**VNC: Annual General Mandate 2024**

On April 23, 2024, Vinacontrol Group Corporation announced General Mandate No. 073/DHDCD-NQ as follows:

Article 1:

The Annual General Meeting in 2024 was held. The meeting was conducted with the participation and voting rates in accordance with current legal regulations.

Article 2: Approve the Meeting Agenda, Organization Regulations, Voting Rules, and Election Regulations

1. Approve the Meeting Agenda
2. Approve the Organization Regulations
3. Approve the Voting Rules
4. Approve the Election Regulations

Article 3: Approve the report on activities of the Supervisory Board and the Board of Directors;

1. Approve the activity report 2023 and 2018-2023 term of the Supervisory Board
2. Approve the activity report 2023 and 2018-2023 term of the Board of Directors

Article 4: Approve the Financial Statements and profit distribution plan for 2022, specifically:

Key economic indicators achieved in 2022:

* Revenue on the consolidated Financial Statements: VND 638,216,963,809
* Total profit after tax: VND 36,502,821,845
* Profit after tax for allocation: VND 36,502,821,845
* Dividend payment rate:

12% implemented: VND 12,599,467,200

* Appropriation for bonus and welfare fund VND 5,475,423,277.
* Supplement the development investment fund from the remaining profit: VND 15,278,058,568.
* Remaining undistributed profit: 3,149,872,800

Article 5: Approve the Financial Statements and profit distribution plan for 2023, specifically:

Key economic indicators achieved in 2023:

* Revenue on the consolidated Financial Statements: VND 712,969,057,839
* Total profit after tax: VND 36,795,330,569
* Undistributed profit from 2022: VND 3,149,872,800
* Profit after tax for allocation: VND 36,795,330,569
* Dividend payment rate:

15% planned: VND 15,749,340,000

* Supplement the bonus and welfare fund from the remaining profit: VND 24,195,863,369.

Article 6: Approve the Company's business plan 2024 and profit distribution as follows:

1. Business plan 2024
2. Consolidated Financial Statements:

Total revenue: VND 735 billion

* Profit after tax: VND 35 billion

1. In the Combined Financial Statements:

* Total revenue: VND 385 billion
* Profit after tax: VND 34 billion

1. Minimum dividend on charter capital: 12%
2. Principles for allocating profit in 2024

Based on the audited profit after tax of the General Financial Statements 2024:

* Allocate and pay corporate income tax as prescribed by law
* Allocate profit after tax: To be decided by the Annual General Meeting 2025

Article 7: Approve the share buyback, plan to buy back shares to reduce charter capital, and procedures for registering the reduction of charter capital with the business registration agency

Buy back 952,250 shares of Vinacontrol Group Corporation to reduce charter capital. Detailed contents are specified in Appendix I: Share buyback and plan to buy back shares to reduce charter capital.

Article 8: Approve the amendment and promulgation of the Company's Charter

Amend the content on the composition and term of the Board of Directors and Supervisory Board according to the details in Appendix II: Amendments to the Company's Charter (regarding the composition and term of the Board of Directors and Supervisory Board)

Article 9: Change the Company's registered business lines and amend the corresponding content on business lines in the Company's Charter

1. Change the detailed content of 3 industry codes: 5229, 7490, 8559. The details of the amended business lines are specifically listed in Appendix III: List of amended detailed business lines. Other industry codes remain unchanged in content.
2. Agree on amending Section 4.1, Article 4 of the Company's Charter and the order of the corresponding clauses to the change in the Company's business lines.
3. Authorize the Board of Directors to review and meet all legal conditions to implement the above changes in business lines on the basis of compliance with the Enterprise Law 2020, other specialized legal documents related to the industry, and the General Mandate.
4. Authorize the Managing Director (Legal representative of the Company) to carry out procedures related to changing the above contents on the enterprise registration certificate with the competent State agency in accordance with the General Mandate and relevant legal regulations.

Article 10: Approve the remuneration for the Board of Directors and Supervisory Board in 2023:

1. Total remuneration of the Board of Directors: VND 500 Million/year
2. Total remuneration of the Supervisory Board: VND 200 Million/year

The above remuneration expenses are included in the Company's business expenses in accordance with current legal regulations.

Article 11: Approve the remuneration for the Board of Directors and the Supervisory Board in 2024:

1. Total remuneration of the Board of Directors: VND 700 Million/year
2. Total remuneration of the Supervisory Board: VND 200 Million/year

The above remuneration expenses are included in the Company's business expenses in accordance with current legal regulations.

Article 12: Assign the Company's Board of Directors to select one of the following four companies as the independent audit company to audit the Company's Financial Statements 2024:

* Deloitte Vietnam Audit Company Limited
* Ernst & Young Vietnam Limited
* KPMG Limited.
* PwC (Vietnam) Limited

Article 13: Approve the term of the Board of Directors/Supervisory Board, the number of members of the Board of Directors/Supervisory Board, and the list of candidates for the Board of Directors and Supervisory Board for the 2024-2026 term:

1. Approve the term of the Board of Directors/Supervisory Board and the number of members of the Board of Directors/Supervisory Board

* Term of the Board of Directors/Supervisory Board: 02 years from 2024 - 2026
* Number of members of the Board of Directors: 07 person
* Number of member of the Supervisory Board: 03 person

1. Approve the list of candidates for the Board of Directors and Supervisory Board

* List of candidates for the Board of Directors
* List of candidates for the Supervisory Board

Article 14: Election of members of the Board of Directors and Supervisory Board for the 2024-2026 term, with the following results:

List of elected members of the Board of Directors in the term of 2024-2026.

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Mr. BUI DUY CHINH |
| 2 | Mr. MAI TIEN DUNG |
| 3 | Ms. DUONG THANH HUYEN |
| 4 | Mr. PHAM NGOC DUNG |
| 5 | Mr. PHAN VAN HUNG |
| 6 | Mr. LE NGOC LOI |
| 7 | Mr. PHUNG TAN PHU |

List of elected members of the Supervisory Board in the term of 2024-2026.

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Mr. NGUYEN QUOC MINH |
| 2 | Ms. NGUYEN THI THUY NGAN |
| 3 | Mr. CAO QUY LAN |

Article 15: The General Meeting unanimously approves the entire contents of the above General Mandate.

The General Meeting assigns the Board of Directors of the Company to implement the contents of the General Mandate approved by the General Meeting.