**BIG: Annual General Mandate 2024**

On June 30, 2024, Big Invest Group Joint Stock Company announced General Mandate No. 3006/2024/BIG/NQ-DHDCD as follows:

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

‎‎Article 2. Approve the Report on activities results of the Supervisory Board in 2023 and the plan for 2024.

Article 3. Approve the Report of the Board of Managers on business situation in 2023 and the business plan for 2024.

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| --- | --- | --- | --- | --- |
| No. | Targets | Plan 2024 (VND) | Results 2023 | Compared to that in 2023 |
| 1 | Net revenue | 256,000,000,000 | 209,281,589,803 | 22.32% |
| * Commercial revenue
 | 184,000,000,000 | 180,317,080,820 | 2.04% |
| * Revenue from the rental of offices + events + brokerage
 | 26,000,000,000 | 15,015,673,113 | 73.15% |
| * Real estate sales
 | 44,000,000,000 | 8,990,185,455 | 389.42% |
| * Financial revenue
 | 2,000,000,000 | 4,958,650,415 | -59.67% |
| 2 | * Profit after tax
 | 8,084,000,000 | 2,296,680,202 | 251.99% |

‎‎Article 4. Approve on changing the location of the Headquarters.

Article 5. Approve the Audited Financial Statements 2023.

‎‎Article 6. Approve the Proposal on selecting the audit company for the Financial Statements 2024.

Article 7. Approve the profit distribution plan in 2023.

1. Undistributed profit after tax as of December 31, 2023: VND9,892,935,124.
2. The profit distribution plan: The company will implement the share issue for dividend payment 2023 with the expected total value of shares for dividend payment of VND7,500,000,000.

Article 8. Approve the plan on share issue for dividend payment 2023.

1. Issue plan

|  |  |  |
| --- | --- | --- |
| 1. Issuer name
 | : | Big Invest Group Joint Stock Company |
| 1. Share name
 | : | Shares of Big Invest Group Joint Stock Company |
| 1. Securities code
 | : | BIG |
| 1. Type of issued shares
 | : | Common shares |
| 1. Par value of share
 | : | VND10,000 |
| 1. Eligible buyers:
 | : | Outstanding shareholders on the list of shareholders at the record date for the list to exercise rights to receive dividends by shares. |
| 1. Issue form
 | : | Issue to outstanding shareholders by the method of exercising rights. |
| 1. Number of issued shares:
 | : | 5,000,000 shares |
| 1. Number of outstanding shares
 | : | 5,000,000 shares |
| 1. Expected maximum number of issued shares
 | : | 750,000 shares |
| 1. Expected maximum total issue value (at par value)
 | : | VND7,500,000,000 |
| 1. Rights exercise rate
 | : | 20: 3 (Each shareholder at the record date for the list to exercise rights to receive dividends holding 01 share will be entitled to 01 right to receive dividends, for every 20 rights to receive dividends, they will receive 3 additional shares).The General Meeting authorized the Board of Directors to decide on the rights exercise rate in accordance with the provisions of law and the actual situation of the Company, ensuring the maximum volume of issued shares of 750,000 shares. |
| 1. Plan on handling fractional shares
 | : | The number of issued shares will be rounded to the nearest unit, the number of fractional shares arising from rounding down (if any) will be canceled by the Company. |
| 1. Capital sources used for the issue
 | : | From undistributed profit after tax of the Company according to the Audited Financial Statements 2023. |
| 1. Transfer restrictions
 | : | Additional shares are not subject to transfer restrictions |
| 1. Expected time of issue:
 | : | In 2024, after being notified by the State Securities Commission on receiving complete reporting documents on the share issue for dividend payment. |

1. Additional registration, depository, and transaction registration

The General Meeting authorized and assigned the Board of Directors to implement all necessary procedures to register for additional securities at the Vietnam Securities Depository and Clearing Corporation and register for additional transactions on the Hanoi Stock Exchange for all shares issued for dividend payment in compliance with the regulations of the Company’s Charter and current provisions of law.

Article 9: Approved the operating budget of the Board of Directors and the Supervisory Board in 2024

Article 10. Approve the share listing registration.

Article 11. Approve the private placement plan.

1. Plan on share offering
2. Issue method

|  |  |
| --- | --- |
| * Share name:
 | Shares of Big Invest Group Joint Stock Company |
| * Share type:
 | Common shares |
| * Par value:
 | VND10,000 |
| * Number of outstanding shares
 | 5,000,000 shares |
| * Number of offered shares:
 | 9,335,000 shares |
| * Total offering value at par value:
 | VND93,350,000,000 |
| * Expected charter capital after offering:
 | VND143,350,000,000 |
| * Issue form:
 | Private placement. |
| * Offering price:
 | VND10,000/share |
| * Number of investors participating in the offering:
 | Less than 100 investors. |
| * Eligible buyers:
 | Offer to professional securities investors. |
| * Investor selection criteria:
 | organizations or individuals with financial potential, commit to accompanying and supporting the Company in production and business activities to develop the Company and ensure interests of shareholders.Investors with the appropriate post-issue ownership rate according to the provisions of law.Institutional investors that meet the provisions of law on the holding company and subsidiary: The Issuer is not the holding company of the organization offered shares; or both organizations are not subsidiaries of the same holding company. |
| * List of eligible investors to buy shares:
 | Authorize the Board of Directors to select and decide on the list of eligible professional securities investors to buy shares that meet the criteria approved by the General Meeting. |
| * Plan on handling shares that are not fully distributed:
 | In case the offered shares are not fully purchased by investors, the General Meeting authorized the Board of Directors to distribute them to other professional securities investors at the offering price of VND10,000/share. |
| * Transfer conditions:
 | New shares privately offered will be restricted from transfer within 01 year for professional securities investors from the date of completion of the offering in accordance with the provisions of law. |
| * Expected time of the offering:
 | Expected in 2024-2025. Authorize the Board of Directors to select the appropriate time to implement the offering plan to bring the highest interests to shareholders and the Company. |
| * Plan on ensuring the share issue to meet the foreign ownership rate:
 | Authorize the Board of Directors to approve the plan to ensure that the share issue meets the regulations on foreign ownership rate. |
| * Register additional transactions and register additional securities for the number of additional issued shares:
 | All additional issued shares will be registered for additional transactions on the Hanoi Stock Exchange and registered for additional securities at the Vietnam Securities Depository and Clearing Corporation after the completion of the offering. |

1. Plan on handling in case the offering does not collect the minimum amount as expected:

In case investors on the list approved by the Board of Directors do not buy or do not buy all the offered shares, the Board of Directors searches and distributes them to other professional securities investors at the offering price of VND10,000/share. In case the investors according to the list approved by the Board of Directors (including the initial list of eligible investors to buy shares and the list of investors allowed to buy shares that are not fully distributed) do not buy or do not buy all the offered shares, the new charter capital will be registered according to the actual number of shares offered. The Board of Directors, based on the actual situation of the Company, balances and uses the proceeds from the offering on the basis of ensuring compliance with the Company's general development plan.

1. Purpose of share issue:

The Company's purpose of issue is to restructure debts.

1. Plan on using the proceeds from the issue

All expected proceeds from the offering: VND93,350,000,000 will be used by the Company to restructure debts, specifically as follows:

|  |  |  |
| --- | --- | --- |
| No. | Plan on using capital  | Expect value for use (VND) |
| 1 | Repay loans at credit institutions | 48,350,000,000 |
| **2** | Repay arising debts from purchasing assets to increase business size according to General Mandate No. 02/2023/BIG/NQ-DHDCD dated June 30, 2023 | 45,000,000,000 |
| Total | 93,350,000,000 |

In case the proceeds from the issue are not enough to use for all the above purposes, the order of priority for use from top to bottom is as follows:

* Priority 1: repay loans at credit institutions;
* Priority 2: repay arising debts from purchasing assets to increase business size according to General Mandate No. 02/2023/BIG/NQ-DHDCD dated June 30, 2023.

To ensure flexibility, the efficiency of capital use, and the interests of shareholders and the Company, the Board of Directors will deposit money at the bank and/or buy certificates of deposit from the bank during the period of not using capital for the above items.

The General Meeting authorized the Board of Directors to decide in detail the plan for using proceeds from the offering, decide to temporarily deposit money at the bank and/or buy certificates of deposit from the bank during the period of not using capital for purposes of capital use; decide to adjust the allocation of proceeds from the offering for the approved purposes of capital use and/or change the purpose of the use of capital obtained from the offering in accordance with the actual situation, ensuring compliance with legal regulations and report to the most recent General Meeting on adjusted contents related to this capital use plan.

Article 12. Approve the election of members of the Board of Directors and Supervisory Board for the term 2024 - 2029.

Article 13. Approve the list of members of the Board of Directors and members of the Supervisory Board for the term 2024 - 2029 of the company including the following members:

1. The list of members of the Board of Directors for the term 2024-2029

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Vo Phi Nhat Huy |
| **2** | Kieu Van Khoa |
| 3 | Tran Thi Mua Thao |

1. The list of members of the Supervisory Board for the term 2024-2029

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Tan Loc Louis |
| **2** | Trinh Thi Thanh Phuong |
| 3 | Trieu Hieu Khanh |

Article 14: The Board of Directors, Supervisory Board, Managing Director and relevant organizations, and individuals in the Company are responsible for implementing this General Mandate.

This General Mandate takes effect from the date of its signing.