**HOM: Annual General Mandate 2024**

On April 26, 2024, VICEM Hoang Mai Cement JSC announced General Mandate No. 02/2024/NQ-DHDCD as follows:

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

‎‎Article 2. Approve the Report of the independent member of the Board of Directors in 2023.

‎‎Article 3. Approve the Report on production and business results & construction investment in 2023 and the plan for production and business & construction investment in 2024 of the Company, specifically as follows:

1. The results of implementing the main targets in 2023 are as follows:
2. Production and business results in 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Results 2023  |
| 1 | Output of main products |  |  |
|  | Clinker | Tons | 1,282,002 |
|  | Cement (including processing) | Tons | 1,439,978 |
| 2 | Consumption of main products | Tons | 1,652,235 |
|  | Clinker | Tons | 238,557 |
|  | Cement (including processing)  | Tons | 1,413,678 |
| 3 | Revenue and other income | Billion VND | 1,744.179 |
| 4 | Profit before tax | Billion VND | (31.024) |
| 4- | Profit before tax (excluding exchange rate differences) | Billion VND | (31.152) |
| 5 | Profit after tax | Billion VND | (31.144) |
| + | Profit after tax (excluding exchange rate differences) | Billion VND | (31.272) |
| 6 | Return on equity after tax excluding exchange rate differences | % | -3.25 |
| 7 | Dividend payment rate: | % | 0 |
| 8 | Payables to the State budget | Billion VND | 29.832 |
| 9 | Total salary fund: | Billion VND | 138.533 |
| 10 | Average labor utilization | Person | 780 |

1. Results of construction investment implementation in 2023:
* Value of work completed: VND 22.775 billion;
* Payment value VND 14.993 billion;
1. Some key targets expected to strive for in 2024 are as follows:
	1. Production and business plan 2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | Expected target for 2024 |
| 1 | Output of main products |  |  |
| 1.1 | Clinker | Tons | 1,260,691 |
| 1.2 | Cement (including processing) | Tons | 1,516,331 |
| - | Self-produced | Tons | 1,499,331 |
| - | Outsourced at Vicem Ha Tien | Tons | 17,000 |
| 2 | Consumption of main products |  | 1,766,000 |
| 2.1 | Clinker | Tons | 250,000 |
| 2.2 | Cement (including processing) | Tons | 1,516,000 |
| 3 | Revenue and other income | Billion VND | 1,621.845 |
| 4 | Profit before tax (excluding exchange rate differences) | Billion VND | (103.868) |
| 5 | Profit after tax (excluding exchange rate differences) | Billion VND | (103.868) |
| 6 | Return on equity after tax excluding exchange rate differences | % | -10.78% |
| 7 | Dividend payment rate: | % | 0 |
| 8 | Payables to the State budget | Billion VND | 46.173 |
| 9 | Total salary fund: | Billion VND | 137.027 |
| 10 | Average labor utilization | Person | 772 |

* 1. Construction investment plan for 2024:
* Planned volume: VND 100.849 billion;
* Planned payment: VND 129.302 billion;
* List of Projects:

The production and business plan and construction investment in 2024 of VICEM Hoang Mai Cement JSC have been reported by VICEM and proposed to the Ministry of Construction for approval as prescribed; after the Ministry of Construction and VICEM approve, the General Meeting of Shareholders assigns the Board of Directors of the Company to review, adjust and direct the implementation accordingly.

‎‎Article 4. Approve the Audited Financial Statements in 2023

‎‎Article 5. Approve the Proposal on profit after tax distribution plan in 2023;

1. Profit before tax in 2023: VND (31,023,998,381)
2. Accumulated undistributed profit after tax in 2023: VND (25,397,649,460)

In which:

Accumulated undistributed profit after tax in 2022: VND 5,746,555,413

Profit after tax in 2023: (VND 31,144,204,873)

Accordingly, the Company does not pay dividends and does not make appropriations to funds from the distributable profit after tax in 2023.

‎‎Article 6. Approve the Report on activities of the Supervisory Board in 2023 and the operating orientation for 2024;

‎‎Article 7. Approve the Proposal for selecting the audit company for the Financial Statements in 2024 according to the contents of the Proposal of the Supervisory Board, specifically:

Approve and authorize the Board of Directors of the Company to select one of the following audit companies to audit the Financial Statements for 2024:

1. Deloitte Vietnam Audit Company Limited;
2. Ernst & Young Vietnam Limited.
3. An Viet Auditing Company Limited

‎‎Article 8. Approve the Proposal on the implementation of remuneration payment for the Board of Directors, Supervisory Board, and Company Secretariat in 2023 and the Payment Plan for 2024.

Specifically, the payment plan for 2024 is as follows:

* For the Board of Directors, members of the Supervisory Board and the Company Secretariat (non-executive):

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Position | Unit: | Payment rate: |
| 1 | Chair of the Board of Directors | VND/person/month | 8,000,000 |
| 2 | Member of the Board of Directors | VND/person/month | 6,000,000 |
| 3 | Members of the Supervisory Board, the Company's Secretariat: | VND/person/month | 4,000,000 |

* For the executive Chief of the Supervisory Board at the Company: Receive salary according to Decision No. 47/QD-XMHM-HDQT dated June 28, 2023 of the Board of Directors on promulgating the Regulation on salary, remuneration, and bonus for managers of the Company.

‎‎Article 9. Approve the Proposal on agreeing on the policy to implement the preparatory steps for investment in the Vicem Hoang Mai General Port Project in Dong Hoi - Nghe An

Article 10: Approve the Proposal on dismissal and additional election of Independent Member of the Board of Directors, term 2023 - 2028.

1. Approve the dismissal of Mr. Nguyen Van Dung as an Independent Member of the Board of Directors.
2. Approve the additional election of an Independent Member of the Board of Directors for the term 2023-2028:
3. Approve the number of additional Independent Members of the Board of Directors to be elected: 01 member
4. Approve the list of candidates for additional election as Independent Member of the Board of Directors for the term 2023-2028: Mr. Dau Duc Son, born in 1967, Manager of Son Thanh Trading Co., Ltd.

‎‎Article 11. Approve the Regulation on additional election of Independent Member of the Board of Directors, term 2023-2028.

‎‎Article 12. Approve the vote counting results of the additional election of Independent Member of the Board of Directors, term 2023-2028.

1. Results of the additional election of Independent Member of the Board of Directors for the term 2023-2028:

|  |  |  |
| --- | --- | --- |
| No. | Full name | Elected position |
| 1 | Dau Duc Son | Independent member of the Board of Directors |

1. Mr. Dau Duc Son was elected as an Independent Member of the Board of Directors for the term 2023-2028

‎‎Article 13. Terms of enforcement

1. This General Mandate was unanimously approved by the General Meeting of Shareholders of VICEM Hoang Mai Cement JSC at the Annual General Meeting of Shareholders in 2024, with a total of 55,138,928 shares present at the time of voting, reaching 100% of the voting shares at the Meeting. The General Mandate takes effect from April 26, 2024.
2. The General Meeting of Shareholders assigns the Board of Directors of the Company to direct and organize the implementation of the contents that have been unanimously approved by the shareholders at the Meeting.
3. Members of the Board of Directors, Supervisory Board, Executive Board and all shareholders of VICEM Hoang Mai Cement JSC are responsible for implementing this General Mandate and organizing the implementation in accordance with their authority and the provisions of law and the Charter of VICEM Hoang Mai Cement JSC.