



RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023

Reference no. 7

Ulaanbaatar

Increase in number of  
authorised shares of the Company

Pursuant to provision 31.2.2 of Article 31 of the Company Law of Mongolia, a resolution passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows:

1. **THAT** the number of authorized shares of the Company be and is hereby increased by 264,492,441 (two hundred sixty four million four hundred ninety two thousand four hundred forty one) and totaled to 1,114,252,034 (one billion one hundred fourteen million two hundred fifty two thousand thirty four).
2. **THAT** the Board of Directors and Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and are hereby instructed to take any action considered necessary or desirable to take effect of the foregoing resolution, including but not limited to registering of the change of number of authorized shares of the Company with applicable authorities.

GANKHUYAG ADILBISH  
CHAIRMAN OF THE MEETING

The image shows a blue ink signature of Gankhuyag Adilbish over a blue circular stamp. The stamp contains the text 'CENTRAL EXPRESS CVS JSC' at the top, 'ЭХЭДЭГЭЭС' in the middle, and 'УЛААНБААТАР ХОТ' at the bottom. Below the signature, the name 'GANKHUYAG ADILBISH' and title 'CHAIRMAN OF THE MEETING' are printed. At the very bottom of the stamp area, there is a small number '9022010345 6155554 UJRP0471'.



RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023

Reference no. 8

Ulaanbaatar

Waiver of preemptive rights  
to purchase additional common shares  
to be issued by the Company

Pursuant to provision 33.3 of Article 33, provision 38.8 of Article 38, and provision 76.1.4 of Article 76 of the Company Law of Mongolia, a resolution passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows:

1. **THAT** the waiver of preemptive rights to purchase 296,483,391 (two hundred ninety six million four hundred eighty three thousand three hundred ninety one) additional common shares to be issued by the Company to its strategic investors be and is hereby approved.
2. **THAT** the Board of Directors of the Company be and are hereby authorized to set the date and the number of shares to be issued from the authorized shares of the Company, condition to issue such shares to its strategic investors, and take any and all actions required to effect all transactions related to the share issue contemplated in above resolutions for and on behalf of the Company.



GANKHUYAG ADILBISH  
CHAIRMAN OF THE MEETING



RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023

Reference no. 9

Ulaanbaatar

Issuance of common shares of the Company,  
debt to equity conversion

Pursuant to provision 25.3 of Article 25 and provision 62.1.3 of Article 62 of the Company Law, provision 6.1 of Article 6 and provision 9.3 of Article 9 of the Securities Market Law of Mongolia, a resolution no. 8 passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows:

1. **THAT** 144,230,770 (one hundred forty four million two hundred thirty thousand seven hundred seventy) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to Premium Group LLC in exchange for converting MNT30,000,000,160 (thirty billion one hundred sixty) loan of the Company into shares in accordance with the procedures set forth in the Loan Agreement entered between the Company and Premium Group LLC and THAT the Debt to Equity Conversion Procedure, attached hereto as Annex, be and is hereby approved.
2. **THAT** Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and is hereby instructed to notify and obtain permissions from Financial Regulatory Commission and Mongolian Stock Exchange in accordance with the applicable rules and regulations and authorized to sign all documents and take any and all actions required for and on behalf of the Company.

  
GANKHUYAG ADILBISH  
CHAIRMAN OF THE MEETING  




RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023

Reference no. 10

Ulaanbaatar

Issuance of common shares of the Company,  
debt to equity conversion

Pursuant to provision 25.3 of Article 25 and provision 62.1.3 of Article 62 of the Company Law, provision 6.1 of Article 6 and provision 9.3 of Article 9 of the Securities Market Law of Mongolia, a resolution no. 8 passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows:

1. **THAT** 24,619,712 (twenty four million six hundred nineteen thousand seven hundred twelve) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to BGF Retail Co., Ltd. in exchange for converting MNT5,120,900,096 (five billion one hundred twenty million nine hundred thousand ninety six) loan of the Company into shares in accordance with the procedures set forth in the Loan Agreement entered between the Company and BGF Retail Co., Ltd. and **THAT** the Debt to Equity Conversion Procedure, attached hereto as Annex, be and is hereby approved.
2. **THAT** Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and is hereby instructed to notify and obtain permissions from Financial Regulatory Commission and Mongolian Stock Exchange in accordance with the applicable rules and regulations and authorized to sign all documents and take any and all actions required for and on behalf of the Company.





RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023

Reference no. 11

Ulaanbaatar

Issuance of common shares of the company,  
private placement offer

Pursuant to provision 4.3 of Article 4, provision 31.2.2 of Article 31, and provision 62.1.3 of Article 62 of the Company Law, provision 6.1 of Article 6 and provision 9.3 of Article 9 of the Securities Market Law of Mongolia, a resolution no. 8 passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows:

1. **THAT** 48,938,556 (forty eight million nine hundred thirty eight thousand five hundred fifty six) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to strategic investor of the Company Mr. Gankhuyag Adilbish in exchange for property rights to be transferred to the Company in the amount of MNT10,179,219,648 (ten billion one hundred seventy nine million two hundred nineteen thousand six hundred forty eight).
2. **THAT** 36,414,684 (thirty six million four hundred fourteen thousand six hundred eighty four) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to strategic investor of the Company Mr. Ganbold Adilbish in exchange for property rights to be transferred to the Company in the amount of MNT7,574,254,272 (seven billion five hundred seventy four million two hundred fifty four thousand two hundred seventy two).
3. **THAT** 18,235,318 (nineteen million two hundred thirty five thousand three hundred eighteen) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to strategic investor of the Company Mr. Bat-Ireedui Dorlig in exchange for property rights to be transferred to the Company in the amount of MNT3,792,946,144 (three billion seven hundred ninety two million nine hundred forty six thousand one hundred forty four).
4. **THAT** 6,678,836 (six million six hundred seventy eight thousand eight hundred thirty six) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to strategic investor of the Company Mr. Ganbaatar Adilbish in exchange for property rights to be transferred to the Company in the amount of MNT1,389,197,888 (one billion three hundred eighty nine million one hundred ninety seven thousand eight hundred eighty eight).
5. **THAT** 6,678,836 (six million six hundred seventy eight thousand eight hundred thirty six) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to strategic investor of the Company Mrs. Odonchimeg Adilbish in exchange for property rights to be transferred to the Company in the amount of MNT1,389,197,888 (one billion three hundred eighty nine million one hundred ninety seven thousand eight hundred eighty eight).

REFERENCE 11  
DATE 4 December 2023

6. **THAT** 4,007,843 (four million seven thousand eight hundred forty three) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to strategic investor of the Company Mr. Batmunkh Ochirbat in exchange for property rights to be transferred to the Company in the amount of MNT833,631,344 (eight hundred thirty three million six hundred thirty one thousand three hundred forty four).
7. **THAT** 4,007,843 (four million seven thousand eight hundred forty three) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to strategic investor of the Company Mr. Bat-Erdene Gansukh in exchange for property rights to be transferred to the Company in the amount of MNT833,631,344 (eight hundred thirty three million six hundred thirty one thousand three hundred forty four).
8. **THAT** 2,670,993 (two million six hundred seventy thousand nine hundred ninety three) ordinary shares of the Company with par value of MNT208 (two hundred eight) each be and are issued to strategic investor of the Company Mr. Gankhuyag Adilbish in exchange for property rights to be transferred to the Company in the amount of MNT555,566,544 (five hundred fifty five million five hundred sixty six thousand five hundred forty four).
9. **THAT** the total amount of capital generated from the private placement offer made to the strategic investors be and is hereby approved in the amount of MNT26,547,645,072 (twenty six billion five hundred forty seven million six hundred forty five thousand and seventy two) with the following details.

Strategic investors	Chinggis Shar Airag LLC, Chinggis Shar Airag Club LLC	Central Commerce LLC	Central Coffee Roasting LLC	Stora Central LLC	Total
Gankhuyag A.	8,133,170,032	769,596,464	705,889,392	570,563,760	10,179,219,648
Ganbold A.	6,190,099,968	585,952,016	537,447,040	260,755,248	7,574,254,272
Bat-Ireedui D.	3,099,830,032	293,383,168	269,097,088	130,635,856	3,792,946,144
Ganbaatar A.	1,135,250,064	107,499,184	98,600,528	47,848,112	1,389,197,888
Odonchimeg A.	1,135,250,064	107,499,184	98,600,528	47,848,112	1,389,197,888
Batmunkh O.	681,150,080	64,540,320	59,197,632	28,743,312	833,631,344
Bat-Erdene G.	681,150,080	64,540,320	59,197,632	28,743,312	833,631,344
Munkhbayar U.	454,099,984	42,958,864	39,402,896	19,104,800	555,566,544
<b>Total</b>	<b>21,510,000,304</b>	<b>2,035,969,520</b>	<b>1,867,432,736</b>	<b>1,134,242,512</b>	<b>26,547,645,072</b>

10. **THAT** the number of issued ordinary shares of the Company be and is hereby increased by 127,632,909 (one hundred twenty-seven million six hundred thirty-two thousand nine hundred nine) due to the issuance of ordinary shares by the Company through private placement offer.

REFERENCE 11  
DATE 4 December 2023

11. **THAT** Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and is hereby authorized to sign for and on behalf of the Company all relevant documents to be entered by the Company in relation to the transfer of property rights.
  
12. **THAT** Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and is hereby instructed to notify and obtain permissions from Financial Regulatory Commission and Mongolian Stock Exchange in accordance with the applicable rules and regulations and authorized to sign all documents and take any and all actions required for and on behalf of the Company.





RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023

Reference no. 12

Ulaanbaatar

Change of principal place of  
business of the Company

Pursuant to provisions 10.4 and 10.5 of Article 10 of the Company Law of Mongolia, a resolution passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows:

1. **THAT** the principal place of business of the Company be and is hereby changed to 7/F., Sakura Tower, Ikh Mongol State Street 202, Olymp Khoroolol, 26th Khoroo, Bayanzurkh District, Ulaanbaatar 13312, Mongolia.
2. **THAT** Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and is hereby instructed to take any action considered necessary or desirable to take effect of the foregoing resolution, including but not limited to registering of the change of principal place of business of the Company with the Legal Entity Registration Office and other applicable authorities.



GANKHUYAG ADLBISH  
CHAIRMAN OF THE MEETING

УЛААНБААТАР ХОТ  
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RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023

Reference no. 13

Ulaanbaatar

Change of legal name of  
the Company

Pursuant to provision 10.1 of Article 10, provision 16.2.1 of Article 16 and provision 62.1.1 of Article 62 of the Company Law of Mongolia, a resolution passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows

1. **THAT** the legal name of the Company be and is hereby changed to Premium Nexus JSC in English and Премииум Нэксус ХК in Mongolian and **THAT** the new legal name of the Company be and is hereby reflected in the Charter of the Company.
2. **THAT** Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and is hereby instructed to take any action considered necessary or desirable to take effect of the foregoing resolution, including but not limited to registering of the change of principal place of business of the Company with the Legal Entity Registration Office and other applicable authorities.

  
GANKHUYAG ADILBISH  
CHAIRMAN OF THE MEETING  
  
УЛААНБААТАР КӨТ  
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RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023

Reference no. 14

Ulaanbaatar

Approval of the amended charter of the Company

Pursuant to provision 17.1 of Article 17 and provision 62.1.1 of Article 62 of the Company Law of Mongolia, a resolution passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows:

1. **THAT** the amended Charter of the Company, attached hereto as Annex, be and is hereby approved.
2. **THAT** Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and is hereby instructed to take any action considered necessary or desirable to take effect of the foregoing resolution, including but not limited to registering of the amended Charter of the Company with the Legal Entity Registration Office and other applicable authorities.

  
GANKHUYAG ADILBISH  
CHAIRMAN OF THE MEETING

Stamp: CENTRAL EXPRESS CVS JSC  
УЛААНБААТАР ХОТ  
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RESOLUTION OF THE  
GENERAL MEETING OF  
CENTRAL EXPRESS CVS JSC

Date 4 December 2023


Reference no. 15

Ulaanbaatar

Appointment of the directors of the Company

Pursuant to provision 62.1.7 of Article 62 and provisions 77.3 and 77.4 of Article 77 of the Company Law of Mongolia, a resolution passed at the Extraordinary General Meeting (the "**Meeting**") of Central Express CVS JSC (the "**Company**") held on 4 December 2023, and the Scrutineer's Certificate for the Meeting, it is RESOLVED as follows:

1. **THAT** the following candidates be and are re-appointed as the directors of the Board of Directors of the Company (the "Board"):-
  - (i) Mr. Gankhuyag Adilbish;
  - (ii) Mr. Ganbold Adilbish;
  - (iii) Mr. Bat-Erdene Gansukh;
  - (iv) Mrs. Uyanga Zalaa-Uul;
  - (v) Mr. Chinzorig Ganbold; and
  - (vi) Mr. Bat-Erdene Boldbaatar;
  
2. **THAT** the following candidates be and are re-appointed as the independent non-executive directors of the Board:-
  - (i) Mrs. Erdenechimeg Ulziisuren;
  - (ii) Mr. Ganzorig Vanchig; and
  - (iii) Mr. Gary Stephen Biondo.
  
3. **THAT** Mr. Chinzorig Ganbold, Chief Executive Officer of the Company be and is hereby instructed to take any action considered necessary or desirable to take effect of the foregoing resolution, including but not limited to registering the Directors of the Company with the Legal Entity Registration Office and other applicable authorities.


GANKHUYAG ADIL BISH  
CHAIRMAN OF THE MEETING