**ABC: Annual General Mandate 2024**

On April 24, 2024, VMG Media Joint Stock Company announced General Mandate No. 28/2024/NQ-DHDCD-VMG as follows:

Article 1. Approve the following Reports:

1. Report on the Board of Directors activities in 2023 and plan for 2024;
2. Report on activities of the Board of Directors in 2023 and plan for 2024;

* Business results 2023

*Unit: Million VND*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | 2022 | 2023 | % of increase (decrease) |
| 1 | Revenue | 1,276,428 | 1,078,710 | -15.5% |
| 2 | Profit before tax | 788,550 | 27,487 | -96.5% |
| 3 | Profit after tax | 774,790 | 26,324 | -96.6% |

1. Report on the activities of the Supervisory Board in 2023 and plan for 2024.

Article 2. Approve the Company's Audited Financial Statements 2023.

Article 3. Approve the Company's profit distribution plan 2023:

* Approve the profit distribution plan 2023

|  |  |  |
| --- | --- | --- |
| **No.** | **Targets** | **Value (VND)** |
| **I** | **Results of production and business activities in 2023** | |
| 1 | Revenue from goods sales and service provision | 1,078,709,786,617 |
| 2 | Profit after tax | 26,324,248,099 |
| 3 | Undistributed profit after tax as of December 31, 2023 | 41,597,081,974 |
| **II** | **Profit distribution plan** | **26,833,332,790** |
| 1 | Appropriations for funds, including: | 16,638,832,790 |
| *1.1* | *Development investment fund (30% of distributed profit) (\*)* | 12,479,124,592 |
| *1.2* | *Bonus and welfare fund (10% of distributed profit)* | 4,159,708,197 |
| 2 | Dividend payment in 2023 in cash (24.51% of distributed profit), equivalent to 5%/Charter Capital (calculated based on the number of outstanding shares of 20,389,000 shares) | 10,194,500,000 |
| **IV** | **Remaining undistributed profit (\*\*)** | **14,763,749,184** |

Note:

(\*) The appropriation for the Development and Investment Fund is based on the Company's needs and development strategy in the coming period, to improve the efficiency of software and information technology systems, as well as strengthen R&D activities which helps improve the recognition of the business and create superior advantages over competitors.

(\*\*) The remainder of the entire accumulated undistributed profit after tax as of December 31, 2023, after appropriation for funds and paying dividends (the remaining VND 14,763,749,184) will be retained for supplementing working capital to serve production and business activities of VMG Media Joint Stock Company.

* Dividend payment plan for 2023
* Amount of dividend payment: VND 10,194,500,000
* Payment form: In cash
* Dividend payment rate: 5%/charter capital (shareholders receive VND 500 for every share they own)
* Expected implementation time: Q3/2024

Article 4. Approve:

1. Approve adding business lines;
2. Approve amendments to the Company's Charter: Amend Clause 1, Article 3 on the Company's business lines, amend Clause 4, Article 2 on the Title of the Legal Representative from General Manager to Chair of the Board of Directors;
3. Change legal representative: The General Meeting of Shareholders authorizes the Board of Directors to carry out the procedure to change the legal representative of the Company after the Board of Directors elects a new Chair of the Board of Directors.

Article 5. Approve the Company's Business Plan 2024:

* Revenue in 2024: VND 1,150,180,000
* Profit before tax in 2024: VND 28,862,000,000
* Expected dividend rate in 2024: 5% of Charter capital

Article 6. Approve the selection of the audit company for the Financial Statements 2024.

Article 7. Approve the remuneration plan for the Board of Directors and the Supervisory Board in 2024

Article 8. Approve the listing of the Company's shares on the Ho Chi Minh City Stock Exchange.

Article 9. Approve signing contracts and transactions with affiliated persons (organizations/legal entities) of the Company.

Article 10. Approve dismissal and election of additional members of the Board of Directors for the term 2023 - 2027.

Approve the dismissal of members of the Board of Directors as follows:

|  |  |
| --- | --- |
| Full name | Position |
| Nguyen Manh Hung | Member of the Board of Directors |
| Luong Minh Tuan | Member of the Board of Directors |
| Nguyen Thi Thuy Duong | Member of the Board of Directors |

Approve the results of the additional election of members of the Board of Directors for the term 2023 - 2027 as follows:

|  |  |
| --- | --- |
| No. | List of candidates |
| 1 | Nguyen Hoang Nam |
| 2 | Nguyen Duc Tho |
| 3 | Hoang Tri Cuong |

Article 11. Approve Meeting Minutes and General Mandate of the Annual General Meeting of Shareholders 2024

Article 12. Terms of enforcement

The General Mandate has been approved by the Annual General Meeting of Shareholders 2024 of VMG Media Joint Stock Company and takes effect from April 24, 2024.

The Board of Directors, the Board of Management, the Supervisory Board, and relevant departments and units are responsible for implementing this General Mandate, ensuring the interests of Shareholders, and the Company, and complying with the provisions of the Law.