**HPM: Annual General Mandate 2024**

On May 30, 2024, Hoang Phuc Mineral Trading and Construction Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD/HPM as follows:

Article 1: Approve the Report on activities of the Board of Directors in 2023 and Plan on activities for 2024;

|  |  |  |
| --- | --- | --- |
| Target | Results 2023 | Plan 2024 |
| Net revenue | 5,981,482,080 | 90,000,000,000 |
| Profit before tax | 1,224,171,191 | 15,000,000,000 |
| Dividend payment rate | - | - |

Article 2: Approve the Report on activities of the Supervisory Board in 2023 and the Plan on activities for 2024.

Article 3: Approve Proposal No. 01/2024/TTr-DHDCD/HPM on the Audited Financial Statements 2023.

Article 4: Approve Proposal No. 02/2024/TTr-DHDCD/HPM of the Board of Directors on approving the profit distribution plan in 2023.

Article 5: Approve Proposal No. 03/2024/TTr-DHDCD/HPM of the Board of Directors on approving the production and business and investment plan for 2024.

Investment plan for 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Plan | Value (VND) | Expected time |
| 1 | Invest in purchasing machines | 120,400,000,000 | Q3 & Q4/2023 |
| 2 | Invest in the construction and expansion of factories | 50,600,000,000 | Q3 & Q4/2023 |

Article 6: Approve Proposal No. 04/2024/TTr-DHDCD/HPM on remuneration payment in 2023 and remuneration payment plan for 2024 for members of the Board of Directors and members of the Audit Committee.

Article 7: Approve Proposal No. 05/2024/TTr-DHDCD/HPM of the Board of Directors on approving the plan on selecting the audit company for the Financial Statements 2024.

Article 8: Approve Proposal No. 06/2024/TTr-DHDCD/HPM of the Board of Directors on approving the transactions with affiliated parties.

Article 9: Approve Proposal No. 07/2024/TTr-DHDCD/HPM of the Board of Directors on approving the private placement plan.

I. PRIVATE PLACEMENT PLAN:

1. Name of Issuer: Hoang Phuc Mineral Trading and Construction Joint Stock Company
2. Share name: Shares of Hoang Phuc Mineral Trading and Construction Joint Stock Company
3. Securities code: HPM
4. Share type: Common shares
5. Par value: VND 10,000/share
6. Number of outstanding shares before issue: 3,800,000 shares
7. Expected number of issued shares: 10,000,000 shares
8. Total expected issue value (at par value): VND 100,000,000,000
9. Expected number of shares after issue: 13,800,000 shares
10. Issue purpose: Invest in machines and equipment, building and expanding factories, and supplement capital to serve the production and business activities of the Company.
11. Issue Form: Private placement to professional securities investors.
12. Eligible buyer: Professional domestic securities investor.
13. Criteria for selecting investors to buy privately issued shares:
* Professional securities investors according to the provisions of the law are domestic individuals/ organizations willing to cooperate, have the financial capacity, and ensure the full implementation of payment obligations for the number of registered shares to buy.
* Individuals who are members of the Board of Directors, members of the Audit Committee, members of the Board of Management, and key personnel of the Company with financial potential and the ability to contribute capital immediately when registering to buy shares that are qualified to be professional securities investors.

14. List of expected shareholders to participate in the issue:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name of investor | Relationship with the Company | Number of shares expected to register to buy |
| 1 | Ly Tan Khoa | Deputy Chair of the Board of Directors | 1,200,000 |
| 2 | Pham Duy Tan | Deputy General Manager | 1,200,000 |
| 3 | Hoang Thanh Thuy | None | 1,200,000 |
| 4 | VietinBank Fund Management Company Limited | None | 6,400,000 |
| Total | 10,000,000 |

1. Issue price: VND 10,000/share
2. Expected time of issue: In 2024, the General Meeting of Shareholders authorizes the Board of Directors to decide on the specific time after the State Securities Commission approves the issue dossier.
3. Transfer restriction: Private shares issued to professional investors are subject to transfer restrictions within 01 year from the date of completion of the issue.
4. Depository registration and securities trading registration for additional shares: The number of additional issued shares will be registered for depository by the Company at the Securities Depository Center and registered for additional securities trading at the Hanoi Stock Exchange after completing the private placement according to the provisions of law.
5. Ensuring the maximum foreign ownership rate in the issue: Authorize the Board of Directors to approve the plan on ensuring the maximum foreign ownership rate in the issue.
6. Plan on handling remaining shares that are not fully distributed:

The number of shares that are not fully distributed due to eligible investors buying shares refuse the right to buy, the General Meeting of Shareholders authorizes the Board of Directors to decide to continue offering to other subjects (are eligible buyers and meeting the criteria for selecting investors in this issue plan with the issue price not lower than the initial issue price).

In case the number of issued shares continues to be unsuccessful, the Board of Directors will cancel the number of shares that are not fully distributed and decide on the ending of the issue.

1. Commitment to not violating the regulations on cross-ownership. The private placement of the Company to professional securities investors mentioned above ensures no leading to violating the regulations on cross-ownership according to the regulations in Article 195 in Law on Enterprises and Article 12 in Decree No. 47/2021/ND-CP.

II. PLAN ON USING THE PROCEEDS FROM THE ISSUE

* Expected total proceeds from the private placement: VND 100,000,000,000.
* The expected plan on using the proceeds from the issue is as follows:

|  |  |  |
| --- | --- | --- |
| Capital use purposes | Expected usage amount | Expected implementation time |
| Supplement working capital for production and business activities including but not limited to loan payments, tax payments, payables to the State budget, staff recruitment, etc. to expand production and business activities. | 100,000,000,000 | 2024 |
| Total | 100,000,000,000 |  |

* The General Meeting authorizes the Board of Directors, based on the offering results, to actively allocate capital sources obtained from the issue and/or amend, supplement, and adjust the plan on using capital under actual business situation of the Company and ensure the interests of shareholders. Changes to the plan on using capital, the proceeds from the offering must be in accordance with relevant provisions of law and ensure the interests of shareholders.

Article 10: Terms of enforcement:

This General Mandate consists of 11 Articles approved by the General Meeting and takes effect from the date of its signing.

The Board of Directors of Hoang Phuc Mineral Trading and Construction Joint Stock Company, Executive Board and relevant departments/divisions are responsible for implementing this General Mandate, ensuring the interests of shareholders, the Company, and compliance with the provisions of the law.