**CET: Annual General Mandate 2024**

On April 11, 2024, HTC Holding Joint Stock Company announced Mandate No. 04/2024/NQ-DHDCD-CET as follows:

‎‎Article 1. Approving Report No. 01/2024/BCDH-HDQT-CET dated March 21, 2024 of the Board of Directors on the report on business results in 2023 and business plan in 2024.

1. Status of results of implementing production and business activities in 2023:

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Plan in 2023 | Results in 2023 | % completion of annual plan |
| 1 | Consolidated net revenue | 150,000,000,000 | 93,726,778,874 | 62.48 |
| 2 | Consolidated profit after tax | 2,400,000,000 | 111,578,480 | 4.65 |

1. Results of production and business activities in 2023:

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| --- | --- | --- | --- |
| Targets | 2023 (1) | 2022 (2) | Growth (3)=(1-2)/(2) |
| Net revenue (VND) | 93,726,778,874 | 97,793,150,000 | -4% |
| Interest expense (VND) | 676,578,629 | 0 |  |
| Gross profit margin (%) | 4% | 2% |  |
| Profit after tax (VND) | 111,578,480 | 992,767,186 | -89% |

1. Expected business targets in 2024:

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Results 2023 | Plan for 2024 | Expected growth % (plan/result) |
| 1 | Net revenue | 93,726,778,874 | 400,000,000,000 | 426.8 |
| 2 | Cost of goods sold | 89,621,680,320 | 385,000,000,000 | 429.6 |
| 3 | Gross profit | 4,105,098,554 | 15,000,000,000 | 365.4 |
| 4 | Total profit before tax | 143,374,875 | 6,050,000,000 | 4,219.7 |
| 5 | Profit after tax | 111,578,480 | 4,840,000,000 | 4,337.8 |

‎‎Article 2. Approve Report No. 02/2024/BCDH-HDQT-CET dated March 21, 2024 of the Board of Directors on the report on activities of the Board of Directors in 2023 and operational plan in 2024.

‎‎Article 3. Approve Report No. 03/2024/BCDH-BKS-CET dated March 21, 2024 of the Supervisory Board on the report on activities of the Supervisory Board in 2023 and operational plan for 2024.

‎‎Article 4. Approve Proposal No. 04/2024/TTDH-HDQT-CET dated April 1, 2024 of the Board of Directors approving the audited financial statements 2023.

‎‎Article 5. Approve Proposal No. 05/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors regarding the profit distribution plan for 2023.

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| 1 | Profit after tax in 2023 | VND 111,578,480 |
| 2 | Accumulated undistributed profit as of December 31, 2023 | VND 111,578,480 |
| 3 | Appropriation for bonus and welfare funds: | Not appropriated |
| 4 | Appropriation for investment and development funds | Not appropriated |
| 5 | Appropriate to other funds belonging to equity (%) | Not appropriated |
| 6 | Dividend payment in 2023 | 0 |

‎‎Article 6. Approve Proposal No. 06/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors approving the production and business plan for 2024.

‎‎Article 7. Approve Proposal No. 07/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors regarding the remuneration report for members of the Board of Directors, Supervisory Board, Manager's salary in 2023 and remuneration plan for members of the Board of Directors, Supervisory Board in 2024.

‎‎Article 8. Approve Proposal No. 08/2024/TTDH-BKS-CET dated March 21, 2024 of the Supervisory Board regarding the selection of an independent auditing unit to audit the Financial Statements 2024.

‎‎Article 9. Approve Proposal No. 09/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors regarding the dismissal and election of additional members of the Board of Directors for the term 2023-2028.

Accordingly, the Meeting approved the dismissal of Ms. Le Hoang Dai Trang as a member of the Board of Directors.

The Congress approved the List of candidates for members of the Board of Directors for the 2023-2028 term.

‎‎Article 10. Approve Proposal No. 10/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors regarding the dismissal and election of additional members of the Supervisory Board for the 2023-2028 term. Accordingly, the Meeting approved the dismissal of Ms. Nguyen Thi Mai as a member of the Board of Directors.

The Meeting approved the List of candidates for members of the Supervisory Board for the 2023-2028 term.

‎‎Article 11. Approve Proposal No. 11/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors regarding changing the Company's headquarters address.

‎‎Article 12. Approve Proposal No. 12/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors regarding changing the Company's name.

‎‎Article 13. Approve Proposal No. 13/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors on promulgating the Operating Regulations of the Board of Directors of HTC Holding Joint Stock Company (amended and supplemented for the first time).

‎‎Article 14. Approving Proposal No. 14/2024/TTDH-BKS-CET dated March 21, 2024 of the Supervisory Board on promulgating the Operating Regulations of the Supervisory Board of HTC Holding Joint Stock Company (amended and supplemented for the 1st time).

‎‎Article 15. Approve Proposal No. 15/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors on promulgating internal regulations on corporate governance of HTC Holding Joint Stock Company (amended and supplemented for the first time).

‎‎Article 16. Approve Proposal No. 16/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors regarding approval of all transactions with related parties stated in the notes to the audited financial statements 2023.

‎‎Article 17. Approve Proposal No. 17/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors regarding the approval of the policy of participating in transactions with related persons under the approval authority of the Board of Directors expected to arise in the 2024 until the earliest General Meeting of Shareholders in 2025.

‎‎Article 18. Approve Proposal No. 18/2024/TTDH-HDQT-CET dated March 21, 2024 of the Board of Directors on amending and supplementing the Charter of HTC Holding Joint Stock Company (4th time);

‎‎Article 19. Approve Proposal No. 19/2024/TTDH-HDQT-CET dated April 9, 2024 of the Board of Directors regarding the election of additional members of the Board of Directors for the 2023-2028 term.

The Meeting approved the List of candidates for members of the Board of Directors for the 2023-2028 term, updated on April 9, 2024.

‎‎Article 20. Approve the results of additional election of members of the Board of Directors for the 2023-2028 term as follows (in alphabetical order):

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Mr. Nguyen Manh Chien |
| 2 | Mr. Nguyen The Tai |
| 3 | Ms. Tran Thi Kieu Tien (candidate for independent member of the Board of Directors) |
| 4 | Mr. Tran Viet Tuan (candidate for independent member of the Board of Directors) |
| 5 | Mr. Ly The Vinh |

With the above vote counting results, based on the vote counting results, Regulations on nomination, candidacy, and additional election of members of the Board of Directors and members of the Supervisory Board for the 2023-2028 term, The regulations for organizing the Annual General Meeting of Shareholders 2024 has been approved and the Company's Charter, the following members have been elected as members of the Board of Directors of HTC Holding Joint Stock Company for the 2023-2028 term in order from highest to lowest vote rate:

1. Mr. Nguyen Manh Chien
2. Mr. Nguyen The Tai
3. Ms. Tran Thi Kieu Tien (candidate for independent member of the Board of Directors)
4. Mr. Tran Viet Tuan (candidate for independent member of the Board of Directors)
5. Mr. Ly The Vinh

The term of the elected members of the Board of Directors is the remaining period of the 2023-2028 term.

The new Board of Directors, after a small group meeting in meeting Minutes No. 21/2024/BB-HDQT-CET at 10:40 a.m. on April 11, 2024, agreed to approve the following contents:

The Board of Directors unanimously approved the resignation letter from the position of Chair of the Board of Directors of Mr. Do Van Dat.

The Board of Directors unanimously elected Mr. Nguyen The Tai as the new Chair of the Board of Directors to replace Mr. Do Van Dat.

The Board of Directors also unanimously elected Mr. Nguyen Manh Chien as Vice Chair of the Board of Directors.

Thus, members of the Board of Directors for the 2023-2028 term include the following 9 members:

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| --- | --- |
| 1. Mr. Nguyen The Tai
2. Mr. Tran Hoang Anh Tuan
3. Mr. Nguyen Manh Chien
4. Mr. Do Van Dat
5. Mr. Nguyen Quoc Phuong
6. Mr. Ly The Vinh
7. Ms. Tran Thi Kieu Tien
8. Mr. Tran Viet Tuan
9. Ms. Ha Le Thuy Vy
 | * Chair of the Board of Directors
* Deputy Chair of the Board of Directors
* Deputy Chair of the Board of Directors
* Member of the Board of Directors
* Member of the Board of Directors
* Member of the Board of Directors
* Independent member of the Board of Directors
* Independent member of the Board of Directors
* Independent member of the Board of Directors
 |

‎‎Article 21. Approve the additional election results of members of the Supervisory Board for the term of 2023 2028.

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Ms. Ho Thi Minh Hieu |

Based on the results of vote counting, Regulations on nomination, candidacy, and additional election of members of the Board of Directors and members of the Supervisory Board for the 2023-2028 term, The Regulations for organizing the Annual General Meeting of Shareholders 2024 have been approved and the Company's Charter, Ms. Ho Thi Minh Hieu has been elected as a member of the Supervisory Board of HTC Holding Joint Stock Company for the term 2023-2028.

The term of the elected Supervisory Board member is the remaining period of the 2023-2028 term.

The Supervisory Board had a quick discussion at the Meeting and agreed to elect Ms. Ho Thi Minh Hieu to the position of Chief of the Supervisory Board for the 2023-2028 term, replacing Ms. Nguyen Thi Mai.

Thus, the Board of Supervisors of HTC Holding Joint Stock Company for the term 2023-2028 includes 03 members as follows:

|  |  |
| --- | --- |
| 1 Ms. Ho Thi Minh Hieu 2 Ms. Nguyen Thi Thu Ha 3 Mr. Trinh Quyet Tien | - Chief of the Supervisory Board- Members of the Supervisory Board:- Members of the Supervisory Board: |

‎‎Article 22. Immediately after the Annual General Meeting of Shareholders 2024, it was agreed to assign Mr. Nguyen The Tai - the new Chair of the Board of Directors to sign and promulgate documents approved by the General Meeting of Shareholders, including:

* Operating regulations of the Board of Directors of HTC Holding Joint Stock Company (amended and supplemented for the first time);
* Internal regulations on corporate governance of HTC Holding Joint Stock Company (amended and supplemented for the 1st time);
* Charter of HTC Holding Joint Stock Company (4th amendment and supplement).

‎‎Article 23. Immediately after the Annual General Meeting of Shareholders 2024, it was agreed to assign Ms. Ho Thi Minh Hieu - Chief of the new Supervisory Board to sign and promulgate documents approved at the General Meeting of Shareholders, including:

* Operating regulations of the Supervisory Board of HTC Holding Joint Stock Company (amended and supplemented for the 1st time).

‎‎Article 24. This Mandate has been approved by the Annual General Meeting of Shareholders 2024 and takes effect from the end of the General Meeting and is accompanied by the following documents:

* Reports and Proposals submitted to the Annual General Meeting of Shareholders 2024;
* Minutes of vote counting results at the Annual General Meeting of Shareholders 2024;
* Minutes of results of counting votes for additional members of the Board of Directors and members of the Supervisory Board for the 2023-2028 term at the Annual General Meeting of Shareholders 2024;
* Minutes of the meeting of the Board of Directors to elect Chair and Vice Chair of the Board of Directors;
* Minutes of the meeting of the Supervisory Board to elect the Chief of the Supervisory Board;

Minutes of the Annual General Meeting of Shareholders 2024;

* Operating regulations of the Board of Directors of HTC Holding Joint Stock Company (amended and supplemented for the 1st time);
* Operating regulations of the Supervisory Board of HTC Holding Joint Stock Company (amended and supplemented for the 1st time).
* Internal regulations on corporate governance of HTC Holding Joint Stock Company (amended and supplemented for the 1st time);
* Charter of HTC Holding Joint Stock Company (4th amendment and supplement).

‎‎Article 25. The members of the Board of Directors, Supervisory Board, Executive Board and officers, employees of the Company are responsible for implementing and organizing the implementation of this Mandate within the scope of their assigned powers and duties in accordance with the Company's Charter and legal regulations.

The Board of Directors is responsible for reporting the situation and result of implementing this General Mandate in the next Annual Meeting.