**LGM: Annual General Mandate 2024**

On April 25, 2024, Leather Footwear and Garment Making Exporting Corporation announced General Mandate No. 02/NQ-DHDCD on issues at the Annual General Meeting of Shareholders 2024 as follows:

Article 1. Approve Report No. 20/BC-HDQT dated April 4, 2024 by the Board of Directors on operating results in 2023 and operational program in 2024 of the Board of Directors.

‎‎Article 2. Approve Report No. 43/BC-TGD dated April 4, 2023 by the Managing Director on production - business results in 2023 and production - business plan in 2024.

I. Production - business result in 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Results | 2022 | 2023 | % Increase/Decrease |
| 1 | Total values of assets | 111,207,287,990 | 65,711,907,988 | -41% |
| 2 | Owners’ equity | 17,035,036,914 | (45,709,025,770) | -368% |
| 3 | Net revenue | 128,739,386,075 | 31,035,363,276 | -76% |
| 4 | Net profit from business activities | (7,531,393,770) | (53,893,607,362) | 616% |
| 5 | Other losses | (4,863,235,542) | (6,278,841,262) | 29% |
| 6 | Profit before tax | (12,394,629,312) | (60,172,448,624) | 385% |
| 7 | Profit after tax | (12,744,273,972) | (62,744,062,684) | 392% |
| 8 | Basic earning per share | (1,722) | (8,479) | 392% |

II. Production and business plan in 2024

Total revenue and income: VND 56,633 million

Total expenses: VND 97,431 million

Profit after tax: VND 40,799 million

‎‎Article 3. Approve Report No. 01/BC-UBKT dated April 4, 2024 by independent members of the Board of Directors in the Audit Committee (fiscal year 2023).

‎‎Article 4. Approve the audited Financial Statements 2023 attached to Proposal No. 21/TTr-HDQT dated April 4, 2024 by the Board of Directors.

‎‎Article 5. Approve Proposal No. 22/TTr-HDQT dated April 4, 2024 of the Board of Directors on profit distribution in 2023.

The Board of Directors would like to submit to the General Meeting the Company's profit distribution in 2023, specifically as follows:

* Business result of Legamex in 2023.
* Profit after tax as of December 31, 2022 (accumulated loss): VND (70,573,237,223)
* Profit after tax in 2023: VND (62,744,062,684)
* Profit after tax as of December 31, 2023 (accumulated loss): VND (133,317,299,907)

The Company under Article 42 of the Company’s Charter and Article 35 of the Law on Enterprises 2020 recommends no profit distribution in 2023 as it still incurred loss.

‎‎Article 6. Regarding remuneration of the Board of Directors.

1. Approve the results of remuneration payments to the Board of Directors and the Supervisory Board in 2023 was VND 204,000,000 in Report No. 23/TTr-HDQT dated April 4, 2024.
2. Approve the Remuneration Plan for the Board of Directors and the Audit Committee in 2024 was VND 139,000,000, in which the remuneration level of each related member is as follows:
* Chair of the Board of Directors: VND 3,000,000/month.
* Members of the Board of Directors: VND 2,500,000/month.
* Chief of the Supervisory Board (before dismissal): VND 2,500,000/month.
* Members of the Supervisory Board (before dismissal): VND 2,000,000/month.
* Chief of the Audit Committee: VND 2,000,000/month.
* Members of the Audit Committee: VND 1,000,000 per month.

Article 7. Regarding selecting an audit company for the Financial Statements 2024.

1. Approve the list of audit companies to audit the Financial Statements 2024 in Report No. 24/TTr-HDQT dated April 4, 2024 of the Board of Directors:
2. PwC Vietnam Limited (PWC);
3. Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS);
4. Vietvalues Assurance & Consulting Company Limited;
5. RSM Vietnam Auditing & Consulting Limited.
6. Authorize the Board of Directors to decide to select one of the audit companies in the list approved in Clause 1 of this Article to audit the Company's Financial Statements 2024.

Article 8: Regarding supplementing the Company's business lines.

Approve Legamex's supplemented business lines, specifically as follows:

1. Supplemented business lines.

|  |  |  |
| --- | --- | --- |
| No. | Name of supplemented business lines | Business line code |
| 1 | Warehousing and storage of goodsDetails: Storage of goods (except warehousing business) | 5210 |
| 2 | Direct support service activities for road transport Details: Road vehicle maintenance and management activities (only operates when all conditions prescribed by law are met) | 5225 |
| 3 | Retail of medication, medical equipment, cosmetic and hygiene products in specialized stores(Only operates when all conditions prescribed by law are met) | 4772 |
| 4 | Primary education(Only operates when all conditions prescribed by law are met) | 8521 |
| 5 | Secondary education(Only operates when all conditions prescribed by law are met) | 8522 |
| 6 | High school education(Only operates when all conditions prescribed by law are met) | 8523 |
| 7 | Intermediate education(Only operates when all conditions prescribed by law are met) | 8532 |
| 8 | College education(Only operates when all conditions prescribed by law are met) | 8533 |
| 9 | Tertiary education(Only operates when all conditions prescribed by law are met) | 8541 |
| 10 | Other educational services not yet classified(Only operates when all conditions prescribed by law are met) | 8559 |

1. Amend and supplement Section 2 Article 4 of the Charter of Legamex regarding the Company's business lines according to the content stated in Section 1 of this Article.

Assign the legal representative to sign and promulgate the Charter of Legamex after supplement business lines.

1. Assign the legal representative of the Company to make adjustments to the detailed content of the above additional registered business lines to suit the requirements of the competent state agency (in case the competent state agency requests something different from the detailed content of the additional registered business lines mentioned in Section 1 of this Article).
2. Assign the Legal Representative to carry out procedures for registering changes to the business registration content of Leather Footwear and Garment Making Exporting Corporation (Legamex) with competent state agencies under applicable laws.

‎‎Article 9. Regarding the approval of the policy of cooperation in implementing the Fashion Center - Commerce - Service - Office Building Project at No. 106, 3/2 Road, Ward 14, District 10, Ho Chi Minh City.

1. Agree on the policy of Leather Footwear and Garment Making Exporting Corporation (Legamex) to cooperate in implementing the Fashion Center - Commerce - Service - Office Building Project at land number 106 Ba Thang Hai Street, Ward 14, District 10, Ho Chi Minh City. This policy replaces the policy in Article 10 of Resolution No. 04/NQ-DHDCD/NK3 dated December 28, 2018.
2. Assign and authorize the Board of Directors to decide on the selection of new partner(s) and all related issues to cooperate in implementing the Project to bring efficiency to the Company.

Article 10. Regarding the approval of the transfer of shares of Leather Footwear and Garment Making Exporting Corporation (Legamex) without having to make a public bid.

Approve the transferee (according to section 1 below) to receive the transfer of Legamex shares from the transferor (according to the list of section 2 below) resulting in ownership reaching the levels specified in Points a and b Section 1 Article 35 of the Law on Securities 2019 without having to make a public bid, specifically as follows:

1. Transferee:
* Name of Company: Ha Nam Textile and Garment Trading Company Limited
* Address: 265 Dien Bien Phu Road, Vo Thi Sau Ward, District 3, Ho Chi Minh City
* Business Registration Certificate No. 0318369871 issued on March 25, 2024 by the Department of Planning and Investment of Ho Chi Minh City.
* Number of shares owned at Legamex: 0 share.
* Number of shares transferred: 5,377,634 shares, accounting for 72.67% of the total voting shares of Legamex.
1. Transferor:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Name of shareholder | ID Card/Passport: | Date of issue | Place of issue | Number of owned shares | Number of shares expected to be transferred |
| 1 | Du Nguyen Khanh Linh |  |  |  | 1,685,034 | 1,685,034 |
| 2 | Do Van Huy |  |  |  | 1,658,400 | 1,658,400 |
| 3 | Bui Thi Thuy Chung |  |  |  | 1,337,600 | 1,337,600 |
| 4 | Nguyen Hoang Vi |  |  |  | 696,600 | 696,600 |
|  | Total |  |  |  | 5,377,634 | 5,377,634 |

1. Transaction method:

Trade by one of the following methods: (1) Trade through the UPCoM trading system. (order matching and/or agreement); (2) Trade outside the UPCoM trading system.

1. Conditions for making transactions:

After the General Meeting of Leather Footwear and Garment Making Exporting Corporation (Legamex) passes the Resolution on not having to make a public bid and the relevant state agency approves the transfer of shares under applicable laws.

1. Transaction date: Within 2024 until the transactions are completed.

‎‎Article 11. Terms of enforcement

1. This General Mandate was approved by the General Meeting at the meeting on April 25, 2024 and takes effect from 10.22am on April 25, 2024.
2. Assign the Board of Directors, Managing Director and Legal Representative to be responsible for disclosing information as per regulations and directing the implementation of this Resolution.