**BCP: Annual General Mandate 2024**

On June 27, 2024, ENLIE Pharmaceutical Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Article 1: The Annual General Meeting 2024 of ENLIE Pharmaceutical Joint Stock Company approves this General Mandate with the following contents:

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

Production activities:

|  |  |  |
| --- | --- | --- |
|  | Amount (Product unit) | Value (VND) |
| Warehouse input plan 2023 | 635,400,000 |  |
| Warehouse input in 2022 | 455,671,852 | 81,700,724,947 |
| Warehouse input in 2023 | 348,155,203 | 104,993,354,686 |
| Rate (2023/2022) | 76.40% | 128.51% |
| Rate (2023/Plan 2023) | 54.79% |  |

Business activitiesof the Company:

|  |  |  |  |
| --- | --- | --- | --- |
| Target | 2023 | 2022 | Rate (2023/2022) |
| Revenue | 119,826,854,025 | 101,700,518,466 | 117.8% |
| Profit after tax | (10,172,235,300) | (2,815,431,334) |  |

Consolidated business results:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Target | Plan 2023 | 2023 | 2022 | Rate (2023/2022) | Results in 2023/Plan 2023 |
| Revenue | 185,950,042,756 | 144,099,985,315 | 119,168,011,456 | 120.92% | 77.49% |
| Profit after tax | 5,281,050,006 | (5,674,556,949) | (1,440,863,115) |  |  |

1. Approve the Report on activities of the Board of Directors in 2023 and the operating orientation in 2024.
2. Approve the Report on activities of the Supervisory Board in 2023
3. Approve Proposal No. 01/2024/TTr-DHDCD of the Board of Directors on the Financial Statements 2023 audited by Southern Auditing and Accounting Financial Consulting Services Company Limited (AASCS). Specifically, as follows:

|  |  |  |
| --- | --- | --- |
| Target | Separate Financial Statements | Consolidated Financial Statements |
| Total revenue |  119,826,854,025 | 144,099,985,315 |
| Profit after tax | (10,172,235,300) | (5,674,556,949) |

1. Approve Proposal No. 02/2024/TTr-DHDCD of the Board of Directors on production and business plan 2024 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Plan 2024 (Separate) | Plan 2024 (Consolidated) |
| 1 | Revenue | 130,000,000,000 | 141,478,948,443 |
| 2 | Profit after tax | 390,000,000 | 603,485,591 |

1. Approve Proposal No. 03/2024/TTr-DHDCD of the Board of Directors on the remuneration for the Board of Directors, the Supervisory Board, and the Secretariat of the Board of Directors of the Company in 2023 and the remuneration plan 2024:
* Remuneration for the Board of Directors, Supervisory Board and Secretariat of the Board of Directors in 2023:
* Remuneration for the Board of Directors: The Board of Directors will not receive remuneration in 2023.
* Remuneration for the Supervisory Board and the Secretariat of the Board of Directors: VND60,000,000.
* Proposed remuneration for the Board of Directors, the Supervisory Board, and the Secretariat of the Board of Directors in 2024:

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount/month (VND) |
| 1 | Chair of the Board of Directors | 4,000,000 |
| 2 | Member of the Board of Directors | 2,000,000 |
| 3 | Chief of the Supervisory Board | 2,000,000 |
| 4 | Member of the Supervisory Board | 1,000,000 |
| 5 | Secretariat of the Board of Directors | 1,000,000 |

1. Approve Proposal No. 04/2024/TTr-DHDCD of the Board of Directors on selecting an audit company for the Financial Statements 2024.

The General Meeting authorizes the Board of Directors to decide on the selection of an independent audit company, based on the proposal of the Supervisory Board, to audit and review Financial Statements for the fiscal year 2024 and assigns the Managing Director to sign a contract on audit service provision with the selected audit company.

The selected audit company must be a company on the list of companies approved by the State Securities Commission to audit public and listed companies.

1. Approve Proposal No. 05/2024/TTr-DHDCD of the Board of Directors on amending the Company's Charter.
2. Approve Proposal No. 06/2024/TTr-DHDCD of the Board of Directors on promulgating the Operating Regulations of the Board of Directors.
3. Approve Proposal No. 07/2024/TTr-DHDCD of the Supervisory Board on promulgating the Operating Regulations of the Supervisory Board.
4. Approve Proposal No. 08/2024/TTr-DHDCD of the Board of Directors on the plan on private placement to increase the Company's charter capital.
5. Issue plan:
6. Name of issued shares: Shares of ENLIE Pharmaceutical Joint Stock Company
7. Securities code: BCP.
8. Type of issued shares: Common share.
9. Share par value: VND10,000/share.
10. Current charter capital: VND 60,000,000,000.
11. Total number of outstanding shares: 6,000,000 shares.
12. Number of shares expected to be issued: 3,000,000 shares.
13. Total issue value at par value: VND30,000,000,000.
14. Expected charter capital after issuance: VND90,000,000,000.
15. Issue purpose:
* Improve capital capacity; supplement working capital for production and business activities;
* Restructure the Company's finances;
* Upgrade machinery, equipment, and pharmaceutical production lines;
* Invest in projects to build warehouses and factories for rent on the Company's remaining unused land area;
* Create and maintain relations that help business and development of the Company.
1. Issue method: Private placement.
2. Eligible buyers:
* Criteria for investors: Investors who are domestic or foreign strategic organizations and individuals must meet one of the following criteria:
* Have strong financial potential and be able to support the Company when it comes to capital;
* Have professional or technological capacity in the pharmaceutical industry to effectively support the Company in its development process;
* Have the ability to manage and cooperate long-term with the Company.
* Number of investors: Less than 100 investors.
1. Offering price: The General Meeting approves authorizing the Board of Directors to determine the offering price but not lower than VND10,000/share.
2. Transfer restriction: Investors participating in purchasing shares are restricted from transfer within 03 years from the date of completion of the offering.
3. List of investors and number of shares offered for each investor:
* The General Meeting authorizes the Board of Directors to proactively search, select and approve the list of investors eligible to participate in purchasing shares for private placement; and negotiate price conditions and other binding conditions to ensure the issuance to increase capital is successful and brings the highest benefits to shareholders and the Company.
* The General Meeting authorizes the Board of Directors to have full authority to decide on the list of investors and the number of shares offered to each investor without having to ask for the opinion of the General Meeting.
1. Conditions for canceling the issue: There are no conditions for canceling the issuance.
2. Expected issue date: Expected to be implemented in 2024-2025, after approval by the State Securities Commission. The specific time is authorized for the Board of Directors to decide after receiving approval from the management agency and ensuring compliance with the law.
3. Distribution term: Shares offered in the private placement are expected to be distributed within 90 days after receiving written approval from the State Securities Commission.
4. Public offering: In case strategic investors participate in purchasing shares of the private placement, leading to the ownership rate of these subjects reaching or exceeding the ownership rates as prescribed in Section 1 Article 35 of Law on Securities No. 54/2019/QH14, public offering procedures are not required.
5. Plan on handling shares that are not fully offered:
* The number of shares not fully purchased by investors will be authorized by the Board of Directors to distribute to other strategic investors selected by the Board of Directors with a selling price not lower than the price announced to investors or cancel and end the issuance.
* The handling of shares not fully offered must ensure compliance with regulations on capital contribution investment of the Holding Company and subsidiaries according to the provisions of Section 2 Article 195 of the Law on Enterprises.
* Shares not fully offered to investors upon further distribution will be restricted from transfer within 03 years from the date of completion of the issuance.
1. Plan on ensuring compliance with regulations on foreign ownership rate: Authorize the Board of Directors to approve the plan to ensure that the share issuance meets the regulations on foreign ownership rate.
2. Plan on using the capital obtained from the offering: Authorize the Board of Directors to decide on a detailed plan on using capital obtained from the share issuance based on the needs of the Company and in accordance with the actual status. At the same time, allow the Board of Directors to adjust the plan on using capital obtained from the offering in accordance with the Company's production and business activities and carry out procedures related to information disclosure in accordance with regulations.
3. Handling plan in case of not obtaining enough capital according to the issue plan: The General Meeting authorizes the Board of Directors to have full authority to decide and rebalance capital sources or propose a handling plan in accordance with the actual status of the Company and applicable laws.

II. Amendment of the Company's Charter: Amend Section 1 Article 6 of the Company's Charter according to the new capital scale after completing the private placement to investors.

1. Additional depository and listing of additional issued shares: All additional issued shares will be registered for additional trading on the UPCOM of the Hanoi Stock Exchange and registered for additional depository at the Vietnam Securities Depository and Clearing Corporation after completing the offering.

Article 2: The General Meeting approved on assigning and authorizing the Board of Directors of ENLIE Pharmaceutical Joint Stock Company to organize and manage the implementation of the contents approved by shareholders at the Annual General Meeting 2024 under applicable laws and the Charter of ENLIE Pharmaceutical Joint Stock Company.

Article 3: This General Mandate was approved by the Annual General Meeting 2024 and takes effect from the date of its signing. The Board of Directors, Supervisory Board, Executive Board and related units and individuals are responsible for implementing this General Mandate.