**DTD: Annual General Mandate 2024**

On April 16, 2024, Thanh Dat Investment Development JSC announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Article 1: Approve the Report of the Board of Directors and Board of Management on the operation and production status in 2024 and the plan for 2024;

* Business results in the Holding Company's Financial Statements 2023:

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| Target(Separate Financial Statements) | 2023 Plan | 2023 Result | Completion rate (%) |
| Revenue | 300,000,000,000 | 257,626,059,277 | 86.1% |
| Profit after tax | 100,000,000,000 | 73,114,840,693 | 73.1% |
| Dividend payment of 2022 (implemented in 2023) | 15% | 15% | 100% |

* Business results in the Consolidated Financial Statements 2023:

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| Target(Consolidated Financial Statements) | 2023 Plan | 2023 Result | Completion rate (%) |
| Revenue | 700,000,000,000 | 785,048,400,575 | 112.15% |
| Profit after tax | 150,000,000,000 | 323,868,503,839 | 215.91% |
| Dividend payment of 2022 (implemented in 2023) | 15% | 15% | 100% |

* Plan targets in 2024 are expected as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| Target | Unit | Plan (Separate) | Plan (Consolidated) |
| Charter capital | VND | 690,383,400,000 | 690,383,400,000 |
| Revenue | VND | 400,000,000,000 | 770,000,000,000 |
| Profit after tax | VND | 68,000,000,000 | 268,000,000,000 |
| Dividends (according to Proposal No. 07/2024/TTr-HDQT) | % | 15% |

Article 2: Approve the Report on activities of the Supervisory Board in 2023 and the plan for 2024.

Article 3: Approve the Audited Financial Statements 2023 of the Company.

Article 4: Approve the plan on profit distribution, fund appropriation and dividend payment for the fiscal year 2023.

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Separate Financial Statements | Consolidated Financial Statements |
| 1 | Profit after tax achieved in 2023 | 73,114,840,693 | 323,868,503,839 |
| 2 | Accumulated profit until December 31, 2023 | 179,720,366,838 | 350,357,191,545 |
| 3 | Appropriation for funds | 0 | 0 |
| 3.1 | Bonus fund | 0 | 0 |
| 3.2 | Welfare fund | 0 | 0 |
| 3.3 | Financial reserve fund | 0 | 0 |
| 4 | Share issuance to pay dividends at a rate of 15% | 74,016,620,000 | 74,016,620,000 |
| 5 | Issue bonus shares under the Employee Stock Ownership Plan | 7,858,720,000 | 7,858,720,000 |
| 6 | Remaining profit after the distribution (6)=(2)-(4)-(5) | 97,845,026,838 | 268,481,851,545 |

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

Article 6: Approve the authorization for the Board of Directors to select an audit company for the Financial Statements 2024.

Article 7: Approve the plan on share issuance for dividend payment of 2023.

* Plan on share issuance to pay dividends

The Board of Directors submits to the Annual General Meeting of Shareholders 2024 to approve the share issuance to pay dividends of 2023. Specifically as follows:

|  |  |
| --- | --- |
| - Share name: | Shares of Thanh Dat Investment Development JSC |
| - Share type: | Common shares |
| - Par value: | VND 10,000/share |
| - Number of outstanding shares: | 49,344,416 shares |
| - Expected number of additional shares to be issued | 7,401,662 shares (expected at the time of the issuance) |
| - Issuance rate: | 15% (shareholders owning 100 shares will receive 15 additional issued shares) |
| - Total expected issuance value: | Expected VND 74,016,620,000 |
| - Source of the issuance: | Undistributed profit after tax in the Audited Financial Statements 2023 (Audited Consolidated Financial Statements 2023). |
| - Issuance form: | Share issuance to pay dividends. |
| - Subjects of the issuance and their selection criteria: | Shareholders whose, names are on the list of securities owners established by the Vietnam Securities Depository and Clearing Corporation on the record date, shall exercise the right to receive dividends for existing shareholders. |
| - Handling of fractional shares: | The number of shares issued to pay dividends will be rounded down to the nearest unit. The number of fractional shares arising (if any) due to rounding down will be canceled.For example: If shareholder A owns 2,123 shares, shareholder A will receive: (2,123:100)\*15 = 318.45 shares; the number of shares that shareholder A receives will be rounded down to 318 shares, 0.45 of fractional shares will be canceled. |
| - Transfer conditions: | Shares issued for dividend payment are free float shares. |
| - Issuance period: | Expected Q/2 - Q/3 of 2024, after receiving the official dispatch on the full receipt of issuance report dossiers from the State Securities Commission. |

Article 8: Approve the distribution of bonus shares to personnel according to the Employee Stock Ownership Plan 2024.

* Issuance plan

|  |  |
| --- | --- |
| * Share name:
 | Shares of Thanh Dat Investment Development JSC |
| * Share type:
 | Common shares |
| * Par value:
 | VND 10,000 |
| * Number of outstanding shares:
 | 49,344,416 shares |
| * Expected number of outstanding shares (after completing the share issuance to pay dividends of 2023)
 | 56,746,078 shares |
| * Number of shares expected to be issued:
 | 785,872 shares  |
| * Total expected valued of issued shares:
 | VND 7,858,720,000 |
| * Rate of issuance to expected number of outstanding shares:
 | 1.38% |
| * Expected number of outstanding shares after completing the issuance
 | 57,531,950 shares |
| * Expected charter capital after the issuance:
 | VND 575,319,500,000 |
| * Issuance method:
 | Issue bonus shares to personnel according to the Employee Stock Ownership Plan |
| * Subjects of the issuance and their selection criteria:
 | Personnel with excellent achievements, managers from deputy head of division or higher or equivalent; highly qualified personnel with more than 3 years working at the Company) |
| * Issuance purpose:
 | * Attract highly-qualified workers, create attachment and associate the interests of workers with the interests of the Company.
* Motivate managers and workers to promote production for the Company.
 |
| * Issuance sources:
 | Undistributed profit after tax on the Audited Financial Statements 2023. |
| * Transfer conditions:
 | Limited transfer for 12 months from the date of issuance completion. |
| * Plan to ensure the share issuance meets the maximum foreign ownership rate:
 | Nationality of the Company’s personnel are Vietnamese only, so the Company always ensures to meet the regulations on the maximum foreign ownership rate as prescribed. |
| * Expected execution period:
 | Expected in 2024 (after receiving full issuance report dossiers from the State Securities Commission), after the Company completes the share issuance to pay dividends of 2023. The appropriate time is prescribed by the provisions of the Securities Law. |

Article 9: Approve the plan on public offering of additional shares to existing shareholders in 2024.

* The plan on public offering of additional shares to increase charter capital in 2024

The Board of Directors submits to the Annual General Meeting of Shareholders 2024 to approve the public offering of additional shares to increase charter capital, With the following specific contents:

1. Offering plan

|  |  |
| --- | --- |
| * Share name:
 | Shares of Thanh Dat Investment Development JSC |
| * Securities code:
 | DTD |
| * Share type:
 | Common shares |
| * Par value:
 | VND 10,000/share |
| * Expected number of outstanding shares at the start of the offering (after completing share dividends and bonus share issuance to employees):
 | 57,531,950 shares |
| * Charter capital before the offering:
 | VND 575,319,500,000  |
| * Maximum number of shares expected to be offered:
 | 11,506,390 shares |
| * Expected total value of shares to be offered at par value:
 | VND 115,063,900,000 |
| * Expected charter capital after completing the offering to existing shareholders
 | VND 690,383,400,000  |
| * Issuance rate:
 | 20% (shareholders owning 100 shares will receive 20 additional issued shares) |
| * Rate of offering to expected number of outstanding shares:
 | 20% |
| * Rights exercise rate
 | 100:20 (on the record date of the list of shareholders exercising the right to purchase additional issued shares, each shareholder owning 01 share is entitled to 01 right, 100 rights are entitled to purchase 20 new shares) |
| * Offering method:
 | Offering additional shares to the public by exercising purchasing rights for existing shareholders of Thanh Dat Investment Development JSC |
| * Eligible buyers:
 | Shareholders, whose names are on the list of securities owners established by the Vietnam Securities Depository and Clearing Corporation on the record date, shall exercise the right to purchase shares. |
| * Offering price:
 | VND 10,000/share. |
| * Plan on handling arising fractional shares and undistributed shares (if any):
 | To ensure that the number of shares issued does not exceed the number offered, the number of shares purchased by shareholders will be rounded down to the nearest unit.(For example: On the the record date of the list of shareholders, if shareholder A owns 1,234 shares, shareholder A is entitled to 1,234 rights to purchase. 1,234 rights to purchase will be converted to 1,234\*20% = 246.8 shares.According to the rounding principle, the actual number of shares that shareholder A entitled to purchase is 246 shares.)All fractional shares and remaining shares arising due to shareholders not exercising their right to purchase, not making payment, or not fully exercising their right to purchase (if any), are authorized by the Board of Directors to further distribute to other investors. The General Meeting of Shareholders authorizes the Board of Directors to decide the price and conditions of the offering; ensure the price is not lower than VND 10,000/share and the conditions on offering, rights and obligations of investors are not more favorable than the conditions on offering to existing shareholders.The General Meeting of Shareholders authorizes the Board of Directors to decide on selection criteria for investors to offer the remaining undistributed shares, and concurrently seek and select these investors.In case of share distribution expiration as prescribed by law (including extensions if any), the undistributed shares (if any) will be disposed and The Board of Directors shall make a decision on the completion date of the offering. |
| * Transfer conditions
 | Shares offered to existing shareholders, which are not subject to transfer restrictions, along with fractional shares and shares that shareholders either do not exercise their right to purchase or do not fully exercise their right to purchase (if any), will be further distributed to the other subjects. These shares will be restricted from transfer within 1 year from the completion date of the offering. |
| * Transfer of rights to purchase additional shares
 | Existing shareholders, whose names are on the list of shareholders at the record date, have the right to transfer the right to purchase their shares to others within the prescribed time and can only transfer 1 time. The transferee of the right to purchase cannot further transfer to a third party.  |
| * Expected offering time
 | Expected in 2024. The General Meeting of Shareholders authorizes the Board of Directors to decide on a specific time corresponding to the practical situation. The Company will announce the specific offering time after State Securities Commission has issued written approval of the Company's dossier for the public offering of additional shares. |
| * Plan to ensure the share offering meets the regulations on foreign ownership rate
 | The General Meeting of Shareholders authorizes the Board of Directors to approve the plan to ensure the share offering meets the regulations on foreign ownership rate. |
| * Minimum successful offering rate
 | 70% of the total number of shares expected to be offered, corresponding to 8,054,473 shares (calculated according to the formula 70% x 11,506,390 shares).If the Company has offered shares to existing shareholders and processed the remaining shares, but the offering does not reach the minimum successful offering rate of 70%, the Company will report this to State Securities Commission. The Company will also disclose information on the offering’s failure to meet the minimum success rate and cancel the offering.The General Meeting of Shareholders authorizes the Board of Directors to decide on the time limit and method of withdrawing and refunding shares subscription money to investors who have made payment. |

1. Plan to use proceeds from the offering

At the time the Board of Directors implemented the plan to offer additional shares to existing shareholders, the Company's charter capital was VND 575,319,500,000, with an offering rate of 100:20 and an offering price of VND 10,000/share, projecting an expected revenue of VND 115,063,900,000.

The expected proceeds from the offering will be allocated and used in order of priority from top to bottom, specifically as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Use purpose | Amount (VND) | Expected disbursement time |
| 1 | Pay off debts (including bank loans, personal/organization loans, supplier debt payments, etc.) | 46,000,000,000 | During 2024-2025 Depending on the actual capital use progress of the project. |
| 2 | Invest in construction of projects undertaken by the Company (including investment projects for building the technical infrastructure of the Thanh Dat commercial and housing service area in Liem Tuyen Commune and Liem Tiet Commune, Phu Ly City, Ha Nam Province; the construction of Yen Lenh Bac Port; and other projects managed by Thanh Dat Investment Development JSC) | 46,000,000,000 |  |
| 3 | Supplement working capital | 23,063,900,000 |  |
|  | Total | 115,063,900,000 |  |

* Plan on offsetting the shortfall in capital expected to be mobilized from the offering: The General Meeting of Shareholders authorizes the Board of Directors to choose to use other valid capital sources to compensate for the shortfall compared to other capital use options such as personal loans, retained profits, etc., and concurrently authorizes the Board of Directors to adjust and/or decide in detail the capital use plan, priority order, and disbursement time in accordance with the actual capital use needs arising.
1. Register for additional listing and additional depository.

All additional offered shares will be registered by the Company for additional depository and additional listing registration according to regulations.

Article 10: Approve the signing of economic contracts and transactions with related parties in 2024.

Article 11: Approve the contents that the Board of Directors implemented in 2023 as authorized by the General Meeting of Shareholders 2023.

Article 12: Approve the authorization for the Board of Directors to perform tasks under the authority of the General Meeting of Shareholders 2024.

Article 13.1: Approve the dismissal of members of the Board of Directors for the 2020-2025 term;

Article 13.2: Approve the additional election results of independent members to the Board of Directors for the remaining period of the 2020-2025 term as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Name of member | Position | Election time |
| 1 | Tran Van Thang | Independent member of the Board of Directors | 1 |

Article 14: Terms of enforcement

This General Mandate was approved by the General Meeting of Shareholders and took effect from April 16, 2024.

The Board of Directors of Thanh Dat Investment Development JSC, the Board of Management, and relevant departments and units are responsible for implementing this General Mandate, ensuring the benefits of shareholders, the Company and the compliance with the provisions of law.