**SCI: Annual General Mandate 2024**

On April 12, 2024, SCI E&C Joint Stock Company announced General Mandate No. 01/2024/NQ-SCIEC-DHDCD as follows:

Article 1: The Annual General Meeting of Shareholders 2024 approved the following contents:

* Content 1: Approve the main targets of production and business results in 2023 and plan for 2024.

1. Production and business results, implementation of financial targets in 2023

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | Target | Unit | Plan | Results | Completion rate |
| 1 | Total production and business value | Billion VND | 2,040 | 1,416.9 | 69.4% |
| 2 | Investment in construction equipment | Billion VND | 60 | 11.7 | 19.5% |
| 3 | Revenue | Billion VND | 2,047 | 1,506.4 | 73.6% |
| 4 | Transferred amount to bank account | Billion VND | 1,800 | 1,748.1 | 97.1% |
| 5 | Consolidated profit before tax | Billion VND | 35 | 26.3 | 75.1% |
| 6 | Average income of employees | Million VND | 15.8 | 21.3 | 134.8% |
| 7 | Personnel | Person | 800 | 686 | 86% |
| 8 | Charter capital | Billion VND | 562.828 | 254.098 | - |
| 9 | Dividend payment | % | 8% | Unimplemented | - |

1. Production and business plan in 2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Target | Unit | 2023 Results | 2024 Plan |
| 1 | Total production and business value | Billion VND | 1,416.9 | 1,850 |
| 2 | Investment value | Billion VND | 6.7 | 936.1 |
| 3 | Revenue | Billion VND | 1,506.4 | 1,800 |
| 4 | Transferred amount to bank account | Billion VND | 1,748.1 | 1,690 |
| 5 | Consolidated profit before tax | Billion VND | 26.3 | 36.1 |
| 6 | Average monthly income | Million VND | 21.3 | 21.3 |
| 7 | Personnel | Person | 686 | 900 |
| 8 | Charter capital | Billion VND | 254.098 | 431.967 |
| 9 | Dividend payment | % | Unimplemented | 5% |

* Content 2: Approve the Report on activities in 2023 and the operational plan in 2024 of the Board of Directors
* Content 3: Approve the Report on performance of the audit committee in 2023
* Content 4: Approve the Audited Financial Statements 2023 (Separate and Consolidated Financial Statements), profit distribution, and remuneration for the Board of Directors

1. Approve the profit distribution plan for 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Rate | Value |
| 1 | Profit before tax |  | 26,285,842,155 |
| 2 | Current corporate income tax |  | 4,185,092,582 |
| 3 | Deferred corporate income tax |  | 975,834,767 |
| 4 | Profit after tax (4)=(1)-(2)-(3) |  | 21,124,914,806 |
| 5 | Deductions from profit after tax |  | - |
| 6 | Distributed profit (6)=(4)-(5) |  | 21,124,914,806 |
| 7 | Appropriation for business funds |  | - |
| 8 | Profit in 2023 after appropriate funds: (8)=(6)-(7) |  | 21,124,914,806 |
| 9 | Remaining undistributed profits from previous years |  | 216,559,794,602 |
| 10 | Dividend payment in shares (20%) | 20% | 50,819,690,000 |
| 11 | Total remaining profit transferred to next year: (11)=(8)+(9)-(10) |  | 186,865,019,408 |

1. Implement remuneration for the Board of Directors in 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Position | Person x month | Remuneration/month | Amount |
| 1 | Chair of the Board of Directors | 1x12 | 15,000,000 | 180,000,000 |
| 2 | Vice Chair of the Board of Directors | 1x12 | 30,000,000 | 360,000,000 |
| 3 | Member of the Board of Directors | 3x12 | 8,000,000 | 288,000,000 |
|  | Total |  |  | 828,000,000 |

1. Estimate remuneration for the Board of Directors in 2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Position | Person x month | Remuneration/month | Amount |
| 1 | Chair of the Board of Directors | 1x12 | 15,000,000 | 180,000,000 |
| 2 | Vice Chair of the Board of Directors | 1x12 | 15,000,000 | 180,000,000 |
| 3 | Member of the Board of Directors | 3x12 | 8,000,000 | 280,000,000 |
|  | Total |  |  | 648,000,000 |

* Content 5: Approve the policy on issuing bonus shares under ESOP

|  |  |  |
| --- | --- | --- |
| 1.1. | Number of shares expected to be issued with the following conditions: | If profit before tax in 2024 exceeds the plan set out according to the Audited Financial Statements 2024, employees will be rewarded with a number of shares in the form of issuing bonus shares under ESOP.  The number of shares expected to be issued will be presented to the General Meeting of Shareholders 2025 by the Board of Directors after the audited profit results in 2024 is available. |
| 1.2. | Execution time | The detailed issue plan will be presented at the Annual General Meeting of Shareholders 2025. |
| 1.3. | Subjects of the issuance | Executive members of the Board of Directors, members of the Board of Managers and other members decided by the Board of Directors. The General Meeting of Shareholders authorizes the Board of Directors to approve the standards and list of employees eligible to participate in the program and principles for determining the number of shares distributed to each subject. |
| 1.4. | Implementation capital | Source of undistributed profit after tax on the Audited Financial Statements 2024 of SCI E&C Joint Stock Company |
| 1.5. | Transfer restrictions: | Bonus shares issued under ESOP will be restricted from transferring for 1 year from the end of the issuance. |
| 1.6. | Regulations on issuing bonus shares under the employee share option program | The General Meeting of Shareholders authorized the Board of Directors to establish the ESOP Executive Board and develop regulations for issuing bonus shares under ESOP, clearly stipulate the standards and list of employees eligible to participate in ESOP, rights and obligations related (if any) to shares issued under ESOP, decide who can participate in the program, decide and handle issues related to ESOP and adjust program changes (if any) in accordance with the provisions of law. |

* Content 6: Approve the share issue plan to pay dividends
* Share issue plan to pay dividends

|  |  |  |
| --- | --- | --- |
| 1.1. | Number of shares expected to be issued: | 5,081,969 shares |
| 1.2. | Total issue value at par value: | VND 50,819,690,000 |
| 1.3. | Issue rate (number of shares expected to be issued/number of outstanding shares): | 20% |
| 1.4. | Subject of the issuance: | Existing shareholders named in the list of shareholders at the record date to exercise the rights to receive dividends by shares provided by Vietnam Securities Depository and Clearing Corporation (VSDC). |
| 1.5. | Rights exercise rate: | 5:1 (On the record date to record the list of shareholders to exercise the rights to receive dividends by shares, shareholders owning 05 shares will receive a dividend of 01 newly issued share). |
| 1.6. | Source of capital for the implementation: | Source of undistributed profit after tax on the Audited Financial Statements 2023 of SCI E&C Joint Stock Company signed on February 26, 2024. |
| 1.7. | Rounding plan and fractional share handling plan: | When shares for dividend payment are issued, the number of shares each shareholder receives will be rounded to the nearest unit according to the principle of rounding down. The number of fractional shares (decimal part) (if any) will be canceled and not be issued.  For example: At the record date for the list of shareholders to exercise the rights to receive dividends by shares, shareholder A owns 562 shares; shareholder A will receive the corresponding number of newly issued shares of: (562:5)=112.4 shares, rounded down to: 112 shares. 0.4 fractional shares will be canceled. |
| 1.8. | Transfer restrictions: | Additional issued shares are not subject to transfer restrictions. |

* Approve changing the Securities Registration Certificate and changing the listing registration

The General Meeting of Shareholders authorizes the Board of Directors to proactively implement and complete relevant procedures immediately after the end of the issuance, including changing the Securities Registration Certificate at the Vietnam Securities Depository and Clearing Corporation and registering to change listing for all shares offered/issued according to the above plan at Hanoi Stock Exchange.

* Content 7: Approve the plan to offer additional shares to the public to existing shareholders

1. Public offereing plan

|  |  |  |
| --- | --- | --- |
| 1.1. | Number of offered shares: | Expected 12,704,923 shares |
| 1.2. | Rate of Number of additional offered shares/Total number of outstanding shares: | 50% |
| 1.3. | Offering price: | VND 10,000/share |
| 1.4. | Total expected value of mobilized capital: | VND 127,049,230,000 |
| 1.5. | Eligible buyers: | Existing shareholders named in the list of share owners at the record date to exercise the rights to buy shares offered to existing shareholders provided by Vietnam Securities Depository and Clearing Corporation (VSDC). |
| 1.6. | Offering method: | Offer to existing shareholders by the method of exercising the buying rights. |
| 1.7. | Rights exercise rate: | 2:1 (On the record date for the list of shareholders to exercise the rights to buy shares, shareholders owning 02 shares will have 02 buying rights, for every 02 buying rights they will be able to buy 01 additional issued share). |
| 1.8. | Transfer of buying rights: | Existing shareholders named in the list at the record date for the list of shareholders to exercise the rights to buy additional issued shares have the rights to transfer their buying rights to others within the prescribed time and can only transfer once (the transferee cannot transfer their buying rights to a third person). The transferor and the transferee negotiate by themselves the transfer price, pay the money and are responsible for fulfilling the obligations in accordance with the regulations relating to the transfer. |
| 1.9. | Plan to handle shares that investors do not register to buy, do not pay to buy, and fractional shares | Shares offered to existing shareholders will be rounded down to the nearest unit. The entire number of fractional shares arising due to rounding down to the unit and the number of shares that investors did not register to buy or pay for in this offering (if any), the General Meeting of Shareholders authorizes the Board of Directors to decide on distribution to other subjects (including shareholders of the company who wish to increase their share ownership) according to the provisions of law with the condition that the offering price is not lower than the offering price to existing shareholders (minimum VND 10,000/share).  For example: At the record date for the list of shareholders to exercise rights, shareholder A owns 579 shares, then shareholder A will be able to buy additional shares corresponding to: (579:2) = 289.5 shares, rounded down to 289 shares. |
| 1.10. | Restrictions related to transfer: | ■ Number of shares exercised by existing shareholders and transferees of the right to buy from existing shareholders within the prescribed time according to the notice of public offering to existing shareholders (including extension period - if any) is not subject to transfer restrictions.  ■ The number of shares that investors do not register to buy or pay money to buy that can be distributed by the Board of Directors to other shareholders/investors will be restricted from transfer for 01 year from the date of completion of the offering in accordance with the regulations.  ■ The shares purchased by the underwriting organization according to the underwriting commitment (if any) will not be subject to transfer restrictions. |
| 1.11. | Plan to ensure the share offering meets regulations on maximum foreign ownership rate at the Company: | The General Meeting of Shareholders authorizes the Board of Directors to develop and approve a plan to ensure that the share offering meets the regulations on the maximum foreign ownership rate at the Company. |
| 1.12. | Minimum successful offering rate | 70% |

* Capital use plan

1. Total proceeds from the offering:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Eligible buyer: | Number of offered shares: | Offering price (VND/share) | Expected proceeds (VND) |
| 1. | Offering to existing shareholders | 12,704,923 | 10,000 | 127,049,230,000 |
| Total | | 12,704,923 |  | 127,049,230,000 |

2. Capital use plan

Proceeds from the offering will be prioritized for use in the following order:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Capital use purpose: | Amount (VND) | Capital use progress: |
| 1 | Supplement working capital for projects that the Company is constructing | 97,049,230,000 | After the end of the offering and according to the actual capital usage schedule |
| 2 | Invest in motorbikes and equipment to serve construction projects | 30,000,000,000 | After the end of the offering and according to the agreed schedule of the sales contracts |
| Total | | 127,049,230,000 |  |

- The detailed capital use plan (including details of investment plans and capital allocation) is authorized by the General Meeting of Shareholders for the Company's Board of Directors to decide.

- In case other more feasible investment opportunities arise, the General Meeting of Shareholders authorizes the Board of Directors to proactively adjust/change the purpose of using capital obtained from the offering and report to the General Meeting of Shareholders at the nearest General Meeting after changing the purpose of capital use (if any).

3. Plan on handling cases where the offering does not collect the expected amount of money

Plan on compensating for the shortfall in capital expected to be mobilized from the offering: In case the shares are not fully distributed as expected and the amount of capital mobilized is not as expected, we would like to submit to the General Meeting of Shareholders to authorize the Board of Directors to consider mobilizing bank loan capital or seek other sources of additional funding to compensate in accordance with the company's business activities.

* Approve changing the Securities Registration Certificate and changing the listing registration

The General Meeting of Shareholders authorizes the Board of Directors to proactively implement and complete relevant procedures immediately after the end of the issuance, including changing the Securities Registration Certificate at the Vietnam Securities Depository and Clearing Corporation and registering to change listing for all shares offered/issued according to the above plan at Hanoi Stock Exchange.

* Content 8: Approve and authorize the Board of Directors to decide on a number of issues under the authority of the Company’s shareholders
* Content 9: Approve the investment plan for motorbikes and equipment to serve construction

Approve the investment portfolio of motorbikes and equipment to serve construction projects:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Type of machines: | Quantity | Unit price | Amount |
| A | Loading, dumping and auxiliary machines |  |  | 286,100,000,000 |
| 1 | Excavator PC 1250 | 5 | 25,000,000,000 | 125,000,000,000 |
| 2 | Excavator SK 850 | 2 | 16,500,000,000 | 33,000,000,000 |
| 3 | Bulldozer Shantui DH46-3 | 4 | 15,000,000,000 | 60,000,000,000 |
| 4 | Bulldozer Shantui SD32 | 1 | 6,500,000,000 | 6,500,000,000 |
| 5 | Bulldozer XCMG DL560 | 1 | 4,500,000,000 | 4,500,000,000 |
| 6 | Grader XCMG GR2403 | 2 | 4,000,000,000 | 8,000,000,000 |
| 7 | Road roller Dynapac CA300D | 2 | 2,000,000,000 | 4,000,000,000 |
| 8 | Excavator SK480 | 2 | 6,500,000,000 | 13,000,000,000 |
| 9 | Excavator SK330 | 2 | 3,500,000,000 | 7,000,000,000 |
| 10 | Bulldozer PC 180 | 1 | 2,500,000,000 | 2,500,000,000 |
| 11 | 22-ton dump truck | 4 | 1,500,000,000 | 6,000,000,000 |
| 12 | Water truck | 2 | 1,800,000,000 | 3,600,000,000 |
| 13 | 29-seat bus | 3 | 2,000,000,000 | 6,000,000,000 |
| 14 | Oil tanker | 2 | 1,700,000,000 | 3,400,000,000 |
| 15 | Pickup trucks | 3 | 1,200,000,000 | 3,600,000,000 |
| B | Transport vehicle (DP 20%) |  |  | 650,000,000,000 |
| 1 | 90-ton dump truck RT136 | 65 | 10,000,000,000 | 650,000,000,000 |
|  | Total |  |  | 936,100,000,000 |

Article 2: The General Meeting of Shareholders assigned the Board of Directors of the Company to direct the implementation of the contents approved in Article 1 in accordance with the provisions of Law and the Company's Charter on Organization and Operations.

Article 3: This General Mandate takes effect from April 12, 2024. The Company's shareholders, the Board of Directors and the Board of Managers shall base on the General Mandate to implement.