**VC1: Annual General Mandate 2024**

On April 3, 2024, Construction JSC No 1 announced the Annual General Mandate 2024 as follows:

‎‎Article 1. Approve the production and business results in 2023 and the plan for 2024 by Construction JSC No 1 according to Report No. 0335/2024/BC-TGD dated March 29, 2024 by the Company’s Board of Management;

1. Production and business results:

Unit: Million VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Main targets | 2023 Plan | 2023 Results |
| Value | % compared to 2023 Plan  |
| I | Total production and business value | 458,518 | 251,874 | 55% |
| 1 | Construction (including grade A materials) | 446,984 | 237,460 | 53% |
| 2 | Real estate and housing infrastructure business | - | - | - |
| 3 | Other production and business | 11,534 | 14,414 | 125% |
| II | Revenue | 460,131 | 222,688 | 48% |
| 1 | Construction (including grade A materials) | 449,645 | 208,274 | 46% |
| 2 | Other production and business | 10,486 | 14,414 | 137% |
| III | Profit before tax | 2,306 | 4,896 | 212% |
| IV | Profit after tax | 1,580 | 2,621 | 166% |
| V | Dividend | 0% | 0% | 0% |

1. 2024 Plan:

Unit: Million VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Main targets | 2023 Results | 2024 Plan |
| Value | Value | % compared to 2023 Results |
|  | 1 | 2 | 3 | 4 |
| I | Total production and business value | 251,874 | 656,923 | 260% |
| 1 | Construction (including grade A materials) | 237,460 | 643,234 | 271% |
| 2 | Other production and business | 14,414 | 13,689 | 95% |
| II | Revenue | 222,688 | 537,157 | 241% |
| 1 | Construction (including grade A materials) | 208,274 | 523,468 | 251% |
| 2 | Other production and business  | 14,414 | 13,689 | 95% |
| III | Profit before tax | 4,896 | 13,149 | 268% |
| IV | Profit after tax | 2,621 | 10,230 | 390% |
| V | Dividend | 0% | 0% |  |

‎‎Article 2. Approve the Report on performances of the Board of Directors and each member of the Board of Directors, the orientation and tasks for 2024 according to Report No. 0336/2024/BC-HDQT dated March 29, 2024 by the Company’s Board of Directors.

‎‎Article 3. Approve the Audited Financial Statements 2023 of Construction JSC No 1 as per Proposal No. 0337/2024/TTr-HDQT dated March 29, 2024 by the Company’s’s Board of Directors.

‎‎Article 4. Approve the profit distribution plan 2023 and distribution profit plan 2024 according to Proposal No. 0338/2024/TTr-HDQT dated March 29, 2024 by the Company’s’s Board of Directors;

1. Profit distribution plan 2023;

According to the Financial Statement 2023 of Construction JSC No 1 audited by AASC Auditing Firm Company Limited, the specific data is as follows:

Unit: VND

1. Net revenue: 222,687,685,088
2. Profit after tax: 2,620,614,329
3. Remaining profit of previous years that has not been distributed: 55,091,724,458

Expected not to pay dividends and welfare and bonus fund from accumulated profit until the end of 2023 because project C1 has not been allowed to sell goods to recover capital for cash flow.

Profit after tax transfered to the next year: 57,712,338,787

1. Profit distribution plan 2024

According to the production and business plan 2024 by Construction JSC No 1, it is expected as follows:

1. Net revenue: 537,157,106,867
2. Profit before tax: 13,149,183,046
3. Profit after tax: 10,230,233,709
4. Undistributed profit after tax accumulated until the end of 2024: 67,942,572,496

Expected not to pay dividends and bonus and welfare fund from accumulated profit until the end of 2024. The Company will submit to the General Meeting to pay dividends when capital is recovered from the C1 project.

‎‎Article 5. Approve the remuneration plan for the Board of Directors and the Supervisory Board in 2023 and the plan for 2024 according to Proposal No. 0339/2024/TTr-HDQT dated March 29, 2024 by the Company’s Board of Directors.

‎‎Article 6. Approve Report No. 0340/2024/BC-BKS dated March 29, 2024 by the Company’s’s Supervisory Board.

‎‎Article 7. Approve the selection of independent audit company to audit the Financial Statement 2024 by the Company’s according to Proposal No. 0341/2024/BKS-TTr dated March 29, 2024 by the Company’s’s Supervisory Board.

‎‎Article 8. Approve the transaction policy with Vietnam Construction and Import - Export Joint Stock Corporation (VINACONEX) and/or subsidiaries in the same group of Vinaconex according to Proposal No. 0342/2024/TTr-HDQT dated March 29, 2024 by the Company’s’s Board of Directors.

‎‎Article 9. Approve the plan on share issuance to increase share capital from source of owners’ equity according to Proposal No. 0343/2024/TTr-HDQT dated March 29, 2024 by the Company’s Board of Directors.

1. Plan on share issuance to increase share capital from the source of owners’ equity
2. Share name: Shares of Construction JSC No 1
3. Securities code: VC1
4. Share type: common share
5. Par value: VND 10,000/share
6. Current charter capital: VND 120,000,000,000
7. Number of treasury shares: 0 shares.
8. Number of outstanding shares: 12,000,000 shares.
9. Issue purpose: Share issuance to increase share capital from the source of owners’ equity
10. Number of shares expected to be issued: 1,200,000 shares.
11. Total value of issued shares according to par value: VND 12,000,000,000.
12. Issue rate (number of shares expected to be issued/number of outstanding shares): 10%.
13. Rights exercise rate 10:1: On the record date for the list of shareholders, shareholders owning 10 shares will receive 1 additional issued share, equivalent to 10% of the par value.
14. Capital sources for share issuance: The expected amount of money used to issue shares is VND 12,000,000,000, appropriated from (i) Share premium and (ii) Investment and development fund according to the Audited Financial Statements 2023 and complying with the current provisions of law, specifically:

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Capital sources for share issuance | Data as of December 31, 2023 according to the Audited Financial Statements 2023  | Amount used to issue shares to increase charter capital |
| 1 | Share premium | 86,000,164 | 86,000,164 |
| 2 | Investment and development fund | 70,020,770,628 | 11,913,999,836 |
| 3 | Total amount of money used to issue shares to increase share capital from the source of owners’ equity | 70,106,770,792 | 12,000,000,000 |

1. Expected charter capital after share issue is: VND 132,000,000,000.
2. Subjects of the issuance: Outstanding shareholders named on the list at the record date to exercise the rights to receive shares issued to increase share capital out of owner’s equity.
3. Issue method: Shares are issued to existing shareholders via exercising the rights.
4. Rights to receive additional shares is not transferable, and additional shares are not subject to transfer restrictions.
5. Handling of fractional shares (if any): Additional shares issued to existing shareholders will be rounded to the nearest unit and according to the principle of rounding down. The fractional shares (if any) shall be given to the Trade Union of Construction JSC No 1 for management and ownership.

For example: On the record date for the list, shareholder A owns 115 shares. At that time, the number of shares shareholder A will receive is: (115 X 1)/10 = 11.5 shares. After rounding down to the unit, the actual number of shares that shareholder A will receive is 11 shares, 0.5 fractional shares will be given to the Trade Union of Construction JSC No 1.

1. Expected issue date: In 2024, upon the approval of the State Securities Commission.
2. Implementation venue:
* For shareholders who have deposited shares: Shares will be distributed to the accounts that shareholders have opened at depository members.
* For shareholders who have not deposited shares: Shareholders carry out procedures to receive additional shares issued at Construction JSC No 1 (Administrative Organization Office, Building C1, Vinaconex Office and Housing Area 1, No. 289A Khuat Duy Tien Street, Trung Hoa, Cau Giay, Hanoi. When arriving, the owner needs to bring identification documents (ID card and shareholder book).
1. Expected completion time: Expected to issue additional shares in 2024 or until VINACONEX 1 completes the procedures according to legal regulations.
2. Registration for depository and listing of additionally issued shares: The additional issued shares will be centrally registered at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed on the Hanoi Stock Exchange (HNX) under applicable laws.
3. Registration for depository and additional listing of additionally offered shares

All additional shares issued will be registered for depository and additional listing with Vietnam Securities Depository and Clearing Corporation (VSDC) and additional listing at the Hanoi Stock Exchange (HNX) under applicable laws.

‎‎Article 10. Approve the change in the business lines of Construction JSC No 1 and the maximum foreign ownership rate at Construction JSC No 1 according to Proposal No. 0344/2024/TTr-HDQT dated March 29, 2024 by the Company’s Board of Directors.

‎‎Article 11. Approve the Company’s Charter in 2024 according to Proposal No. 0345/2024/TTr-HDQT dated March 29, 2024 by the Company’s Board of Directors.

‎‎Article 12. Approve the Internal Regulations on corporate governance in 2024 according to Proposal No. 0346/2024/TTr-HDQT dated March 29, 2024 by the Company’s Board of Directors.

‎‎Article 13. Approve the Operating Regulations of the Board of Directors in 2024 according to Proposal No. 0347/2024/TTr-HDQT dated March 29, 2024 by the Company’s Board of Directors.

‎‎Article 14. Approve the structure and the number of members of the Board of Directors and the Supervisory Board for the term 2024-2029 according to Proposal No. 0348/2024TTTr-HDQT dated March 29, 2024 by the Company’s Board of Directors.

‎‎Article 15. Approve the election results of members of the Company Board of Directors for the term 2024-2029, including:

1. Mr. Nguyen Khac Hai
2. Mr. Hoang Van Trinh
3. Mr. Lai Duc Toan
4. Mr. Nguyen Minh Thang
5. Mr. Nguyen Thanh Nhon

In which, Mr. Nguyen Thanh Nhon is elected as an independent member of the Board of Directors for the term 2024-2029.

‎‎Article 16. Approve the election results of members of the Company Supervisory Board for the term 2024-2029, including:

1. Mr. Vu Van Manh
2. Mr. Chu Quang Minh
3. Ms. Tran Thi Kim Oanh

‎‎Article 17. Terms of enforcement

This General Mandate takes effect from April 03, 2024.

The General Meeting assigns the Board of Directors, Executive Board and Supervisory Board of the Company to organize the implementation of the contents approved at the General Meeting, on the basis of ensuring the interests of the Company and shareholders and under the Charter of Company and applicable laws.