**VTZ: Annual General Mandate 2024**

On April 16, 2024, Viet Thanh Plastic Trading And Manufacturing Joint Stock Company announced General Mandate No. 01/2024/VTZ/NQ-DHDCDTN as follows:

Article 1: Approve the Report of the Board of Directors on activities in 2023 and operational plan 2024.

Article 2: Approve the Report on activities of the Supervisory Board in 2023 and operational plan 2024 and the Report on evaluation of each member of the Supervisory Board.

Article 3: Approve the Report of the Executive Board on the production and business results in 2023 and the operational plan 2024.

Article 4: Approve Proposal No. 01/2024/VTZ/TTR of the Board of Directors on the production and business plan 2024 with the following basic targets as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Unit | Results in 2023 | Plan 2024 |
| 1 | Consolidated net revenue | Billion VND | 2,656 | 3,500 |
| 2 | Total profit after tax | Billion VND | 23.2 | 60 |
| 3 | Dividend rate (%/par value) | % | 12% | 10% |

Article 5: Approve the Audited Separate Financial Statements 2023 and the Audited Consolidated Financial Statements 2023.

Article 6: Approve Proposal No. 02/2024/VTZ/TTR of the Board of Directors on the profit distribution plan 2023 with the following basic targets as follows:

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount |
| 1 | Accumulated undistributed profit after tax as of December 31, 2023 | 53,161,719,434 |
| 2 | Distributed profit after tax | 53,161,719,434 |
|  | Bonus and welfare fund | 0 |  |
|  | Investment and development fund | 0 |
|  | Dividend payment in 2023 (12%, calculated on the number of outstanding shares: 43,000,000 shares) | 51,600,000,000 |
| 3 | Retained profit after distribution | 1,561,719,434 |

Article 7: Approve Proposal No. 03/2024/VTZ/TTR of the Board of Directors on approving the remuneration in 2023 and the remuneration plan 2024 for members of the Board of Directors and Supervisory Board, specifically:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Position | Remuneration in 2023 (VND/month) | Remuneration plan 2024 (VND/month) |
|  | The Board of Directors |  |  |
| 1 | Chair of the Board of Directors | 5,000,000 | 5,000,000 |
| 2 | Vice Chair of the Board of Directors-cum-General Manager | 2,500,000 | 2,500,000 |
| 3 | Member of the Board of Directors | 0 | 0 |
|  | The Supervisory Board | 0 | 0 |
| 1 | Chief of the Supervisory Board | 0 | 0 |
| 2 | Member of the Supervisory Board | 0 | 0 |

Article 8: Approve Proposal No. 04/2024/VTZ/TTR of the Board of Directors on approving the transactions with related parties.

Article 9: Approve Proposal No. 05.01/TTr-VTZ on private placement plan.

1. Private placement plan:
2. Name of Issuer: Viet Thanh Plastic Trading And Manufacturing Joint Stock Company
3. Share name: Shares of Viet Thanh Plastic Trading And Manufacturing Joint Stock Company
4. Securities code: VTZ
5. Share type: Common share
6. Par value: VND 10,000/share
7. Number of shares expected to be issued: 28,000,000 shares
8. Total expected issue value (at par value): VND 280,000,000,000
9. Issue purpose: Pay off bank loans, reduce dependence on borrowed capital, reduce financial risks based on long-term capital, strengthen financial potential, and create conditions for expanding business development.
10. Issue form: Private placement for professional securities investors.
11. Subject of the issue: Domestic professional securities investor
12. Criteria for selecting investors to purchase shares in the private placement:

Professional securities investors according to the law are domestic individuals/organizations who are willing to cooperate, have financial capacity, and ensure full implementation of payment obligations for the number of shares registered to purchase;

Individuals who are members of the Board of Directors, the Supervisory Board, and the Board of Management, and key personnel of the Company with financial potential and the ability to contribute capital immediately upon registering to purchase shares are professional securities investors.

The total number of investors participating in the private placement is guaranteed not to exceed 10 professional securities investors.

1. List of investors expected to participate in the private placement:

| No. | Name of investors | Relations with the Company | Numbers of shares registered to purchase (expected) |
| --- | --- | --- | --- |
| 1 | Nguyen Van Tuan | Chair of the Board of Directors | 10,000,000 |
| 2 | Phan Van Quan | Vice Chair of the Board of Directors-cum-Managing Director | 10,000,000 |
| 3 | Nguyen Phuc Loi | Principal shareholder | 8,000,000 |
| Total | 28,000,000 |

1. Issue price: VND 10,000/share
2. Expected issue time: In 2024, the General Meeting authorizes the Board of Directors to decide on the specific time after receiving approval from the State Securities Commission on the Company’s issue registration dossier.
3. Transfer restriction: Shares from the private placement to professional investors are restricted from transfer for 01 year from the date of ending the issue.
4. Registration for depository and additional listing of shares: The number of additional shares issued will be registered for depository by the Company at the Securities Depository and register for additional listing at the Hanoi Stock Exchange after ending the private placement under applicable laws.
5. Ensuring the maximum foreign ownership rate in the issue: The Company's maximum foreign ownership rate is 51% according to Official Dispatch No. 5844/UBCK-PTTT of the State Securities Commission issued on October 04, 2021. The criteria for selecting investors for the issue are domestic professional securities investors, so the issue must ensure the maximum foreign ownership rate according to legal regulations.
6. Plan on handling shares that are not fully distributed:

For shares that are not fully distributed because investors who are entitled to participate in purchasing shares refuse the purchase rights, the General Meeting authorizes the Board of Directors to decide to continue offering to other subjects (suitable for the subject of the issue and meeting the investor selection criteria in this issue plan with the issue price not lower than the initial issue price).

In case the further offering of undistributed shares is not successful, the Board of Directors will cancel those shares and make a decision to end the issue.

1. Commitment to not violating cross-ownership regulations: The private placement of the Company to the professional securities investors mentioned above must ensure that it does not lead to violations of cross-ownership regulations under Article 195 of the Law on Enterprise and Article 12 of Decree 47/2021/ND-CP.
2. Plan on using proceeds from the issue

Total proceeds from the private placement (expected): VND 280,000,000,000.

Plan on using the proceeds from the private placement is expected to be as follows:

|  |  |  |
| --- | --- | --- |
| Capital use purpose | Amount to be used | Expected implementation time |
| 1 Loan payment for Joint Stock Commercial Bank for Investment and Development of Vietnam - Binh Chanh Branch | 100,000,000,000 | Q3 & Q4/2024 |
| 2 Loan payment for Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 12 | 56,200,000,000 | Q3 & Q4/2024 |
| 3 Loan payment for Military Commercial Joint Stock Bank - East Saigon Branch | 55,300,000,000 | Q3 & Q4/2024 |
| 4 Loan payment for Vietnam Maritime Commercial Joint Stock Bank - Ho Chi Minh City Branch | 68,500,000,000 | Q3 & Q4/2024 |
| Total | 280,000,000,000 |  |

In case the number of shares is not fully distributed and the amount of capital mobilized does not reach as expected, the Company will disburse in the following priority order:

Priority 1: Loan payment for Military Commercial Joint Stock Bank - East Saigon Branch; Priority 2: Loan payment for Vietnam Joint Stock Commercial Bank for Industry and Trade - Branch 12; Priority 3: Loan payment for Joint Stock Commercial Bank for Investment and Development of Vietnam - Binh Chanh Branch;

Priority 4: Loan payment for Vietnam Maritime Commercial Joint Stock Bank - Ho Chi Minh City Branch

The General Meeting of Shareholders authorizes the Board of Directors, based on the results of the offering, to proactively allocate the capital source obtained from the offering and/or amend, supplement, adjust the capital use plan according to the Company's actual business activities and ensuring the interests of shareholders. The change of the capital use plan and the proceeds from the offering must be under applicable laws and ensuring the interests of shareholders.

Article 10: Approve Proposal No. 06/2024/VTZ/TTR of the Board of Directors on the share issue plan to pay dividend

|  |  |
| --- | --- |
| - Share name | Shares of Viet Thanh Plastic Trading And Manufacturing Joint Stock Company |
| - Share type: | Common share |
| - Share par value: | VND 10,000. |
| - Number of outstanding shares: | 43,000,000 shares. |
| - Number of additional shares expected to be issued: | 5,160,000 shares |
| - Total issue value at par value (expected): | VND 51,600,000,000 |
| - Rate of share issue to pay dividend: | 12%, equivalent to 100:12 (shareholders owning 100 shares at the time of recording the list of shareholders entitled to the rights to receive dividend will receive 12 new shares) |
| - Source of the issue: | Undistributed profit after tax as of December 31, 2023 according to the Company's Audited Consolidated Financial Statements 2023. |
| - Issue form: | Issue shares to pay dividend |
| - Subject of the issue: | Existing shareholders named on the list of shareholders entitled to receive dividend by shares at the record date. |
| - Plan on handling fractional shares: | The number of shares issued to pay dividend is rounded down to the unit. The number of fractional shares arising (if any) due to rounding down will be canceled.For example: Shareholder owns 108 shares at the record date. The number of shares received is temporarily calculated as: 108 X 100 = 12.96 shares.The actual number of shares that the shareholder will receive is 12 shares; 0.96 fractional share will be disposed. |
| - Capital use purpose: | Supplement working capital. |
| - Transfer condition: | Issued shares have no transfer restrictions. Shareholders are not allowed to transfer their rights to a third party. |
| - Issue term: | In 2024, before or together with the private placement and after receiving written approval from the State Securities Commission on allowing the issue. |
| - Additional registration for depository and listing | The number of shares issued to pay dividend to existing shareholders will be registered for depository and listing at the Vietnam Securities Depository and Clearing Corporation and the Hanoi Stock Exchange immediately after ending the issue in accordance with the provisions of law. |
| - Personal income tax arising from receiving dividend by shares: | Implement according to Decree No. 126/2020/ND-CP dated October 19, 2020 on detailing a number of articles of the Law on Tax Management and related legal documents. |

Article 11: Approve Proposal No. 07/2024/VTZ/TTR of the Supervisory Board on selecting an audit company for the Financial Statements 2024.

Article 12: Terms of enforcement:

This General Mandate consists of 12 articles, is approved by the General Meeting of Shareholders, and takes effect from the date of its signing.

The Board of Directors of Viet Thanh Plastic Trading And Manufacturing Joint Stock Company, Executive Board and related departments are responsible for implementing this General Mandate, ensuring the interests of shareholders and the Company, and complying with applicable laws.