**SDJ: Annual General Mandate 2024**

On April 23, 2024, Song Da 25 JSC announced General Mandate No. 01/2024/NQ-DHDCD as follows:

‎‎Article 1. The Annual General Meeting of Shareholders in 2024 of Song Da 25 JSC resolves to approve the following contents:

1. Approve the report of the Board of Directors, the report of the Supervisory Board, and the audited Financial Statements for 2023:
2. Contents of the report of the Board of Directors and the report of the Supervisory Board: As presented to the General Meeting of Shareholders.
3. Audited Financial Statements 2023.

xcerpt from Audit Report No. 220324.002/BCKT.KT7 dated March 22, 2024 by AASC Auditing Firm Co., Ltd:

The Company's financial position as of December 31, 2023:

|  |  |
| --- | --- |
| 1. Short-term assets
 | 19,535,042,762 |
| * Cash and cash equivalents
 | 58,465,160 |
| * Short-term receivables
 | 19,355,894,589 |
| * Other short-term assets
 | 120,683,013 |
| 1. Long-term assets
 | 5,529,426,133 |
| * 1. Fixed assets
 | 5,457,977,270 |
| * Tangible fixed assets
 | 2,864,369,863 |
| * Historical cost
 | 15,031,743,938 |
| * Accumulated depreciation
 | -12,167,374,075 |
| * Intangible fixed assets
 | 2,593,607,407 |
| * Historical cost
 | 2,593,607,407 |
| * Accumulated amortization
 | 0 |
| * 1. Long-term financial investment
 | 42,000,000 |
| * Investments in other entities
 | 189,500,000 |
| * Provision for long-term financial investments
 | -147,500,000 |
| * 1. Other long-term assets
 | 29,448,863 |
| * Long-term prepaid expense
 | 29,448,863 |
| 1. Payables
 | 15,240,494,484 |
| * Short-term payables
 | 15,240,494,484 |
| * Long-term debt
 | 0 |
| 1. Owners’ equity
 | 9,823,974,411 |
| * Contributed capital of owner
 | 12,122,000,000 |
| * Share premium:
 | 832,844,308 |
| * Investment and development fund.
 | 5,071,456,502 |
| * Undistributed profit:
 | -8,202,326,399 |

Business result:

|  |  |
| --- | --- |
| 1. Total revenue and other income:
 | 0 |
| 1. Total expenses
 | 577,472,439 |
| 1. Total profit after tax:
 | -577,472,439 |
| 1. Dividends
 | 0 |

1. Approve the production and business results in 2023 and the production and business plan for 2024:
	1. Approve the results of production and business activities in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Targets: | Unit | In 2023 |
| Plan | Result | Percentage of Result/Plan |
| A | Total production and business value | VND 1,000,000 |  |  |  |
| 1 | Production and business value | VND 1,000,000 | 9,200 | 0 | 0% |
| 2 | Revenue | VND 1,000,000 | 6,500 | 0 | 0% |
| 3 | Transferred amount into bank account | VND 1,000,000 | 4,500 | 2,000 | 44.44% |
| 4 | Payable to state budget: | VND 1,000,000 | 1,000 | 45 | 4.5% |
| 5 | Employees and salary |  |  |  |  |
| 5.1 | Total employees | Employee | 18 | 15 | 83.33% |
| 5.2 | Average income | VND 1,000,000 | 6,000 | 4,500 | 75% |

* 1. Production and business plan for 2024:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Unit | 2024 Plan | Note |
|  | Production and business plan |  |  |  |
| 1 | Value of production and business: | VND 1,000,000 | 5,000 |  |
| 2 | Revenue | VND 1,000,000 | 3,500 |  |
| 3 | Transferred amount into bank account | VND 1,000,000 | 2,000 |  |
| 4 | Payable to state budget | VND 1,000,000 | 500 |  |
| 5 | Employees and salary |  |  |  |
| 5.1 | Total employees | Employee | 15 |  |
| 5.2 | Average monthly income/person | VND 1,000 | 5,000 |  |

The implementation of the 2024 production and business plan depends heavily on the financial situation: The Company must complete the capital reduction due to the separation of the enterprise in order to ensure bidding and signing contracts with investors; work with Banks to borrow credit capital to expand production and business and carry out joint ventures and associations to attract investment capital.

1. Approve the remuneration settlement of the Board of Directors and Supervisory Board in 2023 and the estimated remuneration for the Board of Directors and Supervisory Board in 2024:
2. Remuneration settlement in 2023
* The estimated remuneration expenses for the Board of Directors and Supervisory Board of the company in 2023 is VND 216,000,000.
* The remuneration settlement for the Board of Directors and Supervisory Board in 2023 based on the completion rate of 50% is as follows: 216,000,000 X 50% = VND 108,000,000.

In which:

* Remuneration for the Board of Directors: VND 66,000,000
* Remuneration for the Supervisory Board: VND 42,000,000
1. The Board of Directors submits to the General Meeting of Shareholders for approval of the remuneration levels of the Board of Directors and Supervisory Board in 2024

Total estimated remuneration for the Board of Directors and Supervisory Board in 2024: VND 216,000,000

In which:

* Chair of the Board of Directors: VND 5,000,000/person/month;
* Members of the Board of Directors: VND 3,000,000/person/month;
* Chief of the Supervisory Board: VND 3,000,000 per member per month
* Member of the Supervisory Board: VND 2,000,000 per member per month

The remuneration for the Board of Directors and Supervisory Board is settled at the end of the fiscal year after obtaining the results of production and business activities. The remuneration for the Board of Directors and Supervisory Board is settled in accordance with the company's salary regulations, suitable for the type of enterprise and in compliance with the provisions of law.

1. Approve the selection of an audit company to audit the Financial Statements for 2024.

The Annual General Meeting of Shareholders in 2024 unanimously authorizes the Board of Directors and the Supervisory Board of the Company to select an audit company in accordance with the provisions of law to audit the Financial Statements for 2024.

1. Approve the transfer and liquidation of fixed assets that have been fully depreciated, old, outdated and no longer usable.
* Pursuant to the Charter of organization and operation of Song Da 25 JSC.
* Pursuant to the Company's regulations on management of machinery and equipment.

The Annual General Meeting of Shareholders in 2024 unanimously authorizes the Board of Directors of the company to liquidate fixed assets that have been fully depreciated, old, outdated and no longer usable in accordance with the company's regulations and rules and in compliance with the provisions of law on liquidation of fixed assets.

1. Approve the continued authorization for the Board of Directors to direct and carry out tasks to completely resolve the company's separation and capital reduction due to the company's separation with relevant state management agencies and to prepare necessary documents to cancel the registration of securities trading of Song Da 25 JSC shares after completing the capital reduction:

Currently, the separation of the enterprise according to Annual General Mandate in 2021 and 2022 has been completed, but Song Da 25 JSC has not yet received the result of capital reduction due to the separation of the enterprise from the Vietnam Securities Depository, the Hanoi Stock Exchange and the State Securities Commission.

The Annual General Meeting of Shareholders in 2024 of Song Da 25 JSC unanimously approves the continued authorization for the Board of Directors and the Board of Management of the company to continue working with management agencies (Vietnam Securities Depository, Hanoi Stock Exchange, State Securities Commission) to promptly resolve the capital reduction due to the company's separation to ensure the interests of shareholders, and the separated companies as well as the company being separated have conditions to mobilize capital to continue maintaining business operations.

After the capital reduction, the charter capital of Song Da 25 JSC is VND 12,122,000,000, so it does not meet the capital conditions under Article 32 of the Securities Law 2019.

The Annual General Meeting of Shareholders in 2024 decides to approve the authorization for the Board of Directors of the company to direct and carry out necessary procedures to submit to the State Securities Commission and relevant management agencies to cancel the registration of securities trading due to not meeting the above capital conditions.

1. Approve the content that the General Meeting of Shareholders authorizes the Board of Directors of Song Da 25 JSC to approve other issues under the decision-making authority of the General Meeting of Shareholders.

The Annual General Meeting of Shareholders in 2024 unanimously approves the content of authorizing the Board of Directors of Song Da 25 JSC to decide on other issues under the decision-making authority of the General Meeting of Shareholders.

Article 2. The General Meeting of Shareholders assigns the Board of Directors to direct the executive apparatus to organize the implementation of Annual General Mandate 2024. During the implementation process, if there are difficulties and obstacles that cannot be overcome, the General Meeting of Shareholders assigns the Board of Directors of the Company to consider adjusting to suit the actual conditions of the Company. The Supervisory Board performs the function of inspecting and supervising the management activities of the Board of Directors, the executive activities of the General Manager and the executive apparatus of the Company in accordance with the provisions of the Law, the Company's Charter and this General Mandate.

Article 3. This General Mandate takes effect from the date of signing; all shareholders of Song Da 25 JSC, members of the Board of Directors, members of the Supervisory Board and all employees of the Company are responsible for implementing this General Mandate./.