**TS3: Annual General Mandate 2024**

On April 25, 2024, One Member Limited Liability Company No 532 announced General Mandate No. 01/NQ-DHDCD as follows:

Article 1. The General Meeting of Shareholders of One Member Limited Liability Company No 532 unanimously approved the content of the reports:

* Report No. 130/BC-HDQT dated March 30, 2024 of the Board of Directors on operating results 2023 and operating plan for 2024.
* Report No. 131/BC-BKS dated March 30, 2024 of the Supervisory Board on operating results 2023 and operating plan for 2024.

Article 2. Approve the Report on production and business activities in 2023 and the Audited Financial Statements 2023:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Main targets | Unit | 2023 | Results/ Plan rate(%) |
| 1 | Charter capital | Billion VND | 38,518.800 |  |
| 2 | Production value | Billion VND | 150.344 | 98.6% |
| 3 | Acceptance value (partnering unit) | Billion VND | 79.597 | 49.1% |
| 4 | Revenue value (partnering unit) | Billion VND | 72.809 | 49.4% |
| 5 | Payment value | Billion VND | 79.204 | 47.6% |
| 6 | Receipts and payments(state budget, insurance, tax) | Billion VND | 6.117 | 67.5% |
| 7 | Profit before tax | Billion VND | 0.281 | 3% |
| 8 | Profit after tax | Billion VND | 0.106 | 0.3% |
| 9 | Total average number of employees | persons | 93 |  |
| 10 | Average income | VND/ person/ month | 10,586,456 | 96.2% |
| 11 | Employment value | Billion VND | 17.950 | 17.95% |

Article 3. Approve the production and business plan 2024:

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| --- | --- | --- | --- |
| No. | Main targets | Unit | 2024 |
| 1 | Production value | Billion VND | 250.000 |
| 2 | Acceptance value (partnering unit) | Billion VND | 299.105 |
| 3 | Revenue value | Billion VND | 277.706 |
| 4 | Payment value | Billion VND | 295.000 |
| 5 | Profit before tax | Billion VND | 4.500 |
| 6 | Profit after tax | Billion VND | 3.600 |
| 7 | Profit after tax/charter capital ratio | (%) | 9.0 |
| 8 | Dividend rate | (%) | 7.0 |
| 9 | Average income | VND/ person/ month | 13,500,000 |
| 10 | Employment value | Billion VND | 250.000 |
| 11 | Investment in basic construction + equipment | Billion VND | 15.200 |
| - | In which: Basic construction | Billion VND | 0 |
| - | Motorcycles, equipment | Billion VND | 15.200 |

Article 4. Approve the plan on profit distribution and dividend payment in 2023 and the expected profit distribution and dividend payment for 2024:

1. Plan on profit distribution and dividend payment in 2023:
* Profit before tax 2023: VND 281,859,749.
* Profit after tax in 2023: VND 105,931,783.
* Appropriation for bonus and welfare funds: VND 15,889,683.
* Appropriation for investment and development fund: VND 15,889,683.
* Profit after appropriation for funds: VND 74,151,854.

Thus, in 2023, the profit is insufficient to distribute dividends to shareholders. For profit after tax after appropriation for funds, the remaining amount is: VND 822,864,403; as the company currently needs capital to focus on implementing main projects according to schedule, the Board of Directors proposes not to distribute dividends at this time. Instead, after continuing to appropriate for funds as prescribed and approved by the Annual General Meeting of Shareholders, the amount will be combined for distribution along with dividends in 2024.

1. Expected profit distribution and dividend payment plan for 2024:
2. Expected profit before tax: VND 4,500,000,000.
3. Expected profit after tax: VND 3,600,000,000.
4. Expected dividend payment in 2024: Expected dividend rate is 7% of the charter capital.

Article 5. Approve the Proposal on the settlement of salaries, remunerations for members of the Board of Directors, the Supervisory Board, person in charge of corporate governance, and Secretariat of the Board of Directors 2023, and the proposed remuneration for 2024.

1. Remuneration 2023:
2. Remuneration of Executive members of the Board of Directors and the Supervisory Board: VND 388,141,782
* Chair of the Board of Directors (Executive, 1 person): VND 229,324,680.
* Chief of the Supervisory Board (Executive, 1 person): VND 158,817,102
1. Remuneration of the Board of Directors, the Supervisory Board and Secretariat of the Board of Directors: VND 0.
2. Proposed remuneration in 2024:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Content | Salary | Remuneration | Total |
| 1 | Chair of the Board of Directors (Executive, 1 person) | 300,000,000 | 36,000,000 | 336,000,000 |
| 2 | Member of the Board of Directors (concurrently, 2 persons) |  | 72,000,000 | 72,000,000 |
| 3 | Chief of the Supervisory Board (Executive, 1 person) | 180,000,000 | 24,000,000 | 204,000,000 |
| 4 | Member of the Supervisory Board (concurrently, 2 people) |  | 24,000,000 | 24,000,000 |
| 5 | Company Secretariat cum Person in charge of Company administration (concurrently, 1 person) |  | 24,000,000 | 24,000,000 |
|  | Total | 480,000,000 | 180,000,000 | 660,000,000 |

The operating expenses of the Board of Directors and the Supervisory Board to carry out duties authorized by the General Meeting of Shareholders are accounted for in the Company's production and business expenses according to Company’s Charter.

Article 6. Approve the Proposal on selecting the auditor for the Financial Statements 2024 of One Member Limited Liability Company No 532 and agreed to authorize the Board of Directors to proactively select 01 out of 03 audit companies in the list and authorized the Company Manager to negotiate, discuss, and sign a contract to audit the Financial Statements 2024 of One Member Limited Liability Company No 532.

The list of audit companies authorized by the General Meeting of Shareholders for the Board of Directors to select is as follows:

1. Ho Chi Minh City Auditing and Information Services Company Limited (AISC).
2. AASC Auditing Firm Company Limited.
3. Auditing and Appraisal Company Limited (AFA).

Article 7. Approve the dismissal and additional election of members of the Board of Directors, in Proposal No. 137/TTr-HDQT dated March 30, 2024.

Article 8. Approve the dismissal and additional election of members of the Supervisory Board in Proposal No. 138/TTr-HDQT dated March 30, 2024.

Article 9. Approve the results of additional election of members of the Board of Directors and members of the Supervisory Board, specifically as follows: According to the election regulations approved by the General Meeting of Shareholders, Mr./Mrs. with the following names has been elected as a member of the Board of Directors, Member of the Supervisory Board of One Member Limited Liability Company No 532 from April 25, 2024 , As follows:

* Additional members of the Board of Directors for the term 2023-2028 are:

|  |  |
| --- | --- |
| No. | Full name |
| 01 | Phan Thanh Khiet |

* Additional members of the Supervisory Board for the term 2023-2028 are:

|  |  |
| --- | --- |
| No. | Full name |
| 01 | Hoang Anh Duc |

Article 10. Members of the Board of Directors, the Supervisory Board, Board of Directors of the Company and all shareholders of One Member Limited Liability Company No 532 are responsible for implementing this General Mandate and organizing its implementation according to the authority, functions and duties of the Company.

The Annual General Meeting of Shareholders 2024 approves this General Mandate.