**LLM: Extraordinary General Mandate 2023**

On January 18, 2024, Vietnam Machinery Installation Corporation - JSC announced General Mandate No. 10/NQ-DHDCD as follows:

‎‎Article 1. Approve the project to restructure Vietnam Machinery Installation Corporation - JSC in the period of 2021 - 2025 with some main contents as follows:

1. The restructuring target until 2025
* Continue to promote the achieved results to to maximize the value of the LILAMA brand, create significant competitiveness in both domestic and international markets, and affirm LILAMA as a leading brand in Vietnam in the role of EPC general contractor, construction contractor, and synchronous equipment manufacturer for industrial projects to participate in the global product chain of multinational companies.
* Build LILAMA Corporation to become a strong enterprise, with financial potential, modern technology and management level, focus on selected main business lines, effective production and business activities.
1. Orientation for restructuring in the period of 2021-2025
	1. Main business line:
* Focus on 02 main business lines: EPC, construction and installation, and Mechanical manufacturing.
* Maintain a list of fields related to main business lines (import and export, machinery and equipment rental, project management) to support and improve the competitiveness of main business lines.
	1. Organizational structure of management apparatus and human resources:

Complete the construction of a new, streamlined organizational structure and complete the divestment in units that do not belong to the core business/have inefficient activities; ensure labor power to meet development plans in core business areas based on revenue; improve the rate of using scientific, technical, and technological staff; streamline the apparatus to fit the operational model and increase labor productivity; gradually improve the efficiency of workers and average income per capita to a higher level.

Plan on restructuring the entire organizational model and labor utilization in the period 2021-2025 as follows:

* Regarding the organizational model:
* Continue to maintain the management apparatus at the head office of the Corporation, including: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, the Board of Management, the Internal Audit Committee, other Committees, 07 functional departments/ committees, and 01 Welding Technology Institute.
* The management apparatus at the Projects includes: the Project Management Board, Project Board, and Project Operating Board.
* Direct construction units: Branches, Enterprises, Construction Teams, Workshops under the Corporation.
* Regarding the labor use plan:
* Optimally and effectively use the existing workforce, arrange personnel into appropriate job positions. Support employees to develop professional skills, meeting the needs of production and business activities and development strategies of the Corporation.
* Streamline the management apparatus to reduce the indirect labor rate in the total workforce, enhance management efficiency by reviewing the indirect workforce for determining appropriate positions, and transferring them to work directly at production units such as Project Management Boards, Project Boards, Operation Boards, Branches, and Construction Teams.
	1. Innovate corporate governance:
* The Corporation continues to play the role of shareholder in planning, controlling strategies, organizing business operations, and coordinating overall activities in enterprises in which LILAMA contributes capital; completely divest from non-core business units or inefficient units that are not suitable for the Company's development strategy.
* Build a corporate governance system in accordance with the Law on Enterprises and international practices, issue and apply a set of corporate governance rules to ensure fairness, transparency, and accountability.
	1. Restructure the corporation, financial structure, capital, and assets of the Holding Company - LILAMA Corporation:
* Implement the reduction of state capital to 51% of the charter capital in the period 2024-2025, as approved by Decision No. 1479/QD-TTg dated November 29, 2022, by the Prime Minister on approving the Plan for restructuring state-owned enterprises, state-owned enterprises with state capital in the period of 2022-2025, and Decision No. 382/QD-BXD dated April 11, 2023, by the Minister of Construction on issuing the Plan for restructuring state-owned enterprises, enterprises with state capital, with the Ministry of Construction representing the state ownership in the period of 2022-2025.
* Regarding the policy of increasing the Corporation's charter capital to VND 1,500 billion: Implement in accordance with the provisions of Clause 20, Article 2 of Decree No. 140/2020/ND-CP dated November 30, 2020, Decree No. 32/2018/ND-CP dated March 8, 2018, Decree No. 91/2015 /ND-CP dated October 13, 2015 of the Government on state capital investment in enterprises and management and use of capital and assets at enterprises and other relevant laws. The increase in the charter capital of the Corporation can only be carried out after being decided by competent authorities.
* Establish a balanced and sustainable financial structure to achieve the goals of revenue growth, increased profitability, risk minimization, and maximizing corporate value. Restructure debts to improve the cash flow and debt repayment capacity of LILAMA Corporation and provide supplement capital for production and business activities. Enhance the efficiency of capital and fixed assets utilization. Effectively control costs, emphasize savings, and wastefulness prevention.
	1. Restructure external investments:
1. Maintain the ownership rate of the Corporation at 36% of the charter capital in two companies:
* LILAMA 10 Joint Stock Company;
* LILAMA 18 Joint Stock Company.
1. Continue to maintain or divest/liquidate to recover capital from SOUTH EAST ASIA SDN BHD (LILAMA SEA):

Pursuant to the employment situation in Brunei and the region, decide whether LILAMA SEA will continue to operate as in the most efficient plan or divest/liquidate to recover capital. The representative of the state capital at LILAMA Corporation reports to the Owner's Representative Agency before implementation.

1. Completely divest capital contributions of the Corporation at 19 subsidiaries, joint ventures, and financial investments:
2. LILAMA 5 Joint Stock Company;
3. LILAMA 7 Joint Stock Company;
4. Erection Mechanical Joint Stock Company;
5. LHT International Engineering Joint Stock Company;
6. LILAMA 69-1 Joint Stock Company;
7. LILAMA 69-3 Joint Stock Company;
8. LILAMA 45.1 Joint Stock Company;
9. LILAMA 45.3 Joint Stock Company;
10. LILAMA 45.4 Joint Stock Company (\*);
11. Erection Electromechanics Testing Joint Stock Company;
12. LILAMA Land Corporation;
13. LILAMA Engineering Construction and Technology Joint Stock Company;
14. Phu My Trung Viet Joint Stock Company;
15. Petrovietnam Marine Shipyard JSC;
16. Thang Long Cement Joint Stock Company;
17. Hua Na Hydropower Joint Stock Company;
18. Vicem Song Thao Cement Joint Stock Company;
19. LILAMA Electric Mechanic and Environmental Corporation;
20. LILAMA Construction Investment Joint Stock Company (BV Invest Joint Stock Company).

(\*) Regarding the proposed share issuance plan to swap debt of LILAMA 45.4 Joint Stock Company for Viet Nam Debt and Asset Trading Corporation (DATC): Pursuant to the provisions of law, ensure the principle of maximizing the benefits of the State and the Corporation, the representative of the state capital at LILAMA Corporation will coordinate with the Board of Directors to review and report to the Ministry of Construction for opinions before implementing.

(Detailed content is at the Restructuring Project of Vietnam Machinery Installation Corporation - JSC in the period of 2021-2025)

‎‎Article 2. The General Meeting of Shareholders of Vietnam Machinery Installation Corporation - JSC assigns the Board of Directors to organize and implement the project to restructure Vietnam Machinery Installation Corporation - JSC in the period of 2021 - 2025 in accordance with LILAMA Charter and current provisions of law.

‎‎Article 3. The General Mandate takes effect from the date of its signing. Members of the Board of Directors, the Supervisory Board, the General Manager of the Company, shareholders and relevant groups and individuals are responsible for implementing this General Mandate in accordance with current provisions of law.