administrative Management of Social Order on December 27, 2021.
* Ms. Tran Thi Diep, ID card No. 052184017861 issued by the Police Department of Administrative Management of Social Order on August 5, 2022.

1. Regulations on election: According to the election regulations for members of the Supervisory Board of Atesco Pharmaceutical Group Joint Stock Company approved by the General Meeting of Shareholders.

Article 11: Approve the change of the Legal Representative and amendment of the charter of Atesco Pharmaceutical Group Joint Stock Company.

1. New Legal Representative:

* Full name TRAN PHUC THIEN AN Gender: Male
* Title: Chair of the Board of directors
* Date of birth: January 18, 1986 Ethnicity: Kinh; Nationality: Vietnamese Vietnamese
* Type of individual legal papers: Citizen identity card
* Personal legal documents No.: 079086007944
* Date of issue: July 10, 2021, issued at: Police Department for Administrative Management of Social Order
* Expiry date (if any): January 18, 2026
* Permanent address: No. 28/2C Dang Van Ngu, Ward 10, Phu Nhuan District, Ho Chi Minh City
* Contact address: No. 28/2C Dang Van Ngu, Ward 10, Phu Nhuan District, Ho Chi Minh City
* Tel (if any): 0905260666 Email (if any):

1. Amend the Company’s Charter

The General Meeting of Shareholders agrees to approve the amendment of Clause 1, Article 3 of the Company's Charter according to the above changes and authorizes/assigns the Board of Directors to complete other procedures related to the above changes in accordance with current laws.

Article 12: Approve the change of company name and amendment of the company charter.

1. Change the name of Atesco Pharmaceutical Group Joint Stock Company to:

* Company name in Vietnamese: CÔNG TY CỔ PHẦN TẬP DOÀN DẦU TƯ ATS
* English name: ATS INVESTMENT GROUP JOINT STOCK COMPANY
* Abbreviated name: ATSV.,JSC

1. Amend the Company’s Charter

The General Meeting of Shareholders approves the amendment of the Company’s Charter to recognize the change of the Company’s name and authorizes the Board of Directors to complete other procedures related to the change of the Company’s name per applicable laws.

Article 13: Approve the change of head office and amendment of the company charter

1. Approve the change of head office address of Atesco Pharmaceutical Group Joint Stock Company:

* Current head office address: Phu Long Ba hamlet, Long Xuyen commune, Phuc Tho district, Hanoi
* Proposed new head office address: No. 15 Nguyen Luong Bang, Tan Phu ward, District 7, Ho Chi Minh City, Vietnam.

1. Amend the Company’s Charter

The General Meeting of Shareholders approves the amendment of the Company's Charter to record the change of the company's head office and assigns/authorizes the Board of Directors to complete the contents and procedures related to the change of the company's head office including but not limited to (tax finalization, legal issues...) in accordance with current laws.

Article 14: Approve the change of the company's main business lines:

1. Approve the change of main business lines:

|  |  |  |
| --- | --- | --- |
| Current main business lines | Main business lines after adjustment | Note |
| Code 5621 (main): Providing catering services for customers via irregular contracts (except for airline meals) | Code 6810 (main): Trading of real estate, land use rights belonging to owners, land users or renters.  Details: Trading in real estate (excluding the investment in constructing the infrastructure of cemeteries and graveyards to transfer land use rights associated with infrastructure) | Amend Clause 1, Article 4 of the Company’s Charter: |

1. Amend the Company’s Charter

The General Meeting of Shareholders approve the amendment of the Company's Charter to record the change of the company's main business lines and authorizes/assigns the Board of Directors to complete other procedures related to the above changes in accordance with current laws.

‎‎Article 15 Approve the transfer of shares in associated companies (Delta Joint Stock Company, T.N.T Pharmaceutical and Medical Equipment Joint Stock Company, Quang Nguyen Land Investment and Construction Joint Stock Company) and receive the transfer of shares in CPG Real Estate Investment - Management Joint Stock Company:

1. Approve the transfer of shares in some associated companies
2. Approve the transfer of 94,500 shares, accounting for 31.5% of the charter capital of T.N.T Pharmaceutical and Medical Equipment Joint Stock Company (Business Registration Certificate No. 0102980502 issued by Hanoi Department of Planning and Investment for the first time on October 17, 2008 and the 4th change on August 25, 2020), worth VND 9,450,000,000.
3. Approve the transfer of 926,000 shares, accounting for 46.3% of the charter capital of Quang Nguyen Land Investment Development Construction Joint Stock Company (Business Registration Certificate No. 0109530728 issued by Hanoi Department of Planning and Investment for the first time on February 24, 2021), worth VND 9,260,000,000.
4. Approve the transfer of 190,000 shares, accounting for 9.5% of the charter capital of Delta Joint Stock Company (Business Registration Certificate No. 0101160585 issued by Hanoi Department of Planning and Investment for the first time on August 27, 2001) worth VND 19,000,000,000.
5. Approve the receipt of share transfer at CPG Real Estate Investment - Management Joint Stock Company.

Approve Atesco Pharmaceutical Group Joint Stock Company to receive the transfer of 3,775,000 shares, worth VND 37,750,000,000 from Ms. Nguyen Thi Thanh Thuy (ID card No. 079174016448, issued by the Police Department of Administrative Management of Social Order on April 19, 2021), accounting for 18.875% of the charter capital of CPG Real Estate Investment - Management Joint Stock Company (Business Registration Certificate No. 0315172796 issued by Ho Chi Minh City Department of Planning and Investment for the first registration on July 18, 2018, headquartered at No. 15 Nguyen Luong Bang, Tan Phu ward, District 7, Ho Chi Minh City)

1. The General Meeting of Shareholders assigns/authorizes

The General Meeting of Shareholders assigns/authorizes the Board of Directors to decide on the procedures and contents of work related to the above contents in accordance with the law and the company's charter. Respectfully submit to the General Meeting of Shareholders for approval.

‎‎Article 16 Terms of enforcement

1. This General Mandate was unanimously approved by the General Meeting of Shareholders in its entirety at the Annual General Meeting of Shareholders 2024 and takes effect from the date of approval.
2. Members of the Board of Directors, members of the Supervisory Board, members of the Board of Management, Departments, staff in the Company and Subsidiaries of Atesco Pharmaceutical Group Joint Stock Company, together with related Organizations and individuals are responsible for implementing this General Mandate, in order to ensure the highest interests of the Company's shareholders and comply with the provisions of the Law./.