**TBW: Annual General Mandate 2024**

On May 31, 2024, Thai Binh Clean Water Joint Stock Company announced General Mandate No. 01/NQ-DHDCD as follows:

Article 1: Annual General Meeting of Shareholders 2024 and the third term (2024-2029) of Thai Binh Clean Water Joint Stock Company agreed on the following contents:

1. Approve the following reports:

* Report on activities for the second term (2019-2024) and plan for the third term (2024-2029) of the Board of Directors;
* Report on production and business results in 2023 and production and business plan for 2024;
* Report on targets in the Audited Financial Statements 2023;
* Report on activities for the second term (2019-2024) and plan for 2024 of the Supervisory Board.

With the following main targets:

1. Production and business results in 2023

* Total revenue: VND 175.4 billion
* Profit before tax: VND 37.5 billion

1. Production and business plan and dividend payment rate in 2024

* Total revenue: VND 174.8 billion
* Profit before tax: VND 37.6 billion
* Dividend payment rate: ≥ 11.9% (at least 11.9%)

1. Approve the plan on profit distribution, appropriation for funds, and dividend payment for 2023
   1. Profit in 2021 and 2022 according to Inspection Conclusion No. 09/KL-STC dated August 14, 2023 of the Thai Binh Department of Finance

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Profit after tax | 793,840,531 |
| 2 | Appropriation for investment and development fund | 237,880,894 |
| 3 | The remaining amount of profit after tax (3)=(1)-(2) | 555,959,637 |
| 4 | Adjustment by reducing the reserve fund to supplement charter capital | 1,320,640,945 |
| 5 | Total amount of dividend payment (5)=(3)+(4) | 1,876,600,582 |
| 6 | Dividend payment of 1.9% | 1,868,840,000 |
| 7 | The remaining amount distributed to profits in 2023 (7)=(5)-(6) | 7,760,582 |

* 1. Production and business results in 2023

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| --- | --- | --- |
| No. | Content | Amount (VND) |
| 1 | Undistributed profit after tax | 30,028,059,286 |
| 2 | Appropriation for investment and development fund | 9,008,417,786 |
| 3 | Remaining profit 2023 | 21,019,641,500 |
| 4 | Remaining profit according to the Inspection Conclusion | 7,760,582 |
| 5 | Appropriation for bonus and welfare fund | 8,956,062,082 |
| 6 | Appropriation for bonus fund for managers | 366,500,000 |
| 7 | Dividend payment of 11.9% | 11,704,840,000 |

1. Approve the remuneration payment rate of the Board of Directors, the Supervisory Board and the Company Secretariat in 2024.

Based on the production and business plan and the plan of the Board of Directors and the Supervisory Board for 2024, the Board of Directors proposed the following remuneration payment rate for 2024:

* Chair of the Board of Directors: VND 5.0 million/month
* Members of the Board of Directors: VND 4.0 million/month
* Chief of the Supervisory Board: VND 4.0 million/month
* Members of the Supervisory Board: VND 2.0 million/month
* The Secretariat of the Company: VND 2.0 million/month

1. Investment plan in 2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Investment items | Value (million VND) | Notes |  |
| I | Water production plants | 28,165 |  |
| 1 | Collection work and raw water pipeline | 6,198 |  |
| 1.1 | Investment in the construction of source work and DN280-L2500m raw water pipeline for Hung Nhan Water Factory | 5,046 | Transferred from 2023 |
| 1.2 | Installation of sediment filtration and rapid chemical mixing equipment for Nam Trung, An Bai, Tay Son Factories | 152 | Transferred from 2023 |
| 1.3 | Project to build source work and raw water pipeline to supply water treatment plants in Tien Hai and Kien Xuong Towns | 1,000 | Transferred from 2023 |
| 2 | Raw water pumping station, well pumping station | 3,105 |  |
| 2.1 | City Factory: Replace 01 EBARA pump set Q=900m3/h, H=25m (installed in 2003) with 01 pump set Q=1,260m3/h, H=20m | 1,755 |  |
| 2.2 | Tay Son Station: Replace 2 centrifugal pump sets Q=70m3/h with 2 submersible pump sets Q=110m3/h, H=30m and inverter | 802 |  |
| 2.3 | An Bai Factory: Replace 2 pump sets Q=110m3/h, H=25m and inverter | 210 |  |  |
| 2.4 | Tien Hai Factory: Install 2 new inverters | 88 |  |
| 2.5 | Hung Ha Factory: Build walls and HH2 well management house | 250 |  |
| 3 | Water treatment work | 8,312 |  |
| 3.1 | Renovation and repair of filter tanks of the City Water Factory | 1,500 |  |
| 3.2 | Construction and installation of rain rigs with a capacity of 3,000m3/day for Hung Ha Factory | 500 |  |
| 3.3 | Renovation and capacity increase of Vu Thu Water Plant from 3,000m3/day to 5,000m3/day (installation of reaction tanks, filter tanks, and technological pipes) | 3,670 | Transferred from 2023 |
| 3.4 | Renovation and repair of the filter tank cluster in Tien Hung Factory (replacement of DN200 valves: 6 pieces and filter cover) | 116 |  |
| 3.5 | Renovation and repair of sedimentation tank cluster in Hung Nhan Factory (replacement of lamella plates and renovation of reaction compartment) | 762 |  |
| 3.6 | Replacement of lamella plates at Nam Trung Factory | 221 |  |
| 3.7 | Replacement of lamella plates and supplement of filter material to Tien Hai Factory's filter tank | 543 |  |
| 3.8 | Construction of chemical house, chlorine house, water testing room of Tien Hai Factory and installation of chlorine neutralization tower | 1,000 | Transferred from 2023 |
| 4 | Clean water pumping station | 2,135 |  |
| 4.1 | City: Replace 01 Ebara pump set Q=500m3/h-H=40m (installed in 1997) with 01 pump set Q=850m3/h-H=30m | 977 |  |
| 4.2 | Tay Son Station: Replace 02 pump sets Q=90- 100m3/h, H=30m | 210 |  |
| 4.3 | Kien Xuong: Replace 03 pump sets Q=80m3/h with 02 pump sets Q=120m3/h, H=30m | 224 | Transferred from 2023 |
| 4.4 | Nam Trung: Replace 03 pump sets Q=50m3/h with 02 pump sets Q=90-100m3/h, H=30m | 210 |  |
| 4.5 | Quynh Coi, Tien Hung: Renovate and replace technical pipes in the pump house | 364 |  |
| 4.6 | Overhaul and maintenance of pumps for factories | 150 |  |
| 5 | Auxiliary items in factories | 8,415 |  |
| 5.1 | Construction of a production executive house and customer service center within the Company's headquarters campus | 7,315 |  |
| 5.2 | Renovation and upgrading of the drainage system for Hung Ha Factory | 100 |  |
| 5.3 | Renovation of premises, workshops, railings, walls, etc. for factories (Tien Hai, Company Office) | 1,000 |  |
| II | Pipeline network | 18,051 |  |
| 1 | Renovation and displacement of pipeline | 7,248 |  |
| 1.1 | Thai Binh City: Tran Hung Dao and Le Quy Don, Bo Xuyen, Quang Trung Streets according to the city’s progress | 2,545 |  |
| 1.2 | Vu Thu: Renovation of service pipes in Hoa Binh Commune: D50-L500m; Minh Quang Commune D50-L400m | 165 |  |
| 1.3 | Kien Xuong: Renovation of pipelines in Dong Thanh area, Binh Minh Commune: DN90-L500m; Giang Dong area: DN110-L590m; Giang Dong area: DN90- L350m | 518 |  |
| 1.4 | Nam Trung: The displacement of DN160-110-90 pipelines, total length L1500m from Trung Dong Church to Hai Ngoai Village | 277 |  |
| 1.5 | Nam Trung: Renovation of raw water pipeline DN225, section from the road bordering Nam Chinh and Nam Trung | 195 | Transferred from 2023 |
| 1.6 | Hung Nhan: Renovation of DN110 pipeline replacing it with DN160-L1400 pipeline, left route of the National Highway 39A (Hung Nhan Industrial Park area) | 812 |  |
| 1.7 | Hung Nhan: Renovation of D250-L120m transmission pipeline from the Factory to Lai Bridge | 128 |  |
| 1.8 | Hung Ha: Renovation of service pipelines in Chang area: DN63-540m; areas in the town: DN63-L-1000m, DN50-L1000m | 496 |  |
| 1.9 | An Bai: Renovation of DN63-L500m and DN50-L-300m service pipelines in An Bai, Phong Xa, Dong Linh, Ly Xa Villages | 156 |  |
| 1.10 | Tien Hai: Renovation of DN100 steel pipes, replacing them with DN160-L1500m, DN110-L1000m pipes for water supply, Battalion 5, Nursing Center for Meritorious Persons, New Dong Chau 2 | 1,292 |  |
| 1.11 | Displacement of DN90-L830m and DN63-L1160m pipelines in Nghia Village, Tay Luong Commune; Hung Thang Street: DN63-L1200m; Bac Son Residential Group: DN225-L240m, DN160-L475m, DN63,50- L1570m | 664 |  |
| 2 | Expansion of pipeline network | 10,803 |  |
| 2.1 | Construction of HDPE DN110-L800m pipeline to supply water to Vu Hoi Industrial Cluster, Vu Thu District | 338 | Implemented from 2023 |
| 2.2 | Construction of HDPE DN160 distribution pipeline in Duc Lan Village, Hieu Thien, Hung Nhuong, Vu Hoi Commune | 343 | Implemented from 2023 |
| 2.3 | Construction of HDPE DN225-L700m pipeline to supply water to Trung Ne Industrial Cluster, Kien Xuong District | 639 | Transferred from 2023 |
| 2.4 | Construction of HDPE D160-L1200m pipeline to supply water to Ngo Xa Industrial Cluster, Vu Thu District | 696 |  |
| 2.5 | Construction of HDPE DN225-L1400m pipeline, DH15 Road, Vu Lac Commune to supply water for Ninh An Industrial Cluster, Kien Xuong District, phase 1 | 1,278 |  |
| 2.6 | Construction of HDPE D225-L2000 and D160-L1200m distribution pipeline to supply water to residential areas in the northwest of Vu Thu Town | 2,774 | Will be implemented in 2024- 2025 |
| 2.7 | HDPE DN160-L540m and DN110-L200m distribution pipeline in Dong Sau Residential Planning Area, An Bai Town, Quynh Phu District | 398 |  |
| 2.8 | Installation of DN63-L800 pipeline in Dong Thanh area, Binh Minh Commune, Kien Xuong District | 163 | Transferred from 2023 |
| 2.9 | DN110-L370m distribution pipeline in Luong Phu Urban Area, Tay Luong Commune, Tien Hai District | 156 |  |
| 2.10 | DN110-L400m distribution pipeline and service pipeline DN63-L2200m in Dong Lam 1 Urban Area, Tien Hai District | 615 |  |
| 2.11 | Construction of HDPE DN250- L2300m distribution pipeline, Planning road No. 4 of Tien Hai Industrial Park expansion (section from Bac Dong Dam Residential Area To Vinh Ninh Village, Tay Ninh Commune) | 2,689 | Will be implemented in 2024- 2025 |
| 2.12 | Construction of HDPE D160-L1000m distribution pipeline in Hung Thang Street, Tien Hai Town (section from Vu Trong Street Intersection to Ong Tuong Intersection) | 580 |  |
| 2.13 | HDPE DN110 distribution pipeline and HDPE DN50 service pipeline for Bo Xuyen residential commercial housing development project in Thai Binh City | 134 | Transferred from 2023 |
| III | Other investments | 1,700 |  |
| 1 | Build a map of water supply pipeline network in Thai Binh City | 500 | Transferred from 2023 |
| 2 | Procurement and installation of water production monitoring and control systems in the customer service center | 1,000 |  |
| 3 | Registration of water quality compliance for factories | 200 | Transferred from 2023 |
|  | Total: | 47,916 |  |

1. Select a unit to audit the Financial Statements 2024 as follows:

The General Meeting of Shareholders authorized the Board of Directors to select one of the audit companies approved by the State Securities Commission to audit public interest units in the securities sector in 2024 to prepare the Financial Statements 2024.

1. Amend the Thai Binh Clean Water Joint Stock Company’s Charter on organization and operation: Amend Point g, Clause 1 in Thai Binh Clean Water Joint Stock Company’s Charter on organization and operation as follows:

On-going Charter "The executive in charge of corporate management is the General Manager, Deputy General Manager, Chief Accountant and other executives appointed by the Board of Directors"

Amended Charter "The executive in charge of corporate management is the General Manager, Deputy General Manager, and Chief Accountant"

1. Approve Proposal No. 02/TTr-HDQT dated May 31, 2024 on electing members to the Board of Directors and the Supervisory Board for the third term (2024-2029).

* Dismiss members of the Board of Directors and the Supervisory Board for the 2019-2024 term.
* Approve the number of elected members to the Board of Directors, with 05 members.
* Approve the number of elected members to the Supervisory Board, with 03 members;
* Approve the term for elected members to the Board of Directors and the Supervisory Board, with 05 years.
* Approve the list of candidates for the General Meeting of Shareholders to elect as members of the Board of Directors for the 2024-2029 term
* Approve the list of candidates for the General Meeting of Shareholders to elect as members of the Company's Supervisory Board for the 2024-2029 term.

1. Approve the results of members elected to the Board of Directors and the Supervisory Board for the 2024-2029 term.
   1. Results of members elected to the Board of Directors:
2. Mr. Nguyen Thien Bac
3. Mr. Tran Van Duc
4. Mr. Phi Trung Kien
5. Mr. Ngo Van Tam
6. Mr. Dang The Tuong
   1. Results of members elected to the Supervisory Board:
7. Mr. Do Trong Hao
8. Mr. Pham Van Hung
9. Ms. Dang Thi Nga
10. The Board of Directors and the Supervisory Board had a meeting to elect the Chair of the Board of Directors and the Chief of the Supervisory Board for the 2024-2029 term.

* Mr. Nguyen Thien Bac was elected as the Chair of the Board of Directors.
* Mr. Do Trong Hao was elected as the Chief of the Supervisory Board.

Article 2: Terms of enforcement

This General Mandate was approved in full text by the Annual General Meeting of Shareholders 2024 and the third term (2024-2029) of Thai Binh Clean Water Joint Stock Company and took effect from May 31, 2024.

Members of the Board of Directors, the Supervisory Board, and shareholders are responsible for implementing this General Mandate and organizing the implementation according to their functions, in accordance with the provisions of law and the Company's Charter on organization and operations.