**BCF Annual General Mandate 2024**

On April 28, 2024, Bich Chi Food Company announced General Mandate No. 03/NQ.DHDCD as follows:

Article 01: Approve the Board of Directors' Report on the governance results in 2023 and plan for 2024.

Article 02: Approving the Report on production and business results in 2023 and production and business orientation in 2024.

Main targets of business results in 2023:

|  |  |
| --- | --- |
| Net revenue: | VND 594,362,876,099 |
| Profit before tax: | VND 80,189,791,475 |
| Profit after tax: | VND 63,617,172,163 |
| Dividends: | 20% / Charter capital (15% in cash and 5% in shares) |

Business targets for 2024:

|  |  |
| --- | --- |
| Total revenue: | VND 620 billion - VND 720 billion |
| Profit before tax: | VND 80 billion - VND 100 billion |
| Dividends: | 16% - 20%/ Charter capital |

- Authorize the Board of Directors to decide the specific dividend level in 2024 within the approved amount and appropriate payment time

Article 03: Approve the report on activities of the Supervisory Board in 2023

Article 04: Approve the Audited Separate Financial Statements and the Consolidated Financial Statements 2023.

Article 05: Approve the Proposal on profit distribution in 2023

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the profit distribution 2023 and fund appropriation plan of Bich Chi Food Company, specifically as follows:

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Contents | Amount | Note |
| I | Profit before tax in 2023: | 80,189,791,475 |  |
| - | Appropriation and payment of corporate income tax | 16,572,619,312 |  |
| II | Undistributed profit after tax | 65,679,537,487 |  |
| 1 | Remains from the previous year | 2,062,365,324 |  |
| 2 | In 2023 (The Audited Financial Statements) | 63,617,172,163 |  |
| III | Distributed profit after tax | 65,066,360,000 |  |
| 1 | Dividend payment in cash in phase 1 (Implemented) | 16,141,590,000 | 5% of charter capital |
| 2 | Dividend payment in cash in phase 2 (Implemented) | 32,283,180,000 | 10% of charter capital |
| 3 | Dividend payment in cash in phase 3 (Expected) | 16,141,590,000 | 5% of charter capital |
| 4 | Appropriation for Social Charity Fund in 2023 | 500,000,000 |  |
| IV | Undistributed profit after tax retained for the following year | 613,177,487 | = II - III |

Article 06: Approve the Proposal on remuneration finalization report of the Board of Directors and the Supervisory Board in 2023 and the remuneration payment plan for 2024.

* The remuneration payment results of the Board of Directors and the Supervisory Board in 2023 is VND 708,000,000.
* Plan for 2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. |  | Content | Remuneration/month/person (Expected) |
| 1 | The Board of Directors | Chair of the Board of Directors | 5,000,000 |
| 2 | Member of the Board of Directors | 4,000,000 |
| 3 | Permanent member of the Board of Directors | 10,000,000 |
| 4 | The Supervisory Board | Chief of the Supervisory Board | 4,000,000 |
| 5¬ | Member of the Supervisory Board | 3,000,000 |

(\* Chair of the Board of Directors does not receive remuneration from the Standing Committee of the Board of Directors)

Article 07: Approve the proposal on selecting a audit company for the Financial Statements 2024.

- The General Meeting of Shareholders unanimously authorizes the Board of Directors to decide to select one of five independent audit companies with experience and capacity as proposed in Proposal No. 27/TTr- DHDCD dated April 28, 2024 of the Board of Directors.

Article 08: Approve the report on the use of Social Charity Fund in 2023 and the plan for using the fund in 2024.

Article 09: Approve the Proposal on the share issuance plan to pay dividends in phase 3 in 2023

1. SHARE ISSUANCE PLAN TO PAY DIVIDENDS IN PHASE 3 IN 2023
2. Share name: Share of Bich Chi Food Company
3. Share type: common share
4. Par value: VND 10,000
5. Total number of outstanding shares: 32,283,180 shares
6. Total number of treasury shares: 0
7. Subjects of the issuance: Existing shareholders according to the list of shareholders as of the record date are entitled to receive dividends in shares. The General Meeting authorizes the Board of Directors to decide on the record date for the list of shareholders.
8. Number of shares expected to be issued 1,614,159 shares
9. Total issuance value at par value: VND 16,141,590,000
10. Issuance rate (The expected number of shares to be issued/Total number of outstanding shares): 100:5 This rate means that each shareholder owning 100 shares will be entitled to 5 newly issued shares.
11. Plan on handling fractional shares: The number of shares issued will be rounded to the unit row, the fractional fraction will be canceled and not issued.

For example: Shareholder A owns 47,999 shares on the record date for the list of shareholders. With the exercise rate of 100:5, shareholder A will additionally receive 2,399.95 new shares. According to the above calculation principle, the number of 0.95 fractional shares will be canceled and not issued. Thus, shareholder A will receive 2399 new shares.

1. Source of capital for implementation: Appropriation from undistributed profit after tax as of December 31, 2023, based on the Audited Financial Statements 2023.
2. Expected charter capital after issuance: VND 338,973,390,000
3. Issuance time: After receiving approval from the State Securities Commission.
4. Additional depository and share listing: Actual number of shares issued according to the Plan mentioned above (the specific number of additional shares issued will be determined in the Report on results of share issuance sent to the State Securities Commission after the issuance ends) will be registered for additional listing on the Hanoi Stock Exchange and additional depository at the Vietnam Securities Depository and Clearing Corporation after the end of the issuance.

II. AUTHORIZATION:

The Board of Directors of the Company respectfully submits to the General Meeting of Shareholders to consider and approve the above plan, promptly authorizing the Board of Directors:

* Select the record date to exercise the right to receive dividends in shares. Decide on tasks and procedures related to the issuance of shares to pay dividends in phase 3 of 2023 in accordance with the provisions of law.
* Carry out necessary procedures related to the additional listing of the actual issued shares on the Hanoi Stock Exchange and additional depository at the Vietnam Securities Depository and Clearing Corporation after the end of the issuance.
* Carry out procedures to change Charter Capital, amend the Articles regulating the level of charter capital in the Company's Charter; Amend and supplement the Company's Business Registration Certificate after the issuance is completed.

Article 10: The General Meeting agrees to assign the Board of Directors and the Board of Managers the responsibility to implement the contents approved by the General Meeting on the basis of compliance with the laws of the State and the Company’s Charter.

Article 11: Assign the Supervisory Board to be responsible for monitoring and inspecting the activities of the Board of Directors and Board of Managers in implementing the General Meeting.

This General Mandate was approved by the Annual General Meeting of Shareholders 2024 of Bich Chi Food Joint Stock Company approves and takes effect from the date of its signing.