**DCF: Annual General Mandate 2024**

On April 22, 2024, Design and Construction Join Stock Company No.1 announced General Mandate No. 01/2024/NQ-DHCD as follows:

‎‎Article 1. Approve the Board of Directors' Activity Report on the summary of production and business activities in 2023 and the production and business plan in 2024 with the following basic contents:

1. Business results in 2023:

* Total assets: VND 726,293,200,771.
* Net revenue: VND 611,228,355,791.
* Profit before tax: VND 20,435,686,982.
* Profit after tax: VND 10,597,688,473.

1. Business plan in 2024:

* Revenue: VND 1,200 billion.
* Profit before tax: VND 46 billion.

‎‎Article 2. Approve the Supervisory Board's Activity Report.

‎‎Article 3. Approve the Audited Financial Statements 2023.

‎‎Article 4. Approve the profit distribution plan of 2023 and the profit distribution plan for 2024 with following basic contents:

1. Profit distribution plan in 2023:

Applying Circular 200/2014/TT-BTC dated December 22, 2014, Joint Stock Companies are only allowed to appropriate company funds and pay dividends to shareholders when the Company has fulfilled its tax obligations and other financial obligations according to the provisions of law and fully compensated for previous losses according to provisions of law and the Company's Charter.

* Because the profit in 2023 did not reach the plan submitted to the General Meeting of Shareholders 2023, the Board of Directors agrees to submit to the Annual General Meeting of Shareholders 2024 not to pay dividends.
* Profit after tax in 2023: VND 10,597,688,473
* Accumulated profit by the end of 2023: VND 16,462,862,917
* Profit after tax in 2023 is distributed as follows:
* Development and investment fund (10% of profit after tax): VND 1,059,768,847
* Bonus and welfare fund (15% of profit after tax): VND 1,589,653,271
* Remaining profit: VND 7,948,266,555

1. Profit distribution plan in 2024:

* Appropriation for investment and development fund: 10% of profit after tax.
* Appropriation for bonus and welfare funds: 15% of profit after tax.
* Remuneration of the Board of Directors/Supervisory Board (7% of profit after tax)
* Expected dividend payment rate: 30-50 % of profit after tax.

‎‎Article 5. Approve remuneration, bonuses and other benefits of the Board of Directors and the Supervisory Board with the following basic contents:

1. Remuneration, bonuses and other benefits of the Board of Directors and the Supervisory Board in 2023, specifically:

* Remuneration of the Board of Directors: VND 470,000,000
* Remuneration of the Supervisory Board: VND 315,000,000

1. Remuneration, bonuses and other benefits of the Board of Directors and the Supervisory Board in fiscal year 2024 are maximum 7% of profit before tax of fiscal year 2024.

‎‎Article 6. Approve the list of units performing audit and review of the financial statements 2024 (according to the attached Proposal).

‎‎Article 7. Approve the issuance plan to increase share capital from the source of owners’ equity.

|  |  |
| --- | --- |
| Issuer | : Design and Construction Join Stock Company No.1 |
| Name of the issued share: | : Shares of Design and Construction Join Stock Company No.1 |
| Securities code: | : DCF |
| Type of shares to be issued | : Common share |
| Par value | : VND 10,000/share |
| Currency | : Vietnamese Dong (VND) |
| Charter capital before the issuance | : VND 300,000,000,000 |
| Number of outstanding shares | : 30,000,000 shares. |
| Number of treasury shares | : 0 shares. |
| Expected number of shares | : 10,000,000 shares. |
| Total expected issuance value at par value | : VND 100,000,000,000. |
| Subjects of the issuance | : Outstanding shareholders according to the list of shareholders at the record date exercise the right to receive shares issued to increase share capital from the source of owners’ equity granted by Vietnam Securities Depository and Clearing Corporation according to regulations. |
| Issuance method | : Issue to outstanding shareholders by the method of exercising the right |
| Exercise rate (expected) | : 3:1 (Shareholders owning 01 share will receive 01 right to receive additional shares, for every 03 rights to receive additional shares, they will receive 01 new share). |
| Capital source for implementation | : share premium |
| Handling fractional shares | : The number of shares issued to outstanding shareholders from the source of owners’ equity will be rounded down to the nearest unit. The number of fractional shares arising (if any) due to rounding down will be canceled  For example: On the record date for the list, shareholder A owns 128 shares. At that time, the number of shares shareholder A receives is 42.67. When rounded down to the unit, the actual number of shares shareholder A receives is 42 shares. 0.67 fractional shares will be canceled. |
| Expected execution time | : Within 45 days from the date the State Securities Commission announces receipt of full report documents. |
| Registration for depository and additional listing of issued shares | : Additional issued shares will be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation and registered for additional trading at the Hanoi Stock Exchange. |

‎‎Article 8. Approve the share issuance plan under the Employee Stock Ownership Plan (ESOP).

|  |  |
| --- | --- |
| Issuer | : Design and Construction Join Stock Company No.1 |
| Name of the issued share: | : Shares of Design and Construction Join Stock Company No.1 |
| Securities code: | : DCF |
| Type of shares to be issued | : Common share |
| Par value | : VND 10,000/share |
| Currency | : Vietnamese Dong (VND) |
| Charter capital before the issuance | : VND 300,000,000,000 |
| Number of outstanding shares | : 30,000,000 shares. |
| Number of treasury shares | : 0 shares. |
| Expected number of shares | : Up to 1,500,000 shares |
| Total expected issuance value at par value | : Up to VND 15,000,000,000 |
| Number of shares expected to be issued: | : Maximum 5% of total outstanding shares at the issuance time. |
| Issuance method | : Issue shares under the Employee Stock Ownership Plan. |
| Capital use purposes | : Supplement working capital to serve business activities in the field of construction and installation. |
| Principles of determining the number of shares to be distributed to each subject: | Distribute shares according to the selected list of key employees of the Company who meet the criteria approved by the Board of Directors. |
| Criteria and list of participants of the ESOP | : The General Meeting of Shareholders authorizes the Board of Directors to approve the criteria and list of employees entitled to buy shares |
| Issuance price for employees: | : VND 10,000/share. |
| Transfer of the purchase rights | : Employees are not allowed to transfer their purchase rights to other entities. |
| Handling the number of shares refused to purchase: | : For the number of shares that have not been distributed to employees or employees who do not participate in purchasing at the price initially offered by the Board of Directors, the General Meeting of Shareholders will authorize the Board of Directors to distribute to other employees at a price not lower than VND 10,000/share and comply with the criteria of the issuance plan. |
| Transfer restrictions | : Shares are restricted from transfer within 01 year from the end date of the issuance. |
| Expected execution time | : Within 45 days from the date the State Securities Commission announces receipt of full report documents. |
| Registration for depository and additional listing of issued shares | : Additional issued shares will be registered for additional depository at the Vietnam Securities Depository and Clearing Corporation and registered for additional trading at the Hanoi Stock Exchange. |

‎‎Article 9. Approve the private placement plan

|  |  |
| --- | --- |
| Issuer | : Design and Construction Join Stock Company No.1 |
| Name of the issued share: | : Shares of Design and Construction Join Stock Company No.1 |
| Securities code: | : DCF |
| Type of shares to be issued | : Common share |
| Par value | : VND 10,000/share |
| Currency: | : Vietnamese Dong (VND) |
| Charter capital before the offering: | : VND 300,000,000,000 |
| Number of outstanding shares | : 30,000,000 shares |
| Number of treasury shares | : 0 shares. |
| Number of shares expected to be offered | : 10,000,000 shares |
| Total expected issuance value at par value | : VND 100,000,000,000 |
| Rate of additional shares offered | : 33.33% (10,000,000 shares/30,000,000 shares). |
| Issuance method | : Private placement to professional securities investors |
| Eligible buyer | : Domestic and/or foreign organizations and individuals that meet the standards and conditions of professional securities investors according to the provisions of Law on Securities No. 54/2019/QH14. Authorize the Board of Directors to determine investor selection criteria; number of investors and number of shares offered for each investor. Authorize the Board of Directors to determine the status of a professional securities investor. |
| Offering purposes | : Pay short-term loans and supplement working capital to serve business activities in the field of construction and installation. |
| Public offering: | : In case the proportion of investors selected by the Board of Directors to participate in purchasing shares during the offering process reaches or exceeds the ownership rate according to the 2 provisions in Clause 1, Article 35 of the Law on Securities No. 54/2019 /QH14, there is no need to carry out public offering procedures. |
| Transfer restrictions | : Shares of the private placement mentioned above are restricted from transfer within 01 year from the date of completion of the offering, except in the case of transfer between professional securities investors or pursuant to a judgment or decision of the Court that has taken legal effect, the decision of the Arbitrator or the inheritance according to the provisions of law. |
| Plan on handling the number of undistributed shares after the offering (if any): | The number of undistributed shares in the private placement to investors (if any) will be continued to be offered by the Board of Directors to other subjects who are professional securities investors in accordance with the provisions of Law on Securities No. 54/2019/QH14 is in demand in the appropriate manner and conditions, with the offering price following the principle of determining the offering price in this plan. These shares are restricted from transfer within 01 year from the end date of the offering. At the same time, investors are not required to be approved by the General Meeting of Shareholders according to Clause 3, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government, ensuring other conditions as prescribed in Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government and according to relevant laws. |
| Expected time of issue: | : Within 90 days from the date of written approval of the offering from the State Securities Commission. |
| Register for depository and register for additional trading | : All successfully offered shares will be registered for additional depository and for additional trading in accordance with the provisions of law. |

‎‎Article 10. Approve the Proposal on approving amendments to the Charter of organization and operations on the addition of a Legal Representative (according to the attached Proposal).

‎‎Article 11. Approve the plan to divest capital from Eras Da Lat Investment Joint Stock Company; Continue to withdraw investment cooperation from Eras Binh Thuan Investment Company Limited and Green Medicine Company Limited and make new investment.

On the basis of evaluating the capital contribution to Eras Da Lat Investment Joint Stock Company ("Eras Da Lat Company") as well as the recovery of investments at Eras Binh Thuan Investment Company Limited ("Eras Binh Thuan Company”), Green Medicine Company Limited (“Green Medicine Company”), the Board of Directors of Design and Construction Join Stock Company No.1 realized that:

* Capital contribution to Eras Da Lat Company is not effective in the current period;
* At the same time, using the money recovered from Eras Binh Thuan Company and Green Medicine Company to invest according to the plan in the Extraordinary General Mandate 2022 will not bring maximum profits and benefits to the Company and its shareholders.

Therefore, the Board of Directors respectfully submits to the General Meeting of Shareholders to approve the recovery of contributed capital at Eras Dalat Company and continue to recover all investment cooperation at Eras Binh Thuan Company and Green Medicine Company to make new investments in more effective projects, specifically:

1. Recovery of capital contribution at Eras Da Lat Company with the amount of VND 150 billion.
2. Continue to recover the investment cooperation in Eras Binh Thuan Company and Green Medicine Company and do not implement the plan to use the recovered money according to the Extraordinary General Mandate 2022 to buy shares of Eras Da Lat Investment Joint Stock Company with the amount of VND 40 billion, and buy shares of Eras Farm with the amount of VND 100 billion
3. For the above divestment and recovery amounts, assign the Board of Directors to:

* Supplement working capital for construction and installation activities during the period when there is no effective investment project.
* Contribute investment capital to the Dam'bri model rural residential area project of Era Development and Construction Investment Company Limited (Investor) (according to investment policy decision No. 2349/QD-UBND dated November 27, 2023).
* Contribute capital to invest in the Green View model rural residential area project of the Green View Development and Investment Company Limited (Investor) (according to investment policy decision No. 2542/QD-UBND dated December 28, 2023).
* Projects with other investment policies.

‎‎Article 12. Approve the Proposal on electing members of the Board of Directors and members of the Supervisory Board for the 2024 - 2029 term (according to the attached Proposal).

‎‎Article 13. Approve the List of nominated members/candidates to elect members of the Board of Directors/Supervisory Board for the 2024 - 2029 term (according to the attached Proposal).

‎‎Article 14. Approve the election results on members of the Board of Directors/Supervisory Board of the 2024 - 2029 term.

1. Member of the Board of Directors

* Mr. Pham Hung Cuong
* Mr. Ho Viet Trung
* Mr. Nguyen Minh Tam
* Mr. Chu Quang Huan
* Mr. Nguyen Ba Tho

1. Member of the Supervisory Board

* Ms. Tran Thi Binh An
* Ms. Le Thi Minh
* Ms. Le Thi Tinh

‎‎Article 15. Terms of enforcement

This General Mandate was approved by the Annual General Meeting of Shareholders 2024 of Design and Construction Join Stock Company No.1 on April 22, 2024 and takes effect from the date of its signing.

Members of the Board of Directors, the Supervisory Board, the Board of Management and all shareholders of the Company are responsible for implementing this General Mandate and organizing the implementation according to\* their authority and functions in accordance with the law, the Company’s Charter of organization and operation.