**HD6: Annual General Mandate 2024**

On June 20, 2024, Hanoi Housing Development and Investment Joint Stock Company No 6 announced General Mandate No. 11/2024/NQ-DHDCD as follows:

Article 1: Approve the Reports submitted to the Meeting, including:

* Report of the Executive Board on the results of production and business activities 2023 and expected plan on production and business 2024.
* Implementation results of production and business plan targets 2023:

Unit: Billion VND

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | Plan | | Results | | Results/Plan (%) | |
| Separate | Consolidated | Separate | Consolidated | Separate | Consolidated |
| 1 | Total revenue | 253.370 | 641.960 | 99.475 | 372.325 | 39.26 | 57.99 |
| 2 | Profit before tax | 64.90 | 98.17 | 15.50 | 44.88 | 23.88 | 45.72 |
| 3 | Payables to the State budget | 8.32 | 55.94 | 8.65 | 27.06 | 103.97 | 48.37 |
| 4 | Per Capita Income (million VND/person/month) | 13.50 | 13.00 | 13.50 | 13.56 | 100.00 | 104.31 |

* Main production and business plan targets 2024.

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Plan 2024 | | Note |
| Separate | Consolidated |
| 1 | Total revenue | 89.21 | 420.65 |  |
| 2 | Payables to the State budget | 8.74 | 29.76 |  |
| 3 | Profit before tax | 16.89 | 45.00 |  |
| 4 | Profit after tax | 16.05 | 43.96 |  |
| 5 | Per Capita Income (million VND/person/month) | 14.18 | 14.00 |  |

In addition to the above main production and business plan targets, profit after tax will be fully appropriated for funds according to the Company’s Charter, specifically:

* Appropriation for Investment and Development fund: 10% of profit after tax
* Report on activities of the Supervisory Board in 2023 and operating orientation for 2024.
* Report on activities of the Board of Directors in 2023, operating orientation for 2024.

Article 2: Approve the plan on profit distribution and dividend payment in 2023, specifically:

1. Plan on profit distribution and dividend payment in 2023

* Dividend in 2023: 15%/Charter capital, in which, 5% paid in cash and 10% paid by shares
* Appropriation for Investment and Development fund: 10% of profit after tax
* Appropriation for bonus and welfare funds 07% of profit after tax
* Appropriation for solidarity fund: 01% of profit after tax

1. Expected plan on profit distribution and dividend payment in 2024

* Dividend payment in 2024: 10-15% of charter capital
* Appropriation for Investment and Development fund: 10% of profit after tax
* Appropriation for bonus and welfare funds: 07% of profit after tax
* Appropriation for solidarity fund: 01% of profit after tax

Article 3: Approve the Audited Separate and Consolidated Financial Statements 2023.

Article 4: Approve selecting CPA Vietnam Auditing Company Limited to audit the Separate and Consolidated Financial Statements 2024 of the Company.

Article 5: Approve the settlement of remuneration for the Board of Directors, Supervisory Board and Executive Board in 2023, the plan on remuneration payment for the Board of Directors and Supervisory Board in 2024.

Article 6: Approve the plan on share issue to pay dividends in 2024.

1. Plan on share issue to pay dividends in 2023
2. Issuer: Hanoi Housing Development and Investment Joint Stock Company No 6
3. Name of issued share: Shares of Hanoi Housing Development and Investment Joint Stock Company No 6
4. Share code: HD6
5. Type of issued shares: Common shares.
6. Par value of share: VND10,000/share;
7. Number of outstanding shares: 15,120,000 shares
8. Treasury shares: 0 shares
9. Expected number of issued shares: 1,512,000 shares
10. Total value of shares expected to be issued at par value: VND15,120,000,000
11. Issue purpose: Issue shares to pay dividends in 2023
12. Eligible buyer: Outstanding shareholders on the list of shareholders on the record date to exercise rights to receive dividends provided by the Vietnam Securities Depository and Clearing Corporation.
13. Issue rate: 10% (rate of the number of additional shares issued to outstanding shareholders/ number of outstanding shares on the record date to exercise rights to receive dividends by shares)
14. Right exercise rate: 10:1 (on the record date to exercise rights to receive dividends by shares by the Vietnam Securities Depository and Clearing Corporation, shareholders owning 10 shares will receive a dividend of 01 newly issued share).
15. Plan on handling fractional shares (if any): The number of shares each shareholder receives when issuing shares to pay dividends will be rounded to the nearest unit according to the principle of rounding down, number of fractional shares (decimal part) (if any) will be disposed of and not issued.

For example: Shareholder A owns 131 shares (on the record date to exercise rights to receive dividends by shares). With the issue rate of 10%, shareholder A will receive a number of additional issued shares calculated as follows: 131X10% = 13.1 shares, 0.1 fractional shares will be disposed of and not issued, number of shares that shareholder A will receive is 13 shares.

1. Implementation source for the issue: Undistributed profit after tax as of December 31, 2024 on the Audited Financial Statements of Hanoi Housing Development and Investment Joint Stock Company No 6.
2. Transfer restriction:

* The entire number of additional shares issued to pay dividends according to the right exercise rate incurred from the number of shares issued according to the Company’s Employee Stock Ownership Plan - ESOP (the issue ended on December 18, 2023) during the transfer restriction period will also be restricted from transfer according to the rate and time corresponding to the number of ESOP shares being restricted from transfer. At the end of the transfer restriction period, these shares will be freely transferable.
* The number of additional shares issued to pay dividends in remaining shares (except for the number of shares incurred from ESOP shares mentioned above) is not subject to transfer restrictions.

1. Adjust the Securities Registration Certificate and change the Trading Registration: The General Meeting approved that all additional shares will be implemented procedures to adjust the Securities Registration Certificate at the Vietnam Securities Depository and Clearing Corporation and change the Trading Registration on the Hanoi Stock Exchange, The General Meeting authorized the Board of Directors to actively implement and complete relevant procedures immediately after the issue.
2. Amend the Charter: The General Meeting authorized the Board of Directors to amend the content of terms related to charter capital, and shares in Article 6, the content of charter capital, shares, and founding shareholders in the Company's Charter, updated according to the new charter capital after completing the share issue.
3. Expected exercise date: Expected in 2024. The General Meeting authorized the Board of Directors to decide on the specific time after being notified in writing by the State Securities Commission on receiving complete documents reporting on share issue to pay dividends of the Company.

Article 7: Approve the public offering plan to outstanding shareholders in 2024.

1. The public offering plan to outstanding shareholders in 2024.
2. Issuer: Hanoi Housing Development and Investment Joint Stock Company No 6
3. Name of offered shares: Shares of Hanoi Housing Development and Investment Joint Stock Company No 6
4. Share code: HD6
5. Type of offered shares: Common shares
6. Par value of share: VND10,000/share;
7. Current charter capital: VND151,200,000,000
8. Number of current outstanding shares: 15,120,000 shares
9. Treasury shares: 0 shares
10. Offering method: Public offering of additional shares to the outstanding shareholders.
11. Number of shares expected to be offered: 15,120,000 shares
12. Expected total value of offered shares at par value: VND151,200,000,000
13. Eligible buyer: Outstanding shareholders on the list of shareholders on the record date to exercise rights to buy shares offered to outstanding shareholders issued by Vietnam Securities Depository and Clearing Corporation.
14. Offering rate (Rate of number of additional shares offered to outstanding shareholders/ number of outstanding shares): Offering rate (at the time of approving this plan): 100%

The aforementioned offering rate may change after the Company completes the share issue to pay dividends in 2023 according to the Plan submitted to the General Meeting in Proposal No. 07/2024/TTr-DHDCD. Respectfully submit to the General Meeting to authorize the Board of Directors based on the actual number of outstanding shares at the time before the offering to adjust the Offering Rate accordingly, ensuring that the total number of shares offered does not exceed the number of shares expected to be offered approved by the General Meeting in this plan.

1. Right exercise rate: Right exercise rate (at the time of approving this plan): 1:1 (according to the list of shareholders to exercise rights issued by Vietnam Securities Depository and Clearing Corporation, shareholders owning 01 shares will be entitled to 01 buying right, for every 01 buying rights, they will be entitled to buy 01 newly additional offered share).

The above right exercise rate may change after the Company completes the share issue to pay dividends in 2023 according to the Plan submitted to the General Meeting in Proposal No. 07/2024/TTr-DHDCD. Respectfully submit to the General Meeting to authorize the Board of Directors based on the actual number of outstanding shares at the time before the offering to adjust the Offering Rate accordingly, ensuring that the total number of shares offered does not exceed the number of shares expected to be offered approved by the General Meeting in this plan.

1. Offering price: VND10,000/share;
2. Total proceeds from the offering (calculated according to the offering price): VND151,200,000,000
3. Minimum successful offering rate of the offering: Not regulated
4. Ensure meeting regulations on foreign ownership rate: The General Meeting authorized the Board of Directors to approve the plan on ensuring the share offering meets regulations on maximum foreign ownership rate in the Company:
5. Expected exercise date: After being approved by the General Meeting and the State Securities Commission issuing the Registration Certificate for public offering of securities, expected from Q4/2024 to Q2/2025. The public offering plan to outstanding shareholders will be implemented after the Company completes the share issue to pay dividends in 2023.
6. Transfer the buying rights: Outstanding shareholders on the list on the record date for the list of shareholders have the right to transfer their right to buy shares to other individuals within the specified time and can only transfer it once (the transferee cannot transfer the right to buy a third individual). Buying rights can be divided and transferred to different investors according to the agreement between the two parties.

The transferor and the transferee agree on the transfer price themselves, make the payment, and are responsible for implementing the obligations according to the regulations related to the transfer.

1. Plan on handling fractional shares and shares that investors do not register to buy or pay for (if any):

* The number of additional shares offered to outstanding shareholders will be rounded to the nearest unit.
* Number of fractional shares incurred in the process of exercising rights is rounded down to the nearest unit and the number of shares that outstanding shareholders do not register to buy or pay for (if any) will be authorized by the General Meeting for the Board of Directors to offer to other subjects (including shareholders of the Company wishing to increase their share ownership) with offering conditions and conditions on the rights and obligations of investors are not more favorable than the offering conditions to outstanding shareholders (including the offering price not lower than VND10,000/share).
* The handling of fractional shares and shares that investors did not register to buy or pay for (if any) must ensure compliance with the regulations in Article 42, Decree No. 155/2020/ND-CP dated December 31, 2020 and ensure other conditions according to regulations in Clause 2, Article 195 of the Law on Enterprises 2020 and other relevant provisions of current law.
* In case of the expiration of the share distribution in accordance with the provisions of law (including the extended period, if any), if there are remaining undistributed shares, these shares will be canceled and the Board of Directors will decide on ending the offering.

1. Restrictions related to transfer

* The number of shares offered to outstanding shareholders and the transferee of the buying rights from outstanding shareholders is not subject to transfer restrictions.
* The fractional shares incurred in the process of exercising the right to be redistributed to other subjects are not subject to transfer restrictions according to regulations in Clause 4, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020.
* The number of shares that investors did not register to buy or pay for (if any) decided by the Board of Directors to distribute to other shareholders/investors is restricted from transfer within 01 year from the date of completion of the offering in accordance with the regulations in Section 2 Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020.

1. Adjust the Securities Registration Certificate and change the Trading Registration: The General Meeting approved that all additional shares offered will be implemented procedures to adjust the Securities Registration Certificate at Vietnam Securities Depository and Clearing Corporation and change the Trading Registration on the Hanoi Stock Exchange. The General Meeting authorized the Board of Directors to actively implement and complete relevant procedures immediately after the issue.
2. Amend the Charter: The General Meeting authorized the Board of Directors to amend the terms related to charter capital, and shares in Article 6, and the content of charter capital, shares, and founding shareholders in the Company's Charter, updated according to the new charter capital after completing the share offering.
3. Plan on using the proceeds from the offering:

The expected proceeds from the public offering of additional shares to outstanding shareholders of VND151,200,000,000 (calculated according to the offering price) will be used for the following purpose:

|  |  |  |
| --- | --- | --- |
| Plan on using capital | Amount | Expected progress of capital use |
| Supplement working capital to implement construction and installation and manage the Company's construction projects. | 151,200,000,000 | In 2025 |
| Total | 151,200,000,000 |  |

Article 8: Approve the dismissal of members of the Board of Directors for the term 2020-2024 for Mr. Hoang Tuan Anh for personal reason. The Board of Directors of the Company will continue to operate with 04 members in the remaining period of the term 2020-2025.

Article 9: Approve on amending Article 26 of the Company’s Charter; Article 24 of the internal regulations on corporate governance; Article 5 of the operating regulations of the Board of Directors of Hanoi Housing Development and Investment Joint Stock Company No 6 on contents related to the number of members of the Board of Directors of the Company.

Article 10: The Meeting assigned the Board of Directors of the Company to selectively receive opinions from shareholders in the Meeting and relevant documents, based on the actual situation of each stage to organize and fully implement the contents of this General Mandate, at the same time, direct Company's operations, handle, and resolve financial problems under applicable laws and the Company's Charter.

Article 11: Terms of enforcement

This General Mandate takes effect from the date of its signing. This General Mandate was prepared on June 20, 2024 at the Annual General Meeting for the fiscal year 2023 and approved at the Meeting.