**PCH: Annual General Mandate 2024**

On April 15, 2024, Picomat Plastic Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Article 1: Approve the content of the Report on the activities of the Board of Directors

Article 2: Approve the content of the Evaluation Report of the Independent Member of the Board of Directors

Article 3. Approve the content of the Report on the activities of the Supervisory Board

Article 4: Approve the content of Proposal No. 01/2024/TTr-HDQT on: Audited Financial Statements 2023.

The General Meeting of Shareholders approves the separate and consolidated audited Financial Statements for 2023 audited by the Branch of Moore AISC Auditing And Informatics Services Company Limited.

Article 5: Approve the content of Proposal No. 02/2024/TTr-HDQT on: Business results in 2023 and the business plan for 2024.

1. Result of 2023 business activities:

The General Meeting of Shareholders approves the business results for 2023. In details:

* Results of production and business activities in 2023:

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | 2022 | 2023 | Increase/decrease (%) |
| 1 | Total revenue from goods sales | 151,962,809,609 | 124,650,435,594 | -17.97% |
| 2 | Charter capital | 200,000,000,000 | 219,999,900,000. | 10.00% |
| 3 | Profit before tax: | 18,103,971,424 | 15,033,082,796 | -16.96% |
| 4 | Profit after tax | 14,183,284,394 | 12,297,857,776 | -13.29% |
| 5 | Total assets | 257,234,571,546 | 270,339,071,591 | 5.09% |

* Situation of result compared to the plan for 2023

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Plan | Result | Comparison with the plan (%) |
| 1 | Total revenue from goods sales | 160,000,000,000 | 124,650,435,594 | 77.91% |
| 2 | Charter capital: | 320,000,000,000 | 219,999,900,000 | 68.75% |
| 3 | Profit before tax: | 18,200,000,000 | 15,033,082,796 | 82.60% |
| 4 | Profit after tax | 14,560,000,000 | 12,297,857,776 | 84.46% |

1. The business plan for 2024:

The General Meeting of Shareholders approves the Company's business plan for 2024. In details:

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | 2023 | Plan in 2024 | Increase/Decrease of 2024 plan compared to that of 2023 |
| 1 | Total revenue from goods sales | 124,650,435,594 | 235,400,000,000 | 88.85% |
| 2 | Profit before tax: | 15,033,082,796 | 19,000,000,000 | 26.39% |
| 3 | Profit after tax | 12,297,857,776 | 15,200,000,000 | 23.60% |
| 4 | Charter capital: | 219,999,900,000 | 417,999,890,000 | 90.00% |
| 5 | Dividend | 10% | 5% | (50%) |

Article 6: Approve the content of Proposal No. 03/2024/TTr-HDQT on: Select an independent audit company for the fiscal year 2024;

The General Meeting agrees to select the Branch of Moore AISC Auditing And Informatics Services Company Limited as the unit to perform the audit of the Annual Financial Statements and review the Semi-Annual Financial Statements for 2024.

In case the Branch of Moore AISC Auditing And Informatics Services Company Limited is not suitable, the General Meeting of Shareholders authorizes the Board of Directors to select another audit company in the list of audit companies approved by the State Securities Commission for 2024 in accordance with the law to perform the audit of the Annual Financial Statements and review the Semi-Annual Financial Statements for 2024.

Article 7: Approve the content of Proposal No. 04/2024/TTr-HDQT-BKS on: Salary, remuneration of the Board of Directors, the Supervisory Board in 2023, and Plan for 2024:

The General Meeting approves the Report on salaries and remuneration of the Board of Directors, Supervisory Board, and other managers in 2023 and the Plan for salaries and remuneration of the Board of Directors and Supervisory Board in 2024.

1. Report on salaries and remuneration of the Board of Directors and Supervisory Board in 2023
   1. Number of members of the Board of Directors and Supervisory Board of the Company:

* Members of the Board of Directors: 05 people.
* Member of the Supervisory Board: 03 persons
  1. Implementation of salary, remuneration, and income in 2023 for the Board of Directors, Supervisory Board, and other managers of the Company.

Total payment for the Board of Directors, Supervisory Board, and other managers of the Company in 2023 is as follows:

* Total salary/remuneration of the Board of Directors: VND 0/year
* Total salary/remuneration of the Supervisory Board: VND 432,797,332/year
* Total salary/remuneration of the General Manager: VND 305,752,778/year
* Total salary/remuneration of other managers: VND 358,067,593/year

The salaries of the General Manager and other managers are paid by the Company on the basis of labor contracts and/or according to the actual time of holding the position and work performance of each member.

2.. Plan for salaries and remuneration of the Board of Directors and Supervisory Board in The General Meeting of Shareholders 2024 approves the total salary and remuneration fund for the Board of Directors and Supervisory Board of the Company in 2024 as follows:

* Total salary/remuneration for members of the Board of Directors: VND 500,000,000/year
* Total salary/remuneration for members of the Supervisory Board: VND 450,000,000/year

The General Meeting of Shareholders assigns the Chair of the Board of Directors to decide the specific salary/remuneration level for members of the Board of Directors and assigns the Chief of the Supervisory Board to decide the specific salary/remuneration level for members of the Supervisory Board within the above total salary/remuneration.

Article 8: Approve the content of Proposal No. 05/2024/TTr-HDQT on: Signing and implementing contracts and transactions with related parties being subsidiaries

The General Meeting approves:

1. Approve the content of the principal contract signed between Picomat Plastic Joint Stock Company and its subsidiary, Hai Dang Materials Joint Stock Company. The total transaction value does not exceed VND 300,000,000,000.
2. Transaction approval time: from July 01, 2024 to June 30, 2025.
3. The General Meeting of Shareholders authorizes the Board of Directors to decide, direct and supervise the signing and implementation of the above transactions in the spirit of ensuring the interests of Picomat Plastic Joint Stock Company, in accordance with the provisions of law and the Company's Charter.

Article 9: Approve the content of Proposal No. 06/2024/TTr-HDQT on: Profit distribution plan in 2023

The General Meeting approves the Company's profit distribution plan for 2023, specifically as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Planned Implementation |
| 1 | Undistributed profit after tax according to the consolidated financial Statements in 2023 | VND | 22,988,922,492 |
|  | In which:  Accumulated profit from previous years | VND | 11,151,318,344 |
|  | Profit in 2023 | VND | 11,837,604,148 |
| 2 | Plan for profit distribution in 2023 (10%/charter capital) | VND | 21,999,990,000 |
|  | Dividend payment by shares (rate of 10%/charter capital) | VND | 21,999,990,000 |
| 3 | Remaining profit after dividend distribution as above | VND | 988,932,492 |

Article 10: Approve the content of Proposal No. 07/2024/TTr-HDQT on: Share issuance for paying dividends in 2023

The General Meeting approves the payment of dividends in 2023 by the Company with the following contents:

1. Approve the plan on share issuance to pay dividends of 2023
2. The plan on share issuance for dividend payment of 2023.

|  |  |
| --- | --- |
| Name of the issued share: | : Shares of Picomat Plastic Joint Stock Company |
| Share type: | : Common share |
| Par value | : VND 10,000/share |
| Securities code | : PCH |
| Subjects of the issuance | : Existing shareholders according to the list of shareholders recorded by Vietnam Securities Depository and Clearing Corporation (VSDC) at the record date to receive dividends by shares |
| Number of outstanding shares | : 21,999,990 shares |
| Issuance method | : By exercising the rights |
| Exercise rate (expected) | : 10% (13: 1) (Shareholders receive 01 new shares as dividend for every 10 shares they own) |
| Number of shares expected to be issued: | : 2,199,999 shares |
| Total expected issuance value at par value: | : VND 21,999,990,000 |
| Source of the issuance | : Undistributed profit after tax in the Audited Separate Financial Statements 2023 |
| Expected increase in charter capital: | : VND 21,999,990,000 |
| Form of issuance | : Issue shares to pay dividends of 2023 |
| Plan on rounding and handling fractional shares (if any) | : The number of shares distributed as dividends to existing shareholders will be rounded down to the unit, the fractional shares (if any) will be canceled.  For example: Shareholder A owns 1,025 shares, the number of shares received is temporarily calculated as 1,025 \* 0.1 = 102.5 shares. Based on the above principal, the number of actual shares that shareholder A receives is 102 shares, while the fractional shares (0.5 shares) will be removed. |
| Expected issuance time: | : Authorize the Board of Directors to decide on a specific time after being approved by the General Meeting of Shareholders and the State Securities Commission |
| Transfer restriction for the issued shares to pay dividends | : No restriction |
| Distribution method: | : For deposited securities: Owners carry out the procedures to receive dividends at Depository Members where deposited accounts are opened.  For undeposited shares: The owner carries out procedures to receive dividends at Picomat Plastic Joint Stock Company, Address: 1st Floor, CT3B Building, No. 10 Thang Long Boulevard, Me Tri Ward, Nam Tu Liem District, Hanoi on working days of the week. When coming to receive dividends, shareholders present their ID card/citizen identification card and the Certificate of Share Ownership. |
| Registration and depository of additional securities, register for additional trading | : All of the additional shares issued to pay the above-mentioned dividends will be additionally registered for depository at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally registered for listing on the Hanoi Stock Exchange (HNX) in accordance with the provisions of law. |

1. Authorize the Board of Directors to carry out relevant tasks to complete the share issuance to pay dividends for shareholders.

The General Meeting of Shareholders authorizes the Board of Directors and/or the Chair of the Board of Directors to carry out and complete the procedures related to the Plan in Section 1 above, including but not limited to:

1. Select the issuance time in 2024, carrying out necessary procedures to implement the issuance plan, including revising, supplementing, and completing according to requirements and completing relevant documents to submit to the State management agency for approval of the increase in charter capital and reporting to the nearest General Meeting of Shareholders on the above-mentioned increase in charter capital;
2. Carry out necessary procedures to register changes in business registration contents regarding the increase in the Company's charter capital as mentioned above, at the same time amending the Company's Charter after the capital increase and reporting the implementation results at the nearest General Meeting of Shareholders;

Carry out necessary work and procedures to additionally register for depository, additionally register shares, change the Certificate of Securities Registration at the Vietnam Securities Depository and Clearing Corporation and additionally register for listing the number of additional shares issued by the Company on the Stock Exchange;

Other contents related to the issuance plan.

1. Approve the implementation time: In 2024 and after being approved by the State management agencies
2. Approve the amendment of Clause 1, Article 6 in the Company's current Charter after completing the issuance of shares to pay dividends in 2023. The General Meeting of Shareholders assigns the Board of Directors to make the above adjustments in the Company's Charter after completing the issuance of shares to pay dividends in 2023.

Article 11: Approve the content of Proposal No. 08/2024/TTr-HDQT on: Report on the results of implementing the contents assigned/authorized at the Annual General Meeting of Shareholders in 2023

The specific content of the Proposal is attached to this General Mandate.

Article 12: Approve the content of Proposal No. 09/2024/TTr-HDQT on: Continue to implement the plan to offer shares in a private placement to purchase PVLand shares and supplement working capital in Proposal No. 11/2023/TTr-HDQT dated October 27, 2023, which was approved by the Extraordinary General Meeting of Shareholders in 2023

1. The General Meeting approves continuing to implement the plan to offer shares in a private placement to purchase PVLand shares and supplement working capital, which was approved at the Extraordinary General Meeting of Shareholders in 2023 on November 22, 2023.
2. Approve the amendment of Clause 1, Article 6 in the Company's current Charter after completing the private placement of shares to purchase PVLand shares and supplement working capital. The General Meeting of Shareholders assigns the Board of Directors to make the above adjustments in the Company's Charter after completing the private placement of shares to purchase PVLand shares and supplement working capital.

Article 13: Terms of enforcement

This General Mandate has been approved by the General Meeting of Shareholders and takes effect from the date of signing. The General Meeting of Shareholders authorizes the Board of Directors of the Company to concretize into specific plans and tasks to direct the organization and implementation of the General Mandate.