**BVL: Annual General Mandate 2024**

On April 9, 2024, BV Land Joint Stock Company announced General Mandate No. 01/2024/NQ/DHDCD-BVL as follows:

‎‎Article 1. Approve the following contents:

1. Content 1. Approve the report on production and business results of the General Manager in 2023 and the production and business plan for 2024. This includes some main indicators as follows:

Production and business results in 2023

(Unit: VND)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets | Separate Financial Statements | Consolidated Financial Statements |
| 1 | Revenue from goods sold and services provided | 8,051,097,273 | 1,035,173,221,559 |
| 2 | Profit before tax | 33,369,843,669 | 73,004,219,375 |
| 3 | Profit after corporate income tax | 33,369,843,669 | 55,593,081,192 |

The production and business plan for 2024

(Unit: VND)

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets | Separate plan | Consolidated plan |
| 1 | Revenue from goods sold and services provided | 223,186,367,737 | 1,349,670,762,445 |
| 2 | Profit before tax | 88,508,139,666 | 147,267,962,719 |
| 3 | Profit after corporate income tax | 83,831,705,316 | 118,421,660,862 |

1. Content 2. Approve the Report on operation results of the Board of Directors in 2023 and plan for 2024
2. Content 3. Approve the report on production and business results in 2023 and the orientations and tasks for 2024.
3. Content 4. Approve the audited Financial Statements for 2023 (including Separate and Consolidated Financial Statements).
4. Content 5. Approve the Proposal on settlement of salaries, remuneration, and allowances of the Board of Directors and the Supervisory Board in 2023 and the plan for salaries, remuneration, and allowances in 2024. This includes some main contents as follows:

Report on settlement of remuneration for the Board of Directors & Supervisory Board in 2023

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| --- | --- | --- |
| No. | Items | Total salaries, remuneration, allowances in 2023 (VND) |
| 1 | The Board of Directors | 36,000,000 |
|  | Remuneration of Chair of the Board of Directors | 0 |
|  | Remuneration of members of the Board of Directors (03 members) | 12,000,000 |
|  | Allowances for independent members of the Board of Directors | 24,000,000 |
| 2 | The Supervisory Board | 144,715,410 |
|  | Salary and bonus of the Head of the Supervisory Board | 120,715,410 |
|  | Remuneration for members of the Supervisory Board (02 persons) | 24,000,000 |

Plan for salaries, remuneration, and allowances of the Board of Directors and Supervisory Board in 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Items | Salary, remuneration  (VND/person/month) | Total salaries, remuneration in 2024 (VND) |
| 1 | The Board of Directors |  | 24,000,000 |
|  | Remuneration of Chair of the Board of Directors | 0 | 0 |
|  | Remuneration of members of the Board of Directors (03 members) | 0 |  |
|  | Allowances for independent members of the Board of Directors (01 member) | 2,000,000 | 24,000,000 |
| 2 | The Supervisory Board |  | 24,000,000 |
|  | Salary and bonus of the Head of the Supervisory Board |  | 0 |
|  | Remuneration for members of the Supervisory Board (02 persons) | 1,000,000 | 24,000,000 |

Plan for appropriation of funds and distribution of profits in 2024

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| --- | --- | --- |
| No. | Targets | Amount (VND) |
| 1 | Profit after corporate income tax in 2024 (estimated) | 83,831,705,316 |
| 2 | Appropriation for funds: | 1,668,250,936 |
|  | Welfare fund (1% profit after tax) | 838,317,053 |
|  | Bonus fund (1% of remaining profit after tax) | 829,933,883 |
| 3 | Accumulated undistributed profit after tax at end of last period | 30,391,630,858 |
| 4 | Dividend distribution to shareholders (expected to be in shares at the rate of 10% of charter capital after the increase) | 82,788,339,600 |
| 5 | Total retained earnings for production and business | 29,766,745,638 |

1. Content 6. Approve the Proposal on the plan for profit distribution in 2023 and the plan for profit distribution in 2024. Details are in the attached Proposal. This includes some main contents as follows:

Plan for appropriating for funds and distributing profits in 2023.

|  |  |  |
| --- | --- | --- |
| No. | Targets | Amount (VND) |
| 1 | Profit after tax in 2023 | 33,369,843,669 |
| 2 | Appropriation for funds: | 1,648,470,277 |
|  | Welfare fund (2% profit after tax) | 667,396,873 |
|  | Bonus fund (3% of remaining profit after tax) | 981,073,404 |
| 3 | Accumulated undistributed profit after tax at end of last period | 52,830,853,466 |
| 4 | Dividend distribution to shareholders in shares (7% of charter capital after the increase) | 54,160,596,000 |
| 5 | Total retained earnings for production and business | 30,391,630,858 |

Terms of enforcement

The Annual General Meeting of Shareholders 2024 assigns the Board of Directors to preside over and direct the legal representative of the Company to formulate, approve the plan and organize the implementation of the appropriation of funds and dividend payment to shareholders from the profit after tax of 2023.

1. Content 7. Approve the Proposal on selecting the audit company for the 2024 Financial Statements.
2. Content 8. Approve the Proposal on listing shares on the Ho Chi Minh City Stock Exchange. This includes some main contents as follows:

* Approve the cancellation of the Company's share registration on the UpCom market of the Hanoi Stock Exchange and approve the registration to list all the Company's shares on the Ho Chi Minh City Stock Exchange:
* Share name: Shares of BV Land Joint Stock Company
* Securities code: BVL
* Share type: common shares
* Number of shares registered for cancellation of trading: All shares registered for trading on UpCom at the time of cancellation of trading registration.
* Number of shares registered to list on HOSE: All issued shares of the Company at the time of listing.
* Authorize the Board of Directors and allow the Board of Directors to authorize the Chair of the Board of Directors or the General Manager to:
* Proactively prepare and complete necessary documents/procedures related to the cancellation of the Company's share trading registration on UpCom and listing shares on the Ho Chi Minh City Stock Exchange;
* Proactively select the appropriate time to cancel share trading registration and list the Company's shares in 2024 or another time suitable to the market situation and actual conditions;
* Decide the reference price on the first trading day on HOSE;
* Have full authority to decide and handle issues arising related to the cancellation of the Company's share trading registration with the Hanoi Stock Exchange and listing shares on the Ho Chi Minh City Stock Exchange; including deciding and handling issues under the decision authority of the General Meeting of Shareholders (if any) during the implementation process; Report to the General Meeting of Shareholders on the progress and results of the Company's share listing registration until the completion of the share listing as prescribed.

1. Content 9. Approve the Proposal on the plan to issue shares to pay dividends for 2023. Main contents:

* Approve the issuance plan
* Share name: Share of BV Land Joint Stock Company
* Share type: common share
* Share par value: VND 10,000/share.
* Number of outstanding shares: 57,312,800 shares.
* Expected number of outstanding shares at the time of issuance (after the end of the public offering): 77,372,280 shares.
* Number of treasury shares: 0 shares.
* Dividend share issuance rate: 7% of the total number of outstanding shares at the time of issuance, equivalent to the exercise rate of 100:7 (at the record date, shareholders owning 01 share will receive 01 right and for every 100 rights will receive 7 additional shares issued to pay dividends).
* Expected number of shares to be issued to pay dividends: Up to 5,416,059 shares The General Meeting of Shareholders authorizes the Board of Directors to calculate the specific number of shares at the time of issuance, ensuring the dividend share issuance rate is 7% and does not exceed the expected number of issued shares.
* Total expected issuance value at par value: VND 54,160,590,000.
* Other contents: in the Proposal
* The General Meeting of Shareholders assigns, authorizes the Board of Directors to:
* Decide the specific issuance time, carry out the issuance registration with the State Securities
* Decide the detailed contents of the detailed issuance plan, carry out all procedures and processes according to the approved plan, including amending and supplementing the issuance plan at the request of competent state management agencies or for the purpose of complying with relevant legal regulations or when necessary according to the actual situation of the Company to ensure the success of the issuance, ensure the interests of shareholders and the Company;
* Carry out procedures for distributing dividend shares; calculate and determine the specific number of issued shares based on the issuance rate and rounding rules and handle odd shares approved by the General Meeting of Shareholders above; and report the issuance results to the State Securities Commission;
* Amend the provisions related to charter capital, shares, and stocks in the Company's Charter after completing the issuance; at the same time, carry out procedures to change the Company's business registration related to the change of charter capital according to the results of the above issuance with the competent State agency;
* Carry out necessary procedures to register securities with the Vietnam Securities Depository and Clearing Corporation and register for trading/listing shares on the stock exchange;
* Perform other authorization contents specified in the issuance plan;
* Decide on other issues and perform other tasks that the Board of Directors or the Chair of the Board of Directors or the General Manager deems necessary in relation to the issuance.
* The Board of Directors is authorized to assign the Chair of the Board of Directors or the General Manager to perform one or some of the above tasks.

‎‎Article 2. Terms enforcement:

The General Meeting of Shareholders assigns the Board of Directors of BV Land Joint Stock Company to direct the Board of Management and specialized departments to implement the General Mandate of the General Meeting on the basis of compliance with the law and the Company's Charter.