**L44: Annual General Mandate 2024**

On April 22, 2024, Lilama 45.4 JSC announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Article 1: Approve the Report on the activities of the Board of Directors.

Article 2: Approve the Report on the activities of the Supervisory Board.

Article 3: Approve the Financial Statements 2023.

Article 4: Approve the production and business results and the profit distribution plan 2023

* Production and business results 2023:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Targets | Unit | Results 2022 | Results 2023 | % Results2023/2022 |
| Charter capital: | Billion VND | 40,000 | 40,000 | 100,00% |
| Net revenue | Billion VND | - |  | - |
| Profit after tax | Billion VND | -7,111 | - 7,097 | \* |
| Average labor | Person | 10 | 10 | - |
| Dividend rate | % | - | - |  |

* Plan on profit distribution and appropriation for funds 2023.

Based on the above production and business results, Lilama 45.4 JSC’s Board of Directors respectfully submits to the General Meeting of Shareholders not to appropriate funds and not pay dividends in 2023.

Article 5: Approve the production and business plan for 2024

Article 6: Approve the remuneration for the Board of Directors, the Supervisory Board in 2023 and the plan for 2024.

Article 7: Approve the selection of an audit company for the Financial Statements 2024.

Article 8: Approve continuing to implement the private placement Plan to swap debt into contributed capital.

The Board of Directors respectfully submits to the General Meeting 2024 to approve the private placement plan to swap debt with the following details:

1. Share name: Shares of Lilama 45.4 JSC
2. Share type: common share
3. Securities code: L44
4. Par value: VND 10,000/share
5. Current charter capital: VND 40,000,000,000
6. Number of issued shares: 4,000,000 shares

In which:

* Number of outstanding shares: 3,980,000 shares
* Number of treasury shares: 20,000 shares
1. Number of shares expected to be offered: 2,200,000 shares
2. Total value of offered shares based on the par value: VND 22,000,000,000.
3. Expected increase in charter capital
* Charter capital before issuance: VND 40,000,000,000
* Expected increase in charter capital: VND 22,000,000,000
* Charter capital after issuance: VND 62,000,000,000
1. Private placement for debt swap:

The private placement to swap part of the debt with Vietnam Debt Trading Company Limited (DATC) is in accordance with the policy of restructuring Lilama 45.4 JSC in order to restructure debts, contributing to improving the financial situation and operations of the Company. The exchange of part of the debt with DATC into contributed capital helps reduce interest expense and increase charter capital to restructure finances to improve business operations.

1. Offering method: Private placement for debt swap:
2. Method for determination and swap rate: In accordance with the document of determination of the independent valuation organization.
3. Swap rate: 1: 10,000 (That means: 1 share will be exchanged for VND 10,000 of debt)

For example: If the Company borrows from the investor (means the creditor) an amount of VND 100,000,000, with a swap rate of 1:10,000, after performing the swap, the investor will receive: (100,000,000 X 1)/10,000 = 10,000 shares.

Thus, after the swap, the investor (means the creditor) will become a shareholder and receive 10,000 shares with a par value of VND 10,000/share.

1. Debt value for swap: VND 22,000,000,000
2. Plan for rounding and dealing with arising odd shares (if any)

When the debt is swapped into shares, the swap shares will be rounded down to units, the fractional part will be automatically removed.

1. Eligible buyers:

Based on the debt between the Company and its creditors as of December 31, 2023 (according to the Financial Statement 2023) and the debt as of December 31, 2023, Lilama 45.4 JSC conducts a private placement to swap part of the debt with Vietnam Debt Trading Company Limited (DATC) as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Investors | Principal balance on December 31, 2022(VND) | Principal balance on March 31, 2023\*(VND) | Value of swapped debt (VND) | Number of shares expected to be offered according to swap rate (share) | Amount at par value (VND) |
| 1 | Vietnam Debt Trading Company Limited (DATC) | 81,892,927,404 | 81,892,927,404 | 22,000,000,000 | 2,200,000 | 10,000 |
| Total | 81,892,927,404 | 81,892,927,404 | 22,000,000,000 | 2,200,000 | 10,000 |

Detailed information about the eligible buyers of the private placement to swap part of the debt:

Name of creditor: Vietnam Debt Trading Company Limited

* Abbreviated name: DATC
* Address: No. 51 Minh Khai Street, Hai Ba Trung District, Hanoi, Vietnam.
* Tel: (024) 39 45 47 38; Fax: (024) 39 45 47 37
* Website address:
* The Business Registration Certificate (5th) of Single-member Limited Liability Company with enterprise code 0101431355 issued by Business Registration Office - Department of Planning and Investment of Hanoi City on July 5, 2016.
1. Transfer restriction: Limited transfer (01) year from the date of completion of the offering
2. Distribution method: The Issuer distributes directly to Investors
3. Distribution time: After receiving the approval of the State Securities Commission on the issuance.
4. Benefits of investors after swapping part of the debt:
5. The rights to receive dividends: The above investors will receive distributed dividends or shares (if any) and will enjoy full benefits of common shares on the condition that these dividends will be kept at the Securities Depository and transferred to investors on the day the Company exercises the right to pay dividends;
6. The rights to deposit: Investors are allowed to deposit the entire number of shares in accordance with the provisions of law;
7. The rights and obligations of share investors of Lilama 45.4 JSC: Obey the provisions of current law and the Company's Charter.
8. Plan for handling shares that have not yet been offered (if any): The General Meeting of Shareholders authorizes the Board of Directors to decide on handling the number of shares that have not yet been offered as expected in accordance with the provisions of law.
9. Agreement principle: According to the Minutes of Partial Debt Swap Agreement between Vietnam Debt Trading Company Limited (DATC) and Lilama 45.4 JSC.
10. Approve changing the charter capital in the Company's Charter and adjusting the Business Registration Certificate at the Department of Planning and Investment of Dong Nai province after having the issuance results report to the State Securities Commission.
11. Approve the registration of additional securities at the Vietnam Securities Depository and registration of additional transactions on the Hanoi Stock Exchange.

After completing the offering, the General Meeting approves and authorizes the Board of Directors to complete the procedures for additional securities registration at the Vietnam Securities Depository (VSD) and additional transaction registration at the Hanoi Stock Exchange under applicable laws.