**DND: Annual General Mandate 2024**

On April 08, 2024, Dong Nai Material & Building Investment Joint Stock Company announced General Mandate No. 55/NQ.DHDCD-DNC as follows:

‎‎Article 1. The Annual General Meeting of Shareholders 2024 of Dong Nai Material & Building Investment Joint Stock Company approves the following contents:

1. Approve the Report on production and business results of 2023 and the production and business plan for 2024 with the following main contents:

* Production and business results of 2023.

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| --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan | Results | % Results/Plan |
| 1 | Total revenue | VND | 171,260,000,000 | 123,439,787,553 | 72% |
| 2 | Profit after tax | VND | 2,283,000,000 | 5,842,220,728 | 256% |
| 3 | Payable to the state budget | VND | 30,300,000,000 | 31,010,433,104 | 102% |
| 4 | Basic construction | VND | 7,430,000,000 | 1,333,659,407 | 18% |

* Production and business plan in 2024.

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| --- | --- | --- | --- |
| No. | Targets | Unit | Plan |
| 1 | Total revenue | VND | 93,192,000,000 |
| 2 | Profit after tax | VND | 615,000,000 |
| 3 | Payable to the state budget | VND | 34,000,000,000 |
| 4 | Capital construction | VND | 0 |

1. Approve the Report on the activities of the Board of Directors in 2023, and operating plan for 2024.
2. Approve the Report of the Supervisory Board on inspection and supervision of production and business activities of Dong Nai Material & Building Investment Joint Stock Company in 2023.
3. Approve the Audited Financial Statements 2023.
4. Approve the profit distribution plan in 2023 and the profit distribution plan for 2024.

* Profit distribution plan in 2023:

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| --- | --- | --- | --- |
| No. | Contents | Rate | Value (VND) |
| 1 | Profit after tax in 2023 |  | 5,842,220,728 |
| 2 | Appropriation for funds | 0% | 0 |
| 3 | Carry forward the remaining profit after tax in 2023 after appropriation for funds |  | 5,842,220,728 |
| 4 | Remaining profit from previous years |  | (13,383,495,153) |
| 5 | Dividend payment | 0% | 0 |
| 6 | Remaining profit transferred to the next year |  | (7,541,274,425) |

* Profit distribution plan for 2024.

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| --- | --- | --- | --- |
| No. | Contents | Rate | Value (VND) |
| 1 | Profit after tax in 2024 |  | 615,000,000 |
| 2 | Remaining profit from previous years |  | (7,541,274,425) |
| 3 | Appropriation for funds | 0% | 0 |
| 4 | Dividend payment | 0% | 0 |
| 5 | Remaining profit transferred to the next year |  | (6,926,274,425) |

1. Approve the salaries of executives, realized salaries and remunerations of the Board of Directors, the Supervisory Board, the Secretariat of the Board of Directors in 2023 and plan for 2024:
   1. Realized salaries and remunerations of the Board of Directors, the Supervisory Board and the Secretariat of the Board of Directors in 2023.

* Total salary of the executive Chair of the Board of Directors: VND 337,744,000
* Remuneration fund for non-executive managers: VND 396,000,000

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| --- | --- | --- | --- |
| No. | Contents | Plan  (VND/person/month) | Results  (VND/person/month) |
| 1 | Member of the Board of Directors | 5,000,000 | 5,000,000 |
| 2 | Chief of the Supervisory Board | 5,000,000 | 5,000,000 |
| 3 | Members of the Supervisory Board | 4,000,000 | 4,000,000 |
| 4 | Secretariat of the Board of Directors | 4,000,000 | 4,000,000 |

* 1. Salary and remuneration plan of the Board of Directors, the Supervisory Board and the Secretariat of the Board of Directors in 2024.
* Temporary monthly salary for the executive Chair of the Board of Directors from January 2024 to April 2024: VND 27,000,000/month.
* Temporary monthly salary for the executive Chief of the Supervisory Board from April 2024: VND 22,000,000/month.
* Remuneration of the non-executive managers:
* Chair of the Board of Directors from April 2024: VND 5,000,000/month.
* Member of the Board of Directors: VND 5,000,000/person/month.
* Chief of the Supervisory Board from January to April 2024: VND 5,000,000/month.
* Member of the Supervisory Board: VND 4,000,000/person/month.
* Remuneration of the Secretariat of the Board of Directors: VND 4,000,000/month.

Realized salary fund and remuneration fund in 2024 are settled based on the production and business results in 2024 and Circular No. 28/TT-BLDTBXH dated September 01, 2016.

When the State has changes in salary and bonus and remuneration regimes, the Board of Directors will be assigned to implement according to regulations and report to the General Meeting of Shareholders 2025.

1. Approve authorizing the Board of Directors to select 1 out of 3 audit companies to audit the Financial Statements 2024:

* RSM Vietnam Auditing & Consulting Company Limited.
* VACO Auditing Company Limited.
* A&C Auditing and Consulting Company Limited .

1. Approve the private placement plan to increase charter capital according to Proposal No. 69/TTr-DNC dated March 29, 2024 of the Company's Board of Directors.
2. Information on the offering
3. Purpose of the offering:

Dong Nai Material & Building Investment Joint Stock Company offers shares to mobilize capital to supplement working capital, pay bank debts, pay state budget debts as well as supplement capital source to serve production and business activities, investment capital for capital construction investment of the Company.

1. Private placement plan to increase charter capital:

* Organization offering shares: Dong Nai Material & Building Investment Joint Stock Company
* Share name: shares of Dong Nai Material & Building Investment Joint Stock Company
* Type of offered share: common share
* Par value: VND 10,000 per share
* Total number of offered shares: 4,000,000 shares
* Total offering value at par value: VND 40,000,000,000
* Number of expected shares after offering: 12,834,000 shares.
* Expected charter capital after the offering: VND 128,340,000,000.
* Offering rate (expected number of shares to be offered/number of outstanding shares): 45.28%.
* Offering form: Private placement.
* Offering price: VND 18,200 per share.
* The plan to handle the number of shares not fully offered for sale:
* In case an investor has registered to buy shares but at the time of notification of payment to buy shares, the investor does not buy and/or does not register to buy all the registered shares, the General Meeting of Shareholders authorizes the Board of Directors to decide to continue offering unsold to other investors ensuring the criteria approved by the General Meeting of Shareholders including and not limited to investors approved by the Board of Directors in the list of Investors who bought shares previously. The Board of Directors decides to select Investors to buy offered shares to ensure the success of the offering and compliance with current legal regulations. The price of shares offered to investors to buy back shares is equal to the share price approved by the General Meeting of Shareholders.
* The handling of unsold shares ensures compliance with the provisions of Article 42 of Decree No. 155/2020/ND-CP, Article 35 of Law on Securities on public offering and ensures other conditions as prescribed in Clause 2, Article 195 of Law on Enterprises and other relevant regulations.
* At the end of the share offering, if the Investors do not buy all the shares registered by the Company to offer, the General Meeting of Shareholders authorizes the Board of Directors to decide on the actual number of shares offered and the actual charter capital increased based on the actual offering situation.
* Transfer restriction: Shares offered in the private placement are limited to 01 year from the completion date of the offering (which is the end date of collecting money to buy shares from Investors).
* Transfer of share purchase rights: Investors who are allowed to buy shares in the private placement are not allowed to transfer their purchase rights to others.
* Implementation time:
* Expected implementation time is in 2024. The share offering is carried out within 90 days from the date the State Securities Commission has written approval for the Company's share offering.
* The General Meeting of Shareholders authorizes the Board of Directors to decide on the appropriate offering time. The specific offering time will be decided by the Board of Directors of the Company based on the appropriate conditions and ensuring compliance with the provisions of law.
* Ensure foreign ownership rate during share offering: The General Meeting of Shareholders authorizes the Board of Directors to implement the plan to ensure that the share offering meets the foreign ownership rate in accordance with the provisions of law.

1. Plan to use capital obtained from the offering

* Based on the business results and operations of the Company, all proceeds from the private placement to increase the Company's charter capital (VND 72.8 billion) will be used as follows: (1) Paying State budget debts; (2) Paying bank loans, payable to suppliers and supplementing working capital to serve the Company's business activities.

Details of the plan to use the expected share offering amount are as follows:

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| --- | --- | --- | --- | --- | --- |
| No. | Capital use purposes | Total value  (Billion VND) | Expected capital used from the offering (VND) | Other additional capital sources  (Billion VND) | Plan to use capital obtained from the share offering |
| 1 | Paying State budget debts | 27 | 27 | 0 | In Q3/2024 |
| 2 | Paying bank loans, payable to suppliers and supplementing working capital to serve the Company's business activities. | 45.8 | 45.8 | 0 | In Q3/2024 |
| Total | | 72.8 | 72.8 | 0 |  |

The General Meeting of Shareholders authorizes the Board of Directors of the Company, based on the situation of business operations and investment capital needs, to decide in detail the plan to use capital obtained from the offering including and not limited to allocation of capital for each purpose of capital use, selection and prioritization of options and purposes of using capital obtained from the offering (can choose 1 or more capital use options). The General Meeting of Shareholders authorizes the Board of Directors to decide to adjust, supplement or change the plan to use capital obtained from the offering to ensure effective use of capital, benefits of the Company and shareholders and report the change in capital use purpose (if any) at the nearest General Meeting of Shareholders.

* Minimum offering success rate of the offering: Not regulated.
* Plan for offsetting the expected loss of capital mobilized from the offering: In case the shares have not been offered as expected and the amount of capital mobilized does not reach as expected, the General Meeting of Shareholders authorizes the Board of Directors to decide on a plan to offset for the capital shortage, including but not limited to negotiation and adjustment of debt repayment schedule for partners; borrowing bank credit and/or mobilizing other legal capital sources, using capital obtained from business activities to supplement working capital and repay debt. The Board of Directors decides debt repayment for each partner based on mobilized capital.

1. Register for depository and register for additional transactions

After the end of the private placement to increase charter capital, all shares offered to increase capital will be registered for additional depository at Vietnam Securities Depository and Clearing Corporation (VSDC) and registered for additional trading at Hanoi Stock Exchange (HNX). The General Meeting of Shareholders authorizes and assigns the Board of Directors to carry out the necessary procedures to register additional depository and register additional trading of offered shares in accordance with the provisions of current law and the Company’s Charter.

1. Changing business registration and amending Charter

Make changes to the Business Registration with the competent State management agency according to the new capital scale after the end of the share offering to increase capital.

Amend the Company's Charter of Operations related to provisions on charter capital according to the actual charter capital after the offering

1. Approve the dismissal of the position of member of the Board of Directors for term IV (2021-2026) for Mr. Nguyen Tien Toan, effective from April 08, 2024.
2. Approve the dismissal of the position of Chief of the Supervisory Board for term IV (2021-2026 for Ms. Phan Thuy Doan, effective from April 08, 2024.
3. Approve the list of candidates to elect additional members of the Board of Directors and members of the Supervisory Board.
4. Approve the results of electing additional members of the Board of Directors for the remaining period of term IV (2021-2026) is Mr. Truong Viet Hoang Son - Member of the Board of Directors.
5. Approve the results of electing additional members of the Supervisory Board for the remaining period of term IV (2021-2026) is Ms. Ho Thi Minh Tam - Member of the Supervisory Board.
6. The Company's Board of Directors met and agreed to elect Mr. Truong Viet Hoang Son to hold the position of Chair of the Board of Directors of the Company for the remaining period of term V (2021-2026).
7. The Supervisory Board met and agreed to elect Ms. Ho Thi Minh Tam to hold the position of Chief of the Supervisory Board for the remaining period of term IV (2021-2026).

‎‎Article 2. The General Mandate takes effect from April 08, 2024. The Board of Directors, the Supervisory Board, the General Manager and relevant units and individuals are responsible for the implementation of this General Mandate.