**TID: Annual General Mandate 2024**

On May 22, 2024, Tin Nghia Corporation announced General Mandate No. 01/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report of the Board of Directors of Tin Nghia Corporation on the result of business activities 2023 and goals, and tasks for 2024 with the following main targets:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Targets | Unit | Plan 2023 | Results2023 | Compared to  |
| Plan 2023 | Same period |
| Total consolidated revenue | Billion VND | 10,000 | 8,869 | 88.69% | 90.55% |
| In which: Holding Company | “ | 3,920 | 4,224 | 107.74% | 137.87% |
| Profit after tax | “ | 250 | 260 | 103.86% | 182.37% |
| In which: Holding Company | “ | 220 | 222 | 101.13% | 138.91% |
| Dividend payment/Charter capital rate | % | 10 | 10 | 100.00% | 200.00% |

‎‎Article 2. Approve the Report of the Board of Directors of Tin Nghia Corporation on the implementation progress of the share offering plan to existing shareholders.

Article 3. Approve the Report of the Supervisory Board of the Tin Nghia Corporation on the operation results 2023 and the supervisory plan in 2024.

Article 4: Approve the Financial Statements of Tin Nghia Corporation for the fiscal year ending December 31, 2023 (including Consolidated Financial Statements and Separate Financial Statements) have been audited and confirmed by AASC Auditing Firm Company Limited and verified by the Supervisory Board of the Corporation.

Article 5. Approve the profit distribution plan 2023 of the Corporation with the following main targets:

|  |  |  |
| --- | --- | --- |
| No. | Explanation | Amount (VND) |
| 1 | Profit after tax on the Consolidated Financial Statements 2023 | 259,657,621,448 |
| 2 | Profit after tax on the Separate Financial Statement 2023 | 222,486,133,241 |
| 3 | Profit distribution 2023 | 218,324,306,662 |
| 3.1 | Appropriation for investment and development fund (5% of profit after tax) | 11,124,306,662 |
| 3.2 | Appropriation for bonus and welfare funds (2 months' salary) | 7,200,000,000 |
| 3.3 | Dividend payment 2023 (10% of charter capital) | 200,000,000,000 |
| 4 | Remaining profit after tax 2023 (4=2-3) | 4,161,826,579 |

Based on realized profits 2023 and undistributed profit after tax according to the Financial Statements of the holding Company as of December 31, 2023, approve the rate of appropriation for funds as mentioned above and agree on the dividend payment 2023 by shares at 10% par value.

‎‎Article 6. Approve production and business plan targets for 2024 and expected dividend payment rate for 2024 with the following main targets:

1. Total consolidated revenue: VND 10,000 billion.

*In which, Holding Company: VND 6,000 billion.*

1. Consolidated profit after tax: VND 250 billion.

*In which, Holding Company: VND 220 billion;*

1. Dividend payment/ charter capital rate (minimum): 10%.

Article 7. Settlement of remuneration, bonus 2023 and estimate of remuneration, bonus for 2024 of the Board of Directors, the Supervisory Board of Tin Nghia Corporation.

1. Approve the settlement of remuneration of the Board of Directors, the Supervisory Board amounted to VND 5,324,306,662.
2. Approve the estimate of remuneration, and bonus of the Board of Directors and Supervisory Board for 2024 as follows:
3. Remuneration for members of the Board of Directors and the Supervisory Board: The total remuneration for members of the Board of Directors and the Supervisory Board 2024 is VND 5,200,000,000.
4. Remuneration for executive members of the Board of Directors and the Supervisory Board: Paid from the Corporation’s salary fund.
5. Bonus for members of the Board of Directors and members of the Supervisory Board: The maximum appropriation for bonus for members of the Board of Directors and the Supervisory Board 2024 is 5% calculated on the profit after tax exceeding the plan 2024.
6. Authorize the Board of Directors of the Corporation to decide on specific remuneration, and bonus for each member of the Board of Directors and the Supervisory Board and be responsible for publicity and transparency according to regulations.

Article 8: Selection of an audit company for the Financial Statements 2024.

1. Approve the list of independent audit companies to choose to audit Financial Statements 2024 of Tin Nghia Corporation as follows:

|  |  |
| --- | --- |
| No. | Name of audit company |
| 1 | PwC (Vietnam) Limited |
| 2 | Ernst & Young Vietnam Limited |
| 3 | AASC Auditing Firm Company Limited |
| 4 | A&C Auditing and Consulting Company Limited |

1. Authorize the Board of Directors of the Corporation to select one out of four audit companies according to the list above to audit the Financial Statements 2024 of Tin Nghia Corporation.
2. In case an agreement cannot be reached with the four audit companies mentioned above, the Annual General Meeting of Shareholders 2024 authorizes the Board of Directors to select another audit company from the list approved by the State Securities Commission, which meets the audit requirements for public companies and listed companies, to audit the Financial Statements 2024 of Tin Nghia Corporation.

Article 9: Amendments and supplements to the Charter of Tin Nghia Corporation.

1. Approve amendments and supplements to Clause 1, Article 3 of the Corporation’s Charter on June 17, 2022. Specifically:
2. Contents stipulated in Clause 1, Article 3 of the Corporation’s Charter dated June 17, 2022:

“Article 3. Legal representative of the Corporation

1. The Corporation has 01 legal representative.

The legal representative of the Corporation is the Chair of the Board of Directors.”

1. The content of amendments and supplements to Clause 1, Article 3 of the Charter is as follows:

“Article 3. Legal representative of the Corporation

1. The Corporation has 02 legal representatives.

Legal representatives of the Corporation are the Chair of the Board of Directors and the General Manager”

1. In addition to the above amendments and supplements, other contents of Article 3 as well as the Charter of Tin Nghia Corporation approved by the General Meeting of Shareholders on June 17, 2022 remain unchanged.
2. The amendments and supplements to the Charter of Tin Nghia Corporation take effect from the date of its approval by the General Meeting of Shareholders and are updated into a new Charter replacing the Charter of Tin Nghia Corporation dated June 17, 2022.
3. Based on the provisions of Point c, Clause 4, Article 24 of the Law on Enterprise No. 59/2020/QH14 dated July 16, 2020, the Chair of the Board of Directors, as the legal representative of Tin Nghia Corporation, is assigned to sign and issue the new Charter to replace the existing Charter issued on June 17, 2022.

Article 10: Approve the dismissal of the position of member of the Supervisory Board of Tin Nghia Corporation, term II (2021 - 2026) for Ms. Le Ngoc Dung- Born in 1968; ID card Number: 075 168 001 180, issued by the Police Department for Administrative Management of Social Order- from May 22, 2024 according to the resignation dated March 26, 2024.

Article 11: Approve the number and list of candidates for additional election of members of the Supervisory Board of Tin Nghia Corporation, term II (2021 - 2026):

1. Approve the number of additional members of the Supervisory Board: 01 members.
2. Approve the list and results of additional elections to the Supervisory Board of Tin Nghia Corporation, term II (2021 - 2026) as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Full name | Date of birth | Gender | Citizen Identification Card number | Qualification | Current position | Self-nomination/Nomination by shareholders - Shareholder nomination |
| 1 | Nguyen Quoc Ky | 1975 | Male | 042075001170 | Master Degree in Law | Deputy Manager of Risk Management; Assistant of the Chair of the Board of Directors of Tin Nghia Corporation | Nomination by Tin Nghia Corporation |

Article 12. Terms of enforcement.

1. Assign the Board of Directors of the Corporation to be responsible for:
2. Direct and organize the implementation of the contents stated in this General Mandate in accordance with the provisions of law and the Corporation’s Charter.
3. Report on the situation and results of implementation of this General Mandate at the next General Meeting of Shareholders.
4. Assign the Supervisory Board to inspect and supervise the implementation of this General Mandate in accordance with the provisions of law and the Corporation’s Charter.
5. This General Mandate was voted on and approved by the Annual General Meeting of Shareholders 2024 of Tin Nghia Corporation in accordance with the provisions of law and the Corporation's Charter.
6. This General Mandate takes effect from the date of its signing./.