**TNP: Annual General Mandate 2024**

On April 16, 2023, Thi Nai Port Joint Stock Company announced General Mandate No. 13/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on the production and business results in 2023 and the operational plan for 2024.

‎‎Article 2. Approve the Report on Activities of the Board of Directors in 2023 and the orientation in 2024.

‎‎Article 3. Approve the Report on activities of the Supervisory Board of the Company in 2023 and the operational plan for 2024.

‎‎Article 4. Approve the business results in 2023, the operation plan for 2024, specifically as follows:

1. Production and business results in 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No | Target | Unit: | Plan | Implementation | Completion (%) |
| 1 | Volume of cargo through the port | Tons | 1,900,000 | 1,855,010 | 97.63% |
| 2 | Total revenue | VND | 85,000,000,000 | 72,163,575,806 | 84.90% |
| 3 | Profit before tax | VND | 24,000,000,000 | 20,946,491,934 | 87.28% |
| 4 | Corporate income tax | VND |  | 4,092,872,753 |  |
| 5 | Profit after tax | VND |  | 16,853,619,181 |  |
| 6 | Basic earnings per share | VND |  | 2,255 |  |
| 7 | Profit margin after tax/ Charter capital | % |  | 23.74% |  |
| 8 | Dividend rate/year | % | 17% | 25% | 147% |
| 9 | Average income/person/month | VND | 12,600,000 |  12,600,000 | 100% |

1. Production and Business plan in 2024:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No | Target | Unit | Results in 2023 | Plan for 2024 | Rate % |
| - | Volume of cargo through the Port | Tons | 1,855,010 | 1,900,000 | 102.43% |
| - | Total revenue | VND | 72,163,575,806 | 85,000,000,000 | 117.79% |
| - | Profit before tax | VND | 20,946,491,934 | 24,000,000,000 | 114.58% |
| - | Dividend rate/year | % | 25 | 18 |  |
| - | Average income/person/month | VND | 12,600,000 | 12,600,000 | 100% |

In the situation of fluctuations of the economy and market in 2024, the approval of the authorization for the Board of Directors can adjust the Production and Business Plan 2024 accordingly and report for approval at the nearest General Meeting of Shareholders.

‎‎Article 5. Approve the salary and remuneration of the Board of Directors and the Supervisory Board for implementation in 2023 and the plan for 2024:

1. Salaries and Remuneration of the Board of Directors and the Supervisory Board in 2023
* Salary of Executive Chair of the Board of Directors: VND 31 million/month
* Remuneration in 2023:
	+ Vice Chair of the Board of Directors: VND 10 million/month
	+ Members of the Board of Directors: VND 7 million/month
	+ Secretariat: VND 3 million/month
	+ Remuneration of the Chief of the Supervisory Board: VND 3 million/month
	+ Remuneration of members of the Supervisory Board VND 2 million/month
1. Salary and remuneration plan for 2024
* Executive Chair assigns the Board of Directors to decide on the salary of the Executive Chair of the Board of Directors and report on approval of the Annual General Meeting of Shareholders 2025.
* Remuneration of Vice Chair of the Board of Directors: VND 10 million/month
* Remuneration for Members of the Board of Directors: VND 7 million/month
* Remuneration of the Secretariat of the Board of Directors: VND 3 million/month
* Remuneration of the Chief of the Supervisory Board: VND 3 million/month
* Remuneration of members of the Supervisory Board VND 2 million/month

‎‎Article 6. Approve the appropriation of the Executive Board’s Reward Fund, Benefits and Bonus Fund in 2024:

Appropriation for bonus and welfare funds 2024:

Deduct 3% of profit after tax

Executive Board’s Bonus Fund in 2024:

Deduct 2% of profit after tax

‎‎Article 7. Select an audit company for the fiscal year 2024

Approve to select AAC Auditing and Accounting Company Limited as the audit company for the Company's Financial Statements 2024.

‎‎Article 8. Approve the Financial Statements 2023 audited by AAC Auditing and Accounting Company.

Some main targets as follows:

1. Balance sheet:

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| --- |
| Unit: VND |
| No | Major targets | As of January 01, 2023 | As of December 31, 2023 |
| 1 | Total assets | 112,307,489,627 | 115,106,004,899 |
| - | Short-term assets: | 18,781,457,989 | 25,173,514,657 |
| - | Long-term assets: | 93,526,031,638 | 89,932,490,242 |
| 2 | Total capital sources | 112,307,489,627 | 115,106,004,899 |
| - | Payables | 9,396,003,914 | 13,933,580,964 |
| - | Owners’ equity | 102,911,485,713 | 101,172,423,935 |

1. Income statement

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| --- |
| Unit: VND |
| No | Major targets | In 2022 | In 2023 |
| 1 | Total revenue | 79,605,725,033 | 72,163,575,806 |
| - | Net revenue from goods sales and service provision | 78,345,758,813 | 70,901,448,630 |
| - | Financial revenue | 1,257,564,509 | 1,261,509,546 |
| - | Other incomes | 2,401,711 | 617,630 |
| 2 | Total expenses | 56,223,011,050 | 51,217,083,872 |
| - | Cost of goods sold | 43,867,811,082 | 37,661,046,185 |
| - | General and administrative expense | 12,206,131,031 | 13,122,624,185 |
| - | Financial expenses | 135,600,547 | 430,578,290 |
| - | Other expense | 13,468,390 | 2,834,781 |
| 3 | Profit before tax | 23,382,713,983 | 20,946,491,934 |
| 4 | Profit after tax | 18,782,699,186 | 16,853,619,181 |
| 5 | Basic earnings per share | 2,513 | 2,255 |

‎‎Article 9. Approve the Proposal on amending and supplementing to the Internal Regulations on Corporate Governance.

* Agree to update some contents of the Internal Regulations on Corporate Governance.
* Assign the Board of Directors to decide relevant issues when updating the Internal Regulations on Corporate Governance in accordance with current regulations.

Specific updates:

|  |  |
| --- | --- |
| Current Internal Regulations on Corporate Governance | Updated Internal Regulations on Corporate Governance  |
| ‎‎Article 8. Procedures for collecting shareholders’ opinions via a ballot and the General Meeting of Shareholders approve General Mandate in the form of online conferences or conferences in-person combined with online.Section 2: The General Meeting of Shareholders approves General Mandate in the form of online conferences or conferences in-person combined with online. |
| None | The General Meeting of Shareholders approves General Mandate in the form of online conferences or conferences in-person combined with online.* In case it is necessary for the benefit of the Company, the Board of Directors has the right to apply the form of online conference or conferences in-person combined with online to approve General Mandate.
* Each Shareholder is provided with (01) hard copy notice of meeting invitation sent by post/email before the meeting date, on the notice/email with the Delegate Code, Username and password to access the online General Meeting of Shareholders system or other identification elements issued by the Company depending on each specific case;
* Shareholders are responsible for keeping the access information and other identifiers provided by the Company confidential to ensure that only shareholders have the right to conduct voting and voting on the online system;
* Shareholders use other identifiers issued by the Company to access the online system and conduct voting and elections according to the contents of the online General Meeting of Shareholders;
* For each issue to be put to a vote, the Delegate votes by selecting (01) of the options: "Approve", "Disagree" or "No opinion" displayed on the Vote - Election interface in the online system;
* With the content of election, shareholders choose the method of accumulating or registering votes. If all votes are for a candidate, shareholders check in the column "Vote all evenly" of the respective candidate on the Vote - Election interface at the online system; If the vote is recorded for any candidate, shareholders fill in the number of votes in the "Number of votes" box of the corresponding candidate on the Vote - Election interface at the online system. In case of arising contents outside the agenda of the General Meeting sent to shareholders: Shareholders can participate in supplementary voting and elections. If shareholders do not vote or vote with arising contents, the votes and elections of shareholders are considered to have no opinion on these contents;
* How the online system is recorded: shareholders can change the results of voting and elections; can vote and elect additional contents. At that time, the online system only uses the results of voting and the final election at the end of the content voting.
* The online voting, elections time start from the time shareholders receive access information to the time of closing online voting, elections specified on the notice of the online system. At the end of the stipulated time, the system does not record more online voting, elections results from the shareholders;
* The order, procedures and conditions related to the General Meeting of Shareholders to approve General Mandate in the form of online conferences or in person combined with online not specified in this Article will apply the same as the order, procedures and conditions applicable to the General Meeting of Shareholders directly or apply the order, other procedures and conditions suitable to the circumstances and strictly comply with the provisions of the Company's Charter and legal regulations.
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‎‎Article 10. Approve the profit distribution plan of 2023 and dividend prepayment in 2024.

1. Profit distribution plan in 2023

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount (VND) |
| I | Undistributed profit after tax | 23,322,025,132 |
| - | Retained from previous years | 6,468,405,951 |
| - | In 2023 (The Audited Financial Statements)  | 16,853,619,181 |
| II | Distributed profit after tax | 18,592,680,959 |
| - | Bonus and welfare fund (3% of profit) | 505,608,575 |
| -  | Bonus fund for the Executive Board (2% of Profit). | 337,072,384 |
| - | Dividend distribution (25% Charter Capital) | 17,750,000,000 |
| III | Retained undistributed profit after tax | 4,729,344,173 |

1. Dividend prepayment plan 2024:

Approve the authorization to the Board of Directors, depending on business results, business plans and cash flow optimization guarantees, to decide on all matters related to the dividend prepayment 2024, including whether or not to make a dividend prepayment, the level of dividend prepayment, time, method of payment and other issues related to dividend prepayment to shareholders.

The Annual General Meeting of Shareholders 2024 assigns the Board of Directors of Thi Nai Port Joint Stock Company to direct and organize the implementation of the contents of this General Mandate in accordance with the law and the Company's charter./.