**MBG: Annual General Mandate 2024**

On June 3, 2024, MBG Group Joint Stock Company announced General Mandate No. 0306/NQ-DHDCD as follows:

Article 1: Approve the Report on Activities of the Board of Directors in 2023

Article 2: Approve the Report on Activities of the Board of Management in 2023

Total revenue: VND 508.43 billion, reaching 39.72% when compared to Plan 2023, decreasing by 58% when compared to Results 2022.

Profit before tax: VND -56.067 billion

Profit after tax: VND -56.068 billion

Total assets: VND 1,308.84 billion

Article 3: Approve the Report of the Supervisory Board in 2023

Article 4: Approve contents of Proposal No. 01/2024/TTr-HDQT on approving the Audited Financial Statements 2023.

The General Meeting unanimously approved the Financial Statements 2023 audited by UHY Auditing & Consulting Company Limited- Hanoi Branch.

Article 5: Approve contents of Proposal No. 02/2024/TTr-HDQT on the business plan in 2024, specifically:

Unit: Million VND

|  |  |  |
| --- | --- | --- |
| No. | Target | 2024 |
| 1 | Charter capital | 1,202,185 |
| 2 | Net revenue | 559,281 |
| 3 | Profit after tax | 40,000 |
| 4 | Total assets | 1,308,849 |

Article 6: Approve contents of Proposal No. 03/2024/TTr-HDQT on selecting an audit company for the Financial Statements 2024.

1. Approve the selection of an independent audit company for the fiscal year 2024.

To ensure convenience for the executive operations, the Board of Directors respectfully requests the General Meeting of Shareholders to select the list of the following audit companies to audit the annual Financial Statements, and the semi-annual Financial Statements, and review the quarterly Financial Statements 2024.

* CPA Vietnam Auditing Company Limited
* UHY Auditing and Consulting Company Limited
* VACO Auditing Company Limited;
1. In case the above audit companies are not suitable, the General Meeting of Shareholders authorizes the Board of Directors to select another audit company for the year 2024 of MBG Group Joint Stock Company in compliance with the regulations of the current law.

Article 7: Approve contents of Proposal No. 04/2024/TTr-HDQT on profit distribution in 2023, specifically:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Contents | Amount (VND) |  |
| I | Undistributed profit after tax | -56,068,476,175 |
| 2 | 2023 | -56,068,476,175 |
| II | Profit distribution plan | - |
| 1 | Dividend payment of 2023 in shares | - |
| 2 | Investment and development fund: 2% | - |
| 3 | Bonus and welfare fund: 1% | - |
| 4 | Financial reserve fund: 1% | - |
| III | Retained undistributed profit after tax: | - |

Due to the fact that the business results in 2023 did not meet the projected targets, the Board of Directors of MBG Group Joint Stock Company submitted to the General Meeting of Shareholders a request to cease distributing profits in 2023.

Article 8: Approve contents of Proposal No. 05/2024/TTr-HDQT on remuneration payment for the Board of Directors and the Supervisory Board

The Meeting unanimously agreed on the remuneration for the Board of Directors and the Supervisory Board of the Company as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Position | Number | Maximal remuneration (VND/person/month) | Months | Total(VND) |
| I | The Board of Directors | 5 |  |  |  |
| 1 | Chair of the Board of Directors | 1 | 4,000,000 | 12 | 48,000,000 |
| 2 | Members of the Board of Directors | 4 | 2,000,000 | 12 | 96,000,000 |
| II | The Supervisory Board | 3 |  |  |  |
| 1 | Chief of the Supervisory Board | 1 | 2,000,000 | 12 | 24,000,000 |
| 2 | Members of the Supervisory Board | 2 | 1,000,000 | 12 | 24,000,000 |
| IV | Total |  |  |  | 192,000,000 |

Article 9. Approve contents of Proposal No. 06/2024/TTr-HDQT on the Board Resolutions 2023 that need to be submitted to the General Meeting of Shareholders

Decision No. 1505/2023/QD-HDQT dated May 15, 2023 on signing a contract of house leasing with Vcado Global Joint Stock Company.

Decision No. 260623/2023/QD-HDQT dated June 26, 2023 on signing a contract to review the Financial Statements for the accounting term ending on June 30, 2023 and audit the Financial Statements for the fiscal year ending on December 31, 2023 of MBG Group Joint Stock Company.

Resolution No. 0307/2023/NQ-HDQT dated July 3, 2023 on changing the purpose of using the working capital gained from the offering to increase charter capital in 2021.

Decision No. 1708/2023/QD-HDQT dated August 17, 2023 on signing an economic contract with partners who are affiliated company.

Decision No. 1512/2023/QD-HDQT dated December 15, 2023 on receiving the transfer of shares at Quoc Bao Van Ninh Joint Stock Company.

Decision No. 1912/2023/QD-HDQT dated December 19, 2023 on transferring the contributed capital at Green Island Joint Stock Company.

Decision No. 2712/2023/QD-HDQT dated December 27, 2023 on transferring the contributed capital at Zone Viet Joint Stock Company.

Article 10. Approve contents of Proposal No. 07/2024/TTr-HDQT on transactions with affiliated parties.

1. Accept transactions on goods purchase, service provision, cooperation, borrowing, lending, and guaranteeing for partners who are PDMR (members of the Board of Directors, the Supervisory Board, the Board of Management, Chief Accountant) and affiliated persons (according to the regulations in Clause 17 of Article 4 of the Law on Enterprises 2020) of the Company in 2024.
2. Authorize the Board of Directors to direct and supervise the signing and implementation of the above transactions in compliance with the regulations of the law and the Company’s Charter.

Article 11: Approve contents of Proposal No. 08/2024/TTr-HDQT on approving dismissing members of the Board of Directors and changing the number of members of the Board of Directors

Article 12: Approve contents of Proposal No. 09/2024/TTr-HDQT on approving amending the Company’s Charter.

Article 13: Approve contents of Proposal No. 10/2024/TTr-HDQT on approving the completion of changing the purpose of using capital gained from the private placement in 2021.

Article 14: Approve contents of Proposal No. 11/2024/TTr-HDQT on approving suspending dividend payment of 2022.

Article 15: Terms of enforcement

This General Mandate takes effect from the date of its signing. Members of the Board of Directors, the Board of Management, and related divisions and departments are responsible for implementing this General Mandate.