**BNA: Annual General Mandate 2024**

On June 28, 2024, Bao Ngoc Investment Production Corporation announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Article 1. Approve the Report on the business activities of the Board of Directors and production and business plan 2024.

Production and business results in 2023

Unit: Million VND

|  |  |  |  |
| --- | --- | --- | --- |
| Target | Results 2023 | Results 2022 | Results 2023/Results 2022 (%) |
| Holding Company | Consolidated | Holding Company | Consolidated | Holding Company | Consolidated |
| Total revenue | 1,051,481 | 1,448,469 | 1,022,896 | 1,014,944 | 2.8% | 42.7% |
| Profit before tax | 56,992 | 59,522 | 69,007 | 86,909 | -17.4% | -31.5% |

Article 2: Approve the Report on activities of the Supervisory Board 2023 and the Operational Plan 2024.

Article 3: Approve the production, business, and investment plan for 2024 with the following main targets as follows:

* Consolidated revenue: VND1,680 billion;
* Consolidated profit after tax: VND68 billion;

Article 4: Approve the audited Financial Statements 2023 and the selection of an audit company for the Financial Statements 2024.

Article 5: Approve the distribution of profit after tax 2023 and the share issuance to pay dividends 2023.

1. Profit distribution plan 2023 of the Company:

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| --- | --- | --- |
| No.  | Profit distribution plan 2023  | Value (VND) |
| 1 | Undistributed profit after tax 2023 of the holding company.  | 45,237,329,852 |
| 2 | Appropriation for funds 2023 | 2,714,239,790 |
| 2.1 | Development and investment fund (3% of the profit after tax in 2023) |  1,357,119,895 |
| 2.2 | Bonus and welfare fund (3% of the profit after tax in 2023) | 1,357,119,895 |
| 3 | The remaining profit after tax before the dividend payment | 42,523,090,062 |
| 4 | Undistributed profit after tax transferred from previous years | 91,935,549,404 |
| 5 | The remaining accumulated undistributed profit after tax before dividend payment | 134,458,639,466 |
| 6 | The rate of dividend payment 2023 by shares | 25% of the charter capital |
| 7 | The current charter capital of the Company  | 249,998,550,000 |
| 8 | Total maximum issuance value to pay dividends by shares expected at par value (calculated on 24,999,855 outstanding shares) | 62,499,630,000 |
| 9 | The remaining undistributed profit after tax after the dividend payment 2023 | 71,959,009,466 |

1. The plan on issuing shares to pay dividends in 2023 of the Company:

|  |  |
| --- | --- |
| I | CHARTER CAPITAL INFORMATION BEFORE ISSUANCE |
| 1 | Charter capital before issuance | VND249,998,550,000 |
| 2 | Number of shares before issuance | 24,999,855 shares |
| 3 | Par value | VND10,000/share |
| II | Issuance of shares to pay dividends  |
| 1 | Name of shares | Shares of Bao Ngoc Investment Production Corporation |
| 2 | Share type | Common shares |
| 3 | Par value | VND10,000/share |
| 4 | Total number of outstanding shares before issuance | 24,999,855 shares |
| 5 | Number of treasury shares  | 0 shares |
| 6 | Number of shares expected to be issued to pay dividends, round the number of shares | 6,249,963 shares |
| 7 | Expected total value of issued shares at par value | VND62,499,630,000 |
| 8 | Expected number of outstanding shares after dividend payment 2023 | 31,249,818 shares |
| 9 | Expected charter capital after issuance of shares to pay dividends 2023 | VND312,498,180,000 |
| 10 | Issuance rate compared to current charter capital (number of shares expected to be issued/total number of outstanding shares)  | 25% |
| 11 | Exercise rate | 4:1 (at the record date for the list of shareholders to exercise their rights, shareholders who own 01 share will receive 01 right to receive dividends, for every 04 rights to receive dividends, shareholders will receive 01 newly issued according to the principle rounding down to units) |
| 12 | Issuance subjects | Existing shareholders on the list of shareholders of the Company prepared by Vietnam Securities Depository and Clearing Corporation at the record date for the list of shareholders to exercise the right to receive dividends in shares.  |
| 13 | Issuance purpose | Issuing shares to pay dividends for existing shareholders |
| 14 | Capital source for the issuance | From accumulated undistributed profit after tax as of December 31, 2023 based on the audited Consolidated Financial Statements 2023 of the Company and complied with the provisions of law. |
| 15 | Expected time of issue | Expected that in 2024, chosen by the Board of Directors after receiving approval from the State Securities Commission on the report documents for the issuance of shares to pay dividends.  |
| 16 | Plan on handling fractional shares | The number of additional shares issued to pay dividends when distributed to shareholders will be rounded down to the nearest unit. Fractional shares arising due to rounding down (if any) will be canceled.For example: On the record date for the list of shareholders to issue additional shares to pay dividends, shareholder Nguyen Van A currently owns 185 shares. Then shareholder A will receive an additional 185\*25% = 46.25 shares. According to the plan for handling fractional shares, the number of shares of shareholder A is multiplied after rounding down to 46 shares. The fractional share of 0.25 decimal shares will be canceled. |
| 17 | The difference in value between the total amount expected to be used for issuing shares for dividend payment (calculated at a par value of VND10,000 per share) and the total value of the shares distributed to existing shareholders (calculated at a par value of VND10,000 per share) will be retained in the Company's undistributed profit after tax.  |  |
| 18 | Transfer restrictions | Additional issued shares are not subject to transfer restriction. The right to receive dividends by shares is not transferable. |
| 19 | Distribution method | * For deposited securities: shares will be allocated to the accounts that shareholders have opened at depository members.
* For undeposited securities: Shareholders shall complete the procedures for receiving dividends in the form of shares at the headquarters of Bao Ngoc Investment Production Corporation: Bao Ngoc building, Lot A2CN8, Tu Liem industrial Cluster, Phuong Canh Ward, Nam Tu Liem District, Hanoi City
 |

1. Expected profit distribution plan 2024

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| --- | --- | --- |
| No.  | Expected profit distribution plan 2024 | Rate |
| 1 | Profit after tax 2024 of Holding company | Profit after tax |
| 2 | Investment and development fund | 10% of profit after tax |
| 3 | Bonus and welfare fund | 5% of profit after tax |
| 4 | Dividend rate in 2024 | Decided by the General Meeting of Shareholders 2025 |

Article 6: Approve the remuneration Plan for the Board of Directors and the Supervisory Board 2024

Article 7: Approve the amendment and supplement of business lines, the change in the Company's name; approve the plan to change the headquarters and the amendment of the Company's Charter.

Article 8: Approve the plan for a private placement of shares to increase the Company's charter capital.

1. Offering plan
2. The scale of the offering

Issuer: Bao Ngoc Investment Production Corporation

Share name: shares of Bao Ngoc Investment Production Corporation

Share type: Common shares.

Securities code: BNA

Par value: VND10,000/share

Offering form: Private placement of shares for professional securities investors.

Number of shares registered for offering: 20,000,000 shares

Total offering value at par value: VND200,000,000,000.

Offering price and principles for determining expected offering price: No less than VND10,000/share. The General Meeting of Shareholders authorizes the Board of Directors to decide on a specific offering price for professional securities investors, ensuring no lower than VND10,000/share.

Expected time of the offering: Expected in 2024 - 2025, after the State Securities Commission announces that it has received the Company's registration dossier for the private placement of shares, discloses information on the State Securities Commission's website, and after completing the issuance of shares for the dividend payment 2023.

1. Eligible buyers:
* Subjects offered for sale: As a professional securities investor under Law on Securities dated November 26, 2019 and related guidance documents;
* Criteria for selecting professional securities investors:
* Meet the criteria for professional securities investors as stipulated in the Law on Securities dated November 26, 2019, and related guidance documents.
* Not disqualified from purchasing shares according to legal regulations.
* Investors (individuals, organizations) both domestic and foreign who possess financial capability, technological expertise, and professional competence aligned with the company's development strategy; committed to partnering and supporting the company in its business operations to foster company growth and enhance shareholder benefits.
* List of investors and the number of investors participating in the share offering:
* Number of investors participating in purchasing the offered shares: Less than 100 investors.
* List of investors and the number of shares offered to each investor: The General Meeting of Shareholders authorized the Board of Directors to select and determine the list of professional securities investors to be offered shares, along with the number of shares offered to each investor, based on approved investor criteria. In addition, this process must ensure compliance with legal regulations.
1. Transfer restrictions

Shares offered privately are restricted from transfer for a period of one year from the completion date of the offering, as stipulated by law for professional securities investors, except for transferring between professional securities investors, transferring based on effective court judgments or decisions, or transferring through inheritance as per legal regulations.

1. The plan ensures that the private placement complies with regulations foreign ownership rate.

The General Meeting of Shareholders authorized the Board of Directors to approve the plan to ensure that the share offering complies with regulations on foreign ownership rate.

Based on the Official Dispatch No. 3641/UBCK-PTTT dated June 15, 2021, from the State Securities Commission, the maximum foreign ownership rate is 0%. Based on the implementation plan for the share issuance to investors and ensuring compliance with regulations on foreign ownership rate, the General Meeting of Shareholders authorized the Board of Directors to review business lines and implement changes in the Company's foreign ownership rate in accordance with legal requirements. This is aimed at enhancing capital mobilization capabilities and seeking partners who are financially capable and aligned with the Company's development direction and strategy. A report will be presented at the next General Meeting of Shareholders following the implementation.

1. Plan on handling undistributed shares (if any):

All remaining undistributed shares will be canceled. The new charter capital will be registered based on the actual number of shares successfully sold. The Board of Directors will assess the actual situation to supplement working capital for bank debt repayment, loan agreements, and additional working capital for other payments and expenditures.

The company will balance the use of funds raised from the offering to ensure it aligns with the overall development plan of the company.

II. PURPOSE AND METHOD OF USING MONEY RECEIVED FROM THE OFFERING

1. Purpose of offering:

To enhance capital capability for investing in M&A projects in several companies, supplementing working capital to repay bank debts, and loan contracts and supplementing working capital for other payments and expenses.

1. Plan on using the proceeds from the issuance:

The entire expected money from the planned private placement, estimated at VND200,000,000,000 will be used by the company for the following prioritized purposes: (i) Invest in M&A projects in several companies: VND100,000,000,000. (ii) Supplement working capital to repay bank debts, loan contracts, and payments for expenses including but not limited to supplier/partner debts, inventory purchases, fees, state obligations, and employee salaries/wages: VND100,000,000,000;

The General Meeting of Shareholders authorized the Board of Directors to develop a detailed capital utilization plan. Simultaneously, the General Meeting of Shareholders authorized the Board of Directors to adjust the capital utilization plan from the offering in line with the company's business operations and undertake related disclosure procedures as required by regulations.

Based on the results of the offering, the General Meeting of Shareholders authorized the Board of Directors to proactively allocate any additional funds (in case the actual proceeds from the placement exceed the above expected mobilized amount) and report to the shareholders at the nearest General Meeting of Shareholders.

1. The plan to make up for the shortfall in expected capital in case not all shares offered are distributed or if the total funds raised do not meet the target from the offering:

In case not all shares offered are distributed or if the total funds raised do not meet the expected amount, the plan to compensate for the shortfall in expected capital from the offering will ensure the implementation of the capital utilization plan outlined in Section II.2 as follows:

The General Meeting of Shareholders authorized the Board of Directors to proactively use other existing sources of funds within the company or seek/raise additional sources of funds to compensate for any capital shortfall from the offering, ensuring sufficient capital for the company's business operations.

III SUPPLEMENTAL SHARE REGISTRATION AND LISTING REGISTRATION

All additional shares offered for sale will be registered for additional securities registration at Vietnam Securities Depository and Clearing Corporation (VSDC) and listed for supplemental trading on the Hanoi Stock Exchange after completing the offering in accordance with current legal regulations.

1. INCREASE CHARTER CAPITAL AND AMEND THE COMPANY'S CHARTER

Approve the registration of the increase in charter capital with the competent state authority in accordance with legal regulations and adjust the charter capital in the Company's Articles of Incorporation corresponding to the actual total value of shares (at face value) sold after completing the private placement offering.

Article 9: Approve the plan on the share offering to existing shareholders to increase the company's charter capital.

1. Summary of the issuance plan

|  |  |  |  |
| --- | --- | --- | --- |
| A | Information of shares before issuance | Value | Unit |
| 1 | Current charter capital | 249,998,550,000 | VND |
| 2 | Number of issued shares | 24,999,855 | Shares |
| 3 | Number of treasury shares | 0 | Shares |
| 4 | Number of outstanding shares | 24,999,855 | Shares |
| 5 | The number of dividend shares for 2023 (expected). | 6,249,963 | Shares |
| 6 | The number of shares remaining after dividend payment (expected). | 31,249,818 | Shares |
| 7 | Charter capital after dividend payment (expected) | 312,498,180,000 | VND |
| 8 | Number of shares before issuance to existing shareholders (expected). | 31,249,818 | Shares |
| B | Expected total number of shares to be offered |  |  |
| 1 | Maximum number of additional shares expected to be offered to existing shareholders. | 15,624,909 | Shares |
| C | Expected information about the shares after the offering |  |  |
| 1 | Estimated number of outstanding shares after the additional offering to existing shareholders | 46,874,727 | Shares |
| 2 | Estimated charter capital after the offering | 468,747,270,000 | VND |

1. General information about the issuer
* Name: Bao Ngoc Investment Production Corporation
* Address: Bao Ngoc Building, Lot A2CN8, Tu Liem Industrial Cluster, Nam Tu Liem District, Hanoi City.
1. The scale of the offering:

Issuer: Bao Ngoc Investment Production Corporation

Share name: Shares of Bao Ngoc Investment Production Corporation

Share type: Common shares

Securities code: BNA

Par value: VND10,000/share.

Current charter capital: VND249,998,550,000.

The expected number of shares issued to pay dividends in 2023: 6,249,963 shares.

The total value of shares to be issued for dividend payment in 2023 (estimated): VND62,499,630,000.

Estimated charter capital after issuing shares for dividend payment in 2023: VND312,498,180,000.

Capital increase roadmap: The company first issues shares for dividend payment, then issues shares for existing shareholders, before implementing the private placement.

Offering form: Issue additional shares to the public for existing shareholders to increase charter capital.
Maximum number of shares registered for sale: 15,624,909 shares

The total value of shares offered at expected par value: VND156,249,090,000.

1. Issue objects:

Issue to all existing shareholders according to the record list of shareholders to exercise the rights to purchase shares approved by the Vietnam Securities Depository and Clearing Corporation (VSDC).

1. Offering price and principles for determining the offering price:

Share par value: VND10,000/share

The book value of the Company according to the audited Consolidated Financial Statements as of December 31, 2023, is VND19,261 per share.

The book value of the Company according to the audited Separate Financial Statements as of December 31, 2023, is VND18.242/share

To ensure shareholder rights while setting the offering price not lower than the par value, the Board of Directors proposes the offering price of VND10,000/share

1. Rights exercise rate: 2:1 (on the record date for shareholders to exercise their rights to purchase additional shares): Specifically, each shareholder owning 2 shares will receive 2 purchase rights and can exercise 2 purchase rights to acquire 1 new share.
2. Offering rate: 50% of the number of outstanding shares at the time of the offering (expected after completing the issuance of shares for dividend payment), the additional shares offered to existing shareholders will be based on the proportion of shares exercised from the total outstanding shares of the Company at the record date.
3. Distribution method: The public offering to existing shareholders through the exercise of rights to purchase shares.
Plan for handling odd lots and fractional shares due to shareholders not exercising their rights to purchase or partially exercising them (if any):

Plan on handling fractional shares: Fractional shares (if any) will be rounded down and canceled.

For example: Assuming that according to the list of shareholders entitled to purchase shares, shareholder A owns 215 shares. Based on the exercise rate, shareholder A is entitled to 215 purchase rights. Therefore, shareholder A will be able to purchase an additional number of shares equivalent to:
215 x 50 / 100 = 107.5 shares. Applying the principle of rounding down to the nearest unit, shareholder A will be able to purchase 107 new shares. The fractional share of 0.5 will be canceled.

The General Meeting of Shareholders authorized the Board of Directors to allocate the remaining shares to other parties, including any shares not purchased or partially purchased by shareholders, at a price not lower than VND10,000/share within the period permitted by the Offering License (including any extension period), ensuring compliance with Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the public offeringLaw on Securities

In case the ownership rate of shareholders meets or exceeds the ownership rate specified in Article 1 of Article 35 of the Law on Securities No. 54/2019/QH14, it must comply with the principles set forth in Article 3 of Decree No. 155/2020/ND-CP of the Government detailing the implementation of some provisions of the Law on Securities

The shares that are not subscribed or partially subscribed by shareholders will be redistributed and subject to a transfer restriction for a period of 01 year from the end date of the offering period. In case the distribution period as stipulated by law (including any extension period) expires and there are still unsubscribed shares, these unsubscribed shares will be canceled. The Board of Directors will then decide to end the offering period.

If the distribution period, as regulated by law (including any extension period if applicable), expires and there are still shares that have not been fully distributed, those remaining shares will be canceled. The Board of Directors will then decide to end the offering period.

1. Transfer of share purchase rights:

Additional shares offered to existing shareholders are not subject to transfer restrictions.

Existing shareholders are allowed to transfer the right to buy only one time to other subjects during the registration period to buy shares. The transferee of the purchasing right must not further transfer it to a third party.

The transferor and the transferee agree on the transfer price, payment, and responsibilities regarding the transfer in accordance with relevant regulations.

In case existing shareholders transfer the right to buy shares to other Investors/shareholders, resulting in the Investor/Shareholder's ownership rate in BNA exceeding the level required in the public offering as per legal regulations, the investor/shareholder must conduct a full public offering procedures in accordance with regulations.

Share purchase rights are allowed to be divided and transferred to many different investors according to the agreement of both parties.

1. Expected time for the offering:

In 2024-2025, the General Meeting of Shareholders authorized the Board of Directors to choose an appropriate time to conduct a public offering after completing the issuance of shares to pay dividends 2023 and submit for approval by the State Securities Commission in accordance with legal regulations.

1. Minimum successful offering rate and plan to compensate for the shortfall in capital expected to be mobilized from the offering:

The minimum successful offering rate of the additional share issuance to existing shareholders: According to the regulations at the time of registration for the offering.

The General Meeting of Shareholders authorized the Board of Directors to determine the priority order of capital utilization purposes for the offering according to the plan in the capital utilization plan.

In case the offering period ends according to the regulations. The company does not offer to sell all shares as registered. The amount of money collected from the offering is not enough to use for all expected capital utilization. Depending on the actual situation, the General Meeting of Shareholders authorizes the Board of Directors to implement the following solutions:

* Extend the offering to continue offering the remaining shares.
* In case existing shareholders do not want to continue buying or other parties do not buy all the shares that have not been offered for sale. New charter capital will be registered based on the actual number of shares offered for sale. The General Meeting of Shareholders authorizes the Board of Directors based on the actual situation of the Company to adjust the progress of capital utilization (if necessary), consider flexible use of other additional capital sources, and have the plan to mobilize additional capital sources from many different sources such as: Plans to borrow from banks or mobilize from other valid sources to make up for the missing capital, and/or balance the use of proceeds from the offering based on ensuring compliance with the general development plan of the company.
Plan to ensure the public offering meets the foreign ownership rate:

The General Meeting of Shareholders authorized the Board of Directors to implement a plan to ensure that the public offering meets the foreign ownership rate regulations.
Purpose and plan for using capital obtained from the offering:

All money from the offering will be invested to contribute additional capital to the Company's member units and supplement working capital for the Company's production and business activities. Details are as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No.  | Capital use purpose | Expect distributed amount (VND) | Expected capital usage progress |
| I | Capital contribution of Bao Ngoc Investment Production Corporation | 40,000,000,000 | 2024-2025 |
| II | Capital contribution of Bao An Ha Nam Import Export Trading Company Limited | 70,000,000,000 | 2024-2025 |
| III | Supplement working capital for production and business activities, including but not limited to use to pay off due debts. amounts due and/or expected to be paid to creditors. customers, suppliers, etc.  | 46,249,090,000 | 2024-2025 |
| Total | I+II+III | 156,249,090,000 |  |

* Depend on actual conditions and market fluctuations as well as the Company's actual business situation, the disbursement value and disbursement time for activities recorded in the capital use plan may change. The General Meeting of Shareholders authorizes the Board of Directors to based on the actual situation to decide a detailed plan for using capital collected for each item according to the principle of full use for that item. At the same time, authorize the Board of Directors to decide in detail the capital use plan and adjust the capital use plan and disbursement according to the actual situation to ensure maximum benefits for the Company.
1. SUPPLEMENTAL SHARE REGISTRATION AND LISTING REGISTRATION
All additional shares offered for sale will be registered for supplemental securities registration at Vietnam Securities Depository and Clearing Corporation (VSDC) and listed for supplemental trading on the Hanoi Stock Exchange after completing the offering in accordance with current legal regulations.
III. INCREASE CHARTER CAPITAL AND AMEND THE COMPANY'S CHARTER
Approve the registration of the increase in charter capital with the competent state authority in accordance with legal regulations and adjust the charter capital in the Company's Articles of Incorporation corresponding to the actual total value of shares (at face value) sold after completing the private placement offering.

Article 10: Approve the Company's transactions with PDMR and affiliated persons.

Article 11: Approve the dismissal of the position of member of the Board of Directors for Ms. Bui Thi Thanh Huong from June 28, 2024.

Article 12: Approve the dismissal of members of the Supervisory Board and the election of additional members of the Supervisory Board for the term 2022 - 2027 as follows:

Approve the dismissal of the position of members of the Supervisory Board for Mr. Duong Dac Lam and Mr. Le Van Tuan from June 28, 2024.

Approve the election of additional members of the Supervisory Board for the term 2022 - 2027 from June 28, 2024, including the following members:

Mr. Nguyen Cong Minh - Member of the Supervisory Board
Ms. Nguyen Thi Huyen - Member of the Supervisory Board

Article 13: Terms of enforcement

This General Mandate was approved in full by the Annual General Meeting of Shareholders 2024 of Bao Ngoc Investment Production Corporation.

Article 14: Terms of enforcement

This General Mandate was approved by the General Meeting of Shareholders and takes effect from the date of signing.