

Date: *January 26, 2024*

No: *01*

Ulaanbaatar, Mongolia

On Non-Distribution of Dividends for the Fiscal Year 2023

WHEREAS, the Board of Directors of Gobi JSC has considered the financial results of Gobi JSC for the year 2023, in accordance with Articles 46.5, 46.6, 47.1 of the Company Law, Articles 8.9 and 8.12 of the Company's Charter, and Article 3.1 of the Dividend Regulation.

NOW, THEREFORE, BE IT RESOLVED:

1. Gobi JSC has resolved not to distribute dividends to the shares held by the company's shareholders for the fiscal year 2023. This decision is based on the non-satisfaction of conditions outlined in Section 2.3 of the company's dividend policy or the absence of an appropriate financial ratio for the financial results of 2023.
2. The CEO, Mr. Ts.Baatarsaikhan, is hereby instructed to report the reasons behind Gobi JSC's decision not to distribute dividends at the regular meeting of shareholders.
3. The Board Secretary, Ms. M.Selenge, is directed to communicate the information regarding the decision not to distribute dividends to the relevant authorities and the public, following the appropriate procedure.

CHAIRWOMAN OF THE BOARD:

[Signature] D. GERELMAA

BOARD MEMBERS:



[Signature] TS. BAATARSAIHAN

[Signature] B. AMARSAIKHAN

[Signature] Ts. ORGILBOLD

[Signature] A. JARGALMAA

[Signature] TAKESHI KAMBE

[Signature] HIDEO SAWADA

[Signature] D. KHULAN

[Signature] D. KHURELBAATAR

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BOARD MEMBERS:

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TAKESHI KAMBE

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D. KHULAN

D. KHURELBAATAR



Date: January 26, 2024

No: 03

Ulaanbaatar, Mongolia

***On Authorization for Transactions Involving
Conflicts of Interest in the Fiscal Year 2024***

WHEREAS, the Board of Directors of Gobi JSC has thoroughly examined transactions involving parties with conflicts of interest for the year 2024, in accordance with Article 76.1.17 of the Company Law, Article 6.2.7.15 of the Company's Charter, and Article 3.3.1.1 of the Procedure for Transactions with Conflict of Interest.

NOW, THEREFORE, BE IT RESOLVED:

1. In 2024, Gobi JSC shall endorse the list of parties with conflicts of interest or joint interests allowed to engage in the purchase and sale of goods and services essential for the company's daily operations at market prices and conditions, as delineated in Appendix 1.
2. The Board approves the 2024 budget for transactions with conflicts of interest involving related parties, as specified in Appendix 2.
3. In the case of a transaction with a person having a conflict of interest not specified in Appendix 1 or a transaction exceeding the budget approved in Appendix 2, the Board of Directors shall be promptly notified. Authorization to conduct the transaction with a conflict of interest, as per Articles 76.1.17 and 92 of the Company Law, shall be sought from the CEO, Mr. Ts.Baatarsaikhan.
4. The Risk and Audit Committee is entrusted with overseeing, through quarterly committee meetings, whether transactions with parties having conflicts of interest adhere to the approved budget, occur at market prices, and comply with relevant laws.
5. At the end of the year, CEO Mr. Ts.Baatarsaikhan is tasked with presenting the performance of transactions with parties with conflicts of interest at the Board of Directors meeting. This presentation should include a comparative study of market prices.

INDEPENDENT BOARD MEMBERS



D. GERELMAA

A. JARGALMAA

TAKESHI KAMBE

D. KHURELBAATAR

Date: *January 26, 2024*

No: *03*

Ulaanbaatar, Mongolia

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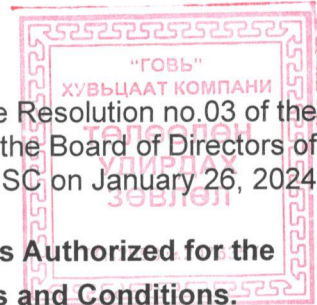
D. GERELMAA

A. JARGALMAA

Handwritten signature TAKESHI KAMBE

D. KHURELBAATAR

Appendix-1 to the Resolution no.03 of the meeting of the Board of Directors of "Gobi" JSC on January 26, 2024



2024 List of Parties with Conflicts of Interest or Joint Interests Authorized for the Purchase and Sale of Goods and Services at Market Prices and Conditions.

1. Subsidiaries of Tavan Bogd Group

No	Name of the companies	No	Name of the companies
1	Tavan Bogd Trade LLC	12	Ulaanbaatar Print LLC
2	Tavan Bogd International LLC	13	Tavan Bogd Food Service LLC
3	Tavan Bogd Distribution LLC	14	Tavan Bogd Solutions LLC
4	Mongol Machine Concern LLC	15	Tavan Bogd Property LLC
5	Tavan Bogd LLC	16	Mon Beef LLC
6	Airlink Mongolia LLC	17	Tavan Bogd Finance NBFILLC
7	Ulaanbaatar Flour LLC	18	Tavan Bogd Capital LLC
8	Juulchin LLC	19	Tavan Bogd Building Supply LLC
9	Khan Palace LLC	20	Tavan Bogd Motors LLC
10	Tavan Bogd Foods LLC	21	Tavan Bogd Nura LLC
11	Tavan Bogd Foods Pizza LLC		

2. Affiliated companies of Tavan Bogd Group

No	Name of the companies	No	Name of the companies
1	Khan Bank JSC	2	Zamine Services LLC

3. Other Related Parties

No	Name of the companies	No	Name of the individuals
1	R.E.D Agency LLC	1	Ts. Oyunjav /PB62013022/
2	Tok Tok LLC	2	Ts. Oyunsuren /US67112700/
		3	Ts. Oyunbileg /PB82100704/

4. Subsidiaries and branch of Gobi JSC

No	Name of the subsidiaries	No	Name of the subsidiaries and branch
1	Goyo LLC	5	Gobi Cashmere UK LLC
2	Gobi Cashmere Europe LLC	6	Gobi Cashmere Kazakhstan LLC
3	Gobi Cashmere Inner Mongolia LLC	7	Gobi Australia /branch/
4	Gobi Cashmere US LLC		