**API: Annual General Mandate 2024**

On May 10, 2024, Asia - Pacific Investment JSC announced General Mandate No. 12/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on activities of the Board of Management in 2023.

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

‎‎Article 3. Approve the Report on activities of the Supervisory Board in 2023

‎‎Article 4. Approve the Audited Financial Statements 2023.

In accordance with the Annual General Mandate 2023, the Board of Directors has selected A&C Auditing and Consulting Company Limited to conduct the audit of the Financial Statements 2023. In which, some basis financial targets as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Unit | The Financial Statements of the Holding Company | The Consolidated Financial Statements |
| 1 | Total assets | VND | 1,906,094,474,649 | 2,285,966,274,223 |
| 2 | Short-term assets | VND | 1,045,015,266,013 | 1,714,186,256,488 |
| 3 | Long-term assets | VND | 861,079,208,636 | 571,780,017,735 |
| 4 | Total payables | VND | 1,011,000,037,337 | 1,354,624,620,157 |
| 5 | Owners’ equity | VND | 895,094,437,312 | 931,341,654,066 |
| 6 | Net revenue | VND | 182,250,363,494 | 193,185,712,948 |
| 7 | Net profit from business activities | VND | (43,531,303,789) | (40,906,446,873) |
| 8 | Other profits | VND | (4,655,808,772) | (4,849,045,907) |
| 9 | Profit before tax | VND | (48,187,112,561) | (45,755,492,780) |
| 10 | Profit after tax | VND | (48,187,112,561) | (53,815,187,926) |

‎‎Article 5. Approve the production and business results 2024, business plan 2024 as follows:

|  |  |
| --- | --- |
| Operational results 2023:  |  |
| No. | Content | Value (VND) |
| 1 | Profit after tax 2023 | (53,815,187,926) |
| 2 | Accumulated undistributed profit after tax as of December 31, 2023 | : 65,802,194,996 |
| *-* | *Profit after tax distributed until the end of previous period* | *121,640,648,792* |
| *-* | *Undistributed profit after tax 2023* | *(55,838,453,796)* |
| Business plan of the Company 2024. |  |
| No. | Content | Value (VND) |
| 1 | Total revenue | 354,000,000,000 |
| 2 | Profit before tax | 51,000,000,000 |
| 3 | Profit after tax | 38,000,000,000 |
| 4 | Dividend payment rate | 0% |

‎‎Article 6. Approve the selection of an audit company to audit/review the Financial Statements 2024

Approve the list of independent audit companies eligible for selection to conduct the audit/review of the Financial Statements 2024, as follows:

* A&C Auditing and Consulting Company Limited
* AASC Auditing Firm Company Limited
* UHY Auditing and Consulting Company Limited
* VACO Auditing Company Limited
* Anviet Auditing Company Limited
* Nhan Tam Viet Auditing Company Limited

The General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of an independent audit company from the above list to conduct the audit/review of the Financial Statements 2024.

‎‎Article 7. Approve remuneration of the Board of Directors and the Supervisory Board.

1. Remuneration already paid to the Board of Directors and the Supervisory Board in 2023

Total remuneration for the Board of Directors and the Supervisory Board in 2023 was: VND 524,290,323 equivalent to 35% of the remuneration plan for 2023 (as approved by the General Meeting of Shareholder 2023)

1. Approve remuneration payment plan for the Board of Directors and the Supervisory Board 2024;

Based on the plan for 2024, the General Meeting of Shareholders approves a remuneration payment rate for the Board of Directors and the Supervisory Board 2024: VND 1,000,000,000.

Authorize the Chair of the Board of Directors to determine the specific remuneration for each member of the Board of Directors, and the Chief of the Supervisory Board to determine the specific remuneration for each member of the Supervisory Board within the total remuneration mentioned above.

‎‎Article 8. Approve amending the Company’s Charter

Approve on amending Article 1, Section 3 of the Company's Charter, as follows:

|  |  |  |
| --- | --- | --- |
| No. | Current content | Proposed amendment |
| 1 | The company has 1 legal representative: The Chair of the Board of Directors | The company has 1 legal representative: the General Manager |

The General Meeting of Shareholders authorizes the Chair of the Board of Directors to issue the Charter immediately after the General Meeting of Shareholders concludes.

‎‎Article 9. Approve authorizing the Board of Directors to decide on certain matters within the authority of the General Meeting of Shareholders

Authorize the Board of Directors to receive and provide loans or guarantees to members of the Board of Directors, supervisor, General Manager, other managers, and related individuals or organizations; and authorize the Board of Directors to approve transactions as in Article 4 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government on the implementation of certain provisions of the Law on Securities.

Authorize the Board of Directors to carry out contents related to the adjustment of the Investment Project for a complex of commercial services, offices for lease, and luxury hotels in Gia Sang Ward, Thai Nguyen City, Thai Nguyen Province.

‎‎Article 10. Approve the list of the Board of Directors and the Supervisory Board for the term 2024 - 2029

The list of the Board of Directors members for the term 2024-2029

1. Ms. Nguyen Phuong Dung
2. Mr. Dinh Quoc Duc
3. Ms. Nguyen Do Hoang Lan
4. Mr. Nguyen Duc Quan
5. Mr. Ho Xuan Vinh

The list of the Supervisory Board members for the term 2024-2029

1. Ms. Nguyen Thi Ngoc Ha
2. Ms. Dinh Thi Thu Hang
3. Ms. Nguyen Thu Huong

‎‎Article 11. Terms of enforcement

This General Mandate takes effect from the date of its signing.

Members of the Board of Directors, the Supervisory Board, and the Board of Management of the company, based on their functions, duties, and authorities, shall be responsible for implementing the contents of this General Mandate.