**SGP: Annual General Mandate 2024**

On March 28, 2024, Saigon Port Joint Stock Company announced General Mandate No. 226/NQ-DHDCD-CSG as follows:

Article 1: Approve the Report on activities in 2023 of the Board of Directors of Saigon Port Joint Stock Company.

Article 2: Approve the Report on activities in 2023 of the Supervisory Board of Saigon Port Joint Stock Company.

Article 3: Approve the production and business results in 2023 and the plan for 2024 of Saigon Port Joint Stock Company, with the following main targets:

1. Production and business results in 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | 2023 Plan | 2023 Results | Compare to Plan (%) |
| 1 | Output | Tons | 10,000,000 | 8,648,836 | 86% |
|  | In which, Container output | Teus | 170,000 | 230,771 | 136% |
| II | Holding Company |  |  |  |  |
| 1 | Revenue | Million VND | 1,050,000 | 947,309 | 90% |
| 2 | Profit | Million VND | 540,000 | 389,464 | 72% |
| III | Consolidated |  |  |  |  |
| 1 | Revenue | Million VND | 1,250,000 | 1,035,411 | 83% |
| 2 | Profit | Million VND | 550,000 | 365,055 | 65% |

1. Plan for 2024:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Unit | Holding Company | Consolidated |
| 1 | Output | Tons | 9,050,000 | 9,250,000 |
|  | In which, Container output | Teus | 190,000 | 190,000 |
| 2 | Revenue | Million VND | 973.87 | 1,100.34 |
| 3 | Profit | Million VND | 238,109 | 237,329 |

1. Dividend:

In 2024, depending on the production and business results in 2024, the Board of Directors of the Company will submit it to the General Meeting of Shareholders for consideration.

Article 4: Approve the investment plan for procurement, equipment repair and construction in 2024 of Saigon Port Joint Stock Company as follows:

Unit: Million VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Investment item | 2024 Plan | | Total |
| Investment | Repair |
| 1 | Transportation, equipment | 104,490 | 68,242 | 172,732 |
| 2 | Construction investment | 99,698 | 56,269 | 155,966 |
| Total | | 204,188 | 124,511 | 328,698 |

Article 5: Approve the Audited Separate and Consolidated) Financial Statements 2023, specifically:

1. Audited Separate Financial Statements 2023:

Basic targets in the Audited Separate Financial Statements 2023:

1. Balance sheet:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Code | December 31, 2023 | January 01, 2023 |
| A | Short-term asset  (100=110+120+130+140+150) | 100 | 958,730,868,543 | 1,468,703,991,541 |
| 1 | Cash and cash equivalents | 110 | 361,403,143,035 | 160,935,572,480 |
| II | Short-term financial investment | 120 | 162,770,000,000 | 769,159,726,027 |
| III | Short-term receivables | 130 | 280,709,928,480 | 398,487,338,579 |
| IV | Inventory | 140 | 12,092,678,494 | 9,231,117,158 |
| V | Other short-term assets | 150 | 141,755,118,534 | 130,890,237,297 |
| B | Long-term asset  (200=210+220+230+240+250+260) | 200 | 4,287,981,749,412 | 3,742,745,035,124 |
| 1 | Long-term receivables | 210 | 1,716,871,837,875 | 1,190,017,881,044 |
| II | Fixed asset | 220 | 286,748,771,111 | 312,458,386,331 |
| III | Real estate investment | 230 | 176,299,110,994 | 181,715,831,746 |
| IV | Long-term asset in progress | 240 | 73,537,237,039 | 72,081,142,558 |
| V | Long-term financial investment | 250 | 2,018,132,315,292 | 1,950,794,808,465 |
| VI | Other long-term assets | 260 | 16,392,477,101 | 35,676,984,980 |
|  | Total assets (270=100+200) | 270 | 5,246,712,617,955 | 5,211,449,026,665 |
| A | Payables (300=310+330) | 300 | 2,277,977,136,661 | 2,397,074,921,345 |
| 1 | Short-term debt | 310 | 429,229,524,152 | 521,277,388,288 |
| II | Long-term debt | 330 | 1,848,747,612,509 | 1,875,797,533,057 |
| B | Owners’ equity (400=410+430) | 400 | 2,968,735,481,294 | 2,814,374,105,320 |
| 1 | Owners’ equity | 410 | 2,968,735,481,294 | 2,814,374,105,320 |
| 1 | Contributed capital of owner | 411 | 2,162,949,610,000 | 2,162,949,610,000 |
| 2 | Investment and development fund | 418 | 124,706,393,550 | 68,090,483,605 |
| 3 | Undistributed profit after tax | 421 | 681,079,477,744 | 583,334,011,715 |
| II | Funding source and other funds | 430 |  |  |
|  | Total capital source (440=300+400) | 440 | 5,246,712,617,955 | 5,211,449,026,665 |

1. Income statement:

|  |  |  |  |
| --- | --- | --- | --- |
| 1 | Total revenue and other incomes | 947,309,761,740 | 958,827,761,594 |
| 1.1 | Net revenue from goods sales and service provision | 854,374,690,726 | 896,635,258,624 |
| 1.2 | Revenue from financial activities | 80,133,337,866 | 52,226,469,834 |
| 1.3 | Other income | 12,801,733,148 | 9,966,033,136 |
| 2 | Total expenses | 557,845,575,531 | 724,211,557,475 |
| 2.1 | Cost of goods sold | 554,724,957,470 | 554,598,771,337 |
| 2.2 | Financial expenses: | (60,610,843,789) | (41,936,794,500) |
| 2.3 | Selling expense |  |  |
| 2.4 | General and administrative expense | 41,647,275,732 | 202,313,199,927 |
| 2.5 | Other expenses | 22,084,186,118 | 9,236,380,711 |
| 3 | Total profit before tax | 389,464,186,209 | 234,616,204,119 |
| 4 | Current corporate income tax expense | 76,109,475,485 | 45,815,760,470 |
| 5 | Deferred corporate income tax expense | 392,403,177 | 80,743,831 |
| 6 | Profit after tax | 312,962,307,547 | 188,719,699,818 |

1. Audited Consolidated Financial Statements 2023:

Some basic targets in the Audited Consolidated Financial Statements 2023:

1. Balance sheet:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Code | December 31, 2023 | January 01, 2023 |
| A | Short-term asset (100=110+120+130+140+150) | 100 | 1,162,444,989,312 | 1,695,327,819,471 |
| 1 | Cash and cash equivalents | 110 | 390,623,587,201 | 202,260,132,030 |
| II | Short-term financial investment | 120 | 251,530,400,000 | 853,294,683,105 |
| III | Short-term receivables | 130 | 319,700,627,241 | 437,169,222,297 |
| IV | Inventory | 140 | 13,733,290,373 | 20,171,819,319 |
| V | Other short-term assets | 150 | 186,857,084,497 | 182,431,962,720 |
| B | Long-term assets  (200=210+220+230+240+250+260) | 200 | 4,204,180,031,074 | 3,701,038,443,170 |
| 1 | Long-term receivables | 210 | 918,096,560,301 | 391,944,050,761 |
| II | Fixed asset | 220 | 1,546,724,679,964 | 1,635,823,584,259 |
| III | Real estate investment | 230 | 176,299,110,994 | 181,715,831,746 |
| IV | Long-term asset in progress | 240 | 412,965,295,858 | 387,296,962,860 |
| V | Long-term financial investment | 250 | 1,131,786,697,457 | 1,066,959,577,500 |
| VI | Other long-term assets | 260 | 18,307,686,500 | 37,298,436,044 |
|  | Total assets (270=100+200) |  | 5,366,625,020,386 | 5,396,366,262,641 |
| A | Payables (300=310+330) | 300 | 2,522,832,265,851 | 2,709,199,038,617 |
| 1 | Short-term debt | 310 | 415,389,351,122 | 563,898,126,138 |
| II | Long-term debt | 330 | 2,107,442,914,729 | VND 2,145,300,912,479 |
| B | Owners’ equity (400=410+430) | 400 | 2,843,792,754,535 | 2,687,167,224,024 |
| 1 | Owners’ equity | 410 | 2,843,792,754,535 | 2,687,167,224,024 |
| 1 | Contributed capital of owner | 411 | 2,162,949,610,000 | 2,162,949,610,000 |
| 2 | Difference in asset revaluation | 416 | (2,074,575,373) | (2,074,575,373) |
| 3 | Exchange rate differences | 417 | 38,998,336,131 | 18,136,477,566 |
| 4 | Investment and development fund | 418 | 127,875,725,899 | 70,597,161,895 |
| 5 | Undistributed profit after tax | 421 | 364,940,333,529 | 284,092,567,445 |
| 6 | Interests of non-controlling shareholders | 429 | VND 151,103,324,349 | 153,465,982,491 |
| II | Funding source and other funds | 430 |  |  |
|  | Total capital source (440=300+400) | 440 | 5,366,625,020,386 | 5,396,366,262,641 |

1. Income statement:

|  |  |  |  |
| --- | --- | --- | --- |
| 1 | Total revenue and other incomes | 1,035,411,947,418 | 1,177,259,151,143 |
| 1.1 | Net revenue from goods sales and service provision | 942,456,102,174 | 1,112,481,083,695 |
| 1.2 | Revenue from financial activities | 78,470,822,600 | 54,563,064,820 |
| 1.3 | Other income | 14,485,022,644 | 10,215,002,628 |
| 2 | Total expenses | 714,713,468,386 | 989,532,769,519 |
| 2.1 | Cost of goods sold | 621,200,238,962 | 736,358,551,246 |
| 2.2 | Financial expenses | 6,739,635,688 | 17,188,743,040 |
| 2.3 | Selling expense | | |
| 2.4 | General and administrative expense | 64,525,970,689 | 226,554,685,119 |
| 2.5 | Other expenses | 22,247,623,047 | 9,430,790,114 |
| 3 | Profits or losses in joint ventures | 42,356,954,340 | 53,276,362,510 |
| 4 | Total profit before tax | 363,055,433,372 | 241,002,744,134 |
| 5 | Current corporate income tax expense | 78,191,712,864 | 49,142,845,980 |
| 6 | Deferred corporate income tax expense | (13,075,098,188) | (11,740,486,935) |
| 7 | Profit after tax | 297,938,818,696 | 203,600,385,089 |
| 7.1 | Profit after tax of the Holding Company | 295,729,992,303 | 199,649,054,071 |
| 7.2 | Profit after tax of non-controlling shareholders | 2,208,826,393 | 3,951,331,018 |

Article 6: Regarding the appropriation for funds from profit after tax in 2023 and dividend payment in 2023:

Approve the appropriation for funds from profit after tax in 2023 and dividend payment in 2023 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Amount |
| 1 | Profit after tax in 2023 | VND | 312,962,307,547 |
| 1.1 | Undistributed profit (deferred corporate income tax, exchange rate differences at the end of the period) | VND | 13,301,077,365 |
| 2 | Distributed profit after tax in 2023 | VND | 299,661,230,182 |
| 3 | Distributed retained profit from previous year, in which: | VND | 368,117,170,197 |
| 3.1 | Retained profits from the years before the One Member Limited Company period | VND | 142,134,703,368 |
| 3.2 | Undistributed retained profit from previous years (exchange rate differences at the end of the period) | VND | 67,390,156 |
| 3.3 | Distributed retained profit from previous years | VND | 225,915,076,673 |
| 4 | Total distributed profit (4=2+3.3) | VND | 525,576,306,855 |
| 5 | Appropriation for funds |  | 525,576,306,855 |
| 5.7 | Investment and development fund | VND | 490,695,782,633 |
| a | Appropriation from profit after tax in 2023 (88.36%) | VND | 264,780,705,960 |
| b | Appropriation from distributed retained profit after tax from previous years | VND | 225,915,076,673 |
| 5.2 | Bonus fund (5.35%) | VND | 16,032,132,759 |
| 5.3 | Welfare fund (6.08%) | VND | 18,216,541,319 |
| 5.4 | Bonus fund of the Executive Management Board (0.21%) | VND | 631,850,144 |
| 6 | Remaining profit after appropriation for funds (6 = 2-5.1a-5.2-5.3-5.4) | VND | 0 |
| 7 | Dividend | VND | 0 |
| 8 | Undistributed retained profit (8=1.1+3.2) | VND | 13,368,467,521 |

Article 7: Regarding the settlement of the realized salary fund and remuneration fund implemented in 2023 and the development of the planned salary fund and remuneration fund for 2024 of the Company's managers as follows:

* Realized salary fund in 2023 of the executive managers (Chair of the Board of Directors, Vice Chair of the Board of Directors-cum-General Manager and 03 executive member of the Board of Directors, in which, Pham Truong Giang, a member of the Board of Directors, holding the position for the first 5 months): VND 4,089,854,500.
* Realized remuneration fund in 2023 of the non-executive managers (from January 2023 to May 2023 (07 persons): 04 members of the Board of Directors, 01 Chief of the Supervisory Board and 02 members of the Supervisory Board; from June 2023 to the end of 2023 (08 persons): 05 members of the Board of Directors, 01 Chief of the Supervisory Board, 02 members of the Supervisory Board): VND 1,257,000,000.
* Planned salary fund in 2024 of the executive managers (Chair of the Board of Directors, Vice Chair of the Board of Directors and 02 executive member of the Board of Directors): VND 2,855,000,000.
* Planned remuneration in 2024 of the non-executive managers (05 members of the Board of Directors, 01 Chief of the Supervisory Board and 02 members of the Supervisory Board): VND 1,332,000,000.

Article 8. Regarding the adjustment of business lines to ensure the maximum foreign ownership rate of 49% of Saigon Port Joint Stock Company and amending and supplementing the Charter of Saigon Port Joint Stock Company:

1. Approve adjusting business lines to ensure the maximum foreign ownership rate of 49% of Saigon Port Joint Stock Company and approve amending and supplementing Clause 1, Article 5 of the Charter of Saigon Port Joint Stock Company at the request of the Board of Directors in Proposal No. 214/TTr-HDQT dated March 6, 2024.
2. Agree on authorizing the Chair of the Board of Directors to carry out tasks related to changing the Company's business lines, including but not limited to the following tasks:

* Carry out procedures related to changing business lines at competent state agencies;
* Carry out other tasks related to changing the Company's business lines in accordance with the provisions of law.

Article 9. Regarding the divestment plan of Saigon Port Joint Stock Company in enterprises with contributed capital and other investments:

1. Approve the divestment plan of the Company in companies with controlling capital stated in attached Appendix 1.
2. Approving the divestment plan of all investment capital of the Company in the following enterprises: VIMC Logistics, Vietnam Maritime Commercial Joint Stock Bank, SP-Spam Tugboat Company Limited, Southern Steel-Saigon Port Football Joint Stock Company.

Article 10: Regarding the authorization for the Board of Directors to select an independent audit company for reviewing the Financial Statements 2024:

1. Approve the selection criteria at the request of the Supervisory Board of Saigon Port Joint Stock Company in Proposal No. 220/TTr-BKS dated March 06, 2024.
2. Agree on authorizing the Board of Directors of Saigon Port Joint Stock Company to consider selecting an independent audit company in accordance with the criteria mentioned in Clause 1, Article 8 of this General Mandate to review the Financial Statements 2024 of Saigon Port Joint Stock Company.

Article 11: Regarding personnel replacement of the Board of Directors of Saigon Port Joint Stock Company:

1. Dismiss Mr. Vo Hoang Giang and Mr. Phan Tuan Linh from the position of member of the Board of Directors of Saigon Port Joint Stock Company.
2. Approve the number of members of the Board of Directors elected to replace is 02 members.
3. Elect Ms. Trinh Thi Ngoc Bien and Mr. Vu Phuoc Long as members of the Board of Directors of Saigon Port Joint Stock Company.

Article 12: Validity of General Mandate

This General Mandate was approved by the General Meeting of Shareholders 2024 and took effect from March 28, 2024.

The General Meeting of Shareholders assigns the Board of Directors of Saigon Port Joint Stock Company to organize and implement the contents approved at the annual meeting in 2024 on the basis of ensuring the highest benefits for the Company, shareholders and in accordance with the Company's Charter and relevant current regulations.

This General Mandate consists of 10 articles and 06 pages which were approved by the General Meeting of Shareholders of Saigon Port Joint Stock Company at the annual meeting in 2024 on March 28, 2024./.