**VOC: Annual General Mandate 2024**

On April 17, 2024, Vietnam Vegetable Oils Industry Corporation - Joint Stock Company announced General Mandate as follows:

Article 1. Approve the following reports: Auditor’s report on the Financial Statements 2023, Report on activities of the Board of Directors in 2023 and Report on activities of the Supervisory Board in 2023.

The results of Vocarimex's production and business activities in 2023 are as follows:

* Revenue: VND 844.05 billion.
* Profit before tax: VND 1,513.4 billion.

Article 2. Approve the Business Plan for 2024.

* Revenue: VND 600 billion.
* Profit before tax: VND 34 billion.
* Dividends and appropriation for funds: Based on the actual profit after tax in 2024, the Board of Directors will submit to the General Meeting of Shareholders 2025 the dividend distribution rate and the appropriation for funds.

Article 3. Approve the remuneration payments of the Board of Directors and the Supervisory Board in 2023 and the remuneration payment plan for the Board of Directors and the Supervisory Board in 2024.

1. Total realized remuneration for the Board of Directors and the Supervisory Board in 2023

* The total actual remuneration of the Board of Directors in 2023 is VND 276,000,000

In which:

Chair of the Board of Directors: VND 8,000,000/month

Member of the Board of Directors: VND 6,000,000/month/person

The Secretariat of the Board of Directors: VND 3,000,000/month

* Total remuneration of the Supervisory Board in 2023: VND 144,000,000

In which:

Chief: VND 6,000,000/month

Member: VND 3,000,000/month/person

1. Remuneration plan for the Board of Directors and Supervisory Board in 2024.

* The Board of Directors: VND 276,000,000

In which:

Chair of the Board of Directors: VND 8,000,000/month

Member of the Board of Directors: VND 6,000,000/month/person

The Secretariat of the Board of Directors: VND 3,000,000/month

* The Supervisory Board: VND 144,000,000

In which:

Chief: VND 6,000,000/month

Member: VND 3,000,000/month/person

Article 4. Approve the content explaining the special dividend payment; Plan for profit distribution, appropriation for funds and dividends in 2023:

1. Explanation for special dividend payment:

* At Vocarimex's Extraordinary General Meeting of Shareholders 2022 dated January 5, 2023, there was a General Mandate with the content: “If the Calofic divestment is successful and there is a surplus, the General Meeting of Shareholders authorizes the Board of Directors to pay special dividends to shareholders. Implementation time and rate were assigned to the Board of Directors to decide"
* On February 27, 2023, the Board of Directors announced Resolution No. 06/NQ-HDQT and sent Notice No. 12/DTV-TC dated February 27, 2023 to Vietnam Securities Depository and Clearing Corporation with the content of recording the list of shareholders to pay special dividends at the rate of 100%
* On March 3, 2023, the Board of Directors announced Resolution No. 09/NQ-HDQT and sent Notice No. 13/DTV-TC dated March 3, 2023 to Vietnam Securities Depository and Clearing Corporation to temporarily postpone the implementation of recording the list of shareholders due to incomplete related procedures.
* On June 26, 2023, at the Annual General Meeting of Shareholders 2023, the Board of Directors announced a Proposal on dividend payment 2022 at the rate of 30%. The correct text should be “special dividend”, but due to a typographical error, the word “special” was missing
* The dividend payment at the rate of 30% is a special dividend because from the Company's equitization up to now, every year, Vocarimex only pays dividends at the rate of 10%, with a maximum of 12%. On the other hand, the Board of Directors considers it necessary to restructure the Company's operations in the future, specifically investing in projects with better efficiency, bringing the best benefits to shareholders.

Thus, VOCARIMEX Corporation has paid a special dividend at a rate of 30%, implemented on October 20, 2023.

1. Plan on profit distribution and dividends in 2023:

Unit: VND VND

|  |  |  |
| --- | --- | --- |
| No. | Targets | Value |
| 1 | Undistributed profit after tax accumulated as of December 31, 2023 | 1,024,842,792,343 |
| 2 | Appropriation for bonus and welfare fund | 4,800,000,000 |
| 3 | Bonus for the Board of Directors and the Board of Management | 1,000,000,000 |
| 4 | Dividends: 12%/Par value of shares(VND 1,200/share) | 146,160,000,000 |
| 5 | Remaining profit after tax: (1) - (2) - (3) - (4) | 872,882,792,343 |

Article 5: Approve the selection of an independent audit company for the Financial Statements 2024.

The Meeting agreed to authorize the Board of Directors to select the company to audit the Financial Statements 2024: Ernst & Young Vietnam Limited. This is a company on the list licensed by the Ministry of Finance and the State Securities Commission to audit listed and public companies.

Article 6. Approve the continued implementation of canceling public company registration and canceling trading registration according to the content approved at the Extraordinary General Meeting of Shareholders on December 12, 2023.

On December 12, 2023, the Extraordinary General Meeting of Shareholders 2023 approved the content of canceling Vocarimex's status as a public company and canceling the trading registration of Vocarimex shares. Up to now, the Board of Directors is still completing the dossier to cancel public company status and cancel trading registration for Vocarimex shares in accordance with regulations.

Pursuant to the provisions of Clause 2, Article 272, Decree 155 on the authority of the General Meeting of Shareholders as follows: “2. For the contents approved in the previous General Mandates that have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is a change in the content within the decision-making authority of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders at the nearest meeting for approval before implementation.

At the same time, based on the list of shareholders dated March 18, 2024 provided by Vietnam Securities Depository and Clearing Corporation, there are currently 02 major shareholders of the Company holding 112,592,788 shares, equivalent to 92.44% of the Company's charter capital. Therefore, up to now, Vocarimex still no longer meets the conditions of being a public company as prescribed in Point a, Clause 1, Article 32 of the Law on Securities.

Based on the above contents, the Annual General Meeting of Shareholders 2024 approved the continued implementation of canceling Vocarimex's status as a public company and canceling Vocarimex share trading registration as approved by the Extraordinary General Meeting of Shareholders 2023 on December 12, 2023, specifically:

1. Cancellation of public company status and cancellation of share trading registration:

* Name of company: Vietnam Vegetable Oils Industry Corporation - Joint Stock Company
  + Head office address: 58 Nguyen Binh Khiem, Da Kao Ward, District 1, Ho Chi Minh City, Vietnam
  + Branch address: 10th Floor, No. 138- 142 Hai Ba Trung, Da Kao Ward, District 1, Ho Chi Minh City, Vietnam
  + Charter capital: VND 1,218,000,000,000
  + Securities code: VOC
  + Share type: common share
  + Par value of shares: VND 10,000/share
  + Exchange: Hanoi Stock Exchange (HNX) - UpCom
  + Implementation method: According to the provisions of the Law on Securities and guiding documents on cancellation of public company status.
* Assign the Board of Directors to consider the specific time for implementing as prescribed in Clause 5, Article 310 of Decree No. 155/2020/ND-CP.
* Completion time is according to the provisions of law and decisions of competent State agencies.
* Cancel share trading registration on HNX and cancel centralized share registration at VSDC:

After receiving approval from the State Securities Commission to cancel its public company status, VOC will continue to cancel the registration of share trading on HNX and cancel the centralized share registration at VSDC in accordance with relevant legal regulations.

1. Plan to resolve shareholders' rights

According to the provisions of the Law on Securities, after officially canceling its public company status, the Corporation will carry out procedures to cancel share trading registration on HNX.

In order to ensure the rights of shareholders, after the Corporation canceled its status as a public company as well as canceled its trading registration on HNX, the Corporation's major shareholder - KIDO Group Corporation (Securities code: KDC) (currently owning 106,329,900 shares, equivalent to 87.30% of VOC's charter capital) commits to buying the entire number of VOC shares held by the remaining shareholders if shareholders wish to transfer, specifically as follows:

* + Name of shares committed to buy: Shares of Vietnam Vegetable Oils Industry Corporation - Joint Stock Company.
  + Securities code: VOC
  + Share type: Common share, not restricted from transferring.
  + Number of shares committed to buy: The entire number of VOC shares held by the remaining shareholders of 15,470,100 shares, equivalent to 12.70% of VOC's charter capital.
* Buying price: according to the price agreed upon between the seller and the buyer at the time of the transaction, guaranteed not to be lower than the most recent book value of Vocarimex shares at the time of the transaction.
* The organization that commits to buying: KIDO Group Corporation and/or individual/organization designated by KDC.
* Committed time of buying: After the Corporation completed the procedure to cancel share trading registration on HNX.

1. Authorization for the Board of Directors:

The General Meeting of Shareholders authorized and assigned the Board of Directors to carry out the necessary work to complete the cancellation of public company registration, cancellation of share trading registration on HNX and cancellation of centralized share registration at VSDC according to the plan approved by the General Meeting of Shareholders, including but not limited to: Supplement and amend contents related to the plan to cancel public company registration at the request of State management agencies; Decide on implementation time, build documents, and implement procedures with the State Securities Commission, HNX, and VSDC in accordance with regulations.

Article 7: Approve the election result of the Board of Directors and the Supervisory Board for the term of 2024-2029.

1. Members of the Board of Directors

* Mr. Tran Kim Thanh
* Mr. Tran Le Nguyen
* Ms. Nguyen Thi Xuan Lieu

1. List of the Supervisory Board

* Ms. Nguyen Mai Thi
* Ms. Nguyen Thi Ngoc Chi
* Ms. Huynh Ngoc Nu Phuong Nga.

Article 8: Terms of enforcement.

This General Mandate takes effect from April 17, 2024. Shareholders, members of the Board of Directors, the Supervisory Board, and the Executive Board are responsible for implementing this General Mandate.