**TSG: Annual General Mandate 2024**

On April 09, 2024, Sai Gon Railway of Telecommunication- Signalization Joint Stock Company announced General Mandate No. 15/NQ-DHDCD, as follows:

‎‎Article 1. Approve the Report on production and business results in 2023 and the production and business plan 2024. Main targets are as follows:

Unit: Billion VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets | 2023 Results | 2024 Plan |
| 1 | Total revenue | 241,788 | 160,550 |
| - | Regular maintenance revenue | 129,638 | 139,000 |
| - | Non-public revenue | 112,150 | 21,550 |
| 2 | Profit |  |  |
| - | Profit before tax | 8,689 | 8,316 |
| - | Profit after tax | 6,653 | 6,653 |

The General Meeting of Shareholders authorizes the Board of Directors to:

* Direct the implementation of the production and business plan 2024 approved by the Meeting.
* Decide to adjust the targets of production, business and financial plan when necessary and appropriate.

Article 2: Approve the Report of the Board of Directors.

Article 3: Approve the Report of the Supervisory Board

Article 4: Approve the Financial Statements 2023 audited by Nhan Tam Viet Auditing Company Limited (according to the Proposal of Meeting)

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount (VND) |
| 1 | Total assets | 153,579,357,748 |
| 2 | Payables | 111,796,744,593 |
| 3 | Owners’ equity | 41,782,613,155 |
| 4 | Total revenue and other incomes | 241,787,943,223 |
| 5 | Total expenses | 233,098,531,113 |
| 6 | Total profit before tax | 8,689,412,110 |
| 7 | Current corporate income tax | 2,036,400,645 |
| 8 | Profit after tax | 6,653,011,465 |
| 9 | Basic earnings per share | 1,484 |

‎‎Article 5. Approve the plan on profit distribution, dividend payment and funds in 2023 and the 2024 plan

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Profit distribution plan | 2023 Results | 2024 Plan |
| 1 | Dividend payment rate | 11% | 11% |
| - | Total amount of dividends payable (VND) | 3,381,510,000 | 3,381,510,000 |
| - | Dividends from institutional shareholders (2,329,200 shares) | 2,562,120,000 | 2,562,120,000 |
| - | Dividends of public shareholders (744,900 shares) | 819,390,000 | 819,390,000 |
| 2 | Appropriation for investment and development fund | 621,000,000 | 621,000,000 |
| 3 | Appropriation for bonus and welfare fund | 2,408,251,465 | 2,408,251,465 |
| 4 | Appropriation for bonus fund of managers | 242,250,000 | 242,250,000 |

* Dividend payment plan: Record date for the list of shareholders to receive dividends: Follow the regulations decided by the Board of Directors after the General Mandate.
* Dividend payment time: According to the prescribed time, expected before October 09, 2024.
* Dividend payment venue: At the Company’s Headquarters (for undeposited shares) or at the depository place (for depository shares)

‎‎Article 6. Approve the selection of independent audit company for the Financial Statements 2024 of the Company.

Authorize the Board of Directors to select an independent audit company in the list of audit companied eligible for audit service business in 2024 approved by the State Security Commission.

‎‎Article 7. Approve the implementation of the salary and remuneration fund for employees and managers of the Company in 2023 and the 2024 plan.

1. Regarding the implementation of labor, bonus and remuneration in 2023:

* Total average number of employees actually used: 380.5 persons (equal to 96.8% compared to the planned labor in 2023) Executive manager: 5 persons.
* Total realized salary fund for employees (break-meals excluded): VND 71,221,000,000, in which, the average salary for employees: VND 15,598,000 person/month (equal to 110% compared to the planned salary in 2023, equivalent to the increase in labor productivity).
* Total actual salary fund for executive manager realized: VND 1,977,360,000, in which, the average salary for executive managers representing the state capital: VND 35,995,000 person/month (equal to 107.8% of the planned salary, suitable for the increase in profit), the average salary for executive managers not representing the state capital VND 30,930,000 person/month (equal to 107.8% of the planned salary).
* Total remuneration fund for non-executive managers: VND 54,000,000, in which, the average remuneration: VND 1,500,000 person/month (equal to 100% of the planned salary in 2023).

1. Plan on labor, salary and remuneration in 2024:

* Planned labor: 393 persons (equal to 103.3% compared to the realized labor in 2023). Executive manager: 5 persons.
* Total planned salary fund for employees: VND 73,843,128,000 (break-meals excluded), in which, the average salary for employees: VND 15,658,000 person/month (equal to 100.3% of the realized salary in 2023, in accordance with the profit target and the planned labor productivity)
* Total actual salary fund for executive manager: VND 1,977,360,000, in which, the average salary for executive managers representing the state capital: VND 35,995,000 person/month (equal to 100% of the realized salary in 2023, in accordance with the profit target), the average salary for executive managers not representing the state capital: VND 30,930,000 person/month (equal to 100% of the realized salary in 2023)
* Planned total remuneration fund for non-executive managers: VND 54,000,000, in which, the average remuneration: VND 1,500,000 person/month (equal to 100% of the realized remuneration in 2023)

‎‎Article 8. Approve the authorization of the Company Board of Directors to approve the contract and assign the Company Manager to sign the Contract of regular maintenance and railway infrastructure repair with the shareholder: Vietnam Railways Corporation. For other contracts with the value equal to or greater than 35% of the Company's total assets, the Capital Representative reports to the Member Council of Vietnam Railways Corporation before voting at the Company Board of Directors.

‎‎Article 9. Approve the authorization of the Board of Directors to decide on the Company's plan on fixed asset investment and procurement in 2024, ensuring the order and investment procedures in accordance with the law and consult the Member Council of the Corporation before voting at the Company Board of Directors.

This General Mandate is made, announced and approved before all shareholders at 17:30 on April 9, 2024.