**VC6: Annual General Mandate 2024**

On April 26, 2024, Visicons Construction And Investment Joint Stock Company announced General Mandate as follows:

Article 1: Approve the Report on production and business results 2023; The Executive Board's Production and Business Plan 2024, the main specific targets are as follows:

* 1. Results of business results in 2023

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Plan 2023 | Results 2023 | Results/Plan 2023 |
| 1 | Total output value | 1,008.414 | 1,517.500 | 150.5% |
| 2 | Revenue (VAT included) | 975.707 | 1,362.949 | 139.7% |
| 3 | Profit before tax | 11.919 | 19.735 | 165.6% |
| 4 | Profit after tax | 8.918 | 15.780 | 176.9% |

1. Production and business plan for 2024

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Main targets | Unit | Plan 2024 | Compared to 2023 (%) |
| 1 | Total output value | Billion VND | 1,636.194 | 107.8% |
| 2 | Revenue (VAT included) | Billion VND | 1,600.214 | 117.4% |
| 3 | Profit before tax | Billion VND | 26.599 | 134.8% |
| 4 | Profit after tax | Billion VND | 21.155 | 134.1% |
| 5 | Invest | Billion VND | 35.0 | 217.1% |
| 6 | Dividends | %/year | 15% | 100.0% |

Article 2: Approve the Financial Statements 2023 of Visicons Construction And Investment Joint Stock Company, which was audited for the fiscal year ending December 31, 2023 by Ernst & Young Vietnam Limited.

Article 3: Approve the Operational report 2023 and some key tasks for 2024 of the Board of Directors.

Article 4: Approve the Operational report 2023 of the Supervisory Board; Approve selecting an audit company for the Company's Financial Statements 2024:

* 1. Approve the Operational report 2023 of the Supervisory Board.
  2. Approve authorization for the Board of Directors of the Company to select one of the following Audit companies to review and audit the Financial Statements 2024 for the Company:

Ernst & Young Vietnam Limited

Deloitte Vietnam Company Limited (Deloitte)

KPMG Limited (KPMG)

Article 5: Approve the profit distribution plan for the fiscal year 2023

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Total profit before tax in 2023 | 19,735,304,834 |
| 2 | Corporate income tax 2023 | 3,954,842,061 |
| 3 | Distributed profits 2023 = (1) - (2) | 15,780,462,773 |
| 3.1 | Expected dividend payment according to capital contribution (8,799,882 shares x 15 %) | 13,199,823,000 |
| 3.2 | Remuneration of the Board of Directors and the Supervisory Board (executive) | 60,000,000 |
| 3.3 | Remaining undistributed profit | 2,520,639,773 |

Article 6: Approve the contents: Dividend payment rate in 2023; Plan to pay dividends 2023 in cash and Plan to issue shares to pay dividends 2023 by shares:

1. Approve dividend payment rate in 2023: 15%/share

In which:

* Rate of dividend payment 2023 in cash: 05%/share
* Rate of dividend payment 2023 by shares: 10%/share

1. Approve the Plan on dividend payment 2023 in cash:

* Payment form: Pay dividends in cash
* Exercise rate: 5%/share (shareholders get VND 500.0 for every share they own).
* Source for implementation: Distributed profit in 2023
* Execution time: Within 6 months after the Plan on paying dividends 2023 in cash is approved by the General Meeting.
* Authorize the Board of Directors to choose the appropriate time to carry out procedures to record the list of shareholders and implement other related work to pay dividends 2023 in cash to shareholders according to relevant regulations of current law.

1. Approve the plan to issue shares to pay dividends in 2023 by shares as follows:

|  |  |
| --- | --- |
| Share name: | Shares of Visicons Construction And Investment Joint Stock Company |
| Share type: | Common shares |
| Securities code: | VC6 |
| Par value: | VND 10,000/share |
| Charter capital: | VND 87,998,820,000 |
| Total number of issued shares: | 8,799,882 shares |
| Number of treasury shares: | 0 shares |
| Number of outstanding shares: | 8,799,882 shares |
| Number of shares expected to be issued: | 879,988 shares |
| Total value of issued shares (based on the par value): | VND 8,799,988,000 |
| Expected increase in charter capital: |  |
| * Charter capital before issuance: | VND 87,998,820,000 |
| * Charter Capital after issuance: | VND 96,798,700,000 |
| Form of the issuance: | Issuance of shares to pay dividends |
| Rate of number of shares issued/Total number of outstanding shares | 10% |
| Exercise rate | 10% of outstanding shares (Shares issued to existing shareholders will be distributed by method of exercising rights at a rate of 10:01. Accordingly, on the record date of the list of shareholders exercising rights, shareholders owning 01 share will receive 01 right, shareholders owning 10 rights will receive 01 new share). |
| Expected issue date: | After receiving approval from the State Securities Commission, expected in 2024. |
| Subjects entitled to receive dividends by shares: | Outstanding shareholders in the list of shareholders on the record date to exercise the right to receive dividends 2023 by shares. |
| Source of capital for implementation: | Undistributed profit after tax according to the Company's Audited Financial Statements 2023. |
| Principles for rounding and handling fractional shares: | The number of shares issued will be rounded down to the unit, the decimal fraction (if any) will be canceled.  For example: Shareholder A owns 1,256 shares, with the right exercise rate of 10:01, the number of shares that shareholder A receives is: 1,256\*10/100= 125.60 shares. According to the rounding principle, the number of new shares received by shareholder A is 125 shares, the fractional shares (0.60 shares) will be canceled. |
| Transfer restrictions: | Issued shares are not subject to transfer restrictions. Shareholders may not transfer their rights to a third party. |
| Distribution method: | For deposited securities: Securities owners carry out procedures to receive dividends by shares at depository members where securities depository accounts are opened.  For undeposited securities: Securities owners carry out procedures to receive dividends by shares at the Head Office of Visicons Construction And Investment Joint Stock Company (Address: 5th Floor, 29T2 Building, Hoang Dao Thuy Street, Trung Hoa Ward, Cau Giay District, Hanoi). When coming to carry out the procedure, shareholders shall present the Share Ownership Certificate and Citizen Identification Card/Identity Card. |
| Issuance purposes: | Issuing shares to pay dividends in 2023 to increase the scale of charter capital to serve the Company's activities. |

1. Approve changing the Charter capital in the Charter of Organization and Operations of Visicons Construction And Investment Joint Stock Company.
2. Approve the implementation of registration procedures to change the content of charter capital in the Company's Business Registration Certificate at the Hanoi Authority for Planning and Investment after being approved by the State Securities Commission regarding the Report on results of the issuance.
3. Approve the registration of additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) and the listing of additional securities at the Hanoi Stock Exchange (HNX).

After completing the issuance, the General Meeting approved and authorized the Board of Directors to complete procedures of securities registration and listing of additional securities for all additional shares issued at the Vietnam Securities Depository and Clearing Corporation (VSDC) and Hanoi Stock Exchange according to current legal regulations.

d. Approve authorization to the Board of Directors of the Company:

The General Meeting authorized the Company's Board of Directors to carry out work related to the issuance of shares to pay dividends 2023 by shares as follows:

* Decision to amend, supplement, complete and detail the content of the above share issuance plan and/or amend, supplement or change the above issuance plan and/or amend, supplement, change the issuance plan when necessary or at the request of a competent State agency to ensure the success of the issuance;
* Select the time of issuance, build, complete, amend and supplement (if any) the share issuance dossier to submit to the competent State agency;
* Decide on the time to record the list of shareholders to exercise rights, events related to the implementation of issuance and carry out procedures for recording the list of shareholders according to regulations;
* Make amendments and supplements to relevant provisions in the Company's Charter of Organization and Operations to record the increase in Charter Capital;
* Approve increasing charter capital and implementing the necessary work and legal procedures to change the charter capital in the Business Registration Certificate corresponding to the actual total par value of shares arising after completing the issuance;
* Carry out related procedures with the State Securities Commission, Vietnam Securities Depository and Clearing Corporation (VSDC), Hanoi Stock Exchange (HNX); Hanoi Authority for Planning and Investment.
* Decide on other arising issues related to the process of issuing shares to pay dividends.

Article 7: Approve the remuneration plan 2023 and remuneration plan 2024 of the Board of Directors and the Supervisory Board

* 1. Implementation of Remuneration for the Board of Directors and the Supervisory Board in 2023:

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| --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Remuneration/Month | Number of months | Amount - VND (Personal income tax included) | Notes |
| I | Board of Directors |  |  |  |  |  |
| 1 | Tran Van Khanh | Chair of the Board of Directors | 10,000,000 | 12 | 120,000,000 |  |
| 2 | Hoang Hoa Cuong | Member | 5,000,000 | 12 | 60,000,000 |  |
| 3 | TODA KOJI | Member | 5,000,000 | 12 | 60,000,000 | The representative of a Shareholder - MAEDA CORPORATION refused to receive remuneration |
| 4 | Nguyen Minh Tuan | Member | 5,000,000 | 12 | 60,000,000 |  |
| 5 | Nguyen Phan Tuan | Member | 5,000,000 | 12 | 60,000,000 |  |
| II | The Supervisory Board |  |  |  |  |  |
| 1 | Dang Thanh Huan | Chief of the Supervisory Board | 5,000,000 | 12 | 60,000,000 |  |
| 2 | Tran Tuan Khanh | Member | 3,000,000 | 12 | 36,000,000 | The representative of a Shareholder - MAEDA CORPORATION refused to receive remuneration |
| 3 | Nguyen Kien Trung | Member | 3,000,000 | 12 | 36,000,000 |  |
|  | Total |  |  |  | 396,000,000 |  |

* 1. Remuneration plan for the Board of Directors and the Supervisory Board in 2024
* Chair of the Board of Directors: VND 10,000,000/person/month
* Member of the Board of Directors: VND 5,000,000/person/month
* Chief of the Supervisory Board: VND 5,000,000/person/month
* Members of the Supervisory Board: VND 3,000,000/person/month

Article 8: Approve amendments and supplements to the business lines of Visicons Construction And Investment Joint Stock Company as follows:

* 1. Registered business lines that was registered for amendments and supplements:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Name of business line  (Registered) | Business line code | Name of business line (Registered for amendments and supplements) |
| 1 | Architectural activities and related technical consultancy  Details: Construction project management consulting services (only operational when meeting capacity criteria as prescribed by law) | 7110 | Architectural activities and related technical consultancy  Details: Floor plan design, interior and exterior architectural design for civil and industrial construction projects; Urban planning design, industrial park planning design, industrial area planning design, landscape planning design of projects, urban areas, amusement parks; Design and construction of civil and industrial projects; Structural design for civil and industrial construction projects; Design of water supply and drainage, water environment for civil and industrial construction works, solid waste treatment works; Geodetic survey of construction works; Designing traffic infrastructure, leveling, and drainage of construction works; Design of heating, ventilation, and air conditioning for civil and industrial applications; Mechanical and electrical design for civil and industrial works; Designing urban technical infrastructure; Consulting on investment and construction; Establishing and inspecting investment projects (operate only when qualified according to legal regulations); Project consulting and management; Consulting on new technology equipment and automation equipment (not including determining bidding package prices and contract prices in construction); Consulting on design, appraisal, fire prevention and fighting supervision. |
| 2 | Wholesale of materials and other installation equipment in construction  Details: Trading of building materials | 4663 | Wholesale of materials and other installation equipment in construction  Details: Trading in machinery, construction equipment, and construction materials |
| 3 | Other production not elsewhere classified  Details: Production of building materials; Production of materials, equipment, tools and instruments for the construction industry | 3290 | Other production not elsewhere classified Details: Production of building materials; Production of materials, equipment, tools and instruments for the construction industry;  Exploiting, manufacturing and trading all kinds of construction components and materials including stone, sand, gravel, tiles, cement, glass, roofing sheets, asphalt, all kinds of concrete structures, artificial stone and other types of construction materials;  Production and assembly of fire prevention and fighting equipment and vehicles. |
| 4 | Install electrical systems | 4321 | Install electrical systems  Details: Construction and installation of mechanical and refrigeration systems; Construction and installation of electrical systems for civil and industrial projects up to 35KV. |
| 5 | Installation of other construction systems  Details: Installation of other non-electrical equipment, irrigation systems, heating and air conditioning systems or industrial machinery in the construction and civil engineering industry;  - Installation of industrial equipment systems in the construction and civil construction industry such as: Elevators and automatic stairs; types of automatic doors; lighting system; dust collection system; sound system; equipment system for entertainment...  - Installation of telecommunications equipment systems in telecommunications projects. | 4329 | Installation of other construction systems  Details: Installation of other non-electrical equipment, irrigation systems, heating and air conditioning systems or industrial machinery in the construction and civil engineering industry;   * Installation of industrial equipment systems in the construction and civil construction industry such as: Elevators and automatic stairs; types of automatic doors; lighting system; dust collection system; sound system; equipment system for entertainment... * Installation of telecommunications equipment systems in telecommunications projects; * Construction and installation of fire protection systems. |
| 6 | Other specialized construction activities | 4390 | Other specialized construction activities Details: Repair of civil and industrial works, technical infrastructure works of urban and industrial zones, traffic and irrigation works. |
| 7 | Wholesale other machinery, equipment and spare parts | 4659 | Wholesale other machinery, equipment and spare parts  Details: Trading in machinery, construction equipment, construction materials, replacement parts, technology lines for the construction industry, and construction materials production industry. |
| 8 | Construction of other civil engineering works  Details: Construction of lines and transformer stations up to 35KV, installation of steel structures, equipment of electromechanical, water, air conditioning, signal information  Contracting for construction of civil and industrial projects, infrastructure engineering projects, urban areas and industrial parks, construction of all types of foundations, large-scale projects, road projects, bridges, roads, medium-sized irrigation works (canals, ditches, embankments, culverts, pumping stations)   * Construction of industrial projects: Oil refineries, chemical factories... * Construction works of: Waterways, harbors, and river works, tourist ports, sluices..., dams and dikes * Construction of tunnels... * Construction of outdoor sports facilities... * Construction of telecommunications projects. | 4299 (Main) | Construction of other civil engineering works  Details: Construction of lines and transformer stations up to 35KV, installation of steel structures, equipment of electromechanical, water, air conditioning, signal information  Contracting for construction of civil and industrial projects, infrastructure engineering projects, urban areas and industrial parks, construction of all types of foundations, large-scale projects, road projects, bridges, roads, medium-sized irrigation works (canals, ditches, embankments, culverts, pumping stations)   * Construction of industrial projects: Oil refineries, chemical factories... * Construction works of: Waterways, harbors, and river works, tourist ports, sluices..., dams and dikes... * Construction of tunnels... * Construction of outdoor sports facilities * Construction of telecommunications projects; * Construction of fire prevention and fighting works. |
| 9 | Production of concrete and products from cement and plaster | 2395 | Production of concrete and products from cement and plaster  Details: Fabrication and production of construction structures; Production of construction materials (not produced at headquarters) |

1. Registered business lines that remain unchanged:

Maintain business registration information for all other business lines of the Company that have been updated in the National Business Registration Portal except for business lines changed/supplemented in section 8.1 above.

1. Unregistered business lines that will be additionally registered:

|  |  |  |
| --- | --- | --- |
| No. | Name of business line | Business line code |
| 1 | Other specialized wholesale not elsewhere classified  Details: Export, import, export rights, import rights of: iron, steel, construction structures; materials, other installation equipment in construction; supplies, machinery, equipment, replacement parts; technology lines for the construction industry and production of construction materials; construction machinery and equipment; Trading products serving treatment of wastewater, waste, and environmental protection; Trading in labor protection equipment and tools; Trading in fire prevention and fighting equipment, vehicles, and supplies. | 4669 |
| 2 | Professional, scientific and technological activities not elsewhere classified Details: Consulting on transfer of fire prevention and fighting technology; Training and guidance on fire prevention and fighting operations. | 7490 |
| 3 | Construction of electrical projects | 4221 |
| 4 | Construction of water supply and drainage work | 4222 |
| 5 | Construction of telecommunications and communication projects | 4223 |
| 6 | Construction of water works | 4291 |
| 7 | Construction of mining works | 4292 |
| 8 | Building processing and manufacturing works | 4293 |
| 9 | Production of mining and construction machinery Details: Production of construction machinery and equipment. | 2824 |
| 10 | Other activities of mining support service Details: Mineral exploration | 0990 |
| 11 | Other mining yet to be classified  Details: Exploiting land for leveling and land for road surface construction. | 0899 |

1. Approve amendments to the Company's Charter:

Approve amendments to the provisions in the Company's Charter related to the changes and additions to business lines mentioned in sections 8.1 and 8.3 above.

1. Authorize the Board of Directors and/or General Manager to:
2. The General Meeting authorizes the Board of Directors, on behalf of the General Meeting, to have full authority to decide on amending and supplementing details of business lines, and correspondingly amend the Company's Charter related to the Company's business lines to complete the registration of amendments and supplements to the business lines mentioned above.
3. The General Meeting authorizes the Board of Directors and/or the General Manager/Legal Representative to carry out all necessary legal procedures with competent State agencies to complete the registration of amendments and supplements to the Company's business lines according to the provisions of law.

Article 9: Approve the election results of members of the Board of Directors and the Supervisory Board of Visicons Construction And Investment Joint Stock Company for the term 2020 - 2025.

9.1. Approve the election results and list of elected personnel as members of the Board of Directors of Visicons Construction And Investment Joint Stock Company for the term 2020 - 2025:

|  |  |  |
| --- | --- | --- |
| No. | Elected personnel | Occupation |
| 1 | Mr. OTANI SHINGO | Architect and Engineer |

1. Approve the election results and list of elected personnel as members of the Supervisory Board of Visicons Construction And Investment Joint Stock Company for the term 2020 - 2025:

|  |  |  |
| --- | --- | --- |
| No. | Elected personnel | Occupation |
| 1 | Ms. FUJIKAWA MARIKA | Construction Accounting |

Article 10: Terms of enforcement:

The Annual General Mandate 2024 of Visicons Construction And Investment Joint Stock Company takes effect from the time of being approved by the Annual General Meeting 2024 on April 26, 2024.

The General Meeting assigned the Board of Directors of the Company to organize and implement the contents approved at the General Meeting on the basis of ensuring the best interests of the Company and shareholders under the Company's charter and applicable laws.

The full text of this General Mandate was unanimously approved by the Annual Meeting 2024 of Visicons Construction And Investment Joint Stock Company at the meeting.