**CT3: Annual General Mandate 2024**

On July 11, 2024, Project 3 Construction and Investment Joint Stock Company announced General Mandate No. 08/NQ-DHDCDTN-TC3 as follows:

Article 1: Approve the Report of the Executive Board on the results of production and business activities in 2023 and the plan for production and business in 2024.

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| 1. Production and business results in 2023 (revenue and profit targets according to the Audited Combined Financial Statements of the company) | | |
| - Total realized output value: | 276.286 | billion VND. |
| - Total revenue: | 269.281 | billion VND. |
| - Total expense: | 264.489 | billion VND. |
| - Corporate income tax: | 3.391 | billion VND. |
| - Total profit before tax: | 4.783 | billion VND. |
| - Average income: | 14,600,000 | VND/person/month. |

1. Production and business plan for 2024

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| --- | --- | --- |
| - Total output value: | 308.593 | billion VND. |
| - Expected total revenue: | 280.227 | billion VND. |
| - Total expense: | 277.4 | billion VND. |
| - Corporate income tax payable: | 0.56 | billion VND. |
| - Expected interest from production and business: | 2.8 | billion VND. |

Article 2: Approve the Report of the Board of Directors on governance and activities results in 2023 of the Board of Directors and the operational plan in 2024.

Article 3: The Report of the Supervisory Board on business results of the Company, activities results of the Board of Directors, the General Manager; and self-evaluate Report on activities results of the Supervisory Board in 2023 and the operational plan for 2024.

Article 4: Approve the Proposal on the Audited Financial Statements 2023. The financial plan for 2024.

Article 5: Approve the Proposal on amending, supplementing the Charter and internal regulations on corporate governance, and supplementing the legal representative of the company.

Article 6: Approve the Proposal on the profit distribution plan for 2024.

1. Distribution Source:

* Remaining profit after tax in 2021 after appropriation for funds in 2022, dividend payment in 2021, and compensating for losses after tax in 2022: VND2,661 million.
* Profit after tax in 2023: VND1,393 million.

Total undistributed profit after tax as of December 31, 2023: VND4,054 million;

1. Appropriation for funds in 2024 from profit after tax in 2023: VND1,012 million.

In which:

* Bonus and welfare funds: VND1,012 million.
* Bonus fund for the Executive Board of the company: VND0 million.

1. No dividend payment.
2. Remaining profit after tax after profit distribution in 2023: VND3,042 million.

(1)-(2)-(3) = VND3,042 million.

Article 7: Approve the Proposal on selecting the audit company for the Financial Statements 2024

Approve selecting 01 of 03 audit companies to audit the Financial Statements of the holding Company and the Consolidated Financial Statements 2024 of Project 3 Construction and Investment Joint Stock Company:

1. List of audit companies:

* AASC Auditing Firm Company Limited
* A&C Auditing and Consulting Company Limited
* CPA Vietnam Auditing Company Limited

1. Assign the Board of Directors of the company to select 01 audit company on the list mentioned above for the General Manager to sign the audit contract with the selected audit company.

Article 8: Approve the Proposal on authorizing the Board of Directors to decide on the adjustment of the production and business plan and develop bank loan limit following the Company's production and business situation.

The Board of Directors has the full right to decide on:

* Adjusting the production and business plan of the Company following the actual situation.
* Developing loan limits at commercial banks and credit institutions.

Article 9: Approve the Proposal on reporting the remuneration payment for the Board of Directors and the Supervisory Board in 2023 and the remuneration payment plan for 2024.

1. Report on remuneration for the Board of Directors and the Supervisory Board in 2023:

The Annual General Meeting of Shareholders 2023 approved the total remuneration for the Board of Directors and the Supervisory Board in 2023 a maximum of VND1,012 million (With a profit plan completion rate of 100%) and a minimum of VND506 million (With a profit plan completion rate under 50%).

In 2023, the results of implementing the profit targets reached 191% of the plan. Therefore, the total authorized remuneration to be paid to members of the Supervisory Board and the Board of Directors in 2023: is VND1.012 billion.

Total remuneration accounted for in production costs (according to the Board Decision) in 2023: VND331.2 million;

Total remuneration paid to the Board of Directors and the Supervisory Board in 2023 = VND0

1. Plan to pay remuneration to the Board of Directors and Supervisory Board in 2024:

No remuneration was paid to the Board of Directors and the Supervisory Board in 2024.

Article 10: Approve the Proposal on share issuance according to the Employee Stock Ownership Plan of the company:

1. Issuance method:

* Issued shares: Shares of Project 3 Construction and Investment Joint Stock Company.
* Par value of share: VND10,000/share
* Type of issued shares: Common shares.
* Number of shares expected to be issued: 400,000 shares.
* Total value of shares expected to be issued at par value: VND4,000,000,000
* Issuance rate of 4.544% (total number of issued shares/number of outstanding shares as of April 24, 2023)
* Selling price: Assign the Board of Directors to decide but not lower than the par value.
* Eligible buyers: Key employees, employees with labor contracts at the company, and, employees with Vietnamese nationality. Assign the Board of Directors to decide on the list of employees participating in the Plan and the number of shares distributed to each subject.
* Plan on handling shares not fully distributed: At the end of the share distribution period according to the provisions of law, if there are still shares that are not registered to be fully purchased by key employees and eligible employees on the list approved by the Board of Directors to buy shares (if any). The General Meeting of Shareholders authorized the Board of Directors to distribute them to other staff in the company to ensure the sufficient number of shares expected to be issued.
* The rights to buy these shares are not transferable.
* Issued shares are restricted from transfer within 1 year from the date of completion of the issuance.
* Assign the Board of Directors to decide on the specific issuance time following the actual situation of the company.

1. Purpose and plan on using the proceeds from the offering:

* The purpose is to align the interests of employees and the company and retain the main staff and capable staff contributing to the company's production and business activities.
* Capital use plan: All proceeds from the share issuance according to the Employee Stock Ownership Plan will be used to supplement working capital for the company's production and business activities.

1. Additional trading registration and additional depository:

The entire number of additional issued shares will be additionally deposited and registered for additional trading by the company immediately after the end of the offering following the current provisions of law.

1. The General Meeting of Shareholders authorized the Board of Directors to issue shares according to the Employee Stock Ownership Plan of the company:

* Implement the plan on share issuance according to the Employee Stock Ownership Plan:
* Decide on amending, and supplementing the plan on share issuance according to the Employee Stock Ownership Plan of the company approved by the General Meeting of Shareholders. Complete all documents and procedures related to the issuance as requested by State Management agencies (if any) and following relevant provisions of law.
* Decide on the appropriate issuance time.
* Decide on issues: Standards and list of employees participating in the Plan, principles for determining the number of shares distributed to each subject.
* Decide on the issue price but not lower than the par value.
* Decide and implement other tasks (if incurred) to ensure a successful issuance.
* Implement procedures to increase charter capital, and amend the Operational Charter of Project 3 Construction and Investment Joint Stock Company on the content of increasing charter capital according to the number of successfully issued shares.
* Carry out necessary legal procedures to change the charter capital in the Business Registration Certificate according to the provisions of law after completing the issuance.
* Carry out additional depository registration at the Vietnam Securities Depository, and additional trading registration at the Hanoi Stock Exchange for the entire number of common shares issued.
* Decide on other incurred issues (if any) related to successful issuance and registration of deposit and trading of issued shares following the provisions of law.

Article 11: Approve the plan for private placement to strategic investors:

1. Issuance plan:

* Issued shares: Shares of Project 3 Construction and Investment Joint Stock Company.
* Par value of share: VND10,000/share
* Type of issued shares: Common shares.
* Total number of issued shares: 4,600,000 shares
* Total issuance value at par value: VND46,000,000,000
* Issue price: Assign the Board of Directors to decide on the issue price following the issuance time. Eligible buyers: Organizations and individuals are domestic strategic investors with business cooperation relationships, contributing to the company's operations and development in the past or the future.
* Selection criteria: Authorize the Board of Directors of the company to decide on the criteria, list, and specific number of investors following the actual situation at the time of issuance based on ensuring compliance with the company’s charter and ensuring the interests of shareholders and the company.
* Specific issuance time: Assign the Board of Directors to decide based on the actual situation of the company.
* Transfer conditions: Issued shares are restricted from transfer within 3 years from the date of completion of the issuance.
* Plan on handling shares not fully offered: In case at the end of the offering, the number of remaining shares not fully offered will be considered as unissued shares. The Board of Directors will downward revise the number of issued shares following the actual number of shares distributed to investors in the issuance.

1. Purpose and plan on using the proceeds from the issuance:

* Supplement own capital to improve the company's financial capacity and supplement capital for other long-term investment activities.
* Assign the Board of Directors to develop a detailed capital use plan and allocate the proceeds from the issuance following the actual situation of the company's production and business activities.

1. Additional trading registration and additional depository:

* All additional issued shares will be additionally deposited and registered for additional trading by the company immediately after the end of the offering following the current provisions of law.

1. The General Meeting of Shareholders authorized the Board of Directors to decide on issues related to the private placement to increase charter capital:

* Implement the plan on the private placement to strategic investors:
* Decide on the amending and supplementing the adjustments to complete the plan on private placement approved by the General Meeting of Shareholders. Completing all documents and procedures related to the issuance as requested by the State Securities Commission and following relevant provisions of law.
* Decide on the appropriate issuance time for the issuance
* Decide on issues: Criteria and list of eligible strategic shareholders, principles for determining the number of shares distributed to each subject.
* Decide on the issue price but not lower than the par value of the share.
* Develop and adjust the detailed capital use plan following the actual situation of the enterprise at the time of issuance.
* Actively decide and implement other tasks (if incurred) to ensure a successful issuance.
* Implement procedures to increase charter capital, amend the Charter, and organize the operation of Project 3 Construction and Investment Joint Stock Company on the content of increasing charter capital according to the number of successfully issued shares.
* Carry out procedures to change the Business Registration Certificate according to the provisions of the law after completing the issuance.
* Carry out additional depository registration at the securities depository and additional trading registration at the Hanoi Stock Exchange for the entire number of common shares issued.
* Fully authorized to decide on other incurred issues (if any) related to successful issuance and registration of deposit and trading of issued shares following the provisions of law.

Article 12: Approve the Proposal on splitting XN Cơ khí và Xây dựng Đường sắt (tentatively translated as “Railway Construction and Mechanical Enterprise”) into a One Member Limited Company.

Article 13: Approve the Proposal on transferring the Giang Dien factory land lot and Giang Dien accommodation area, Dong Nai.

Article 14: Approve the Proposal on dismissing the Chief of the Supervisory Board and electing an additional member of the Supervisory Board for the term 2021-2028:

Approve the list of candidates elected as members of the Supervisory Board with the following results:

1. Nguyen Kim Chinh

Article 15: Terms of enforcement.

This General Mandate was approved by the General Meeting of Shareholders at 3:00 p.m. on July 11, 2024, and takes effect from the date of its approval.

Members of the Board of Directors, the Supervisory Board, the Executive Board, and all shareholders of Project 3 Construction and Investment Joint Stock Company are responsible for implementing this General Mandate and organizing the implementation according to their authorities and functions following the provisions of law and the Charter on organization and operation of Project 3 Construction and Investment Joint Stock Company.