**VTS: Annual General Mandate 2024**

On March 16, 2024, Tu Son brick tile JSC announced General Mandate No. 47/DHDCD 2024-NQ as follows:

Article 1: Approve the following contents:

1. Approve the Reports in 2023
* Report of the Board of Directors on the results of the implementation of duties in 2023 and the production and business plan for 2024;
* Report of the Supervisory Board on the results of the supervisory and surveillance activities in 2023;
* Financial Settlement Report 2023 established by the Company on January 17, 2024
* Independent auditor’s Report dated February 24, 2024. AASC Auditing Firm Co., Ltd. - Ministry of Finance audited the Financial Settlement Report 2023 of Tu Son brick tile JSC
* Approve the results of implementing Annual General Mandate 2023 shown in the following main targets:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Item | Unit: | 2023 Plan | 2023 Results | Rate (%) |
| 1 | Profit before tax | Million VND | -5,332 | -8,361 | 156 |
| 2 | Payables to the State budget | Million VND | 2,872 | 1,574 | 54 |
| 3 | Receivables from goods sale | Million VND | 1,800 | 3,466 | 192 |
| 4 | Value of inventories | Million VND | 8,926 | 11,853 | 136 |
| 5 | Basic depreciation of fixed assets | Million VND | 1,808 | 1,511 | 83 |
| 6 | Revenue | Million VND | 18,233 | 12,777 | 70 |
| 7 | Average number of employees | Employee | 60 | 56 | 93 |
| 8 | Average income | Thousand VND | 7413 | 6,571 | 88 |
| 9 | Labor productivity | Million VND | 304 | 224 | 73 |
| 10 | Production volume | Thousand brick | 12,570 | 9,671 | 76 |
| 11 | Sale volume | Thousand brick | 17,345 | 11,363 | 65 |
| 12 | Inventories  | Thousand brick | 7,667 | 10,547 | 137 |
| 13 | Recovery rate of type A + type B/ plain brick | % | 96.5 | 94 | 98 |
| 14 | Type A1/ type A+ type B rate | % | 85 | 68 | 80 |
| 15 | Capital construction investment | Million VND | 8,300 | 0 | 0 |

1. Distribute profits and funds in 2023:

As the undistributed profits of the Company on Financial Statements 2023 were a loss of VND 8,361 million, the General Meeting of Shareholders approved not distributing profit in 2023

1. Salary in 2023 of the Company's Manager

As the management of production and business activities in 2023 were not effective, causing big losses, the General Meeting of Shareholders approved: Salary for the Executive Manager in 2023 will be 47% of the contracted salary, equivalent to VND 113 million per year as per the proposal of the Company’s Manager

1. Remuneration of the Board of Directors, the Supervisory Board and the Company’s Secretariat:
* Remuneration expenses for the non-executive Chair of the Board of Directors of the Company: VND 159.744 Million/year
* Remuneration expenses for members of the Board of Directors, Supervisory Board, the Company’s Secretariat: VND 195 Million/year
1. The use of salary fund:

As the Company did not meet up with the targets in revenue from goods sales 2023, the salary payment for employees has exceeded the amount of money in the salary fund. The General Meeting of Shareholders approved supplementing the salary fund in 2023 of VND 409,682,395

1. 2024 Plan:

Approve the main targets of 2024 plan as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Item | Unit | 2023 Plan | 2023 Results | 2024 Plan | Rate(%) |
| 1 | Profit before tax | Million VND | -5,332 | -8,361 | -7,855 | 93 |
| 2 | Payables to the State budget | Million VND | 2,872 | 1,574 | 2,872 | 182 |
| 3 | Receivables from goods sale | Million VND | 1,800 | 3,466 | 1,800 | 51 |
| 4 | Value of inventories | Million VND | 8,926 | 11,853 | 2,432 | 22 |
| 5 | Basic depreciation of fixed assets | Million VND | 1,808 | 1,511 | 1,805 | 114 |
| 6 | Revenue | Million VND | 18,233 | 12,777 | 14,130 | 110 |
| 7 | Average number of employees | Employee | 60 | 57 | 56 | 98 |
| 8 | Average income | Thousand VND | 7,413 | 6,571 | 7,643 | 116 |
| 9 | Labor productivity | Million VND | 304 | 224 | 253 | 112 |
| 10 | Production volume | Thousand brick | 12,570 | 9,671 | 6,711 | 69 |
| 11 | Sale volume | Thousand brick | 17,345 | 11,363 | 14,546 | 128 |
| 12 | Inventories | Thousand brick | 7,667 | 10,547 | 2,342 | 56 |
| 13 | Recovery rate of type A + type B/ unbaked brick | % | 96.5 | 94 | 96.5 | 102 |
| 14 | A1/A+B rate | % | 85 | 68 | 85 | 116 |
| 15 | Type A1/ type A+ type B rate | Million VND | 8,300 | 0 | 50,000 | 100 |

1. Salary expense in 2024:

The General Meeting of Shareholders approved:

* 1. The lowest salary level in 2024

The lowest level of salary for employees applied in 2024 is VND 4,160,000/month, equivalent to VND 173,333/day

* 1. Salary expense in 2024

Salary expense for production and business in 2024: <32% of the revenue

* 1. Salary of the Executive Manager of the Company in 2024

The fixed salary for the Executive Manager in 2024 is VND 240 million/year If the production and business activities are not effective, the salary that the Executive manager receives will be 80% of the contracted salary

* 1. Remuneration expense for the non-executive Chair of the Board of Directors of the Company

Implement as per the Company’s Regulations on salary

* 1. Remuneration expense for members of the Board of Directors, the Supervisory Board, the Company’s Secretariat, and the Person in charge of information disclosure

Total expense for 08 people: VND 195 Million/year

* 1. Total amount of contracted salary in 2024.

Total amount of contracted salary does not exceed 32% of revenue

1. Select an audit company in 2024.

The General Meeting of Shareholders approved:

Approve the selection of AASC Auditing Firm Co., Ltd. to review the Semi-annual Financial Statements and audit the Financial Statements 2024

Assign the Executive Manager to discuss, agree, and sign the audit contract 2024 with AASC Auditing Firm Co., Ltd.

1. Liquidate fixed assets at Hai Duong factory; invest in another warehouse for leasing at Tu Son factory
	1. Hai Duong factory

Authorize and assign the Board of Directors, the Executive Board of the Company to organize the implementation.

* Liquidate fixed assets as per the approval on adjusting fixed assets for liquidation at Hai Duong factory
* Method: Public auction
* Reserve price: According to the Certificate of Price appraisal

In case the auction does not succeed with the lowest price equates the reserve price, the General Manager continues to authorize and assign the Board of Directors to decide and approve the price for liquidation which is lower than the reserve price

* Find the customer to lease the 3-level office building of the factory
	1. Tu Son factory

Authorize and assign the Board of Directors, the Executive Board of the Company to organize the implementation:

* Maintain the production activities when the market for construction materials begins to thrive again;
* Invest in building another warehouse for leasing when the conditions are favorable;
* Lease land, machinery and equipment
1. Implement the procedures for divestment of the State capital when the State divests capital

The General Meeting of Shareholders approved: Authorize and assign the Board of Directors to implement procedures for divestment as per provisions of law.

Article 2: The Meeting assigns the Executive Management Board of the Company to organize the implementation of the above contents in Article 1 as per the Company’s Charter and the current law

Article 3: This General Mandate takes effect from the date that it is approved by the General Meeting of Shareholders.

Shareholders and, the Executive Management Board of the Company are responsible for implementing this General Mandate as per their functions and duties