**MQN: Annual General Mandate 2024**

On January 30, 2024, Quang Ngai Urban Environment Joint Stock Company announced General Mandate No. 01/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on Production and Business Activity Results in 2023, the Financial Statements 2023, and the Audited Consolidated Financial Statements 2023 with a number of financial targets

1 Approve the report on production and business activities in 2023

Revenue of Quang Ngai Urban Environment Joint Stock Company in 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | 2022 (Million VND) | 2023 (Million VND) | Increase/decrease (%) compared to that of 2022 |
| 1 | Revenue | 218,372 | 427,804 | 95.91% |
| 2 | Profit before tax | 23,467 | 48,900 | 108.38% |
| 3 | Profit after tax | 18,500 | 38,894 | 110.24% |

Consolidated revenue of Quang Ngai Urban Environment Joint Stock Company and Viet Tri Enviroment And Service Joint Stock Company:

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount (Million VND) |
| 1 | Total consolidated revenue | 574,876 |
| 2 | Profit before tax | 49,571 |
| 3 | Profit after tax | 38,053 |

The production and business plan for 2024

Unit: Billion VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Plan for 2024 | Note |
| 1 | Total revenue | 420 |  |
| 2 | Profit after tax | 39 |  |

2. Approve the Audited Financial Statements 2023 with a number of financial targets as follows:

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount (VND) |
| 1 | Total assets | 349,915,025,484 |
| 2 | Owners’ equity In which: Charter capital | 222,913,683,877  58,008,820,000 |
| 3 | Total revenue | 432,484,944,637 |
| 4 | Total profit before tax | 48,900,249,988 |
| 5 | Total profit after tax | 38,893,979,797 |
| 6 | Undistributed profit after tax until December 31, 2023 | 40,802,940,469 |

3. Approve the Audited Consolidated Financial Statements 2023 with a number of financial targets as follows:

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount (VND) |
| 1 | Total assets | 459,489,613,105 |
| 2 | Owners’ equity | 235,709,054,435 |
| 3 | Total revenue | 574,876,161,711 |
| 4 | Total profit before tax | 49,571,612,540 |
| 5 | Total profit after tax | 38,053,688,630 |
| 6 | Undistributed profit after tax until December 31, 2023 | 43,190,101,560 |
| 7 | Basic earnings per share | 5,187 |

Article 2: Approve the plan on profit distribution and dividend payment of 2023.

1. Plan on profit distribution in 2023;

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Rate (%) | Amount (VND) |
| 1 | Profit after tax in 2023 |  | 38,893,979,797 |
| 2 | Remaining undistributed profit of 2022 |  | 1,908,960,672 |
| 3 | Undistributed profit in 2023 |  | 40,802,940,469 |
| 4 | Investment and development fund. | 50% | 20,401,470,235 |
| 5 | Financial reserve fund (appropriated 25% of charter capital, no more appropriation) |  | - |
| 6 | Bonus and welfare fund: | 20% | 8,160,588,094 |
|  | In which:   * Temporarily made an appropriation for bonus and welfare fund in 2023 according to Resolution No. 22/NQ- HDQT dated November 20, 2023: * Remaining appropriation for Bonus and welfare funds: |  | 3,000,000,000  5,160,588,094 |
| 7 | Bonuses for the Board of Directors and the Supervisory Board |  | - |
| 8 | Profits for dividends in 2023 | 29.9% | 12,181,850,000 |
|  | Dividends payment by shares with the rate of: 21%/charter capital (corresponding to 1,218,185 shares). |  | 12,181,850,000 |
| 9 | Remaining undistributed profit of 2023 |  | 59,032,140 |

1. Plan on dividend payment in 2023.

2.1. Dividend payment rate 2023: 21% of charter capital by shares.

2.2. Dividend payment method

* Beneficiaries of dividend payment by shares: shareholders on the list of shareholders at the time of recording the list to receive dividends by shares;
* Exercise rate: 21%;
* Time of recording the list and paying dividends by shares: assign the Board of Directors to decide and notify shareholders after being approved by the General Meeting and approved by the State Securities Commission.

Article 3. Approve the plan on share issuance to increase charter capital in the form of dividend payments:

1. Name of the Issuer: Quang Ngai Urban Environment Joint Stock Company.

2. Securities name: Shares of Quang Ngai Urban Environment Joint Stock Company.

3. Securities code: MQN.

4. Type of securities: Common shares.

5. Securities par value: VND 10,000/share.

6. Charter capital: VND 58,008,820,000.

7. Number of shares: 5,800,882 shares.

8. Number of outstanding shares: 5,800,882 shares.

9. Number of additional shares expected to be issued: 1,218,185 shares.

10. Issuance value at par value: VND 12,181,850,000.

11. Subject of issuance: Existing shareholders on the list at the time of recording the list to exercise the right to receive dividends by share.

12. Issuance method

* 1. Number of issued shares: 1,218,185 shares.
  2. Issuance value (par value) VND 12,181,850,000.
  3. Capital source for the issuance: From the undistributed profit after tax 2023
  4. Issuance method:

1. Shares issued to existing shareholders will be distributed in the form of paying dividends by shares.
2. Plan on handling fractional shares: The number of shares paying dividends will be rounded down to the unit, the fractional fraction (if any) will be canceled and considered not issued.
3. Time of issuance: After being approved by the General Meeting of Shareholders and after receiving the Official Dispatch from the State Securities Commission on receipt of complete documents reporting the issuance of dividend-paying shares.
   1. Additional listing: All additional shares issued to pay the above dividends will be additionally listed at the Hanoi Stock Exchange (HNX) and registered for additional depository at the VSDC.
   2. Authorize the Board of Directors:
4. Develop a detailed issuance plan, choose a specific time to carry out relevant work in accordance with legal regulations.
5. Carry out the share issuance to pay dividends according to the approved plan. Select the record date to receive dividends by shares.
6. Implement additional depository registration of shares at Vietnam Securities Depository and Clearing Corporation (VSDC), additional listing of shares at Hanoi Stock Exchange for the entire number of shares issued according to the plan approved by the General Meeting of Shareholders.
7. Ensure the rate of exercising the right to pay dividends by shares according to regulations.
8. Amend the Company Charter, change business registration according to actual issuance results

13. Plan for using capital obtained from the issuance: capital obtained from the issuance will be used to supplement working capital to serve the Company's production and business activities.

14. Changes in business registration content related to the increase in the Company's charter capital, as follows:

a) Charter capital before adjustment: VND 58,008,820,000.

b) Expected charter capital after adjustment (after share issuance): VND 70,190,670,000.

c) Actual charter capital after adjustment at the time of performing procedures for changing the content of business registration based on the Report on issuance results and actual amount of capital issued.

d) Amendment to Article 6 - the Company’s Charter in accordance with the Law on Enterprises 2020.

e) Assignment of the Board of Directors and General Manager of the Company to implement and register with the authorities on changing the content of business registration according to the provisions of current law.

Article 4: Approve the revenue target plan for 2024, the profit distribution plan for 2024, and investment projects.

1. Financial targets

1.1. Consolidated Financial targets

a) Total revenue: VND 610 billion

b) Profit after tax: VND 39.212 billion

The consolidated figures are in accordance with the principles outlined in Circular No. 202/2014/TT-BTC dated December 22, 2014.

1.2. MQN's Separate Financial targets

a) Total revenue: VND 420 billion

b) Profit after tax: VND 39.024 billion

In which:

* Profit from production and business activities: VND 36.240 billion
* Profit from reversal of financial investment provisions: VND 2.784 billion

1. Plan on profit distribution and dividend payment in 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Rate (%) | Amount (VND) |
| 1 | Profit after tax |  | 39,024,000,000 |
| 2 | Investment and development fund. | ≥30% |  |
| 3 | Financial reserve fund (appropriated 25% of charter capital, no more appropriation) | - |  |
| 4 | Bonus and welfare fund | 20% | 7,804,800,000 |
| 5 | Bonuses for the Board of Directors and the Supervisory Board | 0% |  |
| 6 | Dividend (%/capital charter) |  | ≥ 25% profit after tax (equivalent to ≥ 13% charter capital) |

The Annual General Meeting of Shareholders 2024 agreed to assign the Company's Board of Directors to base on the actual situation of using Bonus and Welfare Funds during the year and proactively make temporary deductions to the Bonus and Welfare Fund of 2024 (if any) to ensure timely expenditure for employees but must not exceed the amount of VND 3,900,000,000, equivalent to 50% of the total benus and welfare fund according to the profit distribution and dividend payment plan for 2024 as above.

3. Investment projects

* Agreed to approve the investment policy of the Quang Ngai Waste Power Plant investment project in Tinh Phong Commune, Quang Ngai Province with a total value of about VND 1,800 billion; The Board of Directors is assigned to find partners for investment cooperation with the Company's investment capital structure not exceeding 60% of the total investment of the project. Authorize the Board of Directors to consider and decide to complete investment procedures according to the provisions of law.
* Assign the Board of Directors to continue researching, surveying, and establishing legal procedures for investment projects related to the field of waste treatment, cemetery parks, trees, nurseries, and seedlings. Once the investment plan is clear, if it exceeds its authority, the Board of Directors will submit a report to the General Meeting of Shareholders for approval in accordance with the law.
* Assign the Board of Directors to direct the Board of Management and all employees in the Company to organize and complete the tasks planned for 2024. In case of necessity, to ensure the interests of the Company in a timely manner, based on the actual situation of work implementation, the Board of Directors will consider and decide to adjust planning targets accordingly and report at the next General Meeting of Shareholders.

Article 5: Approve remuneration and bonuses in 2023 and plan on paying remuneration and bonuses in 2024 for the Board of Directors and the Supervisory Board:

1. Final settlement of remuneration and bonuses of the Board of Directors and Supervisory Board in 2023

Implementing the General Mandate No. 01/NQ-DHDCD dated April 28, 2023, the Board of Directors settled remuneration and bonuses for the Board of Directors and Supervisory Board in 2023 as follows:

a) Remuneration of the Board of Directors and Supervisory Board: VND 0;

b) Bonus for the Board of Directors and Supervisory Board: VND 0

2. Plan to pay remuneration and bonuses for the Board of Directors and Supervisory Board in 2024

To plan and manage costs, the Board of Directors submits to the Meeting for approval of the remuneration and bonus levels for the Board of Directors and Supervisory Board in 2024 as follows:

a) Remuneration of the Board of Directors and Supervisory Board: VND 0.

b) Bonus for the Board of Directors and Supervisory Board: VND 0

‎‎Article 6 Approve the Report of the Board of Directors and Supervisory Board on operating results in 2023 and directions and tasks in 2024:

The Meeting approved the content of the Report of the Board of Directors and the Supervisory Board on operating results in 2023 and directions and tasks in 2024.

1. Report of the Board of Directors on operating results in 2023 and directions and tasks in 2024.

2. Report of the Supervisory Board on operating results in 2023 and directions and tasks for 2024.

Article 7. Approve the selection of an audit company to audit the Financial Statements 2024 of the Company.

Pursuant to Proposal No. 01/TTr-BKS-MTDT dated March 18, 2024 of the Company's Supervisory Board on the request for approval of an independent audit company to conduct audits of the Financial Statements 2024 of the Company. According to current regulations, the Annual General Meeting of Shareholders 2024 approved the following list of three (03) auditing companies:

1. UHY Auditing & Consulting Co., Ltd. Address: 5th Floor, Building B2, Roman Plaza, To Huu Street, Dai Mo Ward, Nam Tu Liem District, Hanoi City, Vietnam.

2. AAC Auditing and Accounting Co., Ltd. Address: Lot 78-80, April 30 Street, Hoa Cuong Bac Ward, Hai Chau District, Da Nang City.

3. Moore Aisc Auditing And Informatics Services Company Limited. Address: 389A Dien Bien Phu. - Ward 04 - District 3 - Ho Chi Minh City.

The General Meeting of Shareholders authorizes the Board of Directors of the Company based on the quality and level of audit fees (given by each audit company) to decide on the selection of one (01) out of three (03) companies above to audit the Company's Financial Statements 2024 according to current regulations.

Article 8: Approve the dismissal of members of the Company’s Board of Directors for the term of 2020 - 2024;

The General Meeting decides to dismiss members of the Board of Directors for:

* Ms. Nguyen Thi Thu Dung - Vice Chair of the Board of Directors
* Mr. Tran Thanh Minh - Member of the Board of Directors

Article 9: Approve the amendment to Clause 1, Article 26 - Charter of the Company as follows:

Article 26: Participants and term of members of the Board of Directors

1. Number of the Board of Directors' members is 03 members.

Assign the Board of Directors and General Manager of the Company to implement changes in the content of the Company's Charter according to the provisions of current legal regulations.

Article 10: Implementation

1. The Annual General Meeting of Shareholders 2024 unanimously agree to assign the Board of Directors of Quang Ngai Urban Environment Joint Stock Company to organize and operate the Company to implement the contents of this Resolution.
2. The Board of Directors is responsible for reporting the situation and result of implementing this General Mandate in the next Annual Meeting.
3. This General Mandate was made at 12:15 a.m. on April 10, 2024.
4. This General Mandate takes effect from the date of its signing.