**POT: Annual General Mandate 2024**

On March 23, 2024, Post and Telecommunication Equipment JSC announced General Mandate No. 23/NQ-DHDCD TN2024 as follows:

‎‎Article 1. Approve personnel participating in the Presidium, the Secretariat, the Shareholder's Eligibility Verification Committee, the Vote Counting Committee and the technical subcommittee to assist the Vote Counting Committee

1. Members of the Presidium:
2. Mr. Tran Hai Van - Chair of the Board of Directors: Chair of the Presidium (Chair of the Meeting)
3. Mr. Nguyen Tien Hung - Member of the Board of Directors: Member
4. Mr. Le Huy Dong - Member of the Board of Directors: Member
5. Members of the Secretariat:
6. Mr. Pham Cao Thang - Head of the Chair's Office: Head
7. Ms. Vo Thi Minh Hue - Deputy Head of the Finance and Accounting Department: Member
8. Members of the Shareholders’ Eligibility Verification Committee:
9. Ms. Tran Thi Hoa - Chief of the Supervisory Board: Chief
10. Mr. Vu Hoang Cong - Member of the Supervisory Board: Member
11. Mr. Nguyen Manh Hung - Member of the Supervisory Board: Member
12. Members of the Vote Counting Committee and the technical subcommittee assisting the Vote Counting Committee
	1. Members of the Vote Counting Committee:

|  |  |  |
| --- | --- | --- |
| a) | Mr. Trinh An Huy - Deputy General Manager | : Head |
| b) | Ms. Ngo Thi Men - Deputy Head of the Finance and Accounting Department | : Member |
| c) | Mr. Dinh Vuong Anh - Deputy Manager of Center for Business and Market Development | : Member |
| * 1. Technical subcommittee assisting the Vote Counting Committee:
 |  |
| a) | Mr. Dinh Vuong Anh - Deputy Manager of Center for Business and Market Development | : Head |
| b) | Mr. Le Hoang Phuc - R&D Center | : Member |
| c) | Mr. Nguyen Viet Anh - Center for Business and Market Development | : Member |
| d) | Mr. Chu Toan Thang - R&D Center | : Member |

‎‎Article 2. Approve the Report on the results of inspecting the shareholder’s eligibility to attend the Annual General Meeting of Shareholders 2024, declaring eligibility to organize the Meeting in accordance with the provisions of the Law, the Company's Charter and the Regulations on organizing the Meeting.

‎‎Article 3. Approve the "Content of the Meeting program and the Regulations on organizing the Meeting".

‎‎Article 4. Approve the Voting Instructions and Election Regulations at the Meeting.

‎‎Article 5. Approve the Report on activities of the Board of Directors in 2023; the operational plan 2024

Approve the Report on activities of the Board of Directors in 2023; the operational plan 2024 with the following main contents:

1. Report on the results of directing the implementation of 2023 tasks of the Board of Directors, Report on personnel, Summary of Board of Directors meetings; Report on remuneration for the Board of Directors and the Supervisory Board in 2023; Other key tasks the Board of Directors has directed in 2023; Existing issues;
2. Report on directing the implementation of production and business plan 2023, difficulties and challenges;
3. Evaluation of the Board of Directors on the activities of the Company Board of Management in 2023
4. Development orientation, goal, development perspective, main tasks and solutions.

‎‎Article 6. Approve the Report of the Supervisory Board in 2023

‎‎Article 7. Approve the Report on production and business results in 2023; Audited Consolidated Financial Statements 2023; Production and business plan 2024; Investment plan 2024; Plan for research and development of new topics, products, and scientific and technological activities in 2024 and the period 2024-2025

1. Report on production and business results in 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | 2023 Plan (approved by the General Meeting of Shareholders) | 2023 Results | 2023 Results/2023 Plan (%) |
| 1 | Total consolidated revenue includes* Goods sales and services provision
* Revenue from financial activities
* Other incomes

In which: | VND | 1,599,000,000,000 | 1,157,718,483,295 | 72.40% |
| 1.1 | Revenue outside VNPT | VND | 923,000,000,000 | 620,000,000,000 | 67.17% |
| 2 | Consolidated profit after tax | VND | 16,500,000,000 | 2,613,478,462 | 15.84% |
| 3 | Rate of profit after tax/owners’ equity (owners’ equity based on the Financial Statements) | % | 7.16% | 0.84% | 11.73% |
| 4 | Dividend | % | 6.5% | 1.0% | 15.38% |
| 5 | Average income Person/month | VND | 12,200,000 | 11,830,431 | 96.97% |
| 6 | Salary fund | VND | 73,200,000,000 | 53,804,798,302 | 73.50% |
| 7 | Average labor | Person | 500 | 379 | 75.80% |

1. Time for dividend payment in 2023: Comply with the regulations on dividend payment in Article 135 of the Law on Enterprises No. 59/2020/QH14: "Dividends must be paid in full within 06 months from the end of the Annual General Meeting of Shareholders". Assign the Board of Directors to make dividend payment in an appropriate time as per the provisions of the Law on Enterprises 2020.
2. Approve the Consolidated Financial Statements 2023 of Post and Telecommunication Equipment JSC for the fiscal year ending on December 31, 2023 (audited by AASC Auditing Firm Company Limited),
3. Approve the production and business plan 2024.

The Annual General Meeting of Shareholders in 2024 approves the content: “Authorize the Board of Directors of Post and Telecommunication Equipment JSC to appraise the investment projects in procurement, repair and implementation of research projects to direct the Board of Management to implement in accordance with the provisions of law and effective capital investment in order to complete the production and business plan 2024 assigned by the General Meeting of Shareholders”, including:

* 1. Production and business plan 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | 2024 Plan |
| 1 | Total revenue (Consolidated Financial Statements) | VND | 1,321,000,000,000 |
| 1.1 | In which:Revenue outside VNPT | VND | 876,000,000,000 |
| 3 | Profit after tax (Consolidated Financial Statements) | VND | 12,670,000,000 |
| 4 | Rate of profit after tax/owners’ equity (owners’ equity based on the Financial Statements) | % | 5.5% |
| 5 | Dividends | % | 5% |
| 6 | Average income Person/month | VND | 12,200,000 |
| 7 | Salary fund | VND | 73,200,000,000 |
| 8 | Average labor | Person | 500 |

The salary fund and strategic staffing in 2024 are implemented in accordance with the Company's regulations and relevant laws and ensuring compliance with production and business efficiency and the plan assigned by the General Meeting of Shareholders.

* 1. Investment plan 2024:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Project name | Unit | Total investment value | Content | Note |
|  | Total investment plan 2024 |  | 20,934,828,000.00 |  |  |
| A | Investment plans to continue or carry forward from previous years to 2024: |  | 4,983,780,000 |  |  |
| 1 | Repair cable wrapping machine production line 120 (2006) | Factory 4 | 300,000,000 | Production line equipped in 2006 | Carry forward from 2023 and expected to implement in Q3/2024. |
| 2 | Repair and upgrade the infrastructure of Factory II | Factory 4 | 700,000,000 | Factory II built in 2003 | Expected to implement in Q4/2024. |
| 3 | Invest in procurement of Accu/Battery Lithium production and testing equipment lines, including:* 02 welding machines;
* 02 charging and discharging machines;
* Measuring equipment.
 | PDE | 3,983,780,000 | In the process of checking existing machinery and equipment and selecting new equipment that needs investment to complete the production line | Total project: VND 4.6 billion. Purchased 1 welding machine in 2021 (VND 616 million). The remaining value is carried forward from 2022 and 2023 to implement in 2024. |
| B | New investment plan 2024: |  | 15,951,048,000 |  |  |
|  | Factory 123 |  | 10,940,000,000 |  | - |
| I | New investment |  |  |  |  |
| 1 | Automatic Panel Bending Machine 1.1m | Factory 123 | 3,250,000,000 |  | June 2024 |
| 2 | Cold chamber aluminum die casting machine | Factory 123 | 2,800,000,000 | Prepare for 5G plan | 2024-2025 |
| 3 | High frequency furnace system (aluminum casting machine) | Factory 123 | 2,400,000,000 | 2024-2025 |
| 4 | Double-sided flat plate grinding machine | Factory 123 | 240,000,000 | (Supplement laser machine) | June 2024 |
| II | Repair and upgrade existing equipment |  |  |  |  |
| 1 | 9 axis+ CNC bending machine:Amada 1.2m | Factory 123 | 250,000,000 | 1999 |  |
| 2 | Maintain the entire fiber line | Factory 123 | 2,000,000,000 | 2018 |  |
|  | Factory 4 |  | 988,500,000 |  |  |
| 1 | 50 ton bending machine, 2 meter LC | Factory 4 | 180,000,000 |  | Q1+Q2/2024 |
| 2 | 2.5 meter cutting machine, cutting corrugated iron from 1 meter to 3 meters LC | Factory 4 | 220,000,000 |  | Q1+Q2/2024 |
| 3 | Fire protection system for solar energy | Factory 4 | 588,500,000 | The entire investment project (actual) is VND 847,700,000. In 2023, Factory 4 has selected a design consultant to apply for a fire protection approval license of VND 259,200,000 (It is expected that this part that has been implemented in 2023, NM4 will submit payment source: business operating expenses)  | Q1+Q2/2024 |
|  | POSTEF DA NANG |  | 2,022,548,000 |  |  |
| I | New investment |  |  |  |  |
| 1 | Expenses of design and initial design approval for Factory 2 and Factory 3 to repair the existing fire alarm system, emergency lighting and exit systems | POT Da Nang | 180,000,000 | According to Da Nang Fire Protection requirements | Phase 1 |
| 2 | Repair existing fire alarm systems, emergency lighting and exit systems... | POT Da Nang | 30,000,000 | Phase 1 |
| 3 | Install fire protection system for Factory 3 | POT Da Nang | 492,000,000 | Phase 2 |
| 4 | Install pump room of fire protection system for Factory 2 | POT Da Nang | 430,548,000 | Phase 2 |
| 5 | Underground water tank serving fire protection for 3 factories | POT Da Nang | 275,000,000 | Phase 2 |
| 6 | Fire protection system for solar energy | POT Da Nang | 410,000,000 | Phase 2 |
| 7 | Expenses of acceptance and approval of fire protection for use by the fire prevention agency | POT Da Nang | 120,000,000 | Phase 3 |
| II | Repair and upgrade existing equipment |  |  |  |  |
| 1 | Repair and replace the gutter between Factory 1 and Factory 2. | POT Da Nang | 60,000.000 |  | Q2/2024 |
| 2 | Anti-leakage roof cladding for the factory | POT Da Nang | 25,000,000 |  | Q2/2024 |
|  | VSIP Bac Ninh Complex |  | 2,000,000,000 |  |  |
| 1 | Carry out periodic renovation and major repairs of factories, machinery and equipment in the VSIP area. | VSIP | 2,000,000,000 | Provision. | Only implement upon request or force majeure. |

* 1. Plan for research and development of new topics, products, and scientific and technological activities in 2024 and the period 2024-2025:

|  |  |  |
| --- | --- | --- |
| No. | Topics, new products, scientific and technological activities in the period 2024-2025 | Note/Implementation time |
| A | New topics and products carried forward from 2023 |  |
| 1 | Microphone cable, OL 1.4, 12 SQ 250 micro | Carry forward to the period 2024-2025 |
| 2 | Civil batteries for motorbikes/electric bicycles | Carry forward to the period 2024-2025 |
| 3 | High temperature batteries for Telecommunications | Carry forward to the period 2024-2025 |
| 4 | New OLT/ONT product | Carry forward to the period 2024-2025 |
| 5 | G654E single-mode fiber | Carry forward to the period 2024-2025 |
| 6 | G652D single-mode fiber, 200 micro type | Carry forward to the period 2024-2025 |
| 7 | High performance power cabinet | Continue implementation in the period 2024-2025 |
| B | Topics, new products, scientific and technological activities in the period 2024-2025 | Implementation time |
| 1 | Communication solution using IP technology | Period 2024-2025 |
| 2 | Research to master technology, build an energy monitoring solution for telecommunication stations | Period 2024-2025 |
| 3 | Research and test the new generation optical network infrastructure system Broadband 2.0 | Period 2024-2025 |
| 4 | Research, design, and manufacture large capacity battery cabinets to serve telecommunication stations and data centers | Period 2024-2025 |
| 5 | Research, design, and manufacture column-mounted power supply systems | Period 2024-2025 |
| 6 | Feature smartphone | Period 2024-2025 |
| 7 | Research, design and manufacture 5G antennas for 3.3- 3.8 GHz band for BTS station | Period 2024-2025 |

The Company will carry out research and development on new topics, products, and scientific and technological activities in 2024 and the period 2024-2025 consistent with the Company's strategy for developing production and business activities and ensuring improvement of product quality and investment efficiency of the enterprise.

‎‎Article 8. Approve the profit distribution plan 2023; Remuneration for the Board of Directors and the Supervisory Board in 2023; Remuneration plan for the Board of Directors and the Supervisory Board in 2024; Principles of appropriation for bonus and welfare funds in 2024; Authorize the Board of Directors and the Company to consider and decide to adjust the salary scale system of titles in the Company's organizational model when the Government adjusts the regional minimum salary in 2024.

1. Profit distribution plan 2023:

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount (VND) |
| 1 | Total profit after tax of the Holding Company | 4,290,259,511 |
| 2 | Total profit after tax of subsidiary (PDE) | 840,330,079 |
| 3 | Total profit after tax of subsidiary (Postef Ba Dinh) | 55,008,576 |
| 4 | Total profit after tax of subsidiary (Postef Da Nang) | 792,104,963 |
| 5 | Total consolidated profit after tax of the Company | 5,977,703,129 |
| 6 | Exclude internal profit after consolidation | 3,364,224,667 |
| 7 | Total consolidated profit after tax of the Company (after excluding) | 2,613,478,462 |
| 8 | Plan for distributing profit after tax in 2023 | 2,613,478,462 |
| 8.1 | Number of outstanding shares (19,430,006 shares) |  |
| 8.2 | Dividend payment in 2023 in cash (1%) | 1,943,000,600 |
| 8.3 | Appropriation for bonus fund (10%) | 261,347,846 |
| 8.4 | Appropriation for welfare fund (10%) | 261,347,846 |
| 8.5 | Remuneration for the Board of Directors of the Company in 2023:VND 210,375,000 X 15.84% = VND 33,323,400. | 33,323,400 |
| 8.6 | Remuneration for the Supervisory Board of the Company in 2023:VND 70,125,000 X 15.84% = VND 11,107,800. | 11,107,800 |
| 8.7 | Undistributed profit after tax | 103,350,970 |

1. Remuneration for the Board of Directors and the Supervisory Board in 2023

Total remuneration for the Board of Directors and the Supervisory Board in 2023 is calculated as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Unit | Remuneration for the Board of Directors and the Supervisory Board approved by the Annual General Meeting of Shareholders 2023 (VND) | Plan completion rate of profit after tax in 2023 (VND) | Remuneration in 2023 to be entitled (VND) |
| (1) | (2) | (3) | (4) | (5) = (3)\*(4) |
| 1 | The Board of Directors | 210,375,000 | 15.84% | 33,323,400 |
| 2 | The Supervisory Board | 70,125,000 | 15.84% | 11,107,800 |
|  | Total | 280,500,000 |  | 44,431,200 |

1. Remuneration plan for the Board of Directors and the Supervisory Board in 2024.

Basis to development.

* The Company develops the plan on revenue, profit and average salary in 2024.

The approved remuneration plan for the Board of Directors and the Supervisory Board in 2024 is equal to 1.7% (x) profit after tax (planned number) in 2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Units | Unit | Remuneration in 2024 = 1.7% (x) Planned profit after tax (Planned profit after tax in 2024 = VND 12.67 billion) |
| 1 | The Board of Directors | VND | 161,542,500 |
| 2 | The Supervisory Board | VND | 53,847,500 |
|  | Total | VND | 215,390,000 |

Settlement:

* In case of completing (as assigned plan) the targets of profit after tax in 2024, the remuneration for the Board of Directors and the Supervisory Board shall be equal to the expected rate above.
* Regarding the remuneration for the Board of Directors, in case realized profit after tax is greater than the assigned plan, for every 1% of profit after tax exceeding the plan, the maximum increase is 2%; The total remuneration fund for the Board of Directors and the Supervisory Board must not exceed 20% of the realized salary of the executive manager in 2024 (including executive members of the Board of Directors, independent members of the Board of Directors, the General Manager, the Deputy General Manager, the Chief Accountant, and executive members of the Supervisory Board).
* Regarding the remuneration for the Board of Directors, in case the realized profit after tax is smaller than the assigned plan, for every 1% decrease in profit after tax compared to the plan, it will decrease by 1% compared to the plan completion rate,
* If the Company records a loss, there will be no remuneration.
1. Principles of appropriation for bonus and welfare funds in 2024 are as follows:

The bonus and welfare funds in 2024 will be equal to the realized bonus and welfare funds in 2023 (X) rate of realized profit after tax in 2024/realized profit after tax in 2023 (consolidated data).

1. The Annual General Meeting of Shareholders 2024 approves the following content: "Authorize the Board of Directors and Post and Telecommunication Equipment JSC to consider and decide to adjust the Company's salary scale system, including the salary scale of the Chair of the Board of Directors, the General Manager, the Deputy General Manager, the Chief Accountant, the Chief of the Supervisory Board approved by the Annual General Meeting of Shareholders 2021 when the Government adjusts the regional minimum salary in 2024; ensuring compliance with the Company’s Charter and associate with the Company's business performance.

‎‎Article 9. Approve the following content: Dismiss Mr. Nguyen Huyen Son and Ms. Nguyen Thi Bich Hong from the positions of members of the Company Board of Directors for the term 2020-2024 according to personal wishes and retirement regime.

‎‎Article 10. Approve the following content: Dismiss Mr. Nguyen Manh Hung from the position of member of the Company Supervisory Board for the term 2020-2024 according to personal wishes.

Article 11: Approve the list of candidates for additional election as members of the Board of Directors and the Supervisory Board for the term 2020-2024

1. List of candidates for additional election to the Board of Directors for the term 2020-2024:
2. Mr. Duong Trung Loi
3. Mr. Nguyen Hong Tien
4. List of candidates for additional election to the Supervisory Board for the term 2020-2024:
5. Mr. Vuong Toan Dung

Article 13: Approve the results of additional election of members of the Board of Directors and the Supervisory Board for the term 2020-2024

1. Results of additional election of members of the Board of Directors for the term 2020-2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name | Total voting rights | Rate % |
| 1 | Duong Trung Loi | 13,560,632 | 94.47% |
| 2 | Nguyen Hong Tien | 15,146,797 | 105.52% |

1. Results of additional election of members of the Supervisory Board for the term 2020-2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name | Total voting rights | Rate % |
| 1 | Vuong Toan Dung | 14,353,777 | 100% |

Thus, based on the Law on Enterprise 2020, the Organizational Regulations of the Meeting and the Regulations on additional elections of members of the Board of Directors and the Supervisory Board for the term 2020-2024, individuals named above have been elected as members of the Board of Directors and the Supervisory Board for the term 2020-2024 of Post and Telecommunication Equipment JSC.

Article 14: Approve the plan to amend and supplement the Company’s Charter (6th time) according to the provisions of the Law on Enterprise 2020 and related guiding documents.

The Annual General Meeting of Shareholders 2024 authorizes the Company Board of Directors to complete the Charter and sign for promulgation according to the amended plan approved by the General Meeting of Shareholders.

Article 15: Approve the plan to amend and supplement the Operating Regulations of the Supervisory Board (1st time) according to the provisions of the Law on Enterprise 2020 and related guiding documents.

The Annual General Meeting of Shareholders 2024 authorizes the Chief of the Supervisory Board to complete the Regulations and sign for promulgation according to the amended plan approved by the General Meeting of Shareholders.

‎‎Article 16. Approve the following content: Authorize the Board of Directors to select one of the following 4 audit companies to audit the Company's Financial Statements 2024.

1. AASC Auditing Firm Company Limited

Head office address: No. 1, Le Phung Hieu, Hoan Kiem District, Ha Noi

Tel: 024.38241990

1. AAC Auditing and Accounting Company Limited - Hanoi Branch

Address: 6th Foor, Viet A Building, No. 9, Duy Tan Street, Hanoi

Tel: 024.32242403/024.66666369

1. Deloitte Vietnam Audit Company Limited

Address: 15th Floor, Vinaconex Building, No. 34, Lang Ha, Dong Da District, Hanoi

Tel: 02471050000

1. Ernst & Young Vietnam Limited

Address: No. 02, Hai Trieu Street, District 1, Ho Chi Minh City

Tel: 028.38525252

‎‎Article 17. Terms of enforcement

The Annual General Meeting of Shareholders 2024 authorizes the Board of Directors, the Supervisory Board and the Board of Management of the Company to organize and supervise the implementation of the contents in the General Mandate according to the provisions of Law and the Company's Charter.

Members of the Board of Directors, the Supervisory Board, the Board of Management of the Company and relevant individuals and units are responsible for implementing this General Mandate in accordance with the provisions of Law and Company’s Charter.

‎‎Article 18. Terms of enforcement

This General Mandate is approved by the Annual General Meeting of Shareholders 2024 and takes effect from the date of its signing.