**IDJ: Annual General Mandate 2024**

On May 28, 2024, IDJ Vietnam Investment Joint Stock Company announced General Mandate No. 08/2024/IDJ/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on activities of the Board of Management 2023.

‎‎Article 2. Approve the Report on activities of the Board of Directors 2023

‎‎Article 3. Approve the Report on activities of the Supervisory Board 2023

‎‎Article 4. Approve the Audited Financial Statements 2023 of the Company

Implement the authorization in the Annual General Mandate 2023, the Board of Directors has selected A&C Auditing and Consulting Company Limited to conduct the audit of the Financial Statements 2023. In which, some basic financial targets are as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Unit | Financial Statements of the Holding Company | Consolidated Financial Statements |
| 1 | Total assets | VND | 4,785,675,452,240 | 4,684,043,953,359 |
| 2 | Short-term assets | VND | 3,175,220,322,588 | 3,235,200,595,454 |
| 3 | Long-term assets | VND | 1,610,455,129,652 | 1,448,843,357,905 |
| 4 | Total payables | VND | 2,758,530,921,117 | 2,630,325,870,524 |
| 5 | Owners’ equity | VND | 2,027,144,531,123 | 2,053,718,082,835 |
| 6 | Net revenue | VND | 862,043,543,600 | 862,043,543,600 |
| 7 | Net profit from business activities | VND | 105,970,335,117 | 105,942,023,414 |
| 8 | Other profits | VND | 35,526,683,002 | 35,528,501,452 |
| 9 | Profit before tax | VND | 141,497,018,119 | 141,470,524,866 |
| 10 | Profit after tax | VND | 112,985,554,671 | 109,408,912,172 |

‎‎Article 5. Approve the operational results 2023, and the business plan 2024

* Business results 2023:

|  |  |  |
| --- | --- | --- |
| No. | Content | Value (VND) |
| 1 | Profit after tax 2023 | 109,408,912,172 |
| 2 | Accumulated undistributed profit after tax until December 31, 2023 | 281,399,669,397 |
| - | Distributed profit after tax until the end of the previous period | 172,004,305,085 |
| - | Undistributed profit after tax 2023 | 109,395,364,312 |
| 3 | Dividend payment rate 2023(\*) | 6% |
| In which: | | |
| 3.1 | Dividend payment rate 2023 in cash | 3% |
| 3.2 | Dividend payment rate 2023 by shares | 3% |

(\*) Dividends are paid from undistributed profit after tax on the Audited Consolidated Financial Statements:

* Production and business plan 2024:

|  |  |  |
| --- | --- | --- |
| No. | Content | Value (VND) |
| 1 | Total revenue | 857,000,000,000 |
| 2 | Profit before tax | 140,000,000,000 |
| 3 | Profit after tax | 104,000,000,000 |
| ‎‎Article 6. | Approve the selection of an audit company to audit/review the Financial Statements 2024 | |

The Board of Directors submits to the General Meeting of Shareholders for approval the plan on selecting an independent audit company to audit/review the Financial Statements 2024 of the Company as follows:

* Select an auditing company that operates legally in Vietnam, in the list of audit companies qualified to provide audit services in 2024 and approved by the State Securities Commission to audit listed companies; has a reputation for audit quality; has an audit fee appropriate to the quality and scope of the audit.
* The General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of an independent audit company from the above list to conduct the audit/review of the Financial Statements 2024.

‎‎Article 7. Approve the remuneration of the Board of Directors and the Supervisory Board.

* Remuneration payment for the Board of Directors and the Supervisory Board 2023

Total remuneration for the Board of Directors and the Supervisory Board in 2023: VND 393,000,000, equivalent to 39.3% of the expected remuneration plan 2023 (approved by the General Meeting of Shareholders 2023).

* Approve the remuneration payment plan for the Board of Directors and the Supervisory Board 2024:

Approve the remuneration for the Board of Directors and the Supervisory Board 2024: VND 1,000,000,000.

Approve on authorizing the Chair of the Board of Directors to decide the specific remuneration for each member of the Board of Directors, and the Chief of the Supervisory Board to decide the specific remuneration for each member of the Supervisory Board within the total remuneration mentioned above.

‎‎Article 8. Approve on amending the Company’s Charter

Approve on amending Article 1, Section 3 of the Company's Charter, as follows:

|  |  |  |
| --- | --- | --- |
| No. | Current content | Proposed amendment |
| 1 | The Company has 1 legal representative: Chair of the Board of Directors | The Company has 1 legal representative: General Manager |

The General Meeting of Shareholders authorizes the legal representative to issue the Charter immediately after the General Meeting of Shareholders concludes.

‎‎Article 9. Approve on authorizing the Board of Directors to decide on certain matters within the authority of the General Meeting of Shareholders

Approve on authorizing the Board of Directors to decide on certain matters within the authority of the General Meeting of Shareholders with the following contents:

Authorize the Board of Directors to receive and provide loans or guarantees to members of the Board of Directors, supervisors, General Manager, other managers, and related individuals or organizations; and authorize the Board of Directors to approve transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities.

‎‎Article 10. Approve the recovery of advances and handling of loans

Approve the recovery of advances and processing of loans of IDJ Vietnam Investment Joint Stock Company as follows:

* IDJ Vietnam Investment Joint Stock Company loaned VND 414,936,958,905 to shareholders of APEC Thai Nguyen Investment Joint Stock Company. The General Meeting of Shareholders decided to recover the loan (including principal and interest) by receiving the transfer of shares from shareholders corresponding to 99% of the charter capital at APEC Thai Nguyen Investment Joint Stock Company. Total transfer value does not exceed VND 450 billion to transfer 9,900,000 shares (accounting for 99% of charter capital of APEC Thai Nguyen Investment Joint Stock Company)
* IDJ Vietnam Investment Joint Stock Company loaned VND 100,422,000,000 to APEC Finance Joint Stock Company. The General Meeting of Shareholders decided to recover this loan (including principal and interest) through the transfer of the entire capital contribution of APEC Finance Joint Stock Company at Loc Phat Binh Thuan Company Limited. The transfer value must not exceed VND 120 billion to own VND 108,798,090,000 of contributed capital, equivalent to 88.67% of charter capital at Loc Phat Binh Thuan Company Limited
* Implement the recovery of advances through the transfer of shares of Cuc Phuong Natural Mineral Water Joint Stock Company. The total transfer value does not exceed VND 210 billion, of which the number of transferred shares is 6,237,000 shares, equivalent to 99% of the charter capital of the Company.

The Board of Directors evaluates that the companies APEC Thai Nguyen Investment Joint Stock Company, Loc Phat Binh Thuan Company Limited and Cuc Phuong Natural Mineral Water Joint Stock Company all own projects with potential development locations, suitable for the goals of the Company in its strategy to expand the land fund and prepare for investment in future project development. Therefore, debt recovery and settlement will help IDJ Vietnam Investment Joint Stock Company implement its real estate development plan and strategy in the near future.

The General Meeting of Shareholders authorized the Board of Directors to implement procedures, complete the collection of advances, handle loans and report at the nearest General Meeting.

‎‎Article 11. Approve the list of candidates for members of the Board of Directors and the Supervisory Board for the term 2024 -2029

‎‎Article 12. Approve the share issuance for dividend payment 2023

Issuance purposes: Share issuance for dividend payment 2023 to existing shareholders of the Company.

Issuance plan:

* Share name: Shares of IDJ Vietnam Investment Joint Stock Company
* Share type: Common share
* Par value: VND 10,000/share
* Capital source for the issuance: From undistributed profit after tax on the Audited Consolidated Financial Statements 2023 of VND 109,395,364,312.
* Issuance rate (expected number of shares to be issued/total number of outstanding shares): 3%
* Rights exercise rate: 100:3 (each shareholder owning 100 shares will receive 3 new shares)
* Total expected number of additional issued shares: No more than 5,204,705 shares
* Total issue value at par value: No more than VND 52,047,050,000.
* Eligible buyers: Existing shareholders of IDJ Vietnam Investment Joint Stock Company at the record date of the list for issuance provided by the Vietnam Securities Depository (VSD).
* Plan on handling fractional shares (if any): The number of issued shares for dividend payment will be rounded down to the unit, the number of fractional shares (if any) will be canceled.
* Expected issue date: In 2024 - 2025 (after approval by the State Securities Commission)

Authorization:

The General Meeting of Shareholders authorizes the Board of Directors and the legal representative to decide on all issues related to the issuance, specifically:

* Implement necessary procedures related to the share issuance for dividend payment. Make corrections and supplements to this plan at the request of state management agencies, ensuring the share issuance in accordance with regulations;
* After the issuance, the Board of Directors conducts depository registration at the Vietnam Securities Depository and additional listing registration at the Hanoi Stock Exchange;
* Implement amendments and supplements to the Company’s Charter related to changing the charter capital level according to the actual results of the issuance;
* Implement procedures to change the content of the License of Operation, Business Registration Certificate related to changing charter capital according to the above share issuance results with competent state agencies;
* Other related works

‎‎Article 13. Elect members of the Board of Directors and the Supervisory Board in the term of 2024 - 2029

* The list of the Board of Directors members for the term 2024-2029

1. Mr. Nguyen Manh Cuong
2. Ms. Nguyen Thi Ngoc Ha
3. Mr. Nguyen Duc Quan
4. Mr. Ngo Thanh Trung

* The list of the Supervisory Board members for the term 2024-2029

1. Ms. Dau Thi Thao
2. Ms. Nguyen Thu Huong
3. Ms. Hoa Thi Hoe

‎‎Article 14. Terms of enforcement

This General Mandate takes effect on the date of its signing.

Members of the Board of Directors, the Supervisory Board, and the Board of Management of the Company, based on their functions, duties, and authorities, shall be responsible for implementing the contents of this General Mandate.