**LGM: 2nd Extraordinary General Mandate 2024**

On August 23, 2024, Leather Footwear and Garment Making Exporting Corporation announced General Mandate No. 03/NQ-DHDCD on the 2nd Extraordinary General Meeting 2024 on August 23, 2024 as follows:

‎‎Article 1. Approve Proposal No. 46/TTr-HDQT dated August 2, 2024 on canceling, amending, and supplementing a number of business lines of the Company, specifically as follows:

1. Cancellation of the registered business lines.

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| No. | Name of business lines | Code | Note |
| 1 | Production of other textiles n.e.c  Details: Textile embroidery and knitting industry (except bleaching, dyeing, lacquering, printing, and processing of used goods at the business location) | 1329 | The business line has been removed according to Decision No. 27/2018/QD-TTg |
| 2 | Construction of other civil engineering works  Details: Contracting, repairing, and constructing industrial, civil and residential enclosures | 4290 | The business line has been removed according to Decision No. 27/2018/QD-TTg |

2. Amendment of the registered business lines.

Registered business lines:

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| No. | Name of business lines | Code | Note |
| 1 | Agents, brokers, auctions of goods  Details: Agent for buying, selling and consigning goods | 4610 | The business line has been replaced according to Decision No. 27/2018/QD-TTg on promulgating the system of economic sectors in Vietnam |
| 2 | Wholesale of fabrics, ready-made garments, footwear  Details: Direct import and export with main products being ready-made garments of all kinds, footwear of all kinds, embroidery, knitting, and knitted products. | 4641 | The business line has been replaced according to Decision No. 27/2018/QD-TTg on promulgating the system of economic sectors in Vietnam |

Business lines after the amendment:

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| No. | Name of business lines | Code | Note |
| 1 | Agents, brokers, auctions of goods  Details: Agents, brokers, auctions of goods (except real estate brokers) (CPC 621) | 4610 | Amended to comply with Decision No. 27/2018/QD-TTg on promulgating the system of economic sectors in Vietnam and other relevant regulations. |
| 2 | Wholesale of cloth, garments and footwear  Details: Exercise the right to export, the right to import, and the right to wholesale distribution of goods according to the provisions of Vietnamese law and international treaties to which Vietnam is a member (CPC 622).  The implementation of export, import, and wholesale distribution of goods must comply with the regulations at Article 7 of Decree No. 09/2018/ND-CP dated January 15, 2018 of the Government detailing the Law on Commerce and the Law on Foreign Trade Management on the purchase and sale of goods and activities directly related to the purchase and sale of goods by foreign investors and economic organizations with foreign investment capital in Vietnam. For cases requiring the Business License to conduct goods trading activities and activities directly related to goods trading as regulated at Section 1, Article 5 of Decree No. 09/2018/ND-CP, the economic organization implementing the investment project is responsible for contacting the Department of Industry and Trade to implement procedures for issuing the Business License and the License to establish a retail establishment (if any) in accordance with regulations (except for cases not requiring the Business License as regulated at Article 6, Article 50 of Decree No. 09/2018/ND-CP). | 4641 | Amended to comply with Decision No. 27/2018/QD-TTg on promulgating the system of economic sectors in Vietnam and other relevant regulations. |

3. Supplement of business lines.

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| No. | Name of business lines | Code | Note |
| 1 | Warehousing and storage of goods  Details: Storage of goods (except warehouse business) (CPC 742) | 5210 |  |
| 2 | Retail of medication, medical equipment, cosmetic, and hygiene products in specialized stores  Details: Retailing of medical equipment, cosmetics and hygiene products in specialized stores (CPC 632)  Exercising the right to distribute and retail goods in accordance with the provisions of Vietnamese law and international treaties to which Vietnam is a member. The exercise of the right to distribute and retail goods must comply with the regulations at Article 7 of Decree No. 09/2018/ND-CP dated January 15, 2018 of the Government detailing the Law on Commerce and the Law on Foreign Trade Management on the purchase and sale of goods and activities directly related to the purchase and sale of goods by foreign investors and economic organizations with foreign investment capital in Vietnam. For cases requiring the Business License to conduct goods trading activities and activities directly related to goods trading as regulated at Section 1, Article 5 of Decree No. 09/2018/ND-CP, the economic organization implementing the investment project is responsible for contacting the Department of Industry and Trade to implement procedures for issuing the Business License and the License to establish a retail establishment (if any) in accordance with regulations (except for cases not requiring the Business License as regulated at Article 6, Article 50 of Decree No. 09/2018/ND-CP). | 4772 |  |

1. Cancel the content of Article 8 of General Mandate No. 02/NQ-DHDCD dated April 25, 2024 on supplementing the business lines of the Company.
2. Amend and supplement Section 2 Article 4 of the Company’s Charter according to the contents mentioned at Section 1, Section 2 and Section 3 of this General Mandate.
3. Authorize the Board of Directors to decide on the adjustment of the amended and supplemented business lines mentioned at Section 1, Section 2 and Section 3 of this General Mandate (including amending the name of the business line, amending the details of the business line, and removing the registered additional business lines) in accordance with the request of the competent authority (in case the requirements of the competent authority differ from the contents of amended and supplemented business lines).
4. Authorize the legal representative of the Company to implement procedures registering changes to the business registration content of Leather Footwear and Garment Making Exporting Corporation with the competent authorities in accordance with the provisions of law.

‎‎Article 2. Approve the plan on private placement to investors.

1. Shares name: Shares of Leather Footwear and Garment Making Exporting Corporation
2. Shares type: Common shares
3. Securities code: LGM
4. Par value of share: VND10,000/share
5. Current charter capital: VND74,000,000,000
6. Number of issued shares: 7,400,000 shares

In which:

* Number of outstanding shares: 7,400,000 shares
* Number of treasury shares: 0 shares

1. Maximum number of offered shares: 4,440,000 shares
2. Expected value of offered shares at par value: VND44,400,000,000
3. Offering purposes: Supplement of working capital, payment of debts of the company, specifically: Payment of loans, payment of land rental, and payment of social insurance.
4. Offering price: VND15,000/share

11. Total mobilized amount at the offering price: VND66,600,000,000

12. Eligible buyers: Professional domestic securities investors.

+ Investor selection criteria: Domestic organizations, individuals with financial potential, meeting the conditions of a professional securities investor.

+ Quantity: Under 100 professional securities investors.

+ Eligible buyer: Ha Nam Textile and Garment Trading Company Limited and other professional securities investors. Specific information is as follows:

* Ha Nam Textile and Garment Trading Company Limited:

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| --- | --- | --- | --- | --- | --- | --- |
| No. | List of Investors | Business code | Number of owned shares before the offering (shares) | Number of additional issued shares (shares) | Total number of shares owned after the offering (shares) | Relations with the Company |
| 1 | Ha Nam Textile and Garment Trading Company Limited | 0318369871 | 5,377,634 | 3,996,000 | 9,373,634 | The Holding Company owning 72.67% of charter capital. |

* Other professional securities investors:
* Authorize the Board of Directors to select the investors meeting the conditions of the professional securities investor in accordance with the provisions of law.
* Authorize the Board of Directors to determine the expected number of remaining shares distributed to professional securities investors.

1. Rate of the number of offered shares (number of shares registered for offering/number of outstanding shares): 60.00%
2. Plan on handling shares not fully distributed: The number of shares not fully distributed as expected will be authorized to the Board of Directors by the Company's General Meeting to decide on offering to other professional securities investors at the price not lower than VND15,000/share according to the offering conditions approved by the General Meeting and in accordance with the provisions of law. In case the Board of Directors still cannot find suitable investors, the General Meeting will authorize the Board of Directors to make a downward revision of the total number of offered shares according to the actual number of shares distributed.
3. Transfer restrictions: The number of additional offered shares are restricted from transfer within 01 year for professional securities investors from the completion date 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, the Arbitration Decisions or inheritance according to the provisions of law.
4. Expected time for the offering: Expected in Q3/2024-Q4/2024; After the General Meeting approves and after the State Securities Commission notifies the receipt of the complete registration dossier for the private placement of the Company. The General Meeting authorized the Board of Directors to decide on the appropriate offering time.
5. The plan on using the capital obtained from the offering:

All proceeds from the offering will be specifically used for each purpose as below, according to the priority from top to bottom, specifically as follows:

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| No. | Use purpose | Expected amount used (Unit: VND) | Expected implementation/disbursement time |
| 1 | Payment of land rental (including overdue interest) | 40,525,457,135 | In 2024 and 2025 |
| 2 | Loan payment | 18,500,000,000 | In 2024 and 2025 |
| 3 | Payment of Social Insurance Debt | 7,574,542,865 | In 2024 and 2025 |
| Total | | 66,600,000,000 |  |

The General Meeting authorized the Board of Directors to decide and adjust the disbursement and distribution of capital sources depending on the actual situation of which purpose comes first.

1. Plan on compensating for the shortfall in capital mobilized from the offering:

In case the collected capital is not enough according to the offering plan, the General Meeting authorized the Board of Directors to actively seek other sources of additional funding in accordance with the actual situation of the Company and the provisions of law.

1. Commitment to putting securities into trading on the organized securities market: After the completion of the offering, the General Meeting approves and authorizes the Board of Directors to implement procedures for registering additional securities at the Vietnam Securities Depository and Clearing Corporation and registering additional trading at the Hanoi Stock Exchange.
2. Approve on changing the charter capital: Approve on changing the Company’s Charter (charter capital section) and adjust the Business Registration Certificate at the Ho Chi Minh City Department of Planning and Investment after the State Securities Commission notifies the receipt of the full Report on the results of the private placement of the Company.

21. Authorize the Board of Directors:

The General Meeting authorized the Board of Directors to implement the following tasks related to the offering as follows:

* Actively prepare and explain the dossier for offering permission to the State Securities Commission and other competent authorities. At the same time, actively adjust the Offering Plan and other relevant dossiers according to the actual situation of the Enterprise or according to the requirements of the State Securities Commission and other competent authorities;
* Actively develop a plan on ensuring the ownership rate of foreign investors under applicable laws;
* Decide the plan on handling in case of failure to collect enough capital according to the Offering Plan under applicable laws;
* Decide the plan on handling shares not fully distributed of the offering (if any);
* Prepare the detailed plan on using capital. In case it is necessary to adjust the plan on using capital according to the actual situation of the enterprise, the Board of Directors adjusts and reports at the most recent General Meeting;
* Implement procedures, tasks and decide on the appropriate time to register for additional securities at the Vietnam Securities Depository and Clearing Corporation and register for additional trading at the Hanoi Stock Exchange for the number of shares offered according to the plan approved by the General Meeting after receiving the Official Dispatch of the State Securities Commission on the receipt of the full Report on the results of the private placement of the company;
* Complete the amendment of the company’s Charter (due to changes in charter capital) after the State Securities Commission notifies in writing of the receipt of the Report on the results of the offering of the Company;
* Implement procedures for changing the business registration contents of the Company related to the change of the charter capital according to the actual results of the offering to with the competent authorities after the State Securities Commission notifies in writing of the receipt of the Report on the results of the private placement of the Company;
* Depend on each specific case, the Board of Directors is allowed to authorize the General Manager to implement one or some of the specific tasks mentioned above;
* Other issues related to the private placement for investors.

‎‎Article 3. Terms of enforcement.

1. This General Mandate was approved by the General Meeting at the Meeting on August 23, 2024 and takes effect from 9:33 a.m. on August 23, 2024.
2. Assign the Board of Directors, Managing Director and Legal Representative to be responsible for disclosing information in accordance with regulations and directing the implementation of this General Mandate.