**VCR: Annual General Mandate 2024**

On April 04, 2024, Vinaconex Investment and Tourism Development Joint Stock Company announced General Mandate No. 01/2024/NQ-VITC-DHDCD as follows:

Article 1: Approve the production and business results in 2023 and the production and business plan for 2024 of the Company stated in Report No. 50/2024/BC-DTKD dated March 12, 2024 of the Executive Board with the following main contents:

1. Major targets of production and business results in 2023:

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Major targets | Plan in 2023 | Results in 2023 | |
| Value | % compared to the plan in 2023 |
|  | Production and business value | 1,047.99 | 839.03 | 80.06% |
| 2 | Total revenue | 129.83 | 42.20 | 32.50% |
| 3 | Profit before tax | 19.25 | (286.73) |  |
| 4 | Profit after tax | 19.25 | (286.73) |  |

1. Major targets of production and business plan for 2024

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Major targets | Results in 2023 | Plan for 2024 | |
| Plan for 2024 | Compared to Results in 2023 (%) |
| 1 | Production and business value | 839.03 | 1,023.84 | 122% |
| 2 | Total revenue | 42.20 | 526.52 | 1,248% |
| 2 | Profit before tax | (286.73) | 120.74 |  |
| 4 | Profit after tax | (286.73) | 96.59 |  |

Article 2: Approve the Reports of the Board of Directors on evaluating the production and business management in 2023 and some key tasks in 2024 as per the contents stated in Report No. 51/2024/BC-HDQT dated March 12, 2024 of the Board of Directors.

Article 3: Approve the Report of the Supervisory Board as per the contents stated in Report No. 52/2024/BC-BKS dated March 12, 2024 of the Supervisory Board.

Article 4: Approve the Audited Financial Statements 2023 of the Company.

Article 5: Approve the Plan on selecting an independent audit company to audit the Financial Statements 2024 of the Company as follows: The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide to select a company from the list of audit companies approved to audit public interest entities in the securities sector in 2024 to audit the Company's Financial Statements 2024.

Article 6: Approve the Plan on profit after tax distribution in 2023 of the Company as per the contents stated in Proposal No. 56/2024/TTr-HDQT dated March 12, 2024 of the Board of Directors with the following main contents:

1. Profit as per the Audited Combined Financial Statements 2023:

* Profit after tax in 2023: VND -286,729,751,925
* Undistributed profit after tax accumulated as of December 31, 2023: VND -517,979,717,896

1. Profit distribution: because the undistributed profit after tax accumulated as of December 31, 2023 of the Company was VND -517,979,717,896, the Company does not distribute profit in 2023.

Article 7: Approve the settlement of remuneration for the Board of Directors and the Supervisory Board in 2023 and the Plan on remuneration for the Board of Directors and the Supervisory Board in 2024 at Proposal No. 57/2024/TTr-HDQT dated March 12, 2024 of the Board of Directors with the following main contents:

1. Settlement of remuneration for the Board of Directors and the Supervisory Board in 2023

* Remuneration for the Board of Directors: VND 684,000,000/year
* Remuneration of the Supervisory Board: VND 132,000,000/year
* Total remuneration in 2023: VND 816,000,000/year

1. Plan on the remuneration for the Board of Directors and the Supervisory Board for 2024

* Chair of the Board of Directors: VND 15,000,000/month
* Vice Chair of the Board of Directors: VND 12,000,000/month
* Member of the Board of Directors: VND 10,000,000/month
* Chief of the Supervisory Board VND 5,000,000/month
* Member of the Supervisory Board: VND 3,000,000/month

Article 8: Approve the implementation results of transactions in 2023 and approve the policies on implementing transactions in 2024 between Vinaconex Investment and Tourism Development Joint Stock Company and Vietnam Construction And Import-Export Joint Stock Corporation and/or member companies within the Vinaconex corporation/group at Proposal No. 58/2024/TTr-HDQT dated March 12, 2024 of the Board of Directors with the following main contents:

1. Approve the implementation results of transactions between Vinaconex Investment and Tourism Development Joint Stock Company and Vietnam Construction And Import-Export Joint Stock Corporation and/or member companies of Vietnam Construction And Import-Export Joint Stock Corporation in 2023.
2. Approve the contracts án transactions in the future between Vinaconex Investment and Tourism Development Joint Stock Company and Vietnam Construction And Import-Export Joint Stock Corporation and/or member companies of the Vietnam Construction And Import-Export Joint Stock Corporation in compliance with the regulations at Article 167 of the Law on Enterprises 2020 and Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government regulating the detailed implementation of some articles of the Law on Securities.
3. The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide the articles and the detailed conditions of the contracts and transactions in the above Article 2, including the adjustment, supplement, cancellation, replacement of these contracts and transactions.

Article 9: Approve the adjustment and supplement of the Company’s Charter at Proposal No. 54/2024/TTr-HDQT dated March 12, 2024 of the Board of Directors with the following main contents:

1. Approve full text of the adjusted and supplemented Charter 2024 of the Company (the details of the Draft are attached with this General Mandate);
2. Assign the General Manager-cum-the Company’s legal representative to sign and promulgate the Company’s Charter 2024 after the approval of the General Meeting of the Shareholders and implement the information disclosure as per the provisions of the law.

Article 10: Approve the adjustment and supplement of Organization and Operation Regulations of the Board of Directors of Vinaconex Investment and Tourism Development Joint Stock Company at Proposal No. 59/2024/TTr-HDQT dated March 12, 2024 of the Board of Directors with the following main contents:

1. Approve full text of the adjusted and supplemented Organization and Operation Regulations 2024 of the Board of Directors (the details of the Draft are attached with this General Mandate);
2. Assign the Chair of the Board of Directors to sign and promulgate the Organization and Operation Regulations 2024 of the Board of Directors after the approval of the General Meeting of the Shareholders.

Article 11: Approve the Plan on the implementation and business of the Project on the Cai Gia tourist area, Cat Ba in Cat Ba Town, and in Tran Chau Commune, Cat Hai District, Hai Phong City at Proposal No. 60/2024/TTr-HDQT dated March 12, 2024 of the Board of Directors with the following main contents:

1. Approve the implementation of the investment and the business plan of the Project as follows:
2. Continue to complete the legal procedures and implement the construction of the Project.
3. Approve the investment and business plan of the Project in the form of transferring part of the Project to another investor to continue investing, doing business and/or selling, leasing, leasing to buy houses and construction works, cooperating with third parties to deploy sales, etc. in accordance with the actual project implementation and legal regulations.
4. Continue to work with credit institutions and investors with financial capacity to implement cooperation plans and capital mobilization activities (including mortgaging Project assets to implement the plan on capital mobilization), increase the capital scale for implementing the plan on investment and business of the project in accordance with the actual implementation of the project and legal regulations.
5. Exercise all other rights and responsibilities of the Project investor according to the provisions of law to complete the investment and business of the Project.
6. Approve that the General Meeting of Shareholders assigns/authorizes the Board of Directors to decide and approve the following contents:
7. The General Meeting of Shareholders assigns/authorizes the Board of Directors to implement and decide on all necessary contents and tasks to complete the legal procedures for the Project, the design and construction of the Project, implement the investment and business plan of the Project, implement the capital mobilization plan, and exercise other rights and responsibilities of the Project investor according to the provisions of law in order to complete the contents of this Proposal approved by the General Meeting of Shareholders as above and report the results of implementation to the General Meeting of Shareholders.
8. Within the scope of assignment/authorization of the General Meeting of Shareholders mentioned above, the Board of Directors proactively searches, selects, negotiates with partners, decides on value, progress, implementation conditions, etc., decides on business investment plans, transfers part of the Project via contracts, transactions of buying, selling, transferring part of the Project; Loan, lending, mortgage contracts and other contracts and transactions arising from or related to the Project fall under the decision-making authority of the General Meeting of Shareholders as prescribed in the Company's Charter and legal regulations. The decisions of the Board of Directors when implementing the contents approved by the General Meeting of Shareholders stated in this Article are also the decisions of the General Meeting of Shareholders.
9. The Board of Directors is allowed to assign or authorize the General Manager of the Company to implement one or more of the above tasks after being approved by the Board of Directors.

Article 12: Approve the human resources consolidation of the Board of Directors of the Company in the term of 2021-2026 as follows:

* Approve the dismissal of Mr. Dao Ngoc Thanh and Mr. Tran Quang Phung from the position of member of the Board of Directors of the Company for the term of 2021-2026 due to resignation letters.
* Approve the election of 02 additional members of the Board of Directors to complete the personnel of the Board of Directors of the Company for the term of 2021-2026.
* Approve the election results of 02 additional members of the Board of Directors of the Company for the term of 2021-2026 for Mr. Le Van Huy and Mr. Vu Duc Thinh.

The Board of Directors of the Company in the term of 2021-2026 from April 4, 2024 includes 05 members, specifically as follows:

1. Mr. Duong Van Mau - Chair of the Board of Directors
2. Mr. Nguyen Tuan Hai - Member of the Board of Directors
3. Mr. Le Van Huy - Member of the Board of Directors
4. Mr. Vu Duc Thinh - Member of the Board of Directors
5. Mr. Nguyen Dac Truong - Member of the Board of Directors

Article 13: Terms of enforcement

This General Mandate takes effect from April 04, 2024.

The General Meeting of Shareholders assigns the Board of Directors, the Board of Management and the Supervisory Board of the Company to implement the contents of this General Mandate.

This General Mandate was approved in full by the Annual General Meeting of Shareholders 2024 of the Company on April 4, 2024 at the meeting.