**ILA: Annual General Mandate 2024**

On April 13, 2024, ILA Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Article 1: Approve the Report of the Executive Board on the production and business results in 2023 and production and business plan for 2024.

Article 2: Approve the Report on activities of the Board of Directors in 2023 and the operational plan for 2024.

Article 3: Approve the Report on activities of the Supervisory Board in 2023.

Article 4: Approve the Audited Financial Statements 2023 according to Proposal No. 01/2024/TTr-ILA.

Article 5: Approve the production and business results in 2023 according to Proposal No. 02/2024/TTr-ILA.

Business results in 2023:

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| --- | --- | --- | --- | --- |
| No. | Target | Unit | Footnotes | Figures  (Unit: VND) |
| 1 | Total revenue | VND | 1 | 60,178,753,260 |
|  | In which: |  |  |  |
|  | Net revenue from goods sales and service provision | VND |  | 59,783,496,776 |
|  | Revenue from financial activities | VND |  | 395,256,484 |
| 2 | Profit before tax | VND | 2 | 5,616,478,303 |
| 3 | Undistributed profit after tax of this year | VND | 3 | 5,616,478,303 |
| 4 | Deducted corporate income tax | VND | 4 | - |
| 5 | Profit to distribute funds | VND | 5 = 3-4 | 5,616,478,303 |
| 6 | Appropriation for bonus and welfare fund (0%) | VND | 6 = 5 X 0% | - |
| 7 | Appropriation for investment and development fund (0%) | VND | 7 = 5 X 0% | - |
| 8 | Appropriation for bonus fund of managers | VND | 8 | - |
| 9 | Profit for dividend payment | VND | 9 = 5-6-7-8 | 5,616,478,303 |
| 10 | Dividend payment in cash 0% | VND | 10 = 0% of chapter capital | - |
| 11 | Profit of last year transferred to this year | VND | 11 | 10,974,394,291 |
| 12 | Remaining undistributed profit | VND | 12 = 9-10+11 | 16,629,490,804 |

Article 6: Approve the profit after tax distribution plan for 2023 and the profit after tax distribution plan for 2024 as follows:

1. Profit after tax distribution 2023:

* Total profit after tax of the Holding Company: VND 1,330,701,018
* Undistributed profit in previous years: VND 10,974,394,291
* Profit distribution plan for 2023 is as follows:
* Dividend payment by shares: 6% of charter capital.
* Appropriation for funds: No appropriation
* Retained profit: 0

1. Profit after tax distribution plan for 2024:

* Expected total profit after tax of 2024: VND 14,000,000,000
* Expected profit after tax distribution plan for 2024 is as follows:
* Expected dividend payment by shares or in cash: 80% of the 2024 profit
* Appropriation for funds: No appropriation
* Expected retained profit: 20% of the 2024 profit

1. Dividend payment plan for 2023:

The Company's Board of Directors proposes a 6% dividend payment by shares from the 2023 profit and undistributed profit from previous years.

Article 7: Approve remuneration and bonus for the Board of Directors and the Supervisory Board in 2023 according to Proposal No. 04/2023/TTr-ILA

Article 8: Approve the restructuring of the corporate governance structure according to Proposal No. 05/2024/TTr-ILA.

* Approve the dismissal of members of the Supervisory Board for the term of 2021 - 2026:

1. Ms. Le Thi Diem Kieu - Chief of the Supervisory Board
2. Ms. Lu Kieu An - Member of the Supervisory Board
3. Ms. Bui Thi Kim Phuong - Member of the Supervisory Board

Article 9: Approve the dismissal and additional election of members of the Board of Directors for the term of 2021 - 2026 according to Proposal No. 06/2024/TTr-lLA.

* Approve the resignation of members of the Board of Directors for the term 2021-2026:

1. Mr. Than Xuan Nghia - Member of the Board of Directors
2. Mr. Tran Duc Anh - Member of the Board of Directors

* Approve the additional election of members of the Board of Directors for the term 2021-2026, with detailed results as follow:

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| --- | --- | --- | --- |
| No. | Full name | Election position | Results |
| 1 | Mr. Vo Xuan Cuong | Member of the Board of Directors | Elected |
| 2 | Mr. Nguyen Minh Trieu | Member of the Board of Directors | Elected |

* Approve the list of members of the Board of Directors to continue the term 2021-2026:

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| --- | --- | --- | --- |
| No. | Full name | Position | Appointment date |
| 1 | Mr. Vo Xuan Phong | Chair of the Board of Directors | May 18, 2023 |
| 2 | Mr. Dang Xuan Huu | Member of the Board of Directors | May 18, 2023 |
| 3 | Mr. Nguyen Minh Trieu | Independent member of the Board of Directors | April 13, 2024 |
| 4 | Mr. Vo Xuan Cuong | Member of the Board of Directors | April 13, 2024 |
| 5 | Mr. Le Nhat Nguyen | Non-executive member of the Board of Directors | May 18, 2023 |

Article 10: Approve the change of the Head office’s address according to Proposal No. 07/2024/TTr-ILA.

Article 11: Approve the selection of an audit company for the Financial Statements 2024 according to Proposal No. 08/2024/TTr-ILA.

Article 12: Approve the production and business plan for 2024 as follows:

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| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | 2023 Results | 2024 Plan | |
| Value | %/2022 |
| 1 | Total revenue | Million VND | 60.178 | 200,000 | 331% |
| 2 | Total expenses | Million VND | 5,742 | 10,000 | 227% |
| 3 | Profit before tax | Million VND | 5,616 | 14,000 | 218% |
| 4 | Dividend | % | 6% | 11,000 | 6% |

Article 13: Approve the purchase of shares of Hung Thinh Binh Dinh Concrete Joint Stock Company according to Proposal No. 10/2024/TTr-ILA.

Article 14: Approve the plan on the private placement according to Proposal No.11/2024/TTr-ILA.

I. Plan on share issue to increase charter capital

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| --- | --- | --- |
| 1. | Issuer: | ILA Joint Stock Company |
| 2. | Securities name: | Shares of ILA Joint Stock Company |
| 3. | Securities code: | ILA |
| 4. | Charter capital before the issue | VND 185,299,390,000 |
| 5. | Number of shares before the issue | 18,529,939 shares |
| 6. | Number of outstanding shares | 18,529,939 shares | |
| 7. | Share type: | Common share | |
| 8. | Share par value: | VND 10,000/share | |
| 9. | Form of the issue: | Private placement | |
| 10. | Number of issued shares: | 5,000,000 shares | |
| 11. | Value of shares issued at par value: | VND 50,000,000,000 | |
| 12. | Issue price: | VND 10,000/share. | |
| 13. | Subject of the issue: | The target of the offering is professional securities investors, the General Meeting authorizes the Board of Directors to determine specific investors, ensuring compliance with current laws and maximizing the interests of the Company and its shareholders. | |
| 14. | Criteria for selecting investors to offer: | Satisfy the conditions to be a professional securities investor in accordance with current laws. | |
| 15. | Number of investors expected to offer: | There is no limit on the number of professional securities investors, as stipulated by the Law on Securities. Depend on the actual status, the General Meeting authorizes the Board of Directors to decide the number of shares to be offered to each investor. | |
| 16. | Transfer restrictions: | Transfer shall be restricted for 01 year from the completion of the issue, except for the case of transfer between professional securities investors or complying with a legally effective court judgment or decision, arbitration decisions or inheritance as per the provisions of law. | |
| 17. | Expected issue time: | In 2024 and Q1/2025, after the State Securities Commission announces the receipt of registration dossiers for private placement. The specific time will be determined by the Board of Directors. | |

18. Plan on using the proceeds from the issue:

Total expected proceeds from the issue: VND 50,000,000,000. The Company will use the proceeds to repay debts to organizations and individuals who have provided loans to the Company, as approved by the Board of Directors in Resolution No. 1309/NQ-HDQT dated September 13, 2023.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Purpose | Value (Billion VND) | Expected execution time |
| 1 | Repayment of debts to BDLAND Joint Stock Company | 35 | In 2024 and Q1/2025 |
| 2 | Repayment of debts to Mr. Le Van Hiep | 15 |
|  | Total | 50 |  |

19. Plan on handling the unsold shares

In case that not all of the shares offered are distributed, the General Meeting authorizes the Board of Directors to cancel the unsold shares and end the offering.

20. Register for depository and transaction for additionally issued shares:

All additionally issued shares will be registered for additional securities with the Vietnam Securities Depository and registered for trading changes with the Hanoi Stock Exchange after the issue is completed.

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| --- | --- |
| 21. Approve regarding change of charter capital: | * Approve the increase of the Company’s charter capital according to the issue results. * Approve the amendment to the charter capital in the Company’s Charter according to the issue results. * Approve the change of the Business Registration Certificate with the new charter capital according to the issue results. * The General Meeting authorizes the Board of Directors to carry out procedures under applicable laws. |
| 22. Approvals related to changes in the number of outstanding shares of the Company: | * Approve the (i) Amendment of the Certificate of Securities Registration at the Vietnam Securities Depository and (ii) Proposal to change the transaction at the Hanoi Stock Exchange to register for additional transactions of the entire number of additionally issued shares according to the results of the issue. * The General Meeting authorizes the Board of Directors to carry out procedures in accordance with current laws. |
| 23. Foreign ownership rate: | The General Meeting authorizes the Board of Directors to develop and promulgate a plan to ensure that the issue of shares meets the regulations on foreign ownership rate. |

Article 15: Terms of enforcement

The Annual General Mandate 2024 of ILA Joint Stock Company is approved in full at the meeting and is valid from the date of its signing.

The Board of Directors, the Board of Management and related individuals are responsible for the implementation of this General Mandate.