**SHN: Annual General Mandate 2024**

On April 22, 2024, Hanoi Investment General Corporation announced General Mandate No. 01/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on activities of the Board of Directors.

‎‎Article 2. Approve the Report on the business activities in 2023 and the Business plan 2024 of the Company with the following targets of the business plan 2024 as follows:

1. Coal supply plan for Thang Long Power Plant Joint Stock Company: Promote commercial business activities in providing input coal materials for the operation of Thang Long Power Plant in Quang Ninh and other material business activities. The business plan 2024 is expected to be as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Plan 2024 |
| 1 | Total revenue | Billion VND | 4,620 |
| 2 | Profit before tax | Billion VND | 65 |
| 3 | Profit after tax, in which: | Billion VND | 51 |
|  | Profit after tax of the Holding Company | Billion VND | 50 |

1. Plan on commercial coal trading: Strengthen the implementation of import activities, search for domestic coal raw materials and supply coal to partners to increase revenue and profit from coal trading activities outside TLP (within market conditions permitting): assign the Board of Directors to proactively plan and organize the implementation depending on the actual market status.
2. Investment and capital contribution plan:

Conduct search and research to implement at least 02 new real estate projects in 2024, specifically:

* 01 project on service and commercial complex combined with high-rise housing;
* 01 project on low-rise commercial housing.

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

‎‎Article 4. Approve the Proposal of the Supervisory Board on selecting an audit company in 2024 with the following main contents:

1. Approve the selection of International Auditing Company Limited (iCPA) as the audit company to implement audit activities for the Company in 2023; Approve the audit contracts signed between the Company and iCPA in 2023;
2. Select International Auditing Company Limited (iCPA) as the audit company to implement audit activities in 2024 for Hanoi Investment General Corporation.

In case the Company cannot agree with International Auditing Company Limited (iCPA) on the content of the contract, the General Meeting of Shareholders authorizes the Board of Directors to select one in the list of independent audit companies approved by the State Securities Commission to implement audit activities in accordance with the provisions of law.

The General Meeting of Shareholders assigns the General Manager to contact and negotiate contents of the contract, and sign the contract with the selected audit company (including the case where the Board of Directors selects the audit company mentioned above).

‎‎Article 5. Approve the Audited Financial Statements 2023 (including the Audited Separate Financial Statements and the Audited Consolidated Financial Statements) with the following main targets:

1. Consolidated Balance Sheet

Unit: VND

|  |  |  |
| --- | --- | --- |
| Target | As of December 31, 2023 | As of January 01, 2023 |
| A. Short-term assets | 4,224,526,182,624 | 4,216,654,982,753 |
| Cash and cash equivalents | 121,572,824,896 | 62,285,733,725 |
| Short-term receivables | 4,068,660,950,764 | 3,460,090,700,784 |
| Inventory | 16,638,978,165 | 647,419,180,419 |
| Other short-term assets | 17,653,428,799 | 46,859,367,825 |
| B. Long-term assets | 1,484,051,614,407 | 1,493,136,896,606 |
| Long-term receivables | 541,373,075,000 | 541,663,550,000 |
| Fixed assets | 15,885,366,250 | 13,938,941,256 |
| Long-term assets in process | 180,028,629,793 | 179,120,096,930 |
| Long-term financial investments | 741,917,463,973 | 741,670,663,447 |
| Other long-term assets | 4,847,079,391 | 16,743,644,973 |
| Total assets (A+B) | 5,708,577,797,031 | 5,709,791,879,359 |
| C. Payables | 4,121,905,059,461 | 4,125,884,760,819 |
| Short-term debt | 4,121,905,059,461 | 4,125,784,760,819 |
| Long-term debt | - | 100,000,000 |
| D. Owners’ equity | 1,586,672,737,570 | 1,583,907,118,540 |
| Owners’ capital contribution | 1,296,071,470,000 | 1,296,071,470,000 |
| Share premium | 16,350,914,364 | 16,350,914,364 |
| Investment and development fund | 6,139,824,104 | 6,139,824,104 |
| Undistributed profit after tax | 258,707,297,571 | 255,872,080,748 |
| Interests of non-controlling shareholders | 9,403,231,531 | 9,472,829,324 |
| Total capital source (C+D) | 5,708,577,797,031 | 5,709,791,879,359 |

1. Consolidated business results

Unit: VND

|  |  |  |
| --- | --- | --- |
| Target | 2023 | 2022 |
| Net revenue from goods sales and service provision | 5,724,422,556,276 | 5,853,603,335,974 |
| Gross profit from goods sales and service provision | 99,794,810,087 | 94,833,222,850 |
| Revenue from financial activities | 306,593,696,880 | 141,431,257,851 |
| Financial expenses | 342,731,046,552 | 167,956,181,908 |
| Profit or loss in joint ventures | (2,949,474) | (4,930,572) |
| Selling expense | 35,899,280,189 | 34,966,393,083 |
| General and administrative expense | 22,459,017,835 | 23,189,915,671 |
| Other profits | (341,580,912) | 4,613,296,651 |
| Total profit before tax | 4,954,632,005 | 14,760,356,118 |
| Profit after tax, in which: | 3,538,908,688 | 2,840,987,381 |
| Profit after tax of the Holding Company | 3,308,517,386 | 2,540,998,286 |
| Basic earnings per share | 26 | 16 |

1. Plan on using the profit and making appropriation for funds

Unit: VND

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount |
| 1 | Accumulated undistributed profit after tax as of December 31, 2023 | 258,707,297,571 |
| 2 | Undistributed profit after tax according to the Consolidated Financial Statement 2023 | 3,538,908,688 |
| 3 | Profit after tax of the Holding Company | 3,308,517,386 |
| - | Plan on using the profit: |  |
| 1 | Appropriation for bonus fund (5% of profit after tax of the Holding Company) | 165,425,869 |
| 2 | Appropriation for welfare fund (5% of profit after tax of the Holding Company) | 165,425,869 |
| - | Retained profit for reinvestment | 2,977,665,648 |

‎‎Article 6. Approve the remuneration for the Board of Directors and the Supervisory Board in 2023 and the remuneration plan for the Board of Directors and the Supervisory Board in 2024. The remuneration plan for the Board of Directors and the Supervisory Board in 2024 (\*) is as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Content | Number of people (by term) | Remuneration (VND/person/month) | Total remuneration (VND) | |
| 01 month | 01 year |
| 1 | The Board of Directors |  |  | 23,000,000 | 276,000,000 |
|  | Chair of the Board of Directors | 1 | 15,000,000 | 15,000,000 | 180,000,000 |
|  | Member of the Board of Directors | 2 (\*\*) | 8,000,000 | 8,000,000 | 96,000,000 |
| 2 | The Supervisory Board |  |  | 18,000,000 | 216,000,000 |
|  | Chief of the Supervisory Board | 1 | 8,000,000 | 8,000,000 | 96,000,000 |
|  | Member of the Supervisory Board | 2 | 5,000,000 | 10,000,000 | 120,000,000 |
|  | Total |  |  | 41,000,000 | 492,000,000 |

(\*) Applicable time: from the date of receiving approval from the General Meeting of Shareholders.

(\*\*) Executive members of the Board of Directors do not receive the same remuneration as the Board of Directors.

‎‎Article 7. Regarding transactions under the authority of the General Meeting of Shareholders:

1. Approve the content of the Report of the Board of Directors on the results of transactions under the authority of the General Meeting of Shareholders 2023.
2. The General Meeting of Shareholders approves the Company's policy of signing/implementing contracts/transactions under the approval authority of the General Meeting of Shareholders 2024 as follows:
3. Main content of the contract/transaction:

* Party signing the contract/transaction: organizations and individuals (including but not limited to transactions between the Company and members of the Board of Directors, the General Manager, and other related persons according to the provisions of the Law on Enterprise).
* Type of contract/transaction: Borrowing/lending, security (mortgage, pledge, guarantee...), wholesale, investment... and other transactions under the authority of the General Meeting of Shareholders.
* Contract/transaction value:
* Contracts/transactions on investment and sale of assets with a value of 35% or more of total asset value recorded in the Company's most recent Financial Statements.
* Contracts/transactions on borrowing, lending, and selling assets with a value greater than 10% of the total value of the Company's assets recorded in the most recent Financial Statements between the Company and shareholders owning 51% or more of the total shares with voting rights or related persons of those shareholders.
* Contracts/transactions according to Clause 1, Article 167 of the Law on Enterprise with a value of 35% or more of the total value of the Company's assets recorded in the most recent Financial Statements.
* Time of signing contract/transaction: Transactions that take place from after the date of the Annual General Meeting of Shareholders 2024 (April 22, 2024) to before the date of the Annual General Meeting of Shareholders 2025.

1. The General Meeting of Shareholders assigns and authorizes the Board of Directors to decide on the detailed content of each contract/transaction; sign and implement the above contract/transaction to ensure compliance with legal regulations and the Company's interests. The Board of Directors can re-authorize the General Manager to implement the content stated in this Article and report the results of implementation at the Annual General Meeting of Shareholders 2025.

‎‎Article 8. Regarding the dismissal and additional election of members of the Company Board of Directors

1. Approve the dismissal of Mr. Nguyen Ngoc Trieu Duong - Member of the Board of Directors according to personal wishes.
2. Approve the election of 01 additional member of the Board of Directors for the term 2022-2027. The list of candidates for the Board of Directors for the term 2022-2027 is as follows:

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Vu Thang |

3. Approve the election of the following persons as members of the Company Board of Directors:

Full name: Vu Thang

Up to now, the list of the Company Board of Directors includes:

|  |  |
| --- | --- |
| No. | Full name |
| 1. | Hoang Trong Diem |
| 2. | Le Huu Tu |
| 3. | Vu Thang |

‎‎Article 9. Approve the amendment and supplement to the Company's registered business lines, and the amendment and supplement to the Company's Charter as follows:

* Notice on changing the registered business lines
* Supplement the business lines as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Name of the business line to be supplemented | Business code | Major business line |
| 1. | Manufacture of motor vehicles and other motor vehicles | 2910 |  |
| 2. | Manufacture of bodies (coachwork) for motor vehicles and other motor vehicles; manufacture of trailers and semi-trailers | 2920 |  |
| 3. | Manufacture of parts and accessories for motor vehicles and other motor vehicles | 2930 |  |
| 4. | Construction of railways | 4211 |  |
| 5. | Construction of roads | 4212 |  |
| 6. | Construction of electrical works | 4221 |  |
| 7. | Construction of water supply and drainage works | 4222 |  |
| 8. | Construction of telecommunications and communication constructions | 4223 |  |
| 9. | Construction of other utility projects | 4229 |  |
| 10. | Construction of hydraulic structures | 4291 |  |
| 11. | Construction of mining and quarrying facilities | 4292 |  |
| 12. | Construction of manufacturing facilities | 4293 |  |
| 13. | Construction of other civil engineering works | 4299 |  |
| 14. | Other amusement and recreation activities n.e.c. Details: Trading in amusement and recreation areas; sports activities; Trading in green parks, water parks and gardens for entertainment | 9329 |  |

* Amend details of the business lines as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Name of the business line to be amended | Business code | Major business line |
| 1 | Wholesale of other machinery and equipment  Details:   * Wholesale of mining and construction machinery, equipment and spare parts * Wholesale of machinery, electrical equipment, electrical materials (generators, electric motors, wires and other equipment used in electrical circuits) * Wholesale of machinery, equipment and spare parts for textile, garment and footwear machines * Wholesale of other machinery and equipment; * Trading in fire prevention and fighting equipment, equipment and supplies * Wholesale of elevators, pumps, and other machinery | 4659 |  |
| 2 | Wholesale of construction materials and other installation supplies  Details:  Wholesale of bamboo, wood and processed wood   * Wholesale of cement * Wholesale of bricks, tiles, stone, sand, gravel * Wholesale of construction glass * Wholesale of paints and varnishes * Wholesale of tiles and sanitary equipment * Wholesale of hardware * Wholesale of construction materials and other installation supplies | 4663 |  |
| 3 | Details:  Installation of industrial equipment systems in the construction and civil engineering industry such as:  + Elevators and automatic stairs  + Types of automatic doors  + Lighting system  + Vacuum system  + Sound system  + Equipment system for entertainment  + Construction and installation of fire prevention and fighting systems | 4329 |  |
| 4 | Wholesale of other household products  Details: Wholesale of household electrical appliances, lamps and electric light sets; Wholesale of beds, wardrobes, tables, chairs and similar furniture; Wholesale of books, newspapers, magazines, stationery | 4649 |  |

* Assign the General Manager of the Company to sign the necessary dossiers and documents, implement and direct the implementation of procedures for amending and supplementing the Company's business lines, and changing the content of business registration according to the legal regulations.
* Amend and supplement Appendix 03 of the Company’s Charter to be consistent with the above content.
* Assign the Board of Directors to direct and supervise the amendment, and promulgate the amended and supplemented Charter in accordance with legal regulations.

‎‎Article 9. Regarding other issues under the authority of the General Meeting of Shareholders

Based on the actual business activities of the Company, to ensure timeliness in the Company's production and business activities, the General Meeting of Shareholders assigns and authorizes the Board of Directors to decide on other arising issues under the authority of the General Meeting of Shareholders (if any) and report at the Annual General Meeting of Shareholders 2025.

‎‎Article 11. Terms of enforcement

1. This General Mandate is approved at the Annual General Meeting of Shareholders 2024 and takes effect from the date of its approval.
2. Shareholders, members of the Board of Directors, the Supervisory Board, the Executive Board, and relevant units and individuals are responsible for implementing this General Mandate.