**CAR: Annual General Mandate 2024**

On April 26, 2024, Tri Viet Education Group Joint Stock Company announced General Mandate No. 264/2024/NQ-DHDCD as follows:

1. Report on the Board of Directors activities in 2023 and operational plan in 2024;
2. Report on business results 2023 and operating plan 2024 of the Board of Management;

Business Results 2023:

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Results 2023 | Results 2022 | Growth rate |
| 1 | Total assets | 49,557,846,457 | 47,873,818,370 | 104% |
| 2 | Payables | 6,899,953,823 | 8,808,457,515 | 78% |
| 3 | Owners’ equity | 42,657,892,634 | 39,065,360,855 | 109% |
| 4 | Net revenue | 40,508,302,285 | 29,812,631,077 | 136% |
| 5 | Profit before tax | 4,593,661,183 | 5,048,941,168 | 91% |
| 6 | Profit after tax | 3,592,531,779 | 4,038,452,934 | 89% |

Business plan for 2024:

| No. | Target | Plan 2024 (VND) |
| --- | --- | --- |
| 1 | Net revenue | 50,500,000,000 |
| 2 | Profit before tax | 6,500,000,000 |
| 3 | Profit after tax | 5,200,000,000 |

1. Report on the activities of the Supervisory Board in 2023 and operating orientation in 2024;
2. Proposal No. 0541/2024/TTr-HDQT dated April 5, 2024, on approving the Audited Financial Statements 2023;
3. Proposal No. 5410/2024/TTr-HDQT dated April 5, 2024, on approving the profit distribution plan for 2023;

Profit after tax according to Audited Financial Statements 2023: VND 3,592,531,779

Profit distribution plan 2023: Retained earnings.

1. Proposal No. 0544/2024/TTr-HDQT dated April 5, 2024, on selecting an audit company to audit the Financial Statements 2024;
2. Proposal No. 0542/2024/TTr-HDQT dated April 5, 2024, on approving the Company's business plan 2024;
3. Proposal No. 0543/2024/TTr-HDQT dated April 5, 2024, on approving the remuneration of the Board of Directors and Supervisory Board in 2023 and proposed remuneration for 2024;
4. Proposal No. 0545/2024/TTr-HDQT dated April 5, 2024, approving the election of members of the Board of Directors of the Company for the term 2024 - 2029;
5. Proposal No. 549/2024/TTr-HDQT dated April 5, 2024, on Reporting results of the capital increase and amending the Charter;
6. Proposal No. 548/2024/TTr-HDQT dated April 5, 2024, on amending and supplementing some contents of General Mandate No. 258/2023/NQ-DHDCD of the Extraordinary General Meeting of Shareholders on August 25, 2023;
7. Proposal No. 2641/2024/TTr-HDQT dated April 26, 2024, on replacing Proposal No. 0547/2024/TTr-HDQT dated April 5, 2024, and Proposal No. 2343/2024/TTr-HDQT dated April 23 4/2024 on Report on the results of additional shares to increase charter capital in 2023 and adjusting the plan for using capital obtained from the issuance;
8. Report on the results of share issuance for dividend payment:

The Board of Directors reports to the General Meeting of Shareholders on the results of the share issuance for dividend payment 2022 as follows:

1 Number of shares before issuance:

* Total number of issued shares: 3,200,000 shares.
* Number of outstanding shares: 3,200,000 shares.
* Number of treasury shares: 0 shares.

2 Rights exercise rate: 5:1

3 Number of shares expected to be issued: 640,000 shares

4 Completion date of the issuance: December 25, 2023

5 Total number of shares distributed: 640,000 shares, of which:

* Number of shares distributed to shareholders according to the rate: 640,000 shares for 139 shareholders;
* Number of fractional shares handled: 0 shares.
* Total number of shares after the issuance (after December 25, 2023): 3,840,000 shares, of which: Number of outstanding shares: 3,840,000 shares;
* Number of treasury shares: 0 shares.

1. Report on the results of the issuance of shares to existing shareholders:

The Board of Directors reports to the General Meeting of Shareholders on the results of the issuance of shares to existing shareholders in 2023 as follows:

1 Number of offered shares: 3,200,000 shares.

2 Offering price: VND 10,000/share.

3 Total number of distributed shares:

* Number of shares subscribed and paid by existing shareholders to exercise their purchase rights: 1,219,098 shares for 23 shareholders;
* Number of shares allocated for handling unregistered purchase requests and unpaid subscriptions by existing shareholders: 0 shares.
* Total number of undistributed shares: 1,980,902 shares; these shares were canceled after the expiration of the extension period (until April 3, 2024) of the offering based on General Mandate No. 258/2023/NQ-DHDCD of the Extraordinary General Meeting of Shareholders on August 25, 2023.
* Total number of distributed shares: 1,219,098 shares (equivalent to 38.1% of the total number of shares registered for sale).

4 Completion date of the offering: April 03, 2024.

5 Total net proceeds from the offering: VND 12,011,930,000.

* Total proceeds from the offering: VND 12,190,980,000;
* Total expenses of the offering: VND 179,050,000.

1. Summary of results of issuing shares to increase charter capital

1 Number of shares before issuance: 3,200,000 shares.

Total number of issued shares: 3,200,000 shares.

* Number of outstanding shares: 3,200,000 shares.
* Number of treasury shares: 0 shares.

2 Total number of shares distributed for dividend payment: 640,000 shares;

3 Total number of shares distributed through the issuance of shares to existing shareholders: 1,219,098 shares;

4 Total number of shares after the offering period (as of the end date of the offering on April 3, 2024): 5,059,098 shares, of which:

* Number of outstanding shares: 5,059,098 shares
* Number of treasury shares: 0 shares

1. Adjust the plan for using capital obtained from the issuance of shares to existing shareholders in 2023.

The Board of Directors reports to the General Meeting of Shareholders for consideration and approval of the adjustment to the utilization plan of the capital from the issuance of shares to existing shareholders, as follows:

1 The capital utilization plan according to Resolution No. 410/2023/NQ-HDQT dated October 4, 2023, on approving the detailed plan for the utilization of capital from the public offering of shares:

* Total estimated capital to be received from the issuance: VND 32,000,000,000
* Plan for the utilization of funds raised from the issuance:

|  |  |  |
| --- | --- | --- |
| **No.** | **Items using capital** | **Value (VND)** |
| 1 | Contribute capital to establish 04 new education and training centers | 9,200,000,000 |
| 2 | Collaborate on 02 experiential education zones | 15,000,000,000 |
| 3 | Purchase educational materials and supplies to organize experiential activities in various provinces | 7,800,000,000 |
|  | Total | 32,000,000,000 |

2 Revised capital utilization plans:

|  |  |  |
| --- | --- | --- |
| **No.** | **Items using capital** | **Value (VND)** |
| 1 | Collaborate on 01 experiential education zones | 4,090,980,000 |
| 2 | Purchase educational materials and supplies to organize experiential activities in various provinces | 8,100,000,000 |
|  | Total | 12,190,980,000 |

3 Reason for changing

Due to the net proceeds from the offering of VND 12,011,930,000 being significantly lower than the anticipated amount of VND 32,000,000,000, it is necessary to adjust the capital utilization plan to ensure optimal use of funds and maximize benefits for the Company's shareholders.

1. Proposal No. 2341/2024/TTr-HDQT dated April 23, 2024 approving the amendment of the Company's registered business lines;
2. Proposal No. 2342/2024/TTr-HDQT dated April 23, 2024 approving the Company's stock listing registration in 2024.

‎‎Article 2. Terms enforcement:

1. This General Mandate takes effect from the date of its signing.
2. The Board of Directors, the Supervisory Board, the Board of Management of the Company, and relevant individuals are responsible for implementing the above contents following the provisions of law and the Company’s Charter.