**SRA: Annual General Mandate 2024**

On June 17, 2024, SARA Vietnam Joint Stock Company announced General Mandate No. 1706/2024/NQ-DHDCD as follows:

Article 1: Approve the Report on activities of the Board of Directors in 2023

Article 2: Approve the Report on activities of the Supervisory Board in 2023

Article 3: Approve the Report on activities of the Board of Managers in 2023

Business Results of the Holding Company

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| Targets | 2023 | 2022 | Rate of 2023/2022 |
| Revenue from good sales and service provision | 15,331,453,225 | 58,342,664,468 | 26.28% |
| Profit before tax | 1,298,101,712 | 4,372,505,745 | 29.7% |
| Profit after tax | 1,298,101,712 | 3,649,452,295 | 35.6% |

Consolidated business results

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| Targets | 2023 | 2022 | Rate of 2023/2022 |
| Revenue from good sales and service provision | 40,803,491,146 | 107,330,583,242 | 38.02% |
| Profit before tax | 4,965,871,224 | 34,461,026,422 | 14.41% |
| Profit after tax | 4,962,128,689 | 33,737,972,972 | 14.71% |

Article 4: Approve the content of the Proposal on approving the Audited Financial Statements 2023.

Article 5: Approve the content of the Proposal on the Business plan for 2024.

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No.  | Targets | 2023 | Plan 2024 | Plan 2024/Results2023 (%) |
| 1 | Revenue good sales and service provision | 40,803,491,146 | 120,000,000,000 | 294% |
| 2 | Profit after tax | 4,962,128,689 | 14,000,000,000 | 282% |

Article 6: Approve the content of the Proposal on the selection of the audit company for Financial Statements 2024.

Article 7: Approve the content of the Proposal on profit distribution in 2023.

Based on the results of the Company's business activities in 2023, the Board of Directors respectfully propose to the General Meeting of Shareholders not to distribute profits in 2023. Undistributed profits will be kept to expand the company's production and business activities.

Article 8: Approve the content of the Proposal on the remuneration of the Board of Directors, the Supervisory Board in 2023

Article 9: Approve the content of the Proposal on the private placement

1. Approve the private placement plan
* Private placement plan

|  |  |
| --- | --- |
| The plan for raising capital in 2024 | : Expected increase of VND300,000,000,000 of charter capital through the offering of an additional 30,000,000 shares.Notes: The actual number of shares offered for sale may change after the Board of Directors recalculates based on actual figures at the time of the offering.  |
| Share name | : Shares of Sara Vietnam Joint Stock Company |
| Share type | : Common shares |
| Par value | : VND10,000/share |
| Securities code | : SRA |
| Number of shares expected to be offered  | : 30,000,000 shares |
| Total expected offering value at par value | : VND300,000,000,000 |
| Offering price | : VND10,000 |
| Offering method | : Private placement |
| Eligible buyer | : Individuals and/or organizations that are professional securities investors. |
| Investor selection criteria | : As a domestic organization or individual that is a professional securities investor with financial potential, committed to accompanying and supporting the Company in its governance and financial activities to develop the Company and ensure the interests of shareholders;Investors with an appropriate ownership rate after the issuance under the regulations of law.Investors/organizations that meet the provisions of the law on the holding company and subsidiary: The issuer shall not be the holding company of the organization offered shares, or both shall not be subsidiaries of the same holding company. |
| List of investors who can purchase shares | The General Meeting of Shareholders authorized the Board of Directors to select individual investors to purchase shares in accordance with the Company's actual situation.For the number of individual offered shares for private placement that are not purchased by the investors on the list of the Board of Directors (if any), the General Meeting of Shareholders authorized the Board of Directors to continue offering to other subjects with needs in a manner and conditions suitable for the offering price not lower than the initial offering price based on ensuring that this private placement of the company does not exceed the scope of a private placement and complying with applicable laws and regulations. |
| Expected time of the offering | : To be decided by the Board of Directors after approval by the General Meeting of Shareholders and the State Securities Commission, tentatively scheduled for Q3, Q4/2024. |
| Transfer restrictions | : All offered shares in the private placement are restricted to transfer within 1 year for professional securities investors from the date of completion of the offering, except in the case of transfer between professional securities investors or compliance with valid judgments, decisions of Courts, decisions of Arbitration or inheritance according to the provisions of law. |
| Ensure to meet regulations on foreign ownership rate | : The General Meeting of Shareholders signed and authorized the Board of Directors to approve a plan to ensure that the offering complies with the foreign ownership rate regulations. |
| Offering purposes | : Issuing additional shares to fund the investment in testing and infusion centers in provinces and cities nationwide. |
| Plan on handling in case the share offering is unsuccessful as expected | : In case the number of shares registered for the offering is not fully distributed as expected and the amount of capital raised is not sufficient as planned, the General Meeting of Shareholders authorizes the Board of Directors to consider supplementing the remaining capital through other fundraising methods such as borrowing from credit institutions, borrowing from other organizations/individuals, or liquidating certain assets under legal regulations. |
| Plan on handling the number of shares that are not fully distributed | : In case not all of the shares offered for private placement are purchased by the investors (if any) at the end of the offering period, the General Meeting of Shareholders authorizes the Board of Directors to continue offering the shares to other interested investors in a manner and under conditions that are consistent with the initial offering price and ensure that this private placement does not exceed the scope of a private placement and complies with applicable laws and regulations. |

* Plan on using the capital from the issuance:

The expected amount of money to be raised from the offering: VND300,000,000,000. These proceeds will be used to invest in the establishment of new testing and infusion centers and to further invest in existing centers. Expected to invest in 60-80 centers nationwide.

Each center will provide testing services on automated biochemical testing machine systems, automated immunological testers, hematology testers, urine testing machines, automated molecular biology testers, early cancer diagnostic tests, infusions, and other high-end testing systems. The centers are fully equipped with a system of testing and infusion machinery (in accordance with prescribed standards, with operating licenses issued by the local Department of Health. Each center will also receive samples from patients who come for direct examination, samples from nearby clinics within a radius of 5-10 km, from neighboring hospitals; perform periodic health tests for agencies, factories, schools, etc.

A chain of infusion centers that ensure safety according to Japanese standards, performing infusions of medications, vitamins, proteins, therapies, water infusions, etc., and other types of intensive infusions to improve health conditions for patients, people in need, etc. with dedicated service, preventing hospital infections, reducing costs, and convenience. This model is popular in Japan, the United States, and Thailand, etc. However, it is still relatively new in Vietnam, while the demand for healthcare is increasing rapidly.

1. Implementation time: Expected in Q3, Q4/2024.

Article 10: Approve the contents of the Proposal on the dismissal and election of additional members of the Supervisory Board.

Article 11: Approve the contents of the Proposal on changing the purpose of using capital from the private placement 2021

Article 12: Terms of enforcement

This General Mandate takes effect from the date of its signing. The Board of Directors, the General Manager and relevant Departments/Divisions are responsible for the implementation of this General Mandate.