**VCS: Annual General Mandate 2024**

On April 12, 2024, Vicostone Joint Stock Company announced General Mandate No. 01/2024 NQ/VCS-DHDCD as follows:

Article 1: Shareholder's Eligibility

1. Total number of shareholders and shareholder representatives attending the Meeting: 51 shareholders and shareholder representatives; 100% of shareholders and shareholder representatives eligible to attend the Meeting.
2. Total number of shares attending the Meeting: 143,591,835 shares, accounting for 89.74% of the total voting shares.

Article 2: Approve the Report of the Board of Directors on business operations in 2023, term 2019-2024

Article 3: Approve the Report of the Audit Committee on internal audit activities in 2023

Article 4: Approve business results in 2023, including the following key indicators:

|  |  |
| --- | --- |
| Separate business results of VICOSTONE | Consolidated business results of VICOSTONE |
| * Net revenue from goods sales VND 3,989.96 billion; * Total profit before tax: VND 904.37 billion; | * Net revenue from goods sales VND 4,353.86 billion; * Total profit before tax: VND 999.44 billion. |

Article 5: Approve the production and business plan for 2024

1. Business plan submitted to the Meeting:

Unit: Billion VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Plan 2024 (Holding Company) | Growth compared to that in 2023 (%) | Plan 2024 (Consolidated) | Growth compared to that in 2023 (%) |
| 1 | Net revenue | 4,314.60 | 8.14% | 4,602.59 | 5.71% |
| 2 | Profit before tax: | 959.11 | 6.05% | 1,033.91 | 3.45% |

1. Content of authorization:

Authorize the Board of Directors to adjust and approve the business plan based on economic, political and social developments in the coming time.

Article 6: Approve the audited Financial Statements for 2023, selection of the audit company for the Financial Statements of 2024

1. The separate Financial Statements of VICOSTONE Joint Stock Company for 2023 were audited by Viet Nam Ernst & Young Limited Company.
2. The consolidated Financial Statements of VICOSTONE Joint Stock Company for 2023 were audited by Viet Nam Ernst & Young Limited Company.
3. The Meeting agreed to select the following list of audit companies and authorize the Board of Directors to select the audit company for the Company's Financial Statements in 2024:
4. Ernst & Young Vietnam Limited.
5. KPMG Company Limited;
6. Deloitte Vietnam Company Limited;
7. PricewaterhouseCoopers (Vietnam) Ltd
8. A&C Auditing and Consulting Company Limited

Article 7: Approve the profit distribution plan for 2023 and the profit distribution plan for 2024.

1. Profit distribution in 2023

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| Target | Implementation | Rate (%) | Note |
| Profit transferred from the previous year: | 2,817,878,181,379 |  |  |
| Profit before tax in 2023 | 904,367,142,648 |  |  |
| Corporate income tax | 139,697,680,391 |  |  |
| Current corporate income tax | 139,697,680,391 |  |  |
| Deferred corporate income tax | - |  |  |
| Profit after tax | 764,669,462,257 |  |  |
| Cash dividend for 2023 (1st payment) | 320,000,000,000 | 20.00% | % of par value of outstanding shares |
| Cash dividend for 2023 (2nd payment) | 320,000,000,000 | 20.00% | % of par value of outstanding shares |
| Appropriation for bonus and welfare fund: | 22,940,083,868 | 3.00% | % of profit after tax |
| Appropriation to Management Bonus Fund | 7,646,694,623 | 1.00% | % of profit after tax |
| Distributed profit | 670,586,778,491 |  |  |
| Remaining undistributed profit | 2,911,960,865,145 |  |  |

7.2. Profit distribution plan 2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Appropriation rate | Note |
| 1 | Bonus and Welfare Fund | 3.5% | % of profit after tax |
| 2 | Management Bonus Fund | 0.5% | % of profit after tax |

1. Dividend payment plan for 2024

* Authorize the Board of Directors to decide the time and interim dividend payment rate for 2024 to ensure compliance with the provisions of law and the Company's Charter.
* The finalization of the 2024 dividend payment will be decided at the Annual General Meeting 2025.

Article 8: Authorize the Board of Directors to be responsible for considering and approving investment projects under the authority of the General Meeting, transactions, contracts signed between VICOSTONE Joint Stock Company and related parties, ensuring the interests of shareholders, including but not limited to:

1. Approve contracts, transactions between the Company and related parties under the authority of the General Meeting as prescribed in Article 167 of the 2020 Enterprise Law and Clause 4, Article 43 of the Company's Charter (on Responsibilities for honesty and avoidance of conflicts of interest) and corresponding amendments and supplements;
2. Approve the Company's investment orientations (including share purchase, sale, merger projects, etc.) with a value greater than 35% of the total asset value recorded in the latest audited Financial Statements.

Article 9: Approve the orientation to receive the transfer of the "Investment project for construction of a plant to produce unsaturated polyester resin with UV radiation resistance and weather resistance, applied in the production of engineered stone from quartz and other composite materials".

* VICOSTONE Joint Stock Company shall receive the entire transfer of the "Investment project for construction of a plant to produce unsaturated polyester resin with UV radiation resistance and weather resistance, applied in the production of engineered stone from quartz and other composite materials" from A&A Green Phoenix Group Joint Stock Company.
* Transfer purpose:
* To ensure proactive supply of raw materials for VICOSTONE's production
* To increase revenue for VICOSTONE from chemical trading activities
* Form of transfer: The project in its original state or the contributed capital portion in case Phenikaa splits the enterprise and transfers the Project to the split company.
* Transfer price: Based on the valuation by an independent valuation firm.
* Principle of price determination: To ensure publicity, transparency, accuracy and protection of the interests of VICOSTONE's shareholders.
* To authorize the Board of Directors to decide the timing, select the valuation firm, determine the transfer value and decide other related contents to ensure the implementation of the transfer in accordance with the orientation approved by the General Meeting; to direct relevant departments to carry out subsequent procedures, ensuring the interests of the Company and shareholders.

Article 10: Elect members of the Board of Directors for the term of 2024 - 2029:

* Mr. Ho Xuan Nang
* Ms. Le Thi Minh Thao
* Mr. Pham Tri Dung
* Ms. Tran Lan Phuong
* Mr. Nguyen Quang Hung

The list of members of the Board of Directors of VICOSTONE Joint Stock Company for the 2024 - 2029 term includes:

* Mr. Ho Xuan Nang
* Ms. Le Thi Minh Thao
* Mr. Pham Tri Dung
* Mr. Nguyen Quang Hung
* Ms. Tran Lan Phuong

Article 11: Approve the remuneration for the Board of Directors in 2024

Decide the remuneration level for the Board of Directors in 2024:

* Chair of the Board of Directors: VND 6.0 million/month
* Members of the Board of Directors: VND 5.0 million/person/month
* Independent member of the Board of Directors Authorize the Board of Directors to decide on an appropriate allowance based on the effectiveness of their contribution.

In addition to the remuneration, members of the Board of Directors directly working at the Company shall receive salaries and bonuses as per the Company's regulations.

The General Meeting assigns the Board of Directors and Executive Board of VICOSTONE Joint Stock Company to be responsible for directing the organization and implementation of the contents enshrined in this General Mandate.

This General Mandate takes effect from April 12, 2024.