**S74: Annual General Mandate 2024**

On April 26, 2024, Song Da 7.04 JSC announced General Mandate No. 01/2024/NQ-DHDCD-S74 as follows:

‎‎Article 1. Approve the following contents:

1. Approve the Report on production and business results in 2023.

* Total value of production and business achieved: VND 0.
* Realized revenue: VND 0
* Budget contribution achieved: VND 235 Million.
* Profit before tax achieved: VND 49.06 billion;
* Profit after tax achieved: VND 49.06 billion;
* Owner's equity: VND 197.387 billion.
* In 2023, the Company basically focused on finalizing settlements, debt collection and seeking investment opportunities.
* In 2023, the unit focused on completing the settlement documents for the projects that the company participated in construction.
* Coordinate with the investors of hydropower projects to operate and remove land-related obstacles of Nam Thi 1 hydropower project to continue implementation
* Look for partners to cooperate in investment.

1. Approve the production and business plan for 2024

* Thoroughly collect outstanding debts with Song Da Corporation - JSC.
* Look for investment partners and produce suitable jobs matching the company's capacity.
* Approve improving the Company's governance in managing investments in units, ensuring efficiency such as: Direct the representatives of the Company's capital contribution to closely follow the production, business management and operation activities of power plants to ensure high productivity and efficiency for Cao Nguyen-Song Da 7 Hydropower JSC and Song Da 702 JSC.
* Strengthen supervision and urge Song Da 7.02 JSC to implement the investment process and organize construction according to the set progress of Nam Thi 1 hydropower plant project. At the same time, give opinions for Song Da 7.02 JSC to remove obstacles and convert land use purposes at Nam Thi 1 hydropower plant to continue investing when necessary.
* Thoroughly handle unused inventory materials, broken or inefficient vehicles and machinery to recover investment capital and repay credit institutions.
* Look for partners to contribute capital, joint venture, associate to invest in real estate business and commercial services, in line with the Company's financial needs and development orientation
* Proactively balance and reserve sufficient financial resources for investment and construction

1. Approve the Audited Financial Statements 2023

* The General Meeting unanimously approved the Financial Statements 2023 audited by AASC Auditing Firm Co., Ltd. with reference number 0104.007/BCTC.KT3 dated April 1, 2024.

1. Approve the Profit Distribution Plan 2023:

In 2023, the Company recorded a profit of VND 49 billion This profit is derived from the dividend of Cao Nguyen Song Da 7 Hydropower JSC. However, Cao Nguyen Song Da 7 Hydropower JSC has only paid the Company a part of the above profit.

At the same time, the Company has used this capital to reinvest for production and business. Therefore, the Board of Directors submits to the General Meeting of Shareholders not to distribute profits in 2023.

1. Approve the continued selection of AASC Auditing Firm Co., Ltd. as the unit to perform the audit of the Financial Statements 2024 of Song Da 7.04 JSC.
2. Approve the Report on settlement of remuneration payment for the Board of Directors, Supervisory Board of the Company in 2023; Salaries of company managers in 2023 and the plan to pay remuneration to the Board of Directors and Supervisory Board, Company Secretariat in 2024 as follows:

6.1. Payment of remuneration to the Board of Directors, Supervisory Board, Company Secretariat and salaries of company managers in 2023

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Position | Plan 2023 (VND) | Result  2023 (VND) |
| 1 | The Board of Directors | 84,000,000 | 0 |
| 2 | The Supervisory Board | 60,000,000 | 0 |
| 3 | Company’s Secretariat | 18,000,000 | 0 |
| 4 | General Manager | 300,000,000 | 250,680,326 |

Reasons for not paying remuneration to the Board of Directors, Supervisory Board, and Company Secretariat in 2023: Due to the value of output and revenue from production and business activities not being achieved.

* 1. Remuneration payment plan for 2024:
* When the rate of completing the planned targets for production and business (some key targets: Output, revenue, profit) of the Company reaches ≥100% of the annual plan: remuneration for Members of the Board of Directors, remuneration for the Supervisory Board and the Secretariat of the Board of Directors is maximum as follows:

|  |  |  |
| --- | --- | --- |
| No. | Position | Remuneration/person/month (VND) |
| 1 | Non-executive Chair of the Board of Directors | 5,000,000 |
| 2 | Member of the Board of Directors | 4,000,000 |
| 3 | Chief of the Supervisory Board | 4,000,000 |
| 4 | Members of the Supervisory Board: | 2,500,000 |
| 5 | The Secretariat of the Board of Directors | 2,500,000 |

* When the rate of completing the planned targets for production and business (some key targets: output, revenue, profit) of the Company is < 100% of the annual plan: remuneration for the Chair of the Board of Directors, remuneration for members of the Board of Directors, Supervisory Board and Secretariat of the Board of Directors shall be paid corresponding to the rate of plan completion or according to the Decision at the General Meeting of Shareholders 2024.
* For executive members of the Board of Directors and Supervisory Board, if they have received salaries at the unit, they will not receive remuneration.

1. Approve the Operations and Appraisal Report 2023 of the Supervisory Board
2. Approve the authorization for the Company's Board of Directors to approve:
3. Approve the plan to authorize the Board of Directors to select the time and location to move the Company's head office from Muong La to Son La City or to Hanoi, Hoa Binh in accordance with the specific production and business conditions of the unit; At the same time, approve the amendment of the Company's Charter of organization and operation when there is a change in the head office location.
4. Authorize the Board of Directors to find partners to contribute capital, joint venture, associate to invest in real estate business; urban areas and commercial services; purchase assets such as vehicles, machinery, equipment... in line with the Company's financial needs and development orientation. At the same time, be allowed to approve procedures and large investment values related to project investment, signing contracts with contractors, cooperation, joint venture, association when seeing urgent investment opportunities that require timely decisions (if any) to bring efficiency, then be allowed to approve implementation according to the Company's Charter and must report the investment implementation results through the nearest General Meeting of Shareholders.
5. Authorize the Board of Directors to approve adjustments to the production and business plan 2024 to suit the actual production and business situation of the Company.
6. Approve the Report on 01 Legal entity requesting to receive share transfer leading to an increase in ownership rate from 51.77% to 58.89% of voting shares in Song Da 7.04 JSC.

Agree for Song Da North Investment and Trading Co., Ltd.:

1. To receive the transfer of voting shares of Song Da 7.04 JSC from the following shareholders:

* Ms. Nguyen Thi Thu (currently owning 285,300 shares, accounting for 4.4%)
* Mr. Nguyen Huu Chuan (currently owning 80,400 shares, accounting for 1.24%)
* Mr. Pham Duc Thuan (currently owning 54,400 shares, accounting for 0.84%)
* Ms. Nguyen Thi Thu Ha (currently owning 41,800 shares, accounting for 0.65%)

Leading to the ownership of Song Da North Investment and Trading Co., Ltd. increasing from 51.77% to 58.89% of voting shares in Song Da 7.04 JSC

1. To receive the transfer through multiple transactions in 2024 to increase the ownership from 51.77% to 58.89% of the Company's voting shares.
2. Approve Proposal No. 19/TTr-S74-HDQT on Dismissal of Supervisory Board Members and the plan to introduce candidates for additional election, replacement of Supervisory Board members of Song Da 7.04 JSC for the term 2022-2027.
3. Dismiss the position of Supervisory Board Member for Mr. Nguyen The Hoang (individual with resignation letter)
4. Approve the list of candidates for additional election, replacement of members of the Supervisory Board for the remaining period of the 2022-2027 term
5. Approve the Results of additional election, replacement of members of the Supervisory Board for the remaining period of the 2022-2027 term

Mr. Nguyen Van Long

Thus, Mr. Nguyen Van Long has been elected as a member of the Supervisory Board for the remaining period of the 2022-2027 term

‎‎Article 2. The General Meeting of Shareholders assigns the Board of Directors and the General Manager of Song Da 7.04 JSC to implement the above contents in accordance with the provisions of the Law, the Company's Charter of organization and operation and report the implementation results at the next Annual General Meeting of Shareholders.

‎‎Article 3. The Board of Directors, Supervisory Board, and General Manager of Song Da 7.04 JSC shall implement based on the General Mandate.