**BCB: Annual General Mandate 2024**

On April 22, 2024, 397 Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD as follows:

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

The General Meeting of Shareholders unanimously approved the Report on the activities of the Board of Directors in 2023 and the plan for 2024 as presented at the General Meeting.

Article 2: Approve the Report on production and business activities results in 2023 and the plan for 2024:

The General Meeting of Shareholders unanimously approved the Report on production and business results in 2023 and the plan for 2024 of the Board of Directors as presented at the General Meeting with some key targets as follows:

1. Production and business results in 2023:
* Total revenue: VND 1,509,162,129,968
* Profit before tax: VND 27,013,948,598
* Profit after tax: VND 20,799,842,495
1. Production and business plan in 2024
* Total revenue: VND 940,747,990,000
* Profit before tax: VND 25,000,000,000
* Profit after tax: VND 20,000,000,000

Article 3: Approve the Report on the activities of the Supervisory Board in 2023 and the plan for 2024.

The General Meeting of Shareholders unanimously approved the Report on the activities of the Supervisory Board in 2023 and the plan for 2024 as presented at the General Meeting.

Article 4: Approve the audited Financial Statements for 2023 of 397 Joint Stock Company

The General Meeting of Shareholders unanimously approved the audited Financial Statements for 2023 of 397 Joint Stock Company, which were audited by the Branch of UHY Auditing and Consulting Co., Ltd. following the prescribed standards, including:

1. Report of the Board of Managers
2. Report of the Independent auditor;
3. Balance sheet on December 31, 2023;
4. Income Statement for 2023;
5. Cash Flow Statement in 2023;
6. Financial Statement Footnotes;

Article 5: Approve the profit distribution plan for 2023 and the plan for 2024

The General Meeting of Shareholders unanimously approved the profit distribution plan for 2023 and the plan for 2024 as proposed by the Board of Directors, specifically as follows:

1. Profit distribution in 2023

*Unit VND*

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| --- | --- | --- | --- |
| No. | Content | Unit | Amount |
| 1 | Current charter capital as of December 31, 2023  | VND | 57,000,000,000 |
| 2 | Total number of shares as of December 31, 2023 | Shares | 5,700,000 |
| 3 | Undistributed profit after tax accumulated to December 31, 2023 (UPAT) | VND | 20,799,842,495 |
| 4 | Profit distribution in 2023 | VND | 20,799,842,495 |
| 4.1 | Appropriation of funds in the enterprise (20% of UPAT) | VND | 4,159,968,499 |
| a | Bonus and welfare fund for employees (18.66% of UPAT): | VND | 3,881,250,610 |
| - | Bonus fund for employees (9.33% of UPAT) | VND | 1,940,625,305 |
| - | Welfare fund for employees (9.33% of UPAT) | VND | 1,940,625,305 |
| b | Bonus fund for managers (1.34% of UPAT) | VND | 278,717,889 |
| 4.2 | Dividend payment to shareholders (80% of UPAT) | VND | 16,639,873,996 |
| a | Dividend payment in cash (80% of UPAT) | VND | 16,639,873,996 |
| b | Share dividend issuance to shareholders (0% of UPAT) | VND | - |
| 5 | Rate of cash dividend to charter capital | %/charter capital | 29.19 |
| 6 | Cash dividend value per share | VND/share | 2,919 |
| 7 | Rate of share dividend to charter capital | % | - |
| 8 | Dividend value per share | VND/share | - |
| 9 | Rate of profit after tax in 2023 to charter capital | % | 36.49 |
| 10 | Remaining undistributed profits transferred to 2024 | VND | - |

1. Dividend payment plan 2023;
* Total amount of dividend payment: VND 16,639,873,996
* Payment form: In cash
* Dividends payment rate in cash: 29.192 %/charter capital (Shareholders receive VND 2,919 for every shares they own).
* Implementation time: During 2024
* The General Meeting of Shareholders authorizes the Board of Directors to consider and decide based on the actual situation of the Company:
* Decide the specific time to pay cash dividends to shareholders.
* Carry out procedures related to the payment of cash dividends to shareholders following the law.
1. Profit distribution plan for 2024

*Unit VND*

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| --- | --- | --- | --- |
| No. | Content | Unit | Amount |
| 1 |  Expected profit after tax of the Company in 2024 | VND | 20,000,000,000 |
| 2 | Expected profit distribution for 2024 (PD) | VND | 20,000,000,000 |
| 2.1 | Appropriation of funds in the enterprise (20% of PD) | VND | 4,000,000,000 |
| a | Bonus and welfare fund for employees (18.42% of PD) | VND | 3,684,000,000 |
| - | Bonus fund for employees (9.21% of PD) | VND | 1,842,000,000 |
| - | -Bonus fund for employees (9.21% of PD) | VND | 1,842,000,000 |
| b | Bonus fund for managers (1.58% of PD) | VND | 316,000,000 |
| 2.2 | Dividend payment to shareholders in cash (80% of PD) equivalent to 28.07% of charter capital  | VND | 16,000,000,000 |
| 3 | Expected cash dividend value per share | VND/share | 2,807 |
| 4 | Expected rate of profit after tax to charter capital  | % | 35.09 |

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

The General Meeting of Shareholders unanimously approved allowing the Board of Directors to select a reputable audit company among the independent audit companies approved by the State Securities Commission to audit entities of public interest in the securities sector in 2024 to audit the Company's Financial Statements 2024.

Article 7: Approve the payment of salaries and remuneration for the Board of Directors, Supervisory Board, managers, and Person in charge of Corporate Governance -cum- Secretariat of the Company in 2023 and the plan for 2024

The General Meeting of Shareholders unanimously approved the report on the payment of remuneration for the Board of Directors, Supervisory Board, Person in charge of Corporate Governance -cum- Secretariat of the Company in 2023 and the proposed remuneration level for 2024, specifically as follows:

1. Report on the payment of salaries and remuneration for the Board of Directors, Supervisory Board, managers, and Person in charge of Corporate Governance -cum- Secretariat of the Company in 2023
	1. Payment of salaries for the Board of Directors, Supervisory Board and managers.

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| --- | --- | --- | --- | --- | --- |
| No. | Position | Average number of employees | Number of months | Salary fund (VND) | Average salary VND/person/month |
| I | The Board of Directors | 03 | 36 | 1,209,145,687 | 33,587,380 |
| 1 | Chair of the Board of Directors | 01 | 12 | 435,639,373 | 36,303,281 |
| 2 | Manager -cum- Member of the Board of Directors | 01 | 12 | 404,468,715 | 33,705,726 |
| 3 | Deputy Manager -cum- Member of the Board of Directors | 01 | 12 | 369,037,599 | 30,753,133 |
| II | The Board of Managers | 03 | 36 | 1,005,280,659 | 27,924,462 |
| 1 | Deputy Manager | 03 | 36 | 1,005,280,659 | 27,924,462 |
| III | Other managers | 12 | 144 | 3,329,126,300 | 23,118,932 |
| 1 | Chief Accountant -cum- Chief of Finance and Accounting Department  | 01 | 12 | 319,258,525 | 26,604,877 |
| 2 | Heads of departments | 07 | 84 | 1,944,380,681 | 23,147,389 |
| 3 | Directors of workshops | 03 | 36 | 831,364,345 | 23,093,454 |
| 4 | Head of the security team | 01 | 12 | 234,122,749 | 19,510,229 |
| IV | The Supervisory Board | 01 | 12 | 276,241,537 | 23,020,128 |
| 1 | Chief of the Supervisory Board | 01 | 12 | 276,241,537 | 23,020,128 |
| Total | 19 | 228 | 5,819,794,183 | 25,525,413 |

1. Payment of remuneration for the Board of Directors, Supervisory Board, and Person in charge of Corporate Governance -cum- Secretariat of the Company.

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| --- | --- | --- | --- | --- | --- |
| No. | Position | Average number of employees | Number of months | Remuneration (VND) | Remuneration fund (VND) |
| I | The Board of Directors | 3.67 | 44 | 110,000,000 | 2,500,000 |
| 1 | Member of the Board of Directors | 3.67 | 44 | 110,000,000 | 2,500,000 |
| II | The Supervisory Board | 02 | 24 | 24,000,000 | 1,000,000 |
| 1 | Members of the Supervisory Board  | 02 | 24 | 24,000,000 | 1,000,000 |
| III | Person in charge of Corporate Governance -cum- Secretariat  | 01 | 12 | 18,000,000 | 1,500,000 |
| 1 | Person in charge of Corporate Governance -cum- Secretariat of the Company | 01 | 12 | 18,000,000 | 1,500,000 |
| Total | 6.67 | 80 | 152,000,000 | 1,900,000 |

1. Proposed salary and remuneration levels for the Board of Directors, Supervisory Board, managers and Person in charge of Corporate Governance -cum- Secretariat of the Company in 2024:
	1. Payment of salaries for the Board of Directors, Supervisory Board and managers.

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| --- | --- | --- | --- | --- | --- |
| No. | Position | Average number of employees(Person) | Number of months | Salary fund (VND) | Average salary VND/person/month |
| I | The Board of Directors | 03 | 36 | 1,464,000,000 | 40,666,666 |
| 1 | Chair of the Board of Directors | 01 | 12 | 528,000,000 | 44,000,000 |
| 2 | Manager -cum- Members of the Board of Directors | 01 | 12 | 516,000,000 | 43,000,000 |
| 3 | Deputy Manager -cum-Members of the Board of Directors | 01 | 12 | 420,000,000 | 35,000,000 |
| II | The Board of Managers | 03 | 36 | 1,260,000,000 | 35,000,000 |
| 1 | Deputy Manager | 03 | 36 | 1,260,000,000 | 35,000,000 |
| III | Other managers | 12 | 144 | 3,522,600,000 | 24,462,250 |
| 1 | Chief Accountant -cum- Chief of Finance and Accounting Department  | 01 | 12 | 384,000,000 | 32,000,000 |
| 2 | Heads of departments | 07 | 84 | 2,111,844,000 | 25,141,000 |
| 3 | Directors of workshops | 03 | 36 | 849,204,000 | 23,589,000 |
| 4 | Head of the security team | 01 | 12 | 230,616,000 | 19,218,000 |
| IV | The Supervisory Board | 01 | 12 | 336,000,000 | 28,000,000 |
| 1 | Chief of the Supervisory Board | 01 | 12 | 336,000,000 | 28,000,000 |
| Total | 19 | 228 | 6,635,664,000 | 29,103,789 |

* 1. Payment of remuneration for the Board of Directors, Supervisory Board and Person in charge of Corporate Governance -cum- Secretariat of the Company.

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| --- | --- | --- | --- | --- | --- |
| No. | Position | Average number of employees | Number of months | Remuneration (VND) | Average remuneration VND/person/month |
| I | The Board of Directors | 04 | 48 | 168,000,000 | 3,500,000 |
| 1 | Member of the Board of Directors | 04 | 48 | 168,000,000 | 3,500,000 |
| II | The Supervisory Board | 02 | 24 | 48,000,000 | 2,000,000 |
| 1 | Members of the Supervisory Board: | 02 | 24 | 48,000,000 | 2,000,000 |
| III | Person in charge of Corporate Governance -cum- Secretariat of the Company | 01 | 12 | 30,000,000 | 2,500,000 |
| 1 | Person in charge of Corporate Governance -cum- Secretariat of the Company | 01 | 12 | 30,000,000 | 2,500,000 |
| Total | 07 | 84 | 246,000,000 | 2,928,571 |

Article 8: Approve the acceptance of some contents under the authority of the General Meeting of Shareholders for the Board of Directors of the Company

For the direction, management, and administration of the Company's production and business activities to be favorable, and flexible and ensure timeliness in seizing market opportunities, and to comply with the Enterprise Law, the Securities Law, and the guiding documents for the implementation of the Law, the Board of Directors respectfully submits to the General Meeting of Shareholders to consider approving the following contents for the Board of Directors:

Approve the Board of Directors to unify the production and business plan for 2024 according to the plan targets announced by the Corporation and be allowed to adjust the production and business plan for 2024 when Dong Bac Corporation has an adjustment notice.

Article 9: Approve the adjustment of the legal basis content for issuing the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors; the Operating Regulations of the Supervisory Board in 2024

The General Meeting of Shareholders unanimously approved the adjustment of the legal basis content for issuing the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors; the Operating Regulations of the Supervisory Board in 2024.

Article 10: Approve the investment plan for 2024.

The General Meeting of Shareholders unanimously approved the investment plan for 2024 according to Proposal No. 08/2024/TTr-HDQT dated April 22, 2024 of the Board of Directors.

Unit VND

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| --- | --- | --- | --- |
| No. | Content | Amount | Note |
| I | Component project: Open-pit mining combined with renovating Nam Trang Bach mine lakes | 5,300,000,000 | 397 Joint Stock Company implements the construction investment plan from the capital source of Dong Bac Corporation. |
| 1 | Construction expenses |  |
| 2 | Equipment expenses |  |
| 3 | Other basic construction cost | 5,300,000,000 |  |
| II | Component project: Investment project of irrigation water supply works in the eastern area of Dong Trieu district. | 3,550,000,000 | 397 Joint Stock Company implements the construction investment plan from the capital source of Dong Bac Corporation. |
| 1 | Construction expenses |  |  |
| 2 | Other basic construction cost | 3,550,000,000 |  |
| III | Investment plan for production equipment. | 7,000,000,000 | The company implements from the Owner's equity. |
| 1 | Construction expenses |  |
| 2 | Equipment expenses | 5,850,000,000 |  |
| 3 | Other basic construction cost | 1,150,000,000 |  |

Article 11: Approve the list of candidates for additional election of members of the Supervisory Board for the term 2022-2027

The General Meeting of Shareholders unanimously approved the list of candidates for additional election of members of the Supervisory Board for the term 2022-2027 according to Proposal No. 09/2024/TTr-HDQT dated April 22, 2024 of the Board of Directors.

Article 12: Announce the results of the additional election of members of the Supervisory Board for the term 2022-2027

Pursuant to the provisions of law, the election regulations approved at the General Meeting and the vote counting results. Mr. Nguyen Dinh Luan has been elected as a member of the Supervisory Board for the term 2022-2027.

The General Meeting of Shareholders unanimously approved the results of the additional election of members of the Supervisory Board for the term 2022-2027.

Article 13: Terms of enforcement

This General Mandate was approved by the Annual General Meeting of Shareholders in 2024 of 397 Joint Stock Company and takes effect from April 22, 2024.

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