**VHE: Annual General Mandate 2024**

On June 26, 2024, Vinaherbfoods Joint Stock Company announced General Mandate No. 2606/2024/NQ-DHDCD/VHE as follows:

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

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

1. Results of production and business activities in 2023

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | 2023 | 2022 | Results 2023/ Results 2022 |
| 1 | Total assets | 412,444,006,102 | 380,618,387,036 | 8.36 |
| 2 | Owner’s equity | 334,083,051,139 | 332,455,772,354 | 0.49 |
| 3 | Net revenue | 314,415,407,093 | 265,324,468,432 | 18.50 |
| 4 | Net profit from business activities | 2,111,815,688 | 2,071,709,628 | 1.94 |
| 5 | Other profits | -69,452,285 | -214,650,426 | (67.64) |
| 6 | Profit before tax | 2,042,363,403 | 1,857,059,202 | 9.98 |
| 7 | Profit after tax | 1,627,278,785 | 1,431,249,563 | 13.70 |

1. The business plan 2024;
* Revenue from production and business activities is about VND380 billion;
* Profit after tax is about VND2.5 billion;

‎‎Article 3. Approve the Audited Financial Statements 2023

Article 4: Approve the profit distribution for the fiscal year 2023 and the profit distribution plan for 2024

Profit distribution plan in 2023

|  |  |
| --- | --- |
| Targets | 2023 (Unit: VND) |
| 1 Profit before tax | 2,042,363,403 |
| 2. Payable Corporate income tax | 415,084,618 |
| 3. Profit after tax | 1,627,278,785 |
| 4 Retained profits of previous years | 1,473,812,354 |
| 5. Total profits until the end of 2023 | 3,101,091,139 |
| 6. Profit transferred to the next year | 3,101,091,139 |

Profit distribution plan in 2024

According to the business plan 2024, the Board of Directors plans to use profit after tax in 2024 to reinvest for using in the following year.

Article 5: Approve the remuneration for the Board of Directors and Executive Board in 2023 and plan for 2024

Article 6: Approve the selection of an independent audit company for the Financial Statements 2024

Article 7: Approve on authorizing the Board of Directors to approve/decide the mobilization of loan capital with a maximum total limit of VND400 billion.

Article 8: Approve the investment transactions in raw material areas and agricultural and forestry product processing companies with a value of less than VND200 billion

Article 9: Approve the private placement plan to increase charter capital 2024

I. Private placement plan to increase charter capital 2024

1. Information about offered shares

|  |  |
| --- | --- |
| Shares name: | : Shares of Vinaherbfoods Joint Stock Company |
| Security code: | : VHE |
| Shares type: | : Common shares |
| Par value | : VND10,000/share |
| Total number of issued shares: | : 33,140,000 shares |
| Total number of outstanding shares: | : 33,139,996 shares |
| Total number of treasury shares: | 4 shares |

1. Offering plan:
* Offering method: Private placement
* Offering purposes: Mobilize capital to repay loans from credit institutions to improve capital autonomy, reduce financial pressure for the Company and supplement working capital to serve the Company's production and business activities.
* Maximum number of shares expected to be offered: 16,360,000 shares.
* Total value of shares expected to be offered at par value: VND163,600,000,000
* Offering price: VND10,000/share
* Eligible buyers: Professional securities investor
* Investor selection criteria:
* Domestic organizations and individuals who are professional securities investors according to current laws and belong to one of the following subjects:
* Commercial banks, foreign bank branches, financial companies, insurance business organizations, securities companies, securities investment fund management companies, securities investment companies, securities investment funds securities, international financial institutions, off-budget state financial funds, and state financial institutions may purchase securities under applicable laws;
* Companies with contributed charter capital of over VND100 billion or listed organizations or organizations registered for trading;
* Individuals with securities practice certificate;
* Individuals holding a list of listed securities or registered for transaction with a value of at least VND2 billion as certified by a securities company at the time they are identified as professional securities investors;
* Individual with a taxable income of at least VND1 billion in the latest year by the time that individual is determined to be a professional securities investor, according to the tax deceleration submitted to the tax authority or the tax deduction vouchers of the paying organization or individual.
* Prioritize traditional and potential partners of the Company;
* Have financial potential and ability to quickly contribute capital right after registering to buy shares;
* Other criteria that the Board of Directors considers as necessary.
* Number of investors participating in the offering: Under 100 investors, excluding professional securities investors.
* Transfer restriction: The transfer of privately offered shares is restricted for 01 year for professional securities investors from the date of completion of the offering, except in the case of transfer between professional securities investors or implementation under a legally effective court judgment or decision, arbitration decision or inheritance under applicable laws.
* Method of handling unissued shares: The number of shares purchased by unregistered investors will be authorized by the Board of Directors to distribute to other subjects selected by the Board of Directors according to the investor selection criteria approved by the General Meeting at a price not lower than the price announced to investors or cancel and end the issue.
* Implementation time: Expected in 2024, after being approved by the General Meeting and the State Securities Commission.
* Plan on ensuring the share issuance to meet the foreign ownership rate: The criteria for selecting investors for the offering are domestic organizations and individuals, so the offering is guaranteed to meet the maximum foreign ownership rate at the Company under applicable laws.
1. The plan on using the proceeds from the offering

The amount of proceeds from the offering is expected to be VND163,600,000,000 from the above offering, which is expected to be used to repay loans from credit institutions to improve capital autonomy, reduce financial pressure on the Company and supplement working capital to serve the Company's production and business activities, specifically:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Subjects | Expected use of capital from the offering | Implementation time |
| 1 | Repay loan from credit institutions | 71,890,000,000 | In 2024-2025 |
| 1.1 | Vietnam Prosperity Joint Stock Commercial Bank- Thang Long Branch | 25,000,000,000 |
| 1.2 | Vietnam Commercial Joint Stock Export Import Bank- Hanoi Branch | 4,290,000,000 |
| 1.3 | Military Commercial Joint Stock Bank- My Dinh Branch | 42,600,000,000 |
| 2 | Supplement working capital (Payment to suppliers, Paying salaries to employees, etc.) | 91,710,000,000 | In 2024-2025 |
| Total | 163,600,000,000 |  |

The General Meeting authorized the Board of Directors to develop a detailed plan on using capital, adjust the plan on using capital obtained from the offering to negotiate under applicable laws, market situation and specific situation of production and business activities of the Company at the time of the offering. The Board of Directors is responsible for reporting the change in the purpose of using capital (if any) at the nearest General Meeting.

1. Amend the terms and content related to charter capital, shares in Article 7 of the Company's Charter updated according to the charter capital after completing the offering.
2. Additional securities and trading registration:
* All additional offered shares will be registered as additional securities at the Vietnam Securities Depository and Clearing Corporation and registered for additional listing at the Hanoi Stock Exchange after completing the offering under applicable laws.

Article 10: Terms of enforcement

This General Mandate takes effect from the date of its promulgation. The Board of Directors, Executive Board and related departments are responsible for implementing this General Mandate.