**VHF: Annual General Mandate 2024**

On April 16, 2024, Vinh Ha Food JSC announced General Mandate No. 01/NQ-DHDCD18/VHF as follows:

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

1. Approve the full text of the Report in document No. 98/BC-BGD-VHF dated April 15, 2024.

The summary of the key targets achieved as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | 2023 | 2022 |
| 1 | Revenue from goods sales and service provision | 662,895,814,149 | 500,105,328,772 |
| 2 | Deductions | 4,559,711,523 | 3,111,195,711 |
| 3 | Net revenue from goods sales and service provision | 658,336,102,626 | 496,994,133,061 |
| 4 | Cost of goods sold | 628,668,104,499 | 477,031,667,610 |
| 5 | Gross profit from goods sales and service provision | 29,667,998,127 | 19,962,465,451 |
| 6 | Revenue from financial activities | 25,098,977,080 | 23,735,673,121 |
| 7 | Expenses for financial activities | 8,106,451,925 | 4,814,207,167 |
|  | - In which: Interest expense | 7,977,817,054 | 2,796,490,713 |
| 8 | Selling expense | 9,121,577,072 | 4,344,975,497 |
| 9 | General and administrative expense | 29,013,480,917 | 27,520,664,889 |
| 10 | Net profit from production and business activities | 8,525,465,293 | 7,018,291,019 |
| 11 | Other incomes | 66,327,683 | 87,039,192 |
| 12 | Other expenses | 359,105,392 | 4,120,079 |
| 13 | Other profits | (292,777,709) | 82,919,113 |
| 14 | Total profit before tax | 8,232,687,584 | 7,101,210,132 |
| 15 | Current corporate income tax expense |  | - |
| 16 | Profit after tax | 8,232,687,584 | 7,101,210,132 |

Plan for production and business profits 2024

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Total |
| 1 | Revenue from goods sold and services provided | Million VND | 550,000 |
| 2 | Cost of goods sold | Million VND | 517,500 |
| 3 | Gross profit | Million VND | 32,500 |
| 4 | Revenue from financial activities | Million VND | 22,000 |
| 5 | Expenses for financial activities | Million VND | 7,000 |
| 6 | Selling expense | Million VND | 10,000 |
| 7 | General and administrative expense | Million VND | 30,000 |
| 8 | Profits from production and business activities | Million VND | 7,500 |
| 9 | Other profits | Million VND |  |
| 10 | Total profit after tax | Million VND | 7,500 |

1. The General Meeting of Shareholders especially emphasized the implementation of the production and business plan 2024 with revenue: VND 550 billion, Profit after tax: VND 7.5 billion; and strive to implement the deployment of investment projects in construction to maximize the effective use of the Company's land fund.
2. The General Meeting of Shareholders authorizes to the Board of Directors the proactive resolution of all difficulties to organize, implement, and achieve the production and business plan targets. Proactively develop a plan for self-investment in developing land exploitation projects to achieve the highest efficiency for the Company and submit them to the General Meeting of Shareholders for consideration.

Article 2: Approve the Audited Financial Statements 2023:

Approve the full text of the Audited Financial Statements 2023 by FAC Auditing Company Limited, as stated in document No. 14/FAC/BCKiT.NV2 dated March 07, 2024.

Article 3: Approve the Report of the Board of Directors on the management work in 2023 and the operating orientation 2024 of the Company.

Approve the Report of the Board of Directors on the assessment of the current state of management and administration work of the Company in 2023 and the operating orientation 2024, as stated in document No. 07/BC-HDQT-VHF dated April 15, 2024.

Article 4: Approve the Report of the Supervisory Board on the assessment of management, business production activities, and the review of the Report of the Board of Directors on business management in 2023.

Approve the full text of the Report of the Supervisory Board. The Evaluation Report on the production and business situation, financial status 2023, and the Report of the Board of Directors on business management in 2023, as stated in document No, 01/BC-BKS-VHF dated April 10, 2024

Article 5: Approve the profit distribution plan and dividend payment 2023.

Approve the full text of the profit distribution and dividend payment plan 2023, as stated in document No. 08/TTr-HDQT-VHF dated April 15, 2024.

1. The undistributed profit 2023 8,232,687,584
2. The profit distribution is as follows:

Total distributed profit 8,232,687,584

Investment and development fund (5%/profit after tax) 411,634,379

Bonus and welfare fund (5%/profit after tax) 411,634,379

1. Distribute dividends to shareholders 7,409,418,826

Dividend payment rate: VND 7,409,418,826: VND 215,000,000,000= 3.45% Dividend payment method: In cash/bank transfer

The time for dividend payment will be decided by the Board of Directors at the appropriate time.

Article 6: Approve the operating budget and remuneration of the Board of Directors and the Supervisory Board 2023, as well as the operating budget and remuneration plan of the Board of Directors and the Supervisory Board 2024.

1. Approve the full text of the Board of Directors' Report on the implementation of the remuneration of the Board of Directors and the Supervisory Board 2023, and the plan for implementing the remuneration and operating budget regulations of the Board of Directors and the Supervisory Board in 2024, as stated in document No. 09/TTr-HDQT-VHF dated April 15, 2024.
2. The General Meeting of Shareholders authorizes to the Manager of the company the allocation of funds to ensure the operation of the Board of Directors and the Supervisory Board according to the approved General Mandate.

Article 7: Approve the authorization for the Company's Board of Directors to select the audit company for the Company's fiscal year 2024.

1. Approve the full text of the Proposal to authorize the Board of Directors to select the audit company for 2024, as stated in document No. 10/TTr-HDQT/VHF dated April 15, 2024;
2. The General Meeting of Shareholders authorizes to the Board of Directors the authority to select the audit company to conduct the audit for the Company's fiscal year 2024 based on the actual situation.

Article 8: Plan on restructuring the Company in the period of 2021 - 2025;

1. Not approve the full text of the Restructuring Plan of the Company for the period 2021-2025, as stated in document No. 11/TTr-HDQT-VHF dated April 15, 2024 and the attached plan No. 15/DA-VHF-HDQT dated April 15, 2024.
2. Authorize the Board of Directors to review and finalize the Plan and present it at the upcoming General Meeting of Shareholders.

Article 9: Arrangement and handling plan for houses and land in accordance with Decree 167/2017/ND-CP and Decree 67/2021/ND-CP.

1. The General Meeting of Shareholders did not approve the arrangement and handling plan for houses and land in accordance with Decree 167/2017/ND-CP and Decree 67/2021/ND-CP, as stated in Proposal number 12/TTr-HDQT-VHF dated April 15, 2024. As the arrangement and handling plan for houses and land according to Decree 167/2017/ND-CP and Decree 67/2021/ND-CP of the Company needs further adjustments to comply with the regulations of the State.
2. The General Meeting of Shareholders authorizes the Board of Directors to review and update the current regulations of the State in order to issue a plan for the arrangement and handling of houses and land in accordance with Decree 167/2017/ND-CP and Decree 67/2021/ND-CP, ensuring the Company's legal rights and interests.

Article 10: Approve the dismissal of the Chair of the Supervisory Board of the Company.

Agree to dismiss Ms. Vu Thi Thuy from the position of Chair of the Supervisory Board and withdraw her from the Supervisory Board of the Company; Ms. Vu Thi Thuy ceases to hold the position of Chair of the Supervisory Board from April 16, 2024.

Article 11: Approve the appointment of additional members to the Supervisory Board of the Company.

Agree to appoint Ms. Nguyen Thi Trang as a member of the Supervisory Board of the Company for the term 2021-2026, from April 16, 2024.

Article 12: The Board of Directors is responsible for notifying the content of this General Mandate to shareholders eligible to attend the meeting within 15 days from the end of the General Meeting of Shareholders, according to the provisions of the Enterprise Law and the Company's Charter.

Article 13: This General Mandate is approved by the General Meeting of Shareholders and takes effect on April 16, 2024. The Board of Directors, the Supervisory Board and the Board of Managers are responsible for the implementation of this General Mandate.