

# **Huvsgul JSC (Ard Investment Group) Extraordinary Board Meeting**

12 August, 2025

# Agenda

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#	Topics	Presented by	Type
1	Introduction and Structure of the Company	Ganhuyag Ch.	Review
2	Financial and Operational Reports - Q2 2025	Ganhuyag Ch.	Report
3	Introduction of Ard Holdings International	Ganhuyag Ch.	Review
4	Board Resolutions:		
	Resolution of the Announcement of Extraordinary Shareholders Meeting	Ganhuyag Ch.	Resolution
	Resolution of the Approval of Governance Code Policies	Ganhuyag Ch.	Resolution

# **Introduction and Structure of the Company**

# Board of Directors

## Chief Executive Officer



**GANHUYAG** CHULUUN

Chairman of the board,  
Ard Financial Group JSC

## Ordinary members



**BATBAYAR** PUREVJARGAL

Chairman of the board, Huvsgol  
JSC  
Board Member, Resilience  
Mining Mongolia LLC



**BRUNO** RASCHLE

Managing Principal,  
BR2Invest



**ZOLBOO** BATBILEG

Chief Executive Officer,  
Ard Financial Group JSC



**BILGUUN**  
HURELBAATAR

Chief Executive Officer,  
Ard Securities LLC



**ERDENETULGA**  
NAMDALDAGVA

Chief Executive Officer,  
Ard Insurance JSC

## Independent members



**VASA** SEGRT

Chief Executive Officer,  
Algotech Srbija



**MUNHBAT** CHULUUN

Chief Executive Officer,  
SouthGobi Sands LLC



**ZOL-ERDENE** GANDORJ

Chief Executive Officer,  
Red Star Club LLC

*By resolution No. 25/04 of the Annual General Meeting of Shareholders of “Huvsgol” JSC held on April 25, 2025, members of the Board of Directors were appointed.*

*By resolution No. 25/04 of the Board of directors of “Huvsgol” JSC, Batbayar Purevjargal was appointed as the Chairman of the Board of Directors.*

# Shareholders' structure

## Ard Financial Group

#	AARD Shareholders	2025.05.30	%	Buyback	2025.06.13	%
1	Ard Pension Account	2,771,433	9.7%	(643,025)	2,128,408	7.4%
2	Ard Bit	2,487,972	8.7%	(577,273)	1,910,699	6.7%
3	Bruno Raschle	2,109,997	7.4%	(489,597)	1,620,400	5.7%
4	A. Suhdorj	1,944,990	6.8%	(451,322)	1,493,668	5.2%
5	Ch. Ganhuyag	1,649,252	5.8%	(382,489)	1,266,763	4.4%
6	G. Uyanga	1,390,470	4.9%	(322,695)	1,067,775	3.7%
7	EIT	1,390,064	4.9%	(322,601)	1,067,463	3.7%
8	Ard Leasing	1,248,443	4.4%	(211,160)	1,037,283	3.6%
9	Ard Ventures	1,152,692	4.0%	(266,715)	885,977	3.1%
10	Golomt Bank Custodian	900,000	3.1%	0	900,000	3.1%
11	S. Gereltuya	455,935	1.6%	0	455,935	1.6%
12	Ronoc Limited	443,816	1.6%	0	443,816	1.6%
13	Ard Credit	395,680	1.4%	(91,943)	303,737	1.1%
14	S. Orgil	390,937	1.4%	(90,842)	300,095	1.0%
15	Masik Enterprises Pte.Ltd	321,078	1.1%	(74,638)	246,440	0.9%
16	H. Bathishig	319,381	1.1%	(74,244)	245,137	0.9%
17	G. Bat-Erdene	302,515	1.1%	(4,000)	298,515	1.0%
18	Ard Insurance	253,265	0.9%	0	253,265	0.9%
19	D. Otgonbayar	233,303	0.8%	0	233,303	0.8%
20	Ard Securities	229,554	0.8%	(52,673)	176,881	0.6%
Top 20		20,390,777	71.3%	(4,055,217)	16,335,560	57.1%
Others		8,223,486	28.7%	(113,143)	8,110,343	28.3%
Outstanding shares		28,614,263	100.0%	(4,168,360)	24,445,903	85.4%
Treasury shares					4,168,360	14.6%
Total shares issued		28,614,263			28,614,263	100%
Number of Shareholders			18,233			18,217

## Ard Investment Group

#	HVL Shareholders	2025.06.13	%
1	Ard Pension Account	12,860,500	14.8%
2	Ard Bit	11,545,460	13.3%
3	Bruno Raschle	9,791,940	11.3%
4	A. Suhdorj	9,026,440	10.4%
5	Ch. Ganhuyag	7,654,460	8.8%
6	G. Uyanga	6,453,900	7.4%
7	EIT	6,452,020	7.4%
8	Ard Ventures	5,334,300	6.2%
9	Ard Leasing	4,848,420	5.6%
10	Ard Credit	1,838,860	2.1%
11	S. Orgil	1,816,840	2.1%
12	Masik Enterprises Pte.Ltd	1,492,760	1.7%
13	H. Bathishig	1,484,880	1.7%
14	Ard Securities	1,053,840	1.2%
15	Ard Management	687,760	0.8%
16	Ard Properties	552,240	0.6%
17	MPers	480,080	0.6%
18	Ch. Munhbat	206,580	0.2%
19	B. Gulguu	203,620	0.2%
20	H. Nyambadraa	188,380	0.2%
Top 20		83,973,280	96.8%
Others		2,734,014	3.2%
Outstanding shares		86,707,294	100%
Treasury shares		-	-
Total shares issued		86,707,294	100%
Number of Shareholders			252



# Current Investment Portfolio



Huvsgol JSC

28.3%

GrapeCity Mongolia

- UBX
- MOST Fintech
- NSP
- ZAStore

5.2%

Crypto Nation

- Ard Bit
- ArdEx
- Diverse Solutions
- Mongol DeFi
- MetaForce

36.6%

TenGerLeague  
Media Group

- Tenger TV
- Nomyn Hishig
- Unread
- Ori Studios
- Mongol HD TV
- Ori Media

100%

Ard Ventures

- Idax
- Mongol DeFi
- MPers (Lotto)

50%

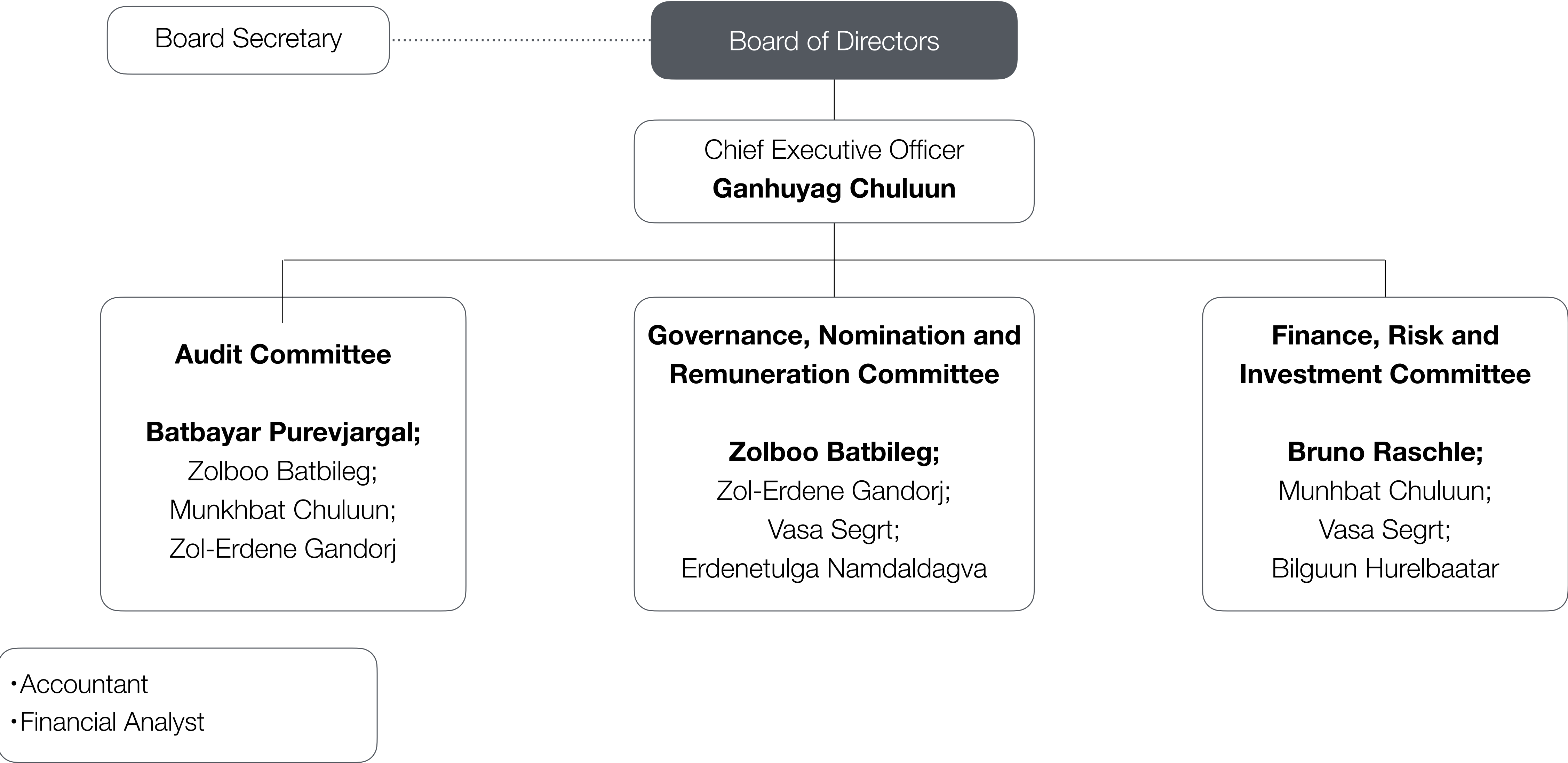
UB Resort

- Nairamdal: Land

Project  
pipeline

MINING  
ENERGY  
SMART CITY

# Current Operational Structure



## **Financial and Operational Reports - Q2 2025**



# 2025 Q2 Operational report

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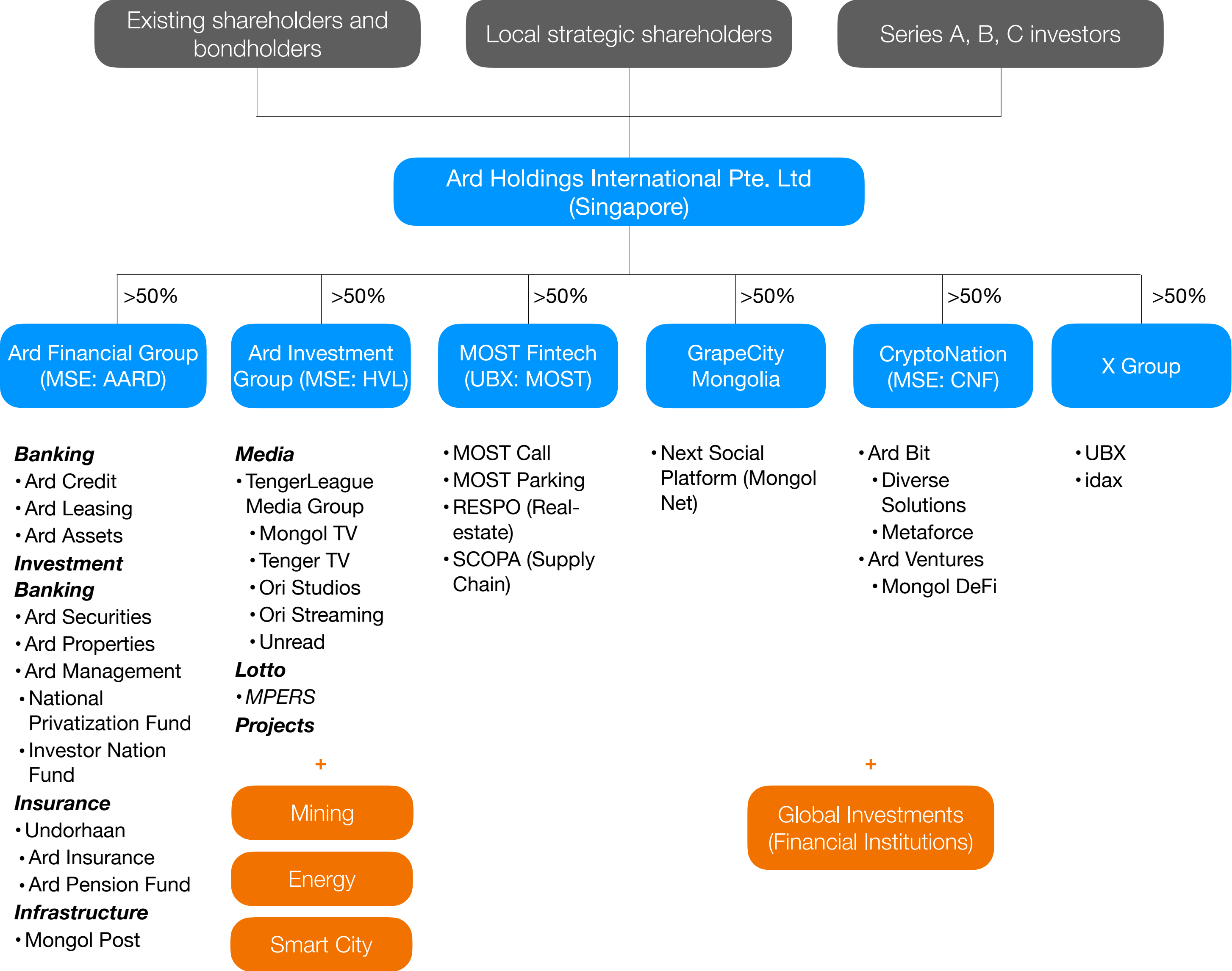
#	Topics
1	The Annual General Meeting of shareholders was successfully held.
2	The members of the Board of Directors were appointed and duly registered with the State Registration Authority.
3	In connection with the issuance of additional shares, the changes in capital, certificate, and company charter were successfully registered with the State Registration Authority.
4	Under the share buyback, the number of shareholders reached 252.
5	As part of the work carried out in Q1 2025, the financial statement adjustments were fully completed.

# Stand-Alone Balance Sheet

Balance sheet (MNT million)	2023	2024	2025 Q1	2025 Q2	YTD %
Cash and cash equivalents	-	2	14	1	(56%)
Account receivables	100	2,587	2,588	6,922	168%
Prepaid expense	478	494	510	509	3%
<b>Total current assets</b>	<b>578</b>	<b>3,083</b>	<b>3,112</b>	<b>7,433</b>	141%
Assets held for sale	10,968	11,097	10,970	10,995	(1%)
<b>Total non-current assets</b>	<b>10,968</b>	<b>11,097</b>	<b>10,970</b>	<b>10,995</b>	<b>(1%)</b>
<b>Total assets</b>	<b>11,547</b>	<b>14,180</b>	<b>14,082</b>	<b>18,428</b>	<b>30%</b>
Account payables	11,529	11,551	569	5,048	(56%)
Short-term loan	-	2,500	2,500	2,500	0%
<b>Total current liabilities</b>	<b>11,529</b>	<b>14,051</b>	<b>3,069</b>	<b>7,548</b>	<b>(46%)</b>
Deferred tax liability	2	15	2	4	(70%)
<b>Total non-current liabilities</b>	<b>2</b>	<b>15</b>	<b>2</b>	<b>4</b>	<b>(70%)</b>
<b>Total liabilities</b>	<b>11,531</b>	<b>14,065</b>	<b>3,071</b>	<b>7,552</b>	<b>(46%)</b>
Common equity	5	5	8,671	8,671	166,773%
Additional paid-in capital	-	-	2,268	2,268	-
Other components of equity	16	131	17	39	(70%)
Retained earnings	(5)	(22)	56	(102)	366%
<b>Total equity</b>	<b>16</b>	<b>115</b>	<b>11,011</b>	<b>10,876</b>	<b>9,384%</b>
<b>Total liabilities and equity</b>	<b>11,547</b>	<b>14,180</b>	<b>14,082</b>	<b>18,428</b>	<b>30%</b>

**Ard Holdings International Pte. Ltd.**

# Planned Structure



# Planned Structure

Holding entity established in Singapore to scale Ard's fully-digital ecosystem by consolidating majority ownership across the entire fintech value chain—including digital banking, blockchain infrastructure, and strategic growth assets

## Planned structure with targeted ownership stake

Ard Holdings International Pte Ltd

+50% stake

**Ard Financial  
Group**

Financial holding  
company  
disrupting banking  
and finance since  
2013

+50% stake

**Ard Investment  
Group**

Gateway for  
investing in  
Mongolia's non-  
financial strategic  
sectors

+50% stake

**MOST  
Fintech**

Payment platform  
servicing half of  
the nation, and  
most of the  
financial  
institutions since  
2008

+50% stake

**Crypto  
Nation**

Holding company  
for blockchain and  
crypto projects

+50% stake

**GrapeCity**

Banking and  
finance software  
developer  
servicing +300  
financial  
institutions since  
2000

+50% stake

**X Group**

Private securities  
exchange with  
NASDAQ platform

 Publicly listed on Mongolian Stock Exchange

# Target Valuation

## Portfolio company ownerships:

Shareholders	AARD	AIG	CNF	MOST	GCM	UBX	idax
Ard Financial Group	14.6%	0.0%	0.1%	3.4%		32.1%	
AFG Subsidiaries	18.4%	25.2%	37.9%	30.1%		1.2%	
Ard Investment Group			5.2%		28.3%		
AIG Subsidiaries	10.2%	20.0%	18.1%	6.8%		4.7%	100%
EIT	3.7%	7.4%	8.5%	2.3%	16.7%		
<b>Total Ard's holdings</b>	<b>47.0%</b>	<b>52.7%</b>	<b>69.8%</b>	<b>42.5%</b>	<b>45.0%</b>	<b>38.0%</b>	<b>100%</b>
TOP 12	27.3%	43.5%	3.3%	44.7%			
<b>Total</b>	<b>74.3%</b>	<b>96.2%</b>	<b>73.0%</b>	<b>87.2%</b>	<b>45.0%</b>	<b>38.0%</b>	<b>100%</b>

## Current vs Target valuation until Series A equity raise

MNT billion	Current valuation	Target valuation
AIG	13.8	30.0
CNF	7.1	10.0
MOST	26.9	40.0
GCM	27.4	50.0
X GROUP	17.0	30.0
AFG	82.7	200.0
<b>Total valuation</b>	<b>174.9</b>	<b>360.0</b>

### Step 1. Ownership Consolidation and Inter-company Settlement

- Collection of 50 percent of investment portfolio companies that is to be transferred to Ard Holdings International. Means of collection:
  - Internal purchase from Ard affiliated companies
  - Market purchase
  - Share swap involving bondholders and existing major shareholders.
- Combined value at MNT 360 billion ~ USD 100 million
  - Plan A: Ard Financial Group selling 50% of 6 companies at USD 50 million with 20% percent premium, considering combined assets control premium.
  - Plan B: Valuation reaches MNT 432 billion ~ USD 120 million, and selling the 50% of portfolio at USD 60 million with no premium.
- Means of payment: Account payables/debt at AHI, for the payment of portfolio 6 companies to Ard companies as account receivables/loans to others.
- These assets, currently held by Ard Financial Group and Ard Investments Group, will be consolidated under Ard Holdings International to strengthen Ard's global expansion;



# Restructuring and Equity raise calculations

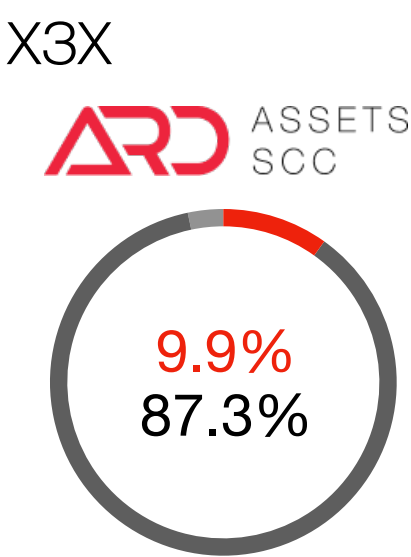
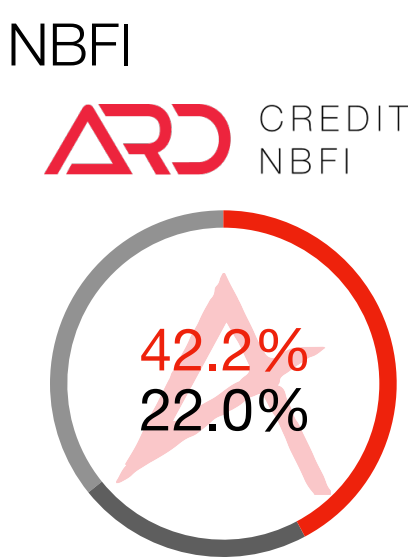
(MNT million)	Swaps		Restructuring		Capital raise			
Round	Top shareholder swap	Bond swap	AFG sale	Other Ard sale	Series A 20%	Series B 20%	Series C 20%	IPO
Timeframe	2025Q3	2025Q4	2025Q4	2025Q4	2025Q4	2026	2027	2028
ARD valuation	85,843	143,071	200,300	360,300	360,300			
AHI Valuation (pre-money)	12,687	42,820	107,092	187,923	217,200 \$60m	429,750 \$112.5m	811,965 \$210.9m	
Amount to rise					54,300 \$15m	107,438 \$28.1m	202,991 \$52.7m	
AHI Valuation (post-money)					271,500 \$75m	537,188 \$140.6m	1,014,956 \$263.6m	
Existing shareholders	100.00%	49.38%	49.38%	49.38%	39.50%	31.60%	25.28%	
Bondholders		50.62%	50.62%	50.62%	40.50%	32.40%	25.92%	
New strategic shareholders (Round 1)					20.00%	16.00%	12.80%	
New strategic shareholders (Round 2)						20.00%	16.00%	
New strategic shareholders (Round 3)							20.00%	

# Series A: Term sheet

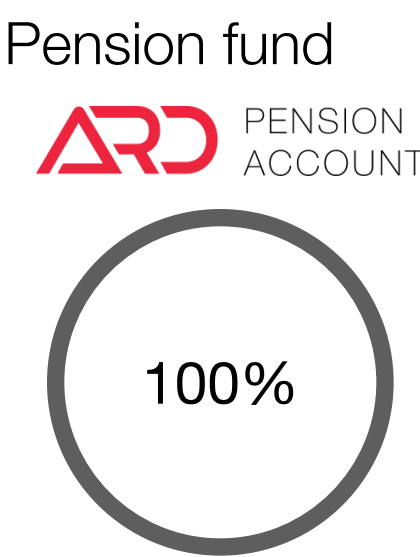
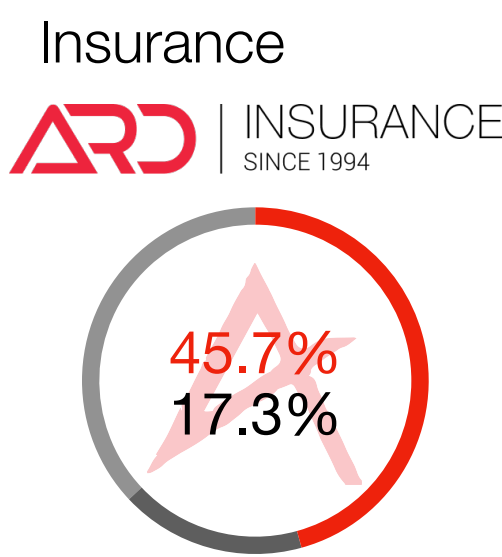
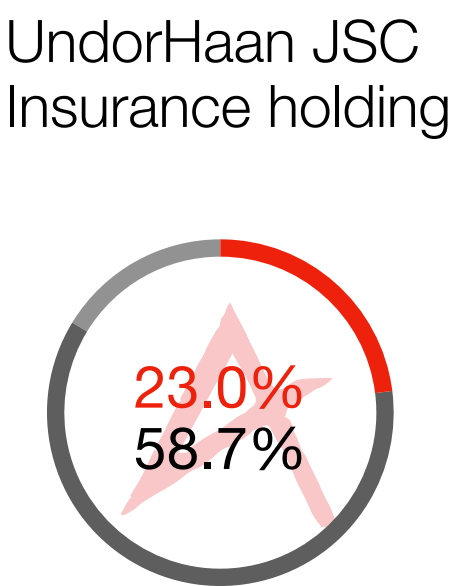
Issuer	Ard Holdings International Pte. Ltd., a private limited company incorporated in Singapore (the “Company”).
Offering Size	Up to <b>USD 15,000,000</b> in aggregate principal amount of <b>Series A Convertible Notes</b> (the “Notes”)
Investment Threshold	Minimum of <b>USD 300,000</b> (the Company is limited to have 50 shareholders)
Pre-Money Valuation	December 2025 targeted equity valuation of the Company prior to conversion - <b>USD 60,000,000</b>
Instrument	<b>Unsecured Convertible Promissory Notes</b> , convertible into equity upon the occurrence of the following two events: a. Pre-money valuation totaling USD 60,000,000 (market cap for the listed entities, fair value for the unlisted entities) b. +50% stakes of the listed and unlisted entities acquired by Ard Holdings International with the money from the Series A
Interest Rate	To be determined; expected to be 5–8% per annum, non-compounding, payable at maturity or upon conversion
Maturity	12 months from the date of issuance, subject to extension upon mutual agreement
Use of Proceeds	Proceeds from the Series A issuance will be used primarily to acquire ownership stakes in the following companies: Ard Financial Group JSC, Ard Investment Group JSC, Most Fintech JSC, GrapeCity Mongolia, CryptoNation JSC, X Group. Ard Financial Group will utilize the sale proceeds for its domestic expansion strategy, balance sheet optimization, and core business growth
Conversion Terms	Conversion shall occur upon completion of a share exchange transaction in which the major shareholders of Ard Financial Group JSC (AARD) exchange their shares at the targeted valuation for newly issued shares in Ard Holdings International Pte Ltd, thereby consolidating ownership under the Singapore holding entity
Strategic Holdings	<ul style="list-style-type: none"><li>• +50% common shares of Ard Financial Group (AARD)</li><li>• +50% common shares of Ard Investment Group (AIG)</li><li>• +50% common shares of Most Fintech (MOST)</li><li>• +50% common shares of GrapeCity Mongolia (GCM)</li><li>• +50% common shares of CryptoNation (CNF)</li><li>• +50% common shares of X Group</li></ul>
Exit Strategy	Target exit within <b>3 years</b> via: <ul style="list-style-type: none"><li>• Public offering (international stock exchange)</li><li>• Or trade sale to institutional investors</li></ul>
Governing Law	All Notes and related agreements shall be governed by <b>the laws of Singapore</b>

# Investment Portfolio: Ard Financial Group

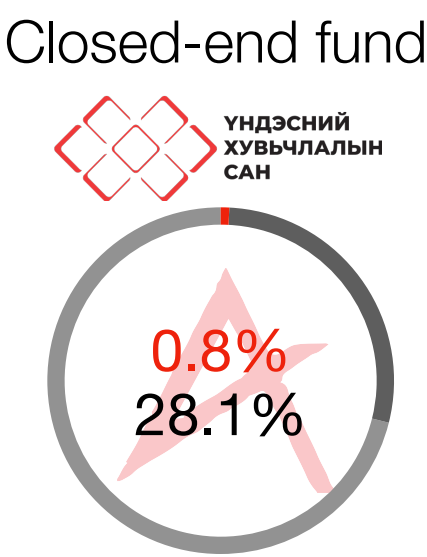
## BANKING



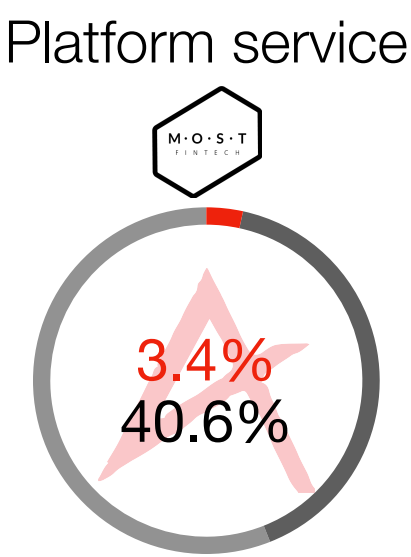
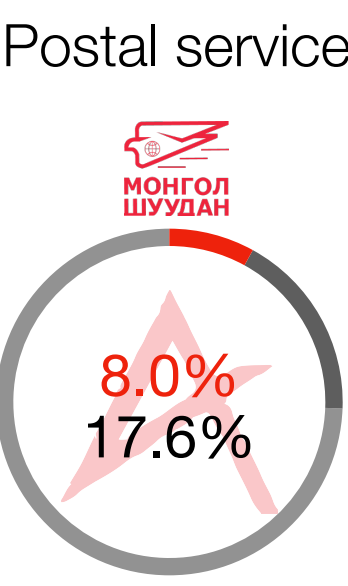
## INSURANCE



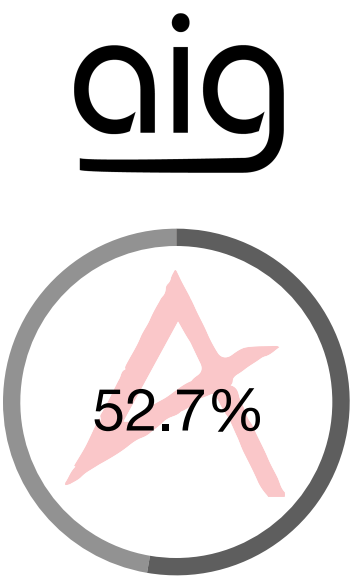
## INVESTMENT BANKING



## INFRASTRUCTURE



## HUVSGOL JSC



- Public companies
- Ard Financial Group's ownership
- Affiliated entity ownership

## **Resolutions of the Board of Directors**

**RESOLUTION OF THE BOARD OF DIRECTORS**

*Approval of company regulations and policies*

Under Article 76.1.13 of the Company Law of Mongolia, Article 6.1.4 of the Charter of Huvsgol JSC (the “Company”), and based on the extraordinary Board meeting held and resolved on August 12, 2025, the Board of Directors (the “Board”) hereby adopts the following resolution (the “Resolution”):

**WHEREAS** the undersigned is the Chairman of the Board and holds the authority to sign this Resolution on behalf of the Board;

**WHEREAS** the Board has convened and resolved to approve the policies and procedures specified herein;

**WHEREAS** the Board holds the authority to approve the policies and procedures of the Company;

NOW, THEREFORE, IT IS RESOLVED THAT:

1. **RESOLVED** that the Company’s “Accounting and Financial Reporting Procedure” (Annex 1), “Investor relation program” (Annex 2) are hereby approved.
2. **RESOLVED** that the Chief Executive Officer, Mr. Ganhuyag Ch., is instructed to strictly implement the above procedures in the Company’s operations.
3. **RESOLVED** that the Secretary of the Board, Ms. Haliungoo E., is instructed to ensure implementation of this Resolution, monitor compliance, and introduce the approved procedures to all employees.

**IN WITNESS WHEREOF**, this Resolution is signed by:

CHAIRMAN:

**BATBAYAR PUREVJARGAL**



# Annex 1. Accounting Policy Document-Overview

#	Overview:	
1	Purpose:	Define accounting principles, cycles, and reporting standards
2	Legal Basis:	Accounting Law, IFRS, MoF orders
3	Key Contents:	General principles & rationale
		Information processing cycle
		General & specific accounting policies
		Responsibilities of management, accountants
		Reporting structure & timelines
4	Expected Outcome	Consistent, transparent, and compliant financial reporting
5	Highlights	Core accounting principles (Accrual, Matching, Cost principle, Consistency) Reporting deadlines (Half-year, Annual) Chart of accounts structure Internal controls and responsibility assignments



# Annex 2. Investor Relations Program

#	Overview:	
1	Purpose:	Define accounting principles, cycles, and reporting standardsStrengthen communication with shareholders & market participants
2	Key Features:	Information disclosure channels & content
		Engagement methods (meetings, Q&A, feedback collection)
		Handling investor inquiries and complaints
		Responsibility and oversight mechanisms
3	Goal	Build trust, attract investors, enhance governance
4	Highlights	Core accounting principles (Accrual, Matching, Cost principle, Consistency) Reporting deadlines (Half-year, Annual) Chart of accounts structure Internal controls and responsibility assignments

## RESOLUTION OF THE BOARD OF DIRECTORS

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### *On Convening the Shareholders' Meeting*

Under Articles 59.4, 59.10, 59.11, 60.1, 60.2, 60.4, and 71 of the Company Law of Mongolia, the “Regulation on Delivering Notice of Shareholders' Meeting of Joint Stock Companies” approved by the Financial Regulatory Commission by Resolution No. 377 dated December 14, 2018, and based on the Board meeting held and resolved on August 12, 2025, the Board of Directors (the “Board”) hereby adopts the following resolution (the “Resolution”):

**WHEREAS** the undersigned is the Chairman of the Board and holds the authority to sign this Resolution on behalf of the Board;

**WHEREAS** the Board has convened and resolved to convene an extraordinary general meeting of shareholders;

**WHEREAS** the Board holds the authority to convene a shareholders' meeting in accordance with applicable laws and the Company's Charter;

NOW, THEREFORE, IT IS RESOLVED THAT:

1. **RESOLVED** that the Extraordinary Meeting of Shareholders (“the Meeting”) of Huvsgol JSC be convened via online conference on September 22, 2025, at 03:00 p.m.
2. **RESOLVED** that the list of agenda items of the Meeting (Annex 1), the form of the voting ballot (Annex 2), the public notice of the Meeting (Annex 3), and the list of materials related to the agenda items (Annex 4) are hereby approved.
3. **RESOLVED** that the Shareholders Meeting shall discuss the change of the Company's registered name on the State Registry to “Ard Investment Group JSC”, and the adoption of the Revised Articles of the Company Charter.
4. **RESOLVED** that the record date for determining shareholders entitled to attend and vote at the Meeting be set as August 27, 2025.
5. **RESOLVED** that the notice of the Meeting be submitted to the Financial Regulatory Commission and the securities trading organization by August 15, 2025.
6. **RESOLVED** that the notice of the Meeting be publicly announced through the website of the Mongolian Stock Exchange, in at least two daily newspapers, and other media outlets by August 17, 2025, and that a repeated public notice be published through public media on September 1, 2025.

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7. **RESOLVED** that the agenda, draft resolutions, voting ballot, and other related documents be prepared and delivered to securities companies by August 22, 2025, for review by shareholders.
8. **RESOLVED** that the deadline for advance voting by ballot be set at 5:00 p.m. on September 15, 2025.
9. **RESOLVED** that the following persons be appointed as members of the Meeting Organizing Committee:  
Chairman: Mr. Ganhuyag Ch., CEO of Huvsgol JSC  
Members: Ms. Haliungoo E., Secretary of the Board of Huvsgol JSC
10. **RESOLVED** that the following persons be appointed as members of the Meeting Counting Committee:  
Chairman: Ms. Byambagerel O., Legal Counsel, Ard Securities LLC  
Members: Mr. Davaatseren Ch., Dealer, Ard Securities LLC  
Mr. Erhbilguun A., Investment Advisor, Ard Securities LLC
11. **RESOLVED** that the Meeting Organizing Committee shall take all necessary measures to convene the Meeting, deliver notices, and fully and promptly implement this Resolution in accordance with applicable laws.
12. **RESOLVED** that the Secretary of the Board, Ms. Haliungoo E., shall deliver the decisions of the Meeting and other related materials to the Mongolian Stock Exchange and the Financial Regulatory Commission within the timeframe prescribed by the Company Law and the Securities Market Law.

IN WITNESS WHEREOF, this Resolution is signed by:

CHAIRMAN:

**BATBAYAR PUREVJARGAL**

# Topic of Discussions on the Shareholders meeting

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#	Topics
1	Change of the Company Name on the MSE from “Huvsgol JSC” to “Ard Investment Group JSC”
2	Approval of the Revised Articles of the Company Charter (and Company’s vision, values, and core)

**Thank You.**