**VC7: Annual General Mandate 2024**

On June 25, 2024, BGI Group Joint Stock Company announced General Mandate No. 14/2024/NQ-DHDCD as follows:

Article 1: Approve: The Audited Financial Statements 2023 and Report on the use of capital obtained from the share issuance to increase charter capital in 2023

Article 2: Approve: The Report of the Board of Directors on management and activities results of the Board of Directors

Article 3: Approve: The Report of the Supervisory Board on business results of the Company, activities results of the Board of Directors, Managing Director and self-evaluate the activities results of the Supervisory Board

Article 4: Approve: The business results in 2023 and the profit after tax distribution plan in 2023:

+) Business results in 2023 with main targets as follows:

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| --- | --- | --- | --- |
| No.  | Targets | Unit | Results 2023 (Consolidated) |
| 1 | Total revenue and other incomes | VND | 373,718,369,909 |
| 2 | Profit before tax | VND | 48,362,959,928 |
| 3 | Dividend payment rate | % | Expected 5% (paid by shares) |

+) Profit after tax distribution plan in 2023:

Unit: VND

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| --- | --- | --- |
| No.  | Targets | Amount |
| 1 | Undistributed profit after tax according to the Consolidated Financial Statements as of December 31, 2023 | 62,373,074,273 |
| 2 | Undistributed profit after tax according to the Separate Financial Statements as of December 31, 2023 | 46,870,625,070 |
| 3 | Share premium as of December 31, 2023 | 2,774,961,158 |
| 4 | Source of maximum profit distribution (4=2+3) | 49,645,586,228 |
|  | Distributed as follows: |  |
| 4.7 | Investment and Development fund | 0 |
| 4.2 | Financial reserve fund | 0 |
| 4.3 | Bonus and welfare funds | 1,600,308,278 |
| 4.4 | Profit for dividend payment to shareholders | 48,045,277,950 |
| 4.5 | Retained profit | 0 |

Article 5: Approve: The business plan for 2024:

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| No.  | Targets | Unit | Plan 2024 (Consolidated) |
| 1 | Total revenue and other incomes | Billion VND | 427.0 |
| 2 | Profit | Billion VND | 81.2 |
| 3 | Dividend payment rate | % | Expected: 8% |

Article 6: Approve: The selection of the audit company to audit the Annual Financial Statements and review the Semi-annual Financial Statements 2024:

The General Meeting of Shareholders authorized the Board of Directors to implement the following contents: Decide on the selection and approve the contract with the independent audit company, legally operating in Vietnam and approved by the State Securities Commission, to audit the Annual Financial Statements and review the Semi-annual Financial Statements 2024.

Article 7: Approve: The settlement of remuneration for the Board of Directors and Supervisory Board in 2023 and the remuneration payment plan for the Board of Directors and Supervisory Board in 2024:

+) Settlement of remuneration for the Board of Directors and Supervisory Board in 2023:

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| --- | --- | --- | --- |
| No.  | Position | Remuneration/year (VND) | Note |
| 1 | The Chair of the Board of Directors | 0 | According to General Mandate No. 21-2023/NQ- DHDCD dated June 19, 2024: The Board of Directors will not receive remuneration in 2023 if the Company the Company does not reach the profit targets in 2023. |
| 2 | Members of the Board of Directors | 0 |
| 3 | The Chief of the Supervisory Board | 42,000,000 |  |
| 4 | Member of the Supervisory Board | 48,000,000 |  |
| Total remuneration payment: | 90,000,000 |  |

+) Remuneration payment plan for the Board of Directors and the Supervisory Board for 2024:

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| --- | --- | --- |
| No.  | Position | Remuneration (VND/month) |
| 1 | The Chair of the Board of Directors | 7,000,000 |
| 2 | Members of the Board of Directors | 5,000,000 |
| 3 | The Chief of the Supervisory Board | 3,500,000 |
| 4 | Member of the Supervisory Board | 2,000,000 |
| Total remuneration/month (including 01 Chair and 04 members of the Board of Directors; 01 Chief and 02 members of the Supervisory Board): | 34,500,000 |

Date of remuneration: From January 2024 to December 2024, otherwise decided by the General Meeting.

In case the business results in 2024 are not completed compared to the plan approved by the General Meeting of Shareholders, the Board of Directors will not receive remuneration.

Article 8: Approve the transaction with the relevant party

Article 9: Approve the plan on share issuance to pay dividends in 2023

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| --- | --- |
| * Share name:
 | Shares of BGI Group Joint Stock Company |
| * Share code:
 | VC7 |
| * Share type:
 | Common shares |
| * Par value:
 | VND10,000 |
| * Total number of shares before issuance:
 | 96,090,870 shares. |
| * Number of treasury shares:
 | 314 shares. |
| * Number of outstanding shares:
 | 96,090,556 shares. |
| * Exercise rate:
 | 5% |
| * Number of additional shares expected to be issued:
 | 4,804,527 shares. |
| * Expected total value of issued shares at par value:
 | VND48,045,270,000 |
| * Share issuance rate to pay dividends:
 | 100:5 (shareholders owning 100 shares at the record date for the list of rights to receive dividends will receive 05 newly additional shares). |
| * Issuance source:
 | Source of undistributed profit after tax and share premium as of December 31, 2023 according to the Audited Separate Financial Statements 2023, specifically as follows:* Undistributed profit after tax according to the Separate Financial Statements as of December 31, 2023: VND46,870,625,070.
* Share premium as of December 31, 2023: VND2,774,961,158.
 |
| * Issuance form:
 | Offering shares to pay dividends |
| * Eligible buyer:
 | Existing shareholders on the list at the record date to exercise rights to receive dividends by shares. |
| - Plan on handling fractional share: | Number of shares issued to pay dividends is rounded to the nearest unit. The incurred fractional shares (if any) due to rounding down will be disposed of.For example: Shareholder A owns 295 shares at the record date, and the temporarily calculated received number of shares: 295 X 5/100 = 14.75 shares.The number of shares that the shareholder actually receive after rounding down is 14 shares and 0.75 fractional shares will be disposed of.The positive difference between the profit for dividend payment by shares and the total value of shares at actual par value distributed to existing shareholders for dividend payment will be retained as the undistributed profit after tax of the Company. |
| - Issuance purpose: | Issuing shares to pay dividends in 2023 to increase the size of charter capital to serve the Company's activities. |
| - Transfer conditions: | Issued shares are not subject to transfer restrictions, shareholders are not allowed to transfer rights to a third party. |
| - Time of the issuance: | In 2024, after receiving written approval from the State Securities Commission allowing issuance. |
| - Additional depository and listing registration | The number of shares issued to pay dividends to existing shareholders will be registered for deposit and listed at the Vietnam Securities Depository and Clearing Corporation and the Hanoi Stock Exchange immediately after the completion of the issuance, under applicable laws. |

Article 10: Approve the contents of the Board of Directors/ the Supervisory Board for the term 2021-2026:

1. Dismiss 01 member of the Board of Directors according to the resignation of Mr. Nguyen Thanh Cong, 01 independent member of the Board of Directors according to the resignation of Mr. Nguyen Cao Quy, 01 member of the Supervisory Board according to the resignation of Mr. Khuc Ngoc Thanh, and elect 01 additional member of the Board of Directors, 01 independent member of the Board of Directors, 01 member of the Supervisory Board for the term 2021-2026.
2. Result of the additional election of 01 members of the Board of Directors, 01 independent member of the Board of Directors, and 01 member of the Supervisory Board for the term 2021-2026.
* Result of the additional election of 01 member of the Board of Directors and 01 independent member of the Board of Directors for the term 2021-2026:

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| --- | --- | --- |
| No.  | Full name | Elected position |
| 1 | Phi Manh Hau | Member of the Board of Directors |
| 2 | Nguyen Ngoc Minh | Independent member of the Board of Directors |

After dismissing 01 member of the Board of Directors, and 01 independent member of the Board of Directors. The Board of Directors additionally elected 01 member of the Board of Directors, 01 independent member of the Board of Directors for the term 2021-2026 as follows:

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| --- | --- | --- |
| No.  | Full name | Position |
| 1 | Hoang Trong Duc | Chair of the Board of Directors |
| 2 | Bui Viet Anh | Members of the Board of Directors |
| 3 | Hoang Anh Tu | Members of the Board of Directors |
| 4 | Phi Manh Hau | Members of the Board of Directors |
| 5 | Nguyen Ngoc Minh | Independent member of the Board of Directors |

* Results of the additional election of 01 member of the Supervisory Board for the term 2021-2026:

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| --- | --- |
| No.  | Full name |
| 1 | Nguyen The Dong |

After dismissing 01 member of the Supervisory Board, the Supervisory Board additionally elected 01 member of the Supervisory Board for the term 2021-2026 as follows:

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| --- | --- | --- |
| No.  | Full name | Position |
| 1 | Nguyen Doan Dung | Chief of the Supervisory Board |
| 2 | Nguyen Hung Cuong | Member of the Supervisory Board |
| 3 | Nguyen The Dong | Member of the Supervisory Board |

This General Mandate was approved in full text and takes effect from the date of its signing.