**AMV: Annual General Mandate 2024**

On June 24, 2024, American Vietnamese Biotech Incorporation announced General Mandate No. 2406/2024/AMV/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on activities of the Board of Directors in 2023 and the plan for 2024.

‎‎Article 2. Approve the Report on production and business activities of the Board of Managers in 2023 and the plan for 2024.

Results 2023

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Financial targets (Consolidated Financial Statements) | Plan | Results | Compared to the Plan (%) |
| 1 | Total revenue | 350,000,000,000 | 196,573,157,159 | 56.16% |
| 2 | Profit after tax | 80,000,000,000 | 13,850,571,354 | 17.31% |

Main economic targets in 2024

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets (Consolidated) | Results 2023 | Plan 2024 |
| 1 | Total revenue | 196,573,157,159 | 250,000,000,000 |
| 3 | Profit after tax | 13,850,571,354 | 50,000,000,000 |

‎‎Article 3. Approve the Report on activities of the Supervisory Board in 2023 and the plan on activities for 2024.

‎‎Article 4. Approve the Audited Financial Statements 2023.

‎‎Article 5. Approve the profit distribution plan in 2023 and the profit distribution plan for 2024;

Based on the results of the business activities of the Company in 2023, the Board of Directors would like to submit to the General Meeting of Shareholders not to distribute profit in 2023. Based on the demand for financial resources to invest in ongoing project items in 2024, the Board of Directors proposed a plan to retain all profit after tax in 2023 (no appropriation for funds, no dividend payment in 2023) to reinvest and improve the Company's financial capacity.

‎‎Article 6. Approve the settlement of remuneration for the Board of Directors and the Supervisory Board in 2023 and the dividend payment plan for the Board of Directors and the Supervisory Board for 2024.

‎‎Article 7. Approve on selecting the audit company to audit and review the Financial Statements 2024.

‎‎Article 8. Approve on supplementing business lines in the Business Registration Certificate of American Vietnamese Biotech Incorporation.

‎‎Article 9. Approve the plan on share offering to increase charter capital during the year.

1. Offering plan
2. Share name: Shares of American Vietnamese Biotech Incorporation
3. Securities code: AMV
4. Par value: VND10,000/share
5. Share type: Common shares
6. Number of outstanding shares: 131,105,650 shares
7. Current charter capital: VND1,311,056,500,000
8. Maximum number of shares expected to be offered: 40,000,000 shares
9. Expected maximum value of offered shares at par value: VND400,000,000,000
10. Expected increase of charter capital: VND400,000,000,000
11. Expected number of outstanding shares after completing the private placement: 171,105,650 shares
12. Expected charter capital after completing the private placement: VND1,711,056,500,000
13. Offering form: Private placement
14. Offering price: Expected VND10,000/share. The General Meeting of Shareholders authorized the Board of Directors to decide on the offering price not lower than VND10,000/share.
15. Eligible buyer: Individuals and/or organizations are professional securities investors.
16. Criteria for selecting eligible buyers: Investors must be professional securities investors according to Article 11 of the Law on Securities.

The General Meeting of Shareholders authorizes the Board of Directors to decide in detail and adjust the criteria corresponding with the actual situation.

1. Number of investors expected to offer: Expected offering to less than 100 professional securities investors
2. Expected number of shares offered to each investor: Depending on the financial capacity and commitment of investors based on the agreement and cooperation contents of the parties.

The General Meeting of Shareholders assigned and authorized the Board of Directors to actively seek, select, and approve the list, and number of eligible investors to buy shares of the private placement; decide on the number of shares offered to each investor.

1. Plan on handling shares not fully distributed (if any): The General Meeting of Shareholders authorized the Board of Directors to decide on the offering of shares not fully distributed to other subjects according to offering conditions that are no more favorable than the offering conditions to investors in this plan after approved by the General Meeting of Shareholders and comply with the provisions of law.
2. Transfer conditions: The number of offered shares is subject to transfer restrictions within 01 year for professional securities investors after completion of the offering, except in the case of transfer between professional securities investors or the law has other provisions.
3. Expected issue date: Expected in 2024

The General Meeting of Shareholders authorized the Board of Directors to decide on the specific time corresponding with the actual situation. The Company will announce the specific offering time after receiving written approval from the State Securities Commission on the private placement dossier of the Company.

1. Plan on ensuring the offering meets the regulations on foreign ownership rate: The General Meeting of Shareholders authorized the Board of Directors to approve the plan on ensuring the offering meets the regulations on foreign ownership rate
2. Plan on mobilizing capital in case the proceeds from the offering are not enough as expected: In case at the end of the offering time and extension time (if any), the Company does not offer all shares as registered, or the proceeds from the offering are not enough as expected, the General Meeting of Shareholders authorized the Board of Directors to use other capital sources such as bank loans, personal loans, liquidation of some assets and/or other solutions to ensure compliance with the provisions of law and internal regulations of the Company to implement set plans.
3. Purpose and plan on using the proceeds from the offering:

In case the Company successfully conducts a private placement of 40,000,000 shares with the offering price of VND10,000/share, the expected proceeds from the offering are VND400,000,000,000. All proceeds are expected to be used to invest in capital contributions to establish new testing and infusion centers and invest more in existing centers. The number is expected to reach 60-80 testing and infusion centers nationwide.

Each center will perform testing services on a system of automatic biochemical testing machines, automatic immunological testing machines, hematology testing machines, urine testing machines, automatic molecular biology testing machines, early cancer diagnostic tests, perfusion, and other high-end testing systems. The centers are fully equipped with testing and infusion machinery systems according to prescribed standards and have operating licenses issued by the managing Department of Health. Each center will receive samples from patients coming for direct examination, samples from neighboring clinics within a radius of 5-10 km, and from neighboring hospitals; implement periodic health examination tests for agencies, factories, schools, etc.

The chain of infusion centers ensures safety according to Japanese standards, performing infusions of drugs, vitamins, antibiotics, 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 is a fairly common model in Japan, America, Thailand, etc. but is still quite new in Vietnam, while the need for health care is increasing.

The General Meeting of Shareholders authorized the Board of Directors to decide and flexibly adjust the detailed plan on using capital, detailed usage items and disbursement time.

The General Meeting of Shareholders authorized the Board of Directors to change the plan on using capital, and proceeds from the offering with the changing value of less than 50% of the total mobilized amount.

The General Meeting of Shareholders authorized the Board of Directors to actively allocate the additional amount (in case the actual proceeds from the offering are greater than the total expected amount mobilized as mentioned above) and report to the General Meeting of Shareholders at the most recent meeting.

III. Additional listing and additional depository

The total number of additional offered shares will be additionally deposited and listed by the Company according to regulations.

‎‎Article 10. Terms of enforcement

This General Mandate was approved in full text by the Annual General Meeting of Shareholders 2024 of American Vietnamese Biotech Incorporation and takes effect from June 24, 2024.

Members of the Board of Directors, the Supervisory Board, the Board of Managers of the Company, based on their functions, tasks, and powers, are responsible for organizing and implementing the contents in this General Mandate./.