**NTP: Annual General Mandate 2024**

On April 27, 2024, Tien Phong Plastic JSC announced General Mandate No. 34/NQ-DHDCDTN 2024 as follows:

Article 1: Approve the following Reports

1. Activity Report 2023 and Activity Direction 2024 of the Board of Directors;
2. Report on activities 2023 of independent members of the Board of Directors in the audit committee;
3. Report on production and business results in 2023 and production and business plan in 2024;

Production and business results in 2023

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan 2023 | Results 2023 | Plan completion rate | Results 2022 | Growth 2023/2022 (%) | Growth 2023/2022 |
| 1 | Revenue | Billion VND | 5,875 | 5,084 | 87% | 5,615 | 91% | (531) |
| 2 | Selling output | Tons | 106,000 | 98,582 | 93% | 101,058 | 98% | (2,476) |
| 3 | Profit before tax | Billion VND | 535 | 641 | 120% | 532 | 120% | 109 |

1. The Audited Financial Statements 2023.

Article 2: Approve the profit distribution plan for 2023 as follows:

Unit: VND

|  |  |  |
| --- | --- | --- |
| No. | Items | 2023 |
| 1. | Profit after tax in 2023: | 552,092,547,700 |
| 2. | Payment of cash dividends in 2023 to shareholders (25% of Charter capital): | 323,938,335,000 |
| * First payment in 2023 equals 15% of charter capital (paid on December 20, 2023)
 | 194,363,001,000 |
| * The second payment in 2023 is equal to 10% of the Charter capital
 | 129,575,334,000 |
| 3. | Payment of dividends by shares in 2023 to shareholders (10% of Charter capital): | 129,575,334,000 |
| 4. | Appropriation for bonus and welfare fund (10% of profit after tax): | 55,209,254,770 |
| 5. | Appropriation for Development and Investment Fund (5 = 1 - 2 - 3 - 4): | 43,369,623,930 |

Article 3: Approve the Production and Business Plan 2024 (including Central Tien Phong Plastic Company Limited - Subsidiary; excluding affiliated companies and joint ventures), including main targets:

* Product sales revenue: VND 5,400 billion
* Product consumption output: 104,500 tons
* Profit before tax: VND 555 billion.

Article 4: Approve the Regular Investment Plan 2024

Unit: VND

|  |  |  |
| --- | --- | --- |
| No. | Regular investment plan | 2024 |
| 1. | Invest in new machinery and equipment | 164,442,494,865 |
| 2. | Capital construction investment | 21,490,787,000 |
| 3. | Other provisions | 5,000,000,000 |
| Total | 190,933,281,865 |

Article 5: Approve Expected cash dividends in 2024: 20% of charter capital.

Article 6: Approve the bonus for the Board of Directors in 2023: VND 1,000,000,000 because realized profit in 2023 exceeds 20% of the plan.

Article 7: Approve the Remuneration for the Board of Directors in 2024

* The remuneration for the Board of Directors in 2024 is: VND 5,000,000,000
* Recommend to reward the Board of Directors with 20% of the amount exceeding the profit plan in 2024 but the maximum amount shall not exceed VND 2,000,000,000 in case revenue and profit both exceed the set plan.

Article 8: Approve authorization for the Board of Directors to select 01 of the following 04 audit companies to perform the audit for the fiscal year 2024

1. Deloitte Vietnam Company Limited
2. Ernst & Young Vietnam Limited
3. PwC (Vietnam) Limited
4. KPMG Limited.

Article 9: Approve amendments and supplements to the Company's Charter of organization and operations

* Amend and supplement the Company's Charter to suit the actual situation of the Company's production and business activities;
* Detailed content of regulations amending and supplementing the Company Charter is presented in the Appendix attached to Proposal No. 09. The provisions of the Company's Charter as amended and supplemented will take effect from the date approved by the General Meeting of Shareholders.

Article 10: Approve amendments and supplements to internal regulations on corporate governance

* Amend and supplement the Company's internal governance regulations to suit the actual situation of the Company's production and business activities;
* Detailed content of regulations amending and supplementing the Internal Regulations on Company governance is presented in the Appendix attached to Proposal No. 10. Internal regulations on corporate governance (updated with amended and supplemented contents) will be issued by the Board of Directors and take effect from the date approved by the General Meeting of Shareholders.

Article 11: Approve amendments and supplements to the Board of Directors' operating regulations

* Amend and supplement the operating regulations of the Board of Directors to suit the actual situation of production and business activities of the Company;
* Detailed content of regulations amending and supplementing the Board of Directors' Operating Regulations is presented in the Appendix attached to Proposal No. 11. The operating regulations of the Board of Directors (updated with amended and supplemented contents) will be issued by the Board of Directors and take effect from the date approved by the General Meeting of Shareholders.

Article 12: Approve supplementing a number of business lines

* Supplemented business lines of the Company are as follows:

|  |  |  |
| --- | --- | --- |
| Business line code | Name of business lines supplemented | Notes |
| 7490 | Technical testing and analysisDetails: Testing product and goods quality | Supplement this business line to carry out product and goods quality testing activities |
| 8521 | Primary education | Supplement this business line to be able to implement the Tien Phong multi-level high school project at No. 2 An Da |
| 8522 | Secondary education |
| 8523 | High school education |
| 8531 | Primary training |
| 8532 | Intermediate training |
| 8559 | Other education not classified elsewhereDetails: Testing, vocational training, foreign language teaching, life skills teaching, aptitude teaching, tutoring services. |

* Authorize the Board of Directors to:
* Carry out relevant procedures to complete the registration of changing the Company's business lines in accordance with the provisions of law
* Amend and supplement the Charter with related contents according to regulations
* Fulfill the obligation to disclose information according to the provisions of law (if any).

Article 13: Approve that the Company has 02 legal representatives

* The Company has 02 legal representatives: Chair of the Board of Directors and the General Manager of the Company
* Authorize the Board of Directors to be responsible for carrying out legal procedures to amend the Charter, business registration license and other legal documents related to changing the number of legal representatives from 01 person to 02 people.

Article 14: Approve the Policy for implementing the Multi-level High School Project

* Approve the policy of implementing the Tien Phong multi-level high school project at land lot No. 2 An Da, Ngo Quyen District with an area of 37,445.8m2.
* Authorize the Board of Directors to develop projects and implementation plans and collect shareholders' opinions before implementation.

Article 15: Approve the plan to issue shares to pay dividends in 2023

* Number of outstanding shares: 129,575,334 shares
* Number of shares expected to be issued: 12,957,533 shares
* Par value: VND 10,000/share
* Total issue price: VND 129,575,330,000
* Share type: Common shares
* Subject of the issuance: All shareholders owning shares of Tien Phong Plastic JSC at the record date of the list to exercise their right to receive dividends.
* Issue rate: 10% (Shareholders who own 10 shares will receive 01 new share)
* Plan to handle the arising fractional shares: The number of shares each shareholder receives when issuing shares to pay dividends will be rounded to the nearest unit according to the principle of rounding down. The number of fractional shares (if any) will be cancelled and not issued.

For example: Shareholder A owns 118 shares at the record date of the list of shareholders. With the exercise rate of 10:01, shareholder A will receive 11.8 new shares. According to the above calculation principle, the fractional shares of 0.8 will be canceled. Thus, shareholder A will receive 11 new shares.

* Source used: Profit after tax in 2023.
* Execution time: in 2024
* Authorize the Board of Directors to:
* Implement a detailed issuance plan, select issuance time;
* Carry out issuance registration procedures, ensuring compliance with legal regulations. After successful issuance, additional trading registration will be carried out for additional issued shares on the Hanoi Stock Exchange;
* Register to increase capital and amend the Charter according to the provisions of law.

This General Mandate was approved in full by the Annual General Meeting of Shareholders 2024 of Tien Phong Plastic JSC at the General Meeting on April 27, 2024. The Board of Directors shall base on the content of this General Mandate to implement.