**NAS: Annual General Mandate 2024**

On June 6, 2024, Noibai Airport Services Joint Stock Company announced General Mandate No. 48/NQ-NASCO/DHDCD as follows:

‎‎Article 1. The Annual General Meeting of Shareholders 2024 of Noibai Airport Services Joint Stock Company approves the following contents:

1. Approve the Report on activities of the Board of Directors in 2023, and the Operation plan for 2024.
2. Approve the Report on activities of the Supervisory Board in 2023 and the Operation plan for 2024.

Propose the Board of Directors to direct the Company to implement solutions to completely handle the recommendations of the Supervisory Board to the Board of Directors and Board of Managers of the Company stated in the report submitted to the General Meeting of Shareholders.

1. Approve the Financial Statements, the Audited Consolidated Financial Statements 2023; the Profit distribution plan for 2023. Specifically:
	1. Approve the Financial Statements 2023 (Separate Financial Statements and Consolidated Financial Statements) audited by UHY Auditing and Consulting Company Limited.
	2. Approve the profit distribution plan in 2023 as follows:

Unit: VND

|  |  |  |
| --- | --- | --- |
| No. | Content | 2023 |
| 1 | 2 | 3 |
| 1 | Total profit before tax in 2023 | 12,511,378,467 |
| 2 | Payable Corporate income tax | 0 |
|  | Arising Corporate income tax in 2023 | 0 |
|  | Deferred corporate income tax | 0 |
| 3 | Profit after tax | 12,511,378,467 |
| 4 | Distribution of funds in 2023  | 0 |
| 5¬ | Dividend payment | 0 |
| 6 | Undistributed profits from previous years | -74,336,985,378 |
|  | In which: - Profit from difference in reassessment of capital contributions (not allowed to pay dividends) | 4,174,213,122 |
|  | - Undistributed remaining profit | -78,511,198,500 |
| 7  | Profits for dividend payment in 2023 | -65,999,820,033 |
| 8 | The remaining profit carried over to the next period | -61,825,606,911- |

The General Meeting of Shareholders unanimously approved the plan on not appropriating funds and not distributing dividends to shareholders in 2023 as proposed by the Board of Directors.

1. Approve the results of production and business activities in 2023 and production and business plan for 2024.

Results of production and business activities 2023

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Explanation | Unit | Plan in 2023 | Results in 2023 | Results in 2023 compared with |
| Results in 2022 | Plan in 2023 |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| I | Production and business targets |  |  |  |  |  |
| 1 | Total revenue | Million VND | 441,847 | 363,309 | 142.4% | 82.2% |
|  | Total revenue does not include the transfer of NCTS shares | Million VND | 357,847 | 363,309 | 142.4% | 101.5% |
| 2 | Total expense | Million VND | 350,709 | 350,798 | 138.4% | 100.0% |
| 3 | Total profit before tax | Million VND | 91,138 | 12,511 | 770.5% | 13.7% |
|  | Total profit before tax does not include transfer of NCTS shares | Million VND | 7,138 | 12,511 | 770.5% | 175.3% |
| 4 | Profit after tax | Million VND | 91,138 | 12,511 |  | 13.7% |
| II | Other targets |  |  |  |  |  |
| 1 | Capital construction and equipment investment (disbursement value) | Million VND | 94,540 | 699 | 9.6% | 0.7% |
| 2 | Capital investment in other businesses | Million VND | -13,780 | 0 |  | 0.0% |
| 3 | Total salary and wages fund | Million VND | 79,272 | 82,063 | 147.2% | 103.5% |
| 4 | Average labor | Person | 526 | 495 | 111.4% | 94.1% |
| III | Consolidated targets |  |  |  |  |  |
| 1 | Total revenue and other consolidated income | Million VND | 632,176 | 497,171 | 116.4% | 78.6% |
| 2 | Consolidated profit before tax | Million VND | 92,245 | 12,918 | 533.7% | 14.0% |

Some production and business plan targets for 2024

Unit: Million VND

|  |  |  |  |
| --- | --- | --- | --- |
| Targets | Results in 2023 | Plan for 2024 | Plan for 2024/Results in 2023 |
| 1 | 2 | 3 | 4=3/2 |
| I. Holding Company |  |  |  |
| 1. Total revenue & other income | 363,309 | 390,577 | 107.51% |
| 2. Profit before tax | 12,511 | 14,613 | 116.80% |
| 3. Profit after tax | 12,511 | 14,613 | 116.80% |
| 4. Owner's investment capital (Charter capital) | 83,158 | 83,158 | 100.00% |
| 5. Dividend payment (expected) | 0% | 0% | - |
| 6. Investment plan (disbursement value) | 699 | 39,605 | 5,664.09% |
| II. Consolidated targets |  |  |  |
| 1. Total revenue and other income | 497,171 | 543,756 | 109.37% |
| 2. Consolidated profit before tax | 12,918 | 15,785 | 122.20% |

The General Meeting of Shareholders assigns the Board of Directors:

* Authorize the Company's Board of Directors to review and adjust the production and business plan for 2024 when the market has unusual fluctuations, affecting production and business results; Ensure the management of resources and organization of the Company's business activities in accordance with the actual situation and notify shareholders of implementation results (If any);
* Stop transferring shares at NCTS: Assign the Board of Directors to direct the Company to continue reviewing the actual needs of capital and cash flow for production and business activities and at the same time implement solutions to ensure solvency and continuous operations of the Company
* Plan to increase charter capital: Assign the Board of Directors to continue implementing procedures to increase charter capital according to the plan approved by the General Meeting of Shareholders 2022 when meeting the prescribed conditions. In case the plan to increase charter capital changes compared to the plan approved by the General Meeting of Shareholders, the Board of Directors submits it to the General Meeting of Shareholders for approval before implementation;
* Direct the Company to review and reorganize main business lines, especially lines that are currently ineffective to ensure profitable results from main production and business activities;
* Strengthen supervision and management, and at the same time review, evaluate, and reorganize the activities of enterprises with contributed capital to ensure efficiency achieved in accordance with the scale of the enterprise as well as the general level of businesses operating in the same field.
* Direct the Company to proactively research plans for NASCO to invest in and operate business lounge services at local airports, and report to competent authorities for implementation in accordance with regulations.
1. Approve the remuneration/salary payment results in 2023, the remuneration/salary payment plan for 2024 of the Board of Directors and the Supervisory Board.

The specific remuneration and salary plan for 2024 is as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Position of the Board of Directors/Supervisory Board | Salary/person/month (VND) | Remuneration/person/month (VND) |
| 1 | Chair of the Board of Directors |  | 12,177,000 |
| 2 | Member of the Board of Directors |  | 9,458,000 |
| 3 | Chief of the Supervisory Board | 33,825,000 |  |
| 4 | Member of the Supervisory Board |  | 4,871,000 |
| Total | 405,900,000 | 717,012,000 |

The total remuneration and salary plan for the Board of Directors and the Supervisory Board in 2024 is VND 1,122,912,000.

1. Approve contracts/transactions between the Company and affiliated persons of the Company.
* The General Meeting of Shareholders authorized the Company's Board of Directors to approve contracts and transactions with other affiliated persons under the authority of the General Meeting of Shareholders arising during the production and business process in accordance with the provisions of Law and the Company (If any);
* The General Mandate approving the above issue is effective for contracts and transactions of the Company implemented in 2024 and until the time of the Annual General Meeting of Shareholders in 2025.
* Assign the Board of Directors and the Board of Management to sign and implement the Contract in accordance with the provisions of law and the Company's Charter.
1. Approve the dismissal and additional election of 01 member of the Board of Directors and 02 members of the Supervisory Board.

7.1. Dismiss 01 member of the Board of Directors and 02 members of the Supervisory Board.

Dismiss Mr. Nguyen Phu Thanh - Member of the Board of Directors;

Dismiss Mr. Nguyen Tien Dung - Member of the Supervisory Board;

Dismiss Mr. Nguyen Truong Thi - Member of the Supervisory Board;

1. Elect 01 additional member of the Board of Directors and 02 members of the Supervisory Board for a 5-year term from 2024 - 2029.

The election result as follows:

1. Members of the Board of Directors for a 5-year term from 2024 - 2029 include:

Mr. Nguyen Sy Thanh

1. Members of the Supervisory Board for the 5-year term from 2024 - 2029 include:

Mr. Nguyen Tien Dung

Mr. Le Hoang Chinh

‎‎Article 2. The General Meeting of Shareholders assigned the Board of Directors of the Company to implement the above contents in accordance with the provisions of Law, the Company's Charter, and report the implementation results at the next Annual General Meeting of Shareholders.

Article 3. This General Mandate has been approved by the General Meeting of Shareholders of Noibai Airport Services Joint Stock Company and takes effect from June 6, 2024.

The Company's Shareholders, members of the Board of Directors, the Supervisory Board, the Board of Management and related individuals are responsible for implementing this General Mandate./.