**DDV: Annual General Mandate 2024**

On April 19, 2024, DAP-VINACHEM Joint Stock Company announced the General Mandate 2024 No. 10/NQ-DHDCD as follows:

Article 1: The Annual General Meeting of Shareholders 2024 approves the following contents:

1. Approve the Report of the Board of Directors on the operation in 2023 and orientation for 2024.
2. Approve the Audited Financial Statements 2023 of the Company with the following main targets:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | In 2023 |
| 1 | Total revenue and other incomes | VND | 3,234,990,250,631 |
| 2 | Profit before tax | VND | 80,539,138,668 |
| 3 | Profit after tax | VND | 68,980,874,156 |
| 4 | Basic earning per share: | VND/share  | 472.12 |

1. Approve the Proposal on profit distribution 2023 with the following main targets:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Amount |
| 1 | Profit before tax | VND | 80,539,138,668 |
| 2 | Corporate income tax | VND | 11,558,264,512 |
| 3 | Profit after tax (1)-(2) | VND | 68,980,874,156 |
| 4 | Accumulated undistributed profit after tax from previous periods: | VND | 60,319,636,729 |
| 5 | Undistributed profit after tax | VND | 129,300,510,885 |
|  | Profit distribution |  |  |
|  | Appropriation for investment and development funds 20% | VND | 14,405,022,000 |
|  | Appropriation for bonus and welfare fund: 8% | VND | 5,762,009,000 |
|  | Appropriation for bonus fund for manager of the Company | VND | 171,167,000 |
|  | Dividend payment in cash: 6% | VND | 87,665,940,000 |
| 6 | Remaining undistributed profit | VND | 21,296,372,885 |

1. Approve the Report of the Supervisory Board on the production and business activities of the Company in 2023

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Main targets: | Unit | 2023 Plan | 2023 Results | Rate (%) |
| 2023 Results/2022 Results  | 2023 Results/2023 Plan |
| I | Physical product output: |  |  |  |  |  |
| 1 | Production volume of DAP: | Tons | 210,000 | 240,124 | 129.0 | 114.3 |
| 2 | Sale volume of DAP: | Tons | 220,000 | 248,164 | 140.2 | 112.8 |
| II | Target of industrial production and financial value: |  |  |  |  |  |
| I | Industrial production value according to actual situation | Billion VND | 3,019.283 | 2,991.813 | 88.7 | 99.1 |
| 2 | Total net revenue | Billion VND | 3,243.649 | 3,234.990 | 97.9 | 99.7 |
| 3 | Profit before tax | Billion VND | 115.226 | 80,539 | 21.2 | 69.9 |

1. Approve the Proposal on production and business plan in 2024 with the following main targets:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | 2024 Plan |
| 1 | Industrial production value according to actual situation | Billion VND | 3,141.55 |
| 2 | Production volume of DAP | Tons | 246,000 |
| 3 | Sale volume of DAP | Tons | 252,000 |
| 4 | Total net revenue: | Billion VND | 3,269.83 |
| 5 | Profit before tax | Billion VND | 125.15 |

The General Meeting of Shareholders authorizes the Board of Directors of the Company to decide the dividend advancement in 2024 and carry out the dividends advancement to the shareholders in accordance with the production and business results of the Company.

1. Approve the Report on remuneration for the Board of Directors, the Supervisory Board, the Company’s Secretariat in 2023 and the Proposal on incomes and remuneration for the Board of Directors, the Supervisory Board, the Company’s Secretariat in 2024:
2. Report on remuneration for the Board of Directors, the Supervisory Board, the Company’s Secretariat in 2023 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| Subjects | Number of people | Remuneration (VND/month) | Total amount (VND) |
| Chair of the Board of Directors | 01 | 5,000,000 | 60,000,000 |
| Members of the Board of Directors | 04 | 4,000,000 | 177,400,000 |
| Members of the Supervisory Board: | 02 | 3,000,000 | 72,000,000 |
| Company’s Secretariat | 01 | 3,000,000 | 36,000,000 |
| Total |  |  | 345,400,000 |

1. the Proposal on incomes and remuneration for the Board of Directors, the Supervisory Board, the Company’s Secretariat in 2024 as follows:
2. Income for the executive Chief of the Supervisory Board:

The income for the executive Chief of the Supervisory Board is calculated as per the production and business results of the Company, the salary of the Chief of the Supervisory Board is listed in to the Salary Sheet for managerial personnel; the salary payment is implemented as per the salary payment Regulations of the Company.

1. Remuneration for the Board of Directors, the Supervisory Board, the Company’s Secretariat

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Subjects | Number of people | Remuneration (VND/month) | Number of month receiving remuneration  | Total |
| Chair of the Board of Directors | 01 | 9,000,000 | 12 | 108,000,000 |
| Members of the Board of Directors | 04 | 7,500,000 | 12 | 360,000,000 |
| Members of the Supervisory Board | 02 | 6,000,000 | 12 | 144,000,000 |
| Company’s Secretariat | 01 | 5,000,000 | 12 | 60,000,000 |
| Total |  |  |  | 672,000,000 |

1. Approve the Proposal on selecting the audit company for the Financial Statements 2024:

List of Companies which are being considered to be selected to be the audit company for the Financial Statements 2024, including:

1. AASC Auditing Firm Company Limited;
2. CPA Vietnam Auditing Company Limited;
3. An Viet Auditing Company Limited

The General Meeting of Shareholders authorizes the Board of Directors to select one of the above Audit Companies to audit the Financial Statements 2024 (Including review the Semi-annual Financial Statements 2024 and the Annual Financial Statements 2024).

1. Approve the adjustment of operational Regulations of the Board of Directors:
2. Approve the adjusted Operating Regulations of the Board of Directors with the contents as in the attached Proposal No. 219/TTr-DAP dated March 28, 2024 of the Board of Directors.
3. The adjusted operating Regulations of the Board of Directors take effect immediately upon the approval of the Annual General Meeting of Shareholders 2024 of DAP-VINACHEM Joint Stock Company.
4. Approve the supplement of business lines and adjust, supplement the Company’s Charter:
5. Supplement to the business lines of the Company.

|  |  |  |
| --- | --- | --- |
| No. | Supplemented business lines | Business code |
| 1 | Road freight transport | 4933 |
| 2 | Construction of non-residential houses  | 4102 |
| 3 | Construction of road works | 4212 |
| 4 | Build electricity works | 4221 |
| 5 | Construction of water supply and drainage work | 4222 |
| 6 | Demolishment | 4311 |
| 7 | Ground preparation | 4312 |
| 8 | Finalize constructions | 4330 |
| 9 | Other specialized construction activities | 4390 |

1. Adjustment and supplement to the Company’s Charter:
* Approve the adjusted and supplemented Company's Charter with the contents as in attached Proposal No. 273/TTr-DAP dated April 10, 2024 of the Board of Directors.
* The adjusted and supplemented Company's Charter take effect immediately upon the approval of the Annual General Meeting of Shareholders 2024 of DAP-VINACHEM Joint Stock Company.
1. Through contracts and transactions between DAP-VINACHEM Joint Stock Company and Vietnam Apatit Limited Company

Applicable time: Apply to contracts and transactions arising in 2024. Assign the Board of Directors to monitor and direct the implementation of these contracts and transactions, ensuring compliance with the provisions of the law and regulations of DAP-VINACHEM Joint Stock Company. (Detailed Proposal is attached)

1. Approve the Proposal on the dismissal and the election of additional members of the Supervisory Board of the Company for the term of 2020 - 2025.
2. Approve the additional election of members of the Supervisory Board for the term 2020 - 2025;
3. The Meeting approves the list of candidates for the election of additional members of the Supervisory Board for the term of 2020-2025.
4. The Meeting approves the Regulations on nomination, candidacy, and additional election of members of the Supervisory Board for the term of 2020-2025.
5. The Meeting elected additional members of the Supervisory Board for the term of 2020-2025.

The results of the election of members of the Supervisory Board:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Full name | Number of votes | Rate |
| 1 | Ms. Pham Thi Nhung | 95,672,975 | 100% |

Pursuant to the results of vote counting and the election Regulations unanimously approved by the Meeting, the following persons has been elected as a member of the Supervisory Board of the Company for the term of 2020-2025:

* Ms. Pham Thi Nhung

Article 2: Terms of enforcement:

This General Mandate has been fully approved by the Annual General Meeting of Shareholders 2024 of DAP-VINACHEM Joint Stock Company at the meeting at 11.40 a.m. on April 19, 2024 and takes effect immediately after the end of the Meeting.

Members of the Board of Directors, members the Supervisory Board, the General Manager, Deputy General Managers and units under the control of the Company are responsible for implementing this General Mandate.