**TGG: Annual General Mandate 2024**

On July 19, 2024, The Golden Group Joint Stock Company announced General Mandate No. 02/2024/TGG/DHDCD-NQ as follows:

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

Article 2: Approve the Report 2023 of Independent Members of the Board of Directors

Article 3: Approve the Report on the business activities of the General Manager in 2023; and the business plan for 2024

*Business activities results 2023:*

*Unit: VND*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| *No.* | *Targets* | *Plan 2023* | *Results 2023* | *Results/Plan* |
| *1* | *Consolidated revenue* | *100,000,000,000* | *6,997,084,461* | *6.99%* |
| *2* | *Consolidated profit after tax* | *8,000,000,000* | *(22,148,147,029)* | *-276.85%* |

*Financial plan and business plan*

*Unit: VND*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| *No.* | *Targets* | *Plan 2023* | *Plan 2024* | *Difference (%)* |
| *1* | *Charter capital* | *272,900,000,000* | *272,900,000,000* | *0%* |
| *2* | *Net revenue* | *100,000,000,000* | *480,000,000,000* | *79%* |
| *3* | *Profit after tax* | *8,000,000,000* | *3,000,000,000* | *-167%* |
| *4* | *Dividend rate* | *0* | *0* | *0%* |

Article 4: Approve the Report 2023 of the Supervisory Board and the operational plan for 2024

Article 5: Approve the dismissal and election of additional members for the Board of Directors in the term of 2021 - 2025:

Approve the dismissal of Mr. Vu Anh Sinh from the position of Member of the Board of Directors of the Company in the term of 2021 - 2025;

Thus, the list of the Company's Board of Directors in the term of 2021 - 2025 is:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position |
| 1 | Ngo Quang Tuan | The Chair of the Board of Directors |
| 2 | Ly Thanh Nha | Member of the Board of Directors |
| 3 | Nguyen Quoc Dung | Independent member of the Board of Directors |
| 4 | Vo Kim Nguyen | Member of the Board of Directors |

Article 6: Approve the Proposal on Remuneration for the Board of Directors and the Supervisory Board in 2024

Article 7: Approve the Proposal on approving the Audited Financial Statements 2022 and the Re-audited Financial Statements 2021

Article 8: Approve the following list of 4 independent audit companies and authorize the Board of Directors to select a company to audit the Financial Statements 2024 of the Company:

* AASC Auditing Firm Company Limited (AASC);
* Moore AISC Auditing and Informatics Services Company Limited;
* AFC Vietnam Auditing Company Limited;
* UHY Auditing & Consulting Company Limited

Article 9: Approve the Proposal on approving the plan on private placement

1. *Issuance plan*

|  |  |
| --- | --- |
| * *Name of Issuer* | *The Golden Group Joint Stock Company* |
| * *Share name* | *Shares of The Golden Group Joint Stock Company* |
| * *Par value* | *VND10,000/share* |
| * *Type of issued shares* | *Common shares* |
| * *Securities code* | *TGG* |
| * *Number of outstanding shares* | *27,299,990 shares* |
| * *Number of treasury shares* | *0 shares* |
| * *Charter capital before the issuance* | *VND272,999,900,000.* |
| * *Number of offered shares* | *6,000,000 shares.* |
| * *Total value of shares expected to be offered at par value* | *VND60,000,000,000.* |
| * *Charter capital after the issuance (expected)* | *VND332,999,900,000.* |
| * *Number of offered shares/total number of outstanding shares* | *21.9780%* |
| * *Offering price* | * *The average stock price of TGG shares in the last 30 trading sessions (as of September 15, 2023, because after September 15, 2023, the Company's shares were suspended from trading) is: VND3,404/share.* * *According to the Audited Consolidated Financial Statements 2022, the Company's book value per share is: VND3,600/share.*   *Thus, the share offering price is VND10,000/share.* |
| * *Total value of shares expected to be offered at the offering price* | *VND60,000,000,000.* |
| * *Investor selection criteria* | *Investors must meet the criteria of being professional securities investors as prescribed in Article 11, Law on Securities No. 54/2019/QH14.*  *The General Meeting of Shareholders authorized the Board of Directors to decide on details and adjustments to the investor selection criteria to suit the actual situation.* |
| * *Eligible buyers* | *The General Meeting of Shareholders authorized the Board of Directors to identify professional securities investors in accordance with the current provisions of law.* |
| * *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 look for, select and approve the list and number of investors entitled to participate in the private placement; and decide the number of shares offered to each investor.* |
| * *Number of investors* | *Less than 100 investors* |
| * *Plan on handling undistributed shares (if any)* | *If the shares are not fully offered because professional securities investors refuse to buy part or all during the private placement, the General Meeting of Shareholders authorized the Board of Directors to distribute them to other professional securities investors.*  *In case the deadline for distributing the number of offered shares expires according to the provisions of law (including the extension period (if any)), the General Meeting of Shareholders authorized the Board of Directors, according to the actual results of the offering, to decide the number of shares offered and the charter capital.* |
| * *Transfer restrictions* | *The offered shares are restricted from transfer for 01 year from the date of completion of the offering, except in cases of transfer between professional securities investors or in accordance with the Court’s judgments or decisions that have come into legal effect, decisions of Arbitration or the legatee according to the provisions of law.* |
| * *Plan to ensure that the share offering complies with regulations on foreign ownership rate* | *The General Meeting of Shareholders authorizes the Board of Directors to approve the plan to ensure the share offering complies with the regulations on foreign ownership rate.* |
| * *Expected time of the issuance* | *Expected from Q3/2024 to the end of 2025, the General Meeting of Shareholders authorized the Board of Directors to decide on the specific time after the State Securities Commission has received in writing all documents for registration of the private placement of the Company.* |

1. *Purpose of the offering, the plan on using the capital from the offering*
2. *Offering purposes: The Golden Group Joint Stock Company implements the private placement to increase charter capital to supplement capital to carry out the Company's investment and business activities.*
3. *In case the Company successfully issues 6,000,000 shares at the offering price of VND10,000/share, the proceeds of VND60,000,000,000 will be used for the following purposes in order of priority:*

|  |  |  |  |
| --- | --- | --- | --- |
| *No.* | *Purpose of using capital* | *(Expected) Amount (VND)* | *Disbursement time* |
| *1* | *Receive transfer of maximum capital contribution of VND49,000,000,000 of the subsidiary Angimex Furious Company Limited (Business Registration No. 1602131322) from existing capital contributing members, with the purpose of increasing the ownership rate at the subsidiary* | *49,000,000,000* | *Expected from Q3/2024 to the end of 2025, after the State Securities Commission has received in writing all documents reporting the results of the offering of the Company* |
| *2* | *Buy additional shares issued by HB Pharma Joint Stock Company (Business Registration No. 0317680386), the purpose is for HB Pharma Joint Stock Company to supplement working capital for production and business activities and repay loans.* | *8,000,000,000* |
| *3* | *Supplement working capital for production and business activities of the Company* | *3,000,000,000* |  |
| *Total* | | *60,000,000,000* |  |

1. *Plan on offsetting the shortfall in capital expected to be mobilized from the offering: The General Meeting of Shareholders authorized the Board of Directors to select other valid capital sources to offset the shortfall compared to other capital use options such as retained profit, bank loans, etc.*
2. *The General Meeting of Shareholders authorized the Board of Directors to change the order of priority to use capital obtained from the offering in case of necessity.*
3. *The General Meeting of Shareholders authorized the Board of Directors to decide on a detailed capital use plan according to the actual operating situation of the Company and in case of necessity, the Board of Directors has the right to adjust and change the capital use plan, ensuring a successful offering and consistent with the Company's practical needs to bring maximum investment efficiency to the Company and shareholders without needing to request the opinion of the General Meeting of Shareholders. Adjustments to the Board of Directors' plan on using capital must comply with the regulations in Clause 2, Article 9, Decree 155/2020/ND-CP. The Board of Directors will report on the adjustment of the purpose of using the proceeds from the offering (if any) at the nearest General Meeting of Shareholders.*
4. *Registration of additional securities and listing of additional shares*

*The General Meeting of Shareholders authorized and assigned the Board of Directors to carry out the necessary procedures to register additional securities at Vietnam Securities Depository and Clearing Corporation (VSDC) and register for trading, and additional shares at the Hanoi Stock Exchange (HNX) for all shares successfully issued in accordance with the current provisions of law.*

Article 10: Terms of enforcement

* The 2nd Annual General Mandate 2024 of The Golden Group Joint Stock Company was prepared, announced and approved in front of all shareholders attending the Meeting at 10:40 a.m. on July 19, 2024.
* This General Mandate takes effect from the date of its promulgation. Members of the Board of Directors, the Supervisory Board, the Board of Management, and departments, and subsidiaries of The Golden Group Joint Stock Company are responsible for the implementation of this General Mandate in accordance with the provisions of law and the Company’s Charter.