**VPR: Annual General Mandate 2024**

On March 15, 2024, Vinaprint Corporation announced General Mandate No. 01/2024/NQ.DHDCD-VPR, as follows:

‎‎Article 1. Approve the Report on the activities of the Board of Directors in 2023, and Operational plan for 2024.

1. Results of activities of the Company in 2023:

Unit: Million VND

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Target | | 2023 Plan | 2023 Results | 2022 Results | Rate (%) | |
| 2023 Results/2023 Plan | 2023 Results/2022 Results |
| 1 | Net revenue from goods sales and service provision | 44,000 | 78,778 | 41,022 | 179.04% | 192.04% |
| 2 | Profit before tax | 11,200 | 37,481 | 8,391 | 334.65% | 446.68% |
| 3 | Profit before tax/Total revenue | 25.45% | 47.58% | 20.45% | 186.91% | 232.60% |

‎‎Article 2. Approve the Report on activities of the Supervisory Board in 2023.

‎‎Article 3. Approve the Audited Financial Statements of Vinaprint Corporation for the financial period 2023.

Approve the Financial Statements for the financial period of Vinaprint Corporation audited by A&C Auditing and Consulting Company Limited.

‎‎Article 4. Approve the business plan for 2024 of Vinaprint Corporation.

Unit: Million VND

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| --- | --- | --- |
| No. | Item | Amount |
| 1 | Total revenues from goods sale and service provision: | 41,189 |
| 2 | Total profit before tax | 12,400 |
| 3 | Profit before tax/Total revenue | 30.11% |
| 4 | Dividends in cash or by shares. | 5% - 10% |

‎‎Article 5. Approve the authorization to the Board of Directors in assessing and selecting an audit company for the Financial Statements 2024 of Vinaprint Corporation

1. Criteria for selecting an independent audit company:

* A company legally operating in Vietnam;
* The independent auditing company is included in the list of auditing companies approved by the State Securities Commission to conduct independent audits in accordance with regulations and laws on independent auditing;
* Have experience in auditing for Vietnam public companies;
* Have a reputation for audit quality;
* Have highly qualified and experienced auditors;
* Meet the requirements of audit scope and progress;
* Have a reasonable audit fee, corresponding to audit quality and scope.

1. Proposal on the selection of an audit company:

Annual General Meeting of Shareholders 2024 approved on authorizing the Board of Directors to select one of the audit companies that State Securities Commissions approved to audit listed companies as follows:

* A&C Auditing and Consulting Company Limited
* PwC (Vietnam) Limited
* Ernst & Young Vietnam Limited

‎‎Article 6. Approve the plan on profit distribution in 2023 of Vinaprint Corporation

1. Profit distribution plan of 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets | Explanation | Figures |
| 1 | Undistributed profit after tax transferred from the previous year. | 1 | 35,944 |
| 2 | Undistributed profit after tax as of December 31, 2023. | 2 | 29,845 |
| 3 | Accumulated undistributed profit after tax as of December 31, 2023 | 3=1+2 | 65,789 |
| 4 | Dividends payment 2023 (in cash) | 10% | 5,034 |

1. The Annual General Meeting of Shareholders 2024 authorizes the Board of Directors to specify and decide on the contents related to the implementation of the above plan on profit distribution 2023 after being approved by the Annual General Meeting of Shareholders 2024 and in accordance with the law.

‎‎Article 7. Approve the Report on the appropriation for funds of the Board of Directors, the Supervisory Board in 2023 and the plan on appropriation for operating fund of the Board of Directors and the Supervisory Board in 2024 of Vinaprint Corporation.

1. Report on the implementation of the operational fund expense by the Board of Directors and the Supervisory Board in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Details | Amount (VND) | Note |
| 1 | The total remuneration of the Board of Directors and the Supervisory Board in 2023 approved by the Annual General Meeting of Shareholders 2023. | 766,666,667 | Annual General Mandate 2023 No. 01/2023/NQDHDCD-VPR dated May 10, 2023 of Vinaprint Corporation. |
| 2 | Pay the remuneration of the Board of Directors, the Supervisory Board and the Secretariat of the Board of Directors in 2023.  The reason for the lower total remuneration compared to the remuneration approved by the Annual General Meeting of Shareholders 2023 is due to Mr. Tran Xuan Anh resigning as a member of the Board of Directors since December 2022, and at the same time, the position of the Secretariat of the Board of Directors was added from November 2023. | 744,111,079 |  |
| 3 | Year-end bonuses for the Board of Directors, the Supervisory Board, and the Secretariat of the Board of Directors. | 125,555,553 | Based on Resolution No. 03/NQ.HDQT-VPR/2024 dated February 23, 2024, by Vinaprint Corporation. |

1. Approve the operating fund of the Board of Directors, the Supervisory Board, and the Secretariat of the Board of Directors in 2024, the amount is VND 1,000,000,000

‎‎Article 8. Approve not having to publicly offer the shares of Vinaprint Corporation ("VPR").

1. Transferee: Mr. Bui Minh Tuan, Thien Hai Investment Trading Company Limited, Vina Investment Joint Stock Company, New Asia Investment Corporation, and affiliated persons of these subjects.
2. Transferor: Viet Culture Services Corporation, Ms. Pham Thi Mai Huong, Ms. Do Thi Thuy Duong.
3. Transfer method: Order matching transactions and/or put-through in compliance with the law.
4. Implementation time: from the approval by the Annual General Meeting of Shareholders 2024 of Vinaprint Corporation.
5. Approve not requiring a public offering as stipulated by the law in case the transferee acquires a quantity of VPR shares from the transferor along with individuals, organizations, and affiliated persons, leading to directly or indirectly reaching or exceeding ownership of 25%, 35%, 45%, 55%, 65%, 75% of the voting shares of Vinaprint Corporation at the time of completing the transaction,
6. The General Meeting of Shareholders assigns the Board of Directors full authority to decide on issues related to the above-mentioned transfer transactions to ensure compliance with the laws and regulations.

‎‎Article 9. Terms of enforcement

1. The Annual General Mandate of Vinaprint Corporation was approved by the Annual General Meeting of Shareholders 2024 and took effect from the date of its signing.
2. The Board of Directors and the Executive Board of Vinaprint Corporation shall implement this General Mandate.