**PTD: Annual General Mandate 2024**

On April 20, 2024, Phuc Thinh Design Construction Trading Corporation announced General Mandate No. 01/NQ-DHDCD-2024 as follows:

Article 1: Approve the Report business results in 2023.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | Code | This year | Last year | Rate |
| A | B | C | 1 | 2 | 3 = 1/2 |
| 1 | Revenue from goods sales and service provision | 1 | 463,003,228,610 | 366,150,340,840 |  |
| 2 | Revenue deductions | 2 | 39,559,280 | - |  |
| 3 | Net revenue from goods sales and service provision (10 = 01 - 02) | 10 | 462,963,669,330 | 366,150,340,840 |  |
| 4 | Cost of goods sold | 11 | 417,605,029,624 | 339,135,778,588 |  |
| 5 | Gross profit from goods sales and service provision (20=10-11) | 20 | 45,358,639,706 | 27,014,562,252 |  |
| 6 | Revenue from financial activities | 21 | 1,299,285,369 | 1,010,768,218 |  |
| 7 | Financial expense | 22 | 9,412,473,793 | 5,650,346,989 |  |
|  | Of which: Interest expense | 23 | 9,209,917,367 | 5,592,090,912 |  |
| 8 | Loss in joint ventures | 24 | (202,920,673) | (59,924,439) |  |
| 9 | Selling expense | 25 | 4,585,712,755 | 147,792,000 |  |
| 10 | General and administrative expense | 26 | 28,488,711,535 | 24,155,759,693 |  |
| 11 | Net profit from business activities [30 = 20 + (21 - 22) - (24 + 25 + 26)] | 30 | 3,968,106,319 | (1,988,492,651) |  |
| 12 | Other incomes | 31 | 1,750,771,572 | 3,550,595,923 |  |
| 13 | Other expenses | 32 | 760,418,598 | 289,362,773 |  |
| 14 | Other profits (40 = 31 - 32) | 40 | 990,352,974 | 3,261,233,150 |  |
| 15 | Total profit before tax (50 = 30 + 40); | 50 | 4,958,459,293 | 1,272,740,499 |  |
| 16 | Current corporate income tax expense | 51 | 1,900,938,225 | 906,174,546 |  |
| 17 | Deferred corporate income tax expense | 52 | - | - |  |
| 18 | Profit after tax (60 = 50 - 51 - 52) | 60 | 3,058,186,234 | 366,565,953 |  |
| 20 | Profit after tax of the Holding Company’s shareholders |  | 3,058,186,234 | 366,565,953 |  |
| 19 | Profit after tax of non-controlling shareholders | 61 | - | - |  |
| 21 | Basic and diluted earnings per share | 70 | 956 | 92 |  |

Article 2: Approve the Report on activities of the Supervisory Board in 2023.

Article 3: Approve the profit distribution plan in 2023.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount | Note |
| 1 | Profit after tax | 3,058,186,234 |  |
| 2 | Remaining undistributed profit from previous years | 1,124,190,375 |  |
| 3 | Total profits awaiting distribution in 2023 | 4,182,376,609 | 3=1+2 |
| 4 | Appropriation for funds | 611,637,246 |  |
| a | * Investment and development fund (10% distributed profit after tax) | 305,818,623 | 4a=1\*10% |
| b | * Bonus and welfare fund (10% distributed profit after tax) | 305,818,623 | 4b=1\*10% |
| 5 | Remuneration for the Supervisory Board in 2023 | 45,000,000 |  |
| 6 | Remuneration for the Board of Directors in 2023 | 500,000,000 |  |
| 7 | Remaining profit after appropriation for funds and paying remuneration | 3,025,739,363 | 7=3-4-5-6 |
| 8 | Dividend payment for shareholders | - |  |
| 9 | Remaining undistributed profit | 3,025,739,363 | 9=7-8 |

Article 4: Approve the Proposal on approving the list of independent audit companies and authorize the Board of Directors to select an audit company for the Financial Statements 2024 according to criteria.

Article 5: Approve the Proposal on remuneration for the Board of Directors, Supervisory Board and the Secretariat of the Company in 2024

Article 6: Approve the Proposal on the issuance to increase capital from VND 32 billion to VND 50 billion from the source of the owners’ equity in 2024.

1. Share name: Shares of Phuc Thinh Design Construction Trading Corporation
2. Share type: common share
3. Securities code: PTD
4. Par value: VND 10,000/share
5. Current charter capital: VND 32,000,000,000
6. Number of issued shares: 3,200,000 shares

In which:

* Total number of outstanding shares: 3,200,000 shares
* Total number of treasury shares: 0 shares

1. Number of shares expected to be issued: 1,800,000 shares
2. Expected issuance value at par value: VND 18,000,000,000
3. Issuance purpose: Share issuance to increase share capital from the source of owners’ equity
4. Subjects of the issuance: Existing shareholders at the record date for the list of shareholders to exercise the rights to receive shares. The record date was authorized by the General Meeting of Shareholders to the Board of Directors for decision.
5. Issuance rate (The expected number of shares to be issued/Total outstanding shares): 56.25%
6. Rights exercise rate: 16:9 Each shareholder owning 1 share will have 1 right to receive additional shares. For every 16 rights to receive additional shares, the shareholder will receive 9 new shares.
7. Plan on handling fractional shares: The number of additional shares issued to shareholders will be rounded to the unit according to the principle of rounding down, the fractional shares (if any) will be canceled and not issued.

For example: Shareholder A owns 369 shares at the record date for the list of shareholders. With the exercise rate of 16:9, shareholder A will receive 369 x 9/16 = 207.56 shares. According to the principle of rounding, the number of shares that shareholder A receive is rounded down to 207 shares, 0.56 fractional shares, will be canceled and not issued.

1. Source of capital for implementation: Share premium and investment and development fund are determined as of December 31, 2023 according to the Audited Separate Financial Statements 2023 in the following order:

* Share premium value: VND 11,512,000,000
* Investment and development fund: VND 6,488,000,000

1. Issuance method: Shares issued to existing shareholders will be distributed according to the method of exercising rights.
2. Implementation time: After the General Meeting of Shareholders approves and after the State Securities Commission announces the receipt of full issuance report documents, it is expected to be in Q2/2024 and Q3/2024. The General Meeting of Shareholders authorizes the Board of Directors to choose an appropriate issuance time to ensure the rights of shareholders and according to the provisions of law.
3. Registration for additional securities and additional listing: After completing the issuance, the General Meeting of Shareholders approves and authorizes the Board of Directors to carry out procedures for additional securities registration at the Vietnam Securities Depository and Clearing Corporation and additional listing registration at the Hanoi Stock Exchange.
4. Approve the change of charter capital: Approve changing the Company’s Charter in Clause 1, Article 6 of the Company’s Charter and adjusting the Business Registration Certificate at the Department of Planning and Investment of Ho Chi Minh City after notification by the State Securities Commission about receiving the issuance results report.
5. Approve the authorization:

The General Meeting of Shareholders authorizes the Board of Directors to decide on issues related to the issuance, specifically:

* Actively develop and explain the dossier for securities issuance report sent to the State Securities Commission and other authorities. At the same time, proactively adjust the issuance plan and other related dossiers according to the actual situation of the Enterprise or the requirements of the State Securities Commission and other functional agencies.
* Select the record date for the list of shareholders to implement the share issuance plan to increase share capital from the source of owners’ equity.
* Actively develop a plan to ensure the ownership rate of foreign investors in accordance with the provisions of law.
* Carry out procedures, tasks and choose the appropriate time to register additional securities at Vietnam Securities Depository and Clearing Corporation (VSDC) and list additional securities at the Hanoi Stock Exchange (HNX) with the number of additional shares issued according to the actual results of the issuance after the State Securities Commission notifies in writing the receipt of the issuance results report;
* Implement procedures to change the Company's business registration content related to changing charter capital according to the actual results of the issuance with the competent state agency after the State Securities Commission notifies the receipt of the issuance results report;
* Amend articles related to charter capital, and shares in the Company's Charter of Organization and Operation after the State Securities Commission notifies the receipt of the issuance results report;
* Carry out other related work to ensure the success of the share issuance to increase share capital from the source of owners’ equity;
* In each specific case, the Board of Directors may authorize the General Manager to implement one or some of the specific tasks mentioned above.

Article 7: Approve the Report of the Board of Directors and the Company's Report on production and business plan for 2024.

* Total revenue: VND 500,000,000,000
* Rate of profit after tax/owners’ equity: 15%
* Expected dividend payment rate in 2024: 5% - 10%
* Expected dividend prepayment rate in 2024: 5%

Article 8: The Meeting agrees to assign the Board of Directors and the Board of Management to be responsible for implementing the contents resolved by the Meeting on the basis of compliance with State law and the Company's Charter of Organization and Operation.

Article 9: Assign the Supervisory Board to be responsible for supervising and inspecting the activities of the Board of Directors and the Board of Management in implementing the General Mandate, ensuring compliance with the law and the Company's Charter.

This General Mandate is approved by the Annual General Meeting of Shareholders 2024 and takes effect from the date of its signing.