**KHS: Annual General Mandate 2023**

On April 27, 2024, Kien Hung Joint Stock Company announced General Mandate No. 01/24/NQ-DHDCD/KHS as follows:

Article 1: Approve Proposal No. 01/TTr-DHTN24/KHS dated April 27, 2024 on Reports of the Board of Management, Board of Directors and the Supervisory Board:

The Meeting unanimously approved the contents presented in:

1. Report of the Company's Board of Management on production and business results in 2023 and submission of the plan 2024 to the General Meeting.
   1. Production and business results 2023

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Target | Consolidated | | | Holding Company | | |
| Plan 2023 | Results 2023 | Plan completion rate | Holding Company's plan 2023 | Results 2023 | Plan completion rate (%) |
| Net revenue | 643,210 | 704,324 | 109.50% | 643,210 | 629,396 | 97.85% |
| Gross profit | 47,530 | 39,051 | 82.16% | 47,530 | 51,084 | 107.48% |
| Total profit before tax | (16,904) | (10,212) |  | (16,904) | (15,531) |  |
| Profit after tax | (16,904) | (10,212) |  | (16,904) | (15,531) |  |
| Profit after tax of shareholders of the Holding Company | (16,904) | 1,089 |  | (16,904) |  |  |
| Profit after tax/net revenue | (2.63%) |  |  | (2.63%) |  |  |

1. Report of the Board of Directors on the Board of Directors' activities in 2023 and operational plan for 2024.
2. Report of the Supervisory Board on operations in 2023 and plan for 2024.

Article 2: Approve Proposal No. 02/TTr-DHTN24/KHS dated April 27, 2024 on the Financial Statements 2023

The General Meeting of Shareholders unanimously approved the Financial Statements for the fiscal year ending December 31, 2023 of Kien Hung Joint Stock Company and the Consolidated Financial Statements for the fiscal year ending December 31, 2023 prepared by Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS).

Article 3: Approve Proposal No. 03/TTr-DHTN24/KHS dated April 27, 2024 on Profit distribution, appropriation for funds in 2023, remuneration of the Board of Directors, the Supervisory Board and the management board in 2023:

The Meeting unanimously approved:

1. Dividend payment of 2023:

* Form: by shares
* Rate: 9%.

Source of capital for implementation: Undistributed profit after tax according to the Company's Audited Financial Statements 2023.

1. Profit distribution 2023:

Unit: Million VND

|  |  |  |
| --- | --- | --- |
| Item | Rate (%) | Amount (million VND) |
| Bonus and welfare fund | 8% | 1028 |
| Fund for the operations of the Company's Executive Management Board | 1% | 128 |
| Dividends | 9% | 10,882 |
| Remuneration of the Board of Directors and the Supervisory Board |  | 132 |
| Investment and development fund |  | 681 |
| Total |  | 12,851 |

1. Remuneration of the Board of Directors, the Supervisory Board and managers in 2023:

Spend according to the Annual General Mandate 2023. The remuneration for the Board of Directors, the Supervisory Board and managers paid in 2023 is according to the following table:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Position | Total  In 2023 | Note |
| 1 | Tran Quoc Dung | Member of the Board of Directors & General Manager | 1,083,136,101 |  |
| 2 | Nguyen Ngoc Anh | Member of the Board of Directors & Deputy General Manager | 940,257,841 |  |
| 3 | Tran Quoc Hung | Chair of the Board of Directors & Deputy General Manager | 183,000,000 |  |
| 4 | Huynh Cong Luan | Member of the Board of Directors & Manager of Fish Meal Factory | 895,486,175 |  |
| 5 | Nguyen Tan Dat | Deputy Manager of Finance & Chief Accountant | 517,317,895 |  |
| 6 | Lam Thi Huong Mai | Member of the Board of Directors | 56,000,000 |  |
| 7 | Huynh Thanh Dung | Member of the Board of Directors | 46,000,000 |  |
| 8 | Tran Viet Trung | Member of the Board of Directors | 46,000,000 |  |
| 9 | Truong Tuyen Minh | Chief of the Supervisory Board | 46,000,000 |  |
| 10 | Ngo Van Thien | Member of the Supervisory Board | 29,000,000 |  |
| 11 | Nguyen Thi Thanh Thuy | Member of the Supervisory Board & staff of the Organization Department | 202,043,774 |  |
|  | Total |  | 4,044,241,786 |  |

Article 4: Approve Proposal No. 04/TTr-DHTN24/KHS dated April 27, 2024 on the plan to issue shares to pay dividends in 2023:

1. Approve the plan to issue shares to pay dividends as follows:

|  |  |  |
| --- | --- | --- |
| Share name: | Shares of Kien Hung Joint Stock Company | |
| Share type: | Common shares | |
| Securities code: | KHS | |
| Par value: | VND 10,000/share | |
| Charter capital: | VND 120,909,690,000 | |
| Total number of issued shares: | 12,090,969 shares | |
| Number of treasury shares | 0 shares | |
| Number of outstanding shares | 12,090,969 shares | |
| Number of shares expected to be issued: | 1,088,187 shares | |
| Total value of issued shares (based on the par value): | VND 10,881,870,000 | |
| Expected increase in charter capital: |  | |
| * Charter capital before issuance: | VND 120,909,690,000 | |
| * Expected charter capital increase after issuing shares to pay dividends (according to par value) | VND 10,881,870,000 | |
| * Charter capital after the issuance: | VND 131,791,560,000 | |
| Form of the issuance: | Issuance of shares to pay dividends | |
| Number of shares issued/Total number of shares outstanding | 9% | |
| Exercise rate | 100:9 (shareholders owning 100 shares at the record date will receive 9 additionally issued shares) |
| Expected issue date: | After receiving approval from the State Securities Commission, expected in 2024 |
| Subjects of bonus shares: | Existing shareholders in the list of shareholders at the record date to exercise the right to receive shares |
| Source of capital for implementation: | Undistributed profit after tax according to the Company's Audited Financial Statements 2023 |
| Principles for rounding and handling fractional shares: | Additional shares issued will be rounded down to the unit, the decimal part will be canceled. For example: Shareholder A owns 165 shares and is on the list of shareholders on the record date, so shareholder A will receive additional issued shares equivalent to 165 /100\*9 = 14.85 shares. Thus, shareholder A receives 14 shares and 0.85 shares will be canceled. |
| Transfer restrictions: | Issued shares are not subject to transfer restrictions, shareholders are not allowed to transfer their rights to a third party. |
| Issuance purposes: | Issue shares to pay dividends of 2023. |

1. Approve changing the charter capital in the Company Charter and adjusting the Business Registration Certificate at the Department of Planning and Investment of Kien Giang Province after approval of the Report on issuance results submitted to the State Securities Commission.
2. Approve the registration of additional securities at the Vietnam Securities Depository and Clearing Corporation (VSDC) and the listing of additional securities at the Hanoi Stock Exchange (HNX).

After completing the issuance, the General Meeting of Shareholders approved and authorized the General Manager to complete procedures for securities registration and listing of additional securities for all additional shares issued at Vietnam Securities Depository and Clearing Corporation (VSDC) and listing additional securities at the Hanoi Stock Exchange (HNX) in accordance with current law.

1. Approve the authorization for the Company's Board of Directors

The General Meeting of Shareholders authorized the Company's Board of Directors to carry out work related to the issuance of shares to pay dividends in 2023 as follows:

- Decide to amend, supplement, complete and regulate in detail the content of the issuance plan mentioned above and/or amend, supplement or change the issuance plan when necessary or at the request of the competent Agency to ensure the issuance is successful;

- Select the time of issuance, build, complete, amend and supplement (if any) the issuance dossier to submit to the competent authority;

- Decide when to record the list of shareholders to exercise the rights, and other time schedule related to the implementation of the issuance and carry out procedures for recording the list of shareholders according to regulations;

- Make amendments and supplements to relevant provisions in the Company's Charter to record the newly increased charter capital after completing the issuance;

- Approve the increase in charter capital and implement the necessary work and legal procedures to change the charter capital in the Business Registration Certificate corresponding to the actual par value of shares issued after completing the issuance;

- Carry out related procedures with the State Securities Commission, Vietnam Securities Depository and Clearing Corporation (VSDC), Hanoi Stock Exchange (HNX) and the Department of Planning and Investment of Kien Giang Province.

- Decide on other arising issues related to the process of issuing shares to pay dividends.

Article 5: Approve Proposal No. 05/TTr-DHTN24/KHS dated April 27, on the Business plan 2024, plan on profit-dividend and profit distribution in 2024; Remuneration plan for the Board of Directors and the Supervisory Board in 2024:

The Meeting unanimously approved the business plan for 2024, profit distribution for 2024, and remuneration plan for the Board of Directors and the Supervisory Board for 2024 as follows:

1. Production and business plan for 2024:

Unit: Million VND

|  |  |  |
| --- | --- | --- |
| Target | Consolidated | Holding Company |
| Net revenue | 753,039 | 753,039 |
| Gross profit | 87,750 | 87,750 |
| Total profit before tax | 26,518 | 26,518 |
| Profit after tax | 25,749 | 25,749 |
| Profit after tax of shareholders of the Holding Company | 25,749 | 25,749 |
| Profit after tax/net revenue | 3.42% | 3.42% |

1. Dividend, profit and profit distribution plan for 2024:

|  |  |  |
| --- | --- | --- |
| Profit distribution 2024 | Rate/amount | Notes |
| Dividends | 8%-15% | Paid on Profit after tax |
| Payment of remuneration to the Board of Directors and the Supervisory Board | VND 360 million |  |
| Bonus and welfare fund | 8%-10% | Paid on Profit after tax |
| Fund for the operations of the Company's Executive Management Board | 1% | Paid on Profit after tax |
| Investment and development fund |  | The remainder after distributing profits to the above items. |

Dividend payment of 2024:

Form: paid in cash, by shares, or both cash and shares.

Authorize the Board of Directors to decide on the rate, method, structure and time of dividend payment based on production and business results of 2024.

1. Remuneration of the Board of Directors and the Supervisory Board in 2024:

|  |  |  |
| --- | --- | --- |
| No. | Position | Remuneration (Thousand VND/month) |
| 1 | Chair of the Board of Directors | 6,000 |
| 2 | Member of the Board of Directors | 3,000 |
| 3 | Chief of the Supervisory Board | 3,000 |
| 4 | Member of the Supervisory Board (executive) | 2,000 |
| 5 | Member of the Supervisory Board (non-executive) | 1,000 |

Authorize the Board of Directors to decide the time to pay remuneration to the Board of Directors and the Supervisory Board.

Article 6: Approve Proposal No. 06/TTr-DHTN24/KHS dated April 27, 2024 on selecting an audit company to audit the Financial Statements 2024:

The Meeting unanimously approved the audit company to audit the Company's Financial Statements 2024: Southern Auditing & Accounting Financial Consulting Services Company Limited (AASCS).

Article 7: Approve Proposal No. 07/TTr-DHTN24/KHS dated April 27, 2024 on selecting a company to perform internal audit in 2024:

The Meeting unanimously approved the unit to perform internal audit for the Company in 2024: Aat Auditing, Accounting and Tax Advisory Services Company Limited - Ho Chi Minh City Branch.

Article 8: Approve Proposal No. 08/TTr-DHTN24/KHS dated April 27, 2024 of the Company's Board of Directors on authorization to sign contracts:

The Meeting unanimously approved the authorization for the Board of Directors to consider and approve the signing of contracts, transactions of purchase, sale, borrowing, lending, L/C, bank guarantee, rental, lease of assets, and other contracts with a value of less than 70% of the total value of assets of the Company and its branches recorded in the most recent Audited Financial Statements; except for contracts and transactions specified in Point d, Clause 2, Article 138, Clauses 1 and Clause 3, Article 167 of the Law on Enterprises 2020.

Article 9: Terms of enforcement

This General Mandate was approved by the General Meeting of Shareholders at the Annual General Meeting of Shareholders 2024 held on April 27, 2024.

The Board of Directors, the Supervisory Board, the Executive Board and all employees of Kien Hung Joint Stock Company are responsible for implementing this General Mandate.