**TED: Annual General Mandate 2024**

On May 15, 2024, Transport Engineering Design Incorporated announced General Mandate No. 12NQ/TEDI-DHDCD as follows:

‎‎Article 1. Approve the following contents:

1. Report on operation results in 2023 and plan in 2024 of the Board of Directors;
2. Approve the Report on activities 2023 and plan for 2024 of the Supervisory Board;
3. Separate and Consolidated Financial Statements 2023 of Transport Engineering Design Incorporated audited by AASC Auditing Firm Company Limited with the following main targets:

Unit VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | Separate Financial Statements | | Consolidated Financial Statements | |
| 2022 | 2023 | 2022 | 2023 |
| 1 | Total assets   * Short-term assets * Long-term assets | 619,605,911,376  501,523,091,611  118,082,819,765 | 629,634,627,272  505,281,938,903  124,352,688,369 | 1,334,646,734,055  1,246,417,441,428  88,229,292,627 | 1,239,225,449,618  1,142,079,472,844  97,145,976,774 |
| 2 | Total revenue:   * Main production and business * Financial revenue * Other incomes | 594,041,368,733  581,197,935,058  12,817,595,759  25,837,916 | 744,677,168,856  717,580,959,704  26,796,312,369  299,896,783 | 1,468,794,336,745  1,461,563,647,735  6,211,928,156  1,018,760,854 | 1,493,107,652,667  1,480,350,205,508  11,169,229,437  1,588,217,722 |
| 3 | Profit before tax | 50,538,616,795 | 73,509,468,742 | 114,265,242,003 | 122,442,625,555 |
| 4 | Profit after tax:   * Shareholders of the holding company * Non-controlling shareholder | 42,519,433,636  42,519,433,636  - | 62,879,995,360  62,879,995,360  - | 90,611,304,924  63,054,551,054  27,556,753,870 | 96,523,922,887  71 415 200,297  25,108,722,590 |
| 5 | Basic earnings per share | X | X | 3,542 | 5,707 |
| 6 | Capital construction investment, fixed asset purchasing | 8,218,542,455 | 8,166,919,430 | 15,888,869,300 | 11,909,688,687 |

1. Distribution plan of profit after tax in 2023 of the holding company:

* Dividend (VND 2,500/ share; 50% of profit after tax): VND 31,250,000,000
* Managers bonus fund (4% of profit after tax): VND 2,515,200,000
* Sales bonus funds (4% of profit after tax): VND 2,515,200,000
* Bonus and welfare fund (10% of profit after tax): VND 6,288,000,000
* Undistributed profit after tax for current year (32% of profit after tax): VND 20,311,595,360.

Total: VND 62,879,995,360

1. Settlement of remuneration for the Board of Directors, the Supervisory Board 2023: VND 1,041,240,000, specifically:

Unit: VND

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Position | Approved estimate | Settlement 2023 | Amount paid in 2023 | Remaining amount to be paid |
| I. | The Board of Directors |  |  |  |  |  |
| 1 | Hitoshi YAHAGI | The Chair | 182,640,000 | 182,640,000 | 182,640,000 | - |
| 2 | Pham Huu Son | Deputy Chair | 164,400,000 | 164,400,000 | 164,400,000 | - |
| 3 | Do Minh Dung | Member | 146,160,000 | 146,160,000 | 146,160,000 | - |
| 4 | Dao Ngoc Vinh | Member | 146,160,000 | 146,160,000 | 146,160,000 | - |
| 5 | Do Thi Phuong Lan | Member | 146,160,000 | 146,160,000 | 146,160,000 | - |
| II. | The Supervisory Board |  |  |  |  | - |
| 1 | Mach Thanh Toan | The Chief | 109,560,000 | 109,560,000 | 109,560,000 | - |
| 2 | Ngo Nam Ha | Member | 73,080,000 | 73,080,000 | 73,080,000 | - |
| 3 | Vo Hoang Anh | Member | 73,080,000 | 73,080,000 | 73,080,000 | - |
| III | Total |  | 1,041,240,000 | 1,041,240,000 | 1,041,240,000 | - |

1. Production and business plan 2024:

Unit Million VND

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | Consolidated figures | | | In which, holding company | | |
| Results 2023 | Plan 2024 | Rate (%) | Results 2023 | Plan 2024 | Rate (%) |
| 1 | Total asset value | 1,239,225 | 1,250,000 | 100.9 | 629,635 | 620,000 | 98.5 |
| 2 | Total revenue | 1,493,108 | 1,200,000 | 80.4 | 744,677 | 550,000 | 73.9 |
| 3 | Profit before tax | 122,443 | 88,795 | 72.5 | 73,509 | 52,700 | 71.7 |
| 4 | Profit after tax: | 96,524 | 72,045 | 74.6 | 62,880 | 46,673 | 74.2 |
| In which: - Shareholders of the holding company | 71,415 | 51,045 | 71.5 | 62,880 | 46,673 | 74.2 |
| - Non-controlling shareholder | 25,109 | 20,999 | 83.6 | - | - | - |
| 5 | Basic earnings per share | 5,707 | 4,084 | 71.6 | X | X | X |
| 6 | Fixed asset investment | 11,910 | 31,589 | 265.2 | 8,167 | 19,682 | 241.0 |

1. Production and business plan in 5 years of 2024-2028 period:

Unit Million VND

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | 5 years plan for 2024-2028 period | | | | |
| 2024 | 2025 | 2026 | 2027 | 2028 |
| I. | Consolidated targets |  |  |  |  |  |
| 1 | Total asset value | 1,250,000 | 1,300,000 | 1,350,000 | 1,400,000 | 1,450,000 |
| 2 | Total revenue | 1,200,000 | 1,280,000 | 1,360,000 | 1,425,000 | 1,450,000 |
| 3 | Profit before tax | 88,795 | 100,734 | 107,765 | 112,242 | 116,076 |
| 4 | Profit after tax | 72,045 | 81,496 | 87,394 | 91,026 | 95,937 |
| 5 | Profit after tax/ total revenue (%) | 6.00 | 6.37 | 6.43 | 6.39 | 6.62 |
| 6 | Basic earnings per share (VND) | 4,084 | 4,692 | 4,987 | 5,181 | 5,462 |
| II | Targets of holding company |  |  |  |  |  |
| 1 | Total asset value | 620,000 | 640,000 | 650,000 | 670,000 | 700,000 |
| 2 | Total revenue | 550,000 | 578,000 | 607,000 | 637,000 | 669,000 |
| 3 | Profit before tax | 52,700 | 57,400 | 60,400 | 63,400 | 65,000 |
| 4 | Profit after tax | 46,673 | 49,420 | 52,128 | 54,880 | 57,901 |
| 5 | Profit after tax/ total revenue (%) | 8.49 | 8.55 | 8.59 | 8.62 | 8.65 |
| 6 | Dividends (%) | 20% | 20% | 20% | 20% | 20% |

1. Distribution plan of profit after tax of holding company in 2024:

|  |  |
| --- | --- |
| Dividend | No less than VND 2,000/share |
| Bonus fund for the Board of Directors, the Supervisory Board, and the Executive Board | Type A enterprises: not exceeding 5% of profit after tax, Type B enterprises: not exceeding 3% of profit after tax, of which 50% is allocated to the Board of Directors- the Supervisory Board and 50% to the Board of Management and the Chief Accountant. |
| Sales bonus fund | Not exceeding 5% of profit after tax when the corporation is classified as a Type A enterprise and revenue exceeds 4 times the owners’ equity. |
| Bonus and welfare fund | Not exceeding 10% of profit after tax |
| Undistributed profit after tax | The remaining amount after allocating the aforementioned funds. |

1. Expected remuneration plan for the Board of Directors, the Supervisory Board 2024:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Position | Quantity | Coefficient | Month/ person | Remuneration/ month (VND) | Remuneration plan (VND) |
| 1 | Chair of the Board of Directors | 1 | 1.0 | 12 | 15,700,000 | 188,400,000 |
| 2 | Deputy Chair of the Board of Directors | 1 | 0.9 | 12 | 14,100,000 | 169,200,000 |
| 3 | Member of the Board of Directors | 3 | 0.8 | 36 | 12,560,000 | 452,160,000 |
| 4 | Chief of the Supervisory Board | 1 | 0.6 | 12 | 9,420,000 | 113,040,000 |
| 5 | Member of the Supervisory Board | 2 | 0.4 | 24 | 6,280,000 | 150,720,000 |
|  | Total | 8 |  | 96 |  | 1,073,520,000 |

The actual remuneration of the member of the Board of Directors, the Supervisory Board will be adjusted according to the production and business results 2024 of the holding company.

1. Authorize the Board of Directors of the Company to select one of the following three audit companies to audit the Financial Statements 2024:
2. Ernst & Young Vietnam Limited.
3. AASC Auditing Firm Company Limited;
4. UHY Auditing and Consulting Company Limited

‎‎Article 2. Approve the election results of the members of the Board of Directors and the Supervisory Board for the third term (2024-2029) of Transport Engineering Design Incorporated as follows:

1. The Board of Directors: 05 members (arranged in alphabetical order)
2. Mr. Nhu Dinh Hoa.
3. Ms. Do Thi Phuong Lan.
4. Mr. Mutsuya MORI.
5. Mr. Pham Huu Son.
6. Mr. Dao Ngoc Vinh.
7. The Supervisory Board: 03 members (arranged in alphabetical order)
8. Mr. Phan Le Binh.
9. Mr. Ngo Nam Ha.
10. Mr. Vo Tung Hung.

‎‎Article 3. Terms of enforcement

The General Meeting of Shareholders authorizes the Board of Directors and the Supervisory Board of the corporation to organize and supervise the implementation of the General Mandate in accordance with the provisions of the law and the Company's Charter.

Members of the Board of Directors, the Supervisory Board, the Executive Board, and related individuals and units are responsible for implementing this General Mandate in accordance with the provisions of the law and the Company's Charter.

‎‎Article 4. Validity of enforcement

The General Mandate consists of 4 pages, prepared in both Vietnamese and English, which hold equal legal validity. In case of conflicts or differences between Vietnamese and English versions, the Vietnamese one will be prioritized for application, adjustment, and explanation.

This General Mandate was approved by the General Meeting of Shareholders in full and takes effect from May 15, 2024.