**SBD: Annual General Mandate 2024**

On July 16, 2024, Sao Bac Dau Technologies Corporation announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Content 1. Approve the Financial Statements of the holding Company and the Consolidated Financial Statements of the company in the fiscal year 2023 ending on March 31, 2024 audited by RSM Vietnam Auditing & Consulting Limited – a member of RSM Global.

Content 2. Approve on selecting RSM Vietnam Auditing & Consulting Limited - a member of RSM Global as the independent audit company for Sao Bac Dau Technologies Corporation for the fiscal year 2024. Auditing fields include Holding Company audit and Consolidation audit.

In case the cooperation with RSM Vietnam Auditing & Consulting Limited - a member of RSM Global is not successful, the Company's Board of Directors is authorized to decide on the selection of another independent audit company authorized by the State Securities Commission audit public companies to audit the Financial Statements of the Company for the fiscal year 2024.

Content 3. Approve the profit distribution in the fiscal year 2023, specifically as follows:

Unit: Billion VND

|  |  |  |  |
| --- | --- | --- | --- |
| No.  | Target | Amount | Note |
| 1 | Profit before tax | 12.20 |  |
| 2 | Corporate income tax | 5.10 | Corporate income tax in 2023 is paid additionally for the years 2020, 2021, and 2022 because the Company decided to apply a more cautious tax policy than previous years. |
| 3 | Profit after tax | 7.10 |  |
| 4 | Appropriation for funds: |  | Temporarily, there are no appropriations for additional funds |
| 5 | Remain profit in 2023 after appropriation for funds | 7.10 |  |
| 6 | Dividends in 2023 |  | Temporarily not paying |

Reasons for not paying dividends temporarily: Currently, the Company needs to retain all profit after tax to prevent risks for settlement and debt recovery of large projects that have not yet been settled (Deo Ca Project, Ministry of Foreign Affairs Project, Hung Thinh Project, Long An port project) => Since these existing problems may affect the Company's operating cash flow, the Company will submit to the General Meeting of Shareholders to consider and agree to retain all profit until the above problems are resolved.

Content 4. Approve the production and business plan for the fiscal year 2024, specifically as follows:

1. Holding Company of Sao Bac Dau Technologies Corporation

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Results 2023 | Plan 2024 | Compared to that in 2023 |
| 1 | Profit after tax | 7.1 | 7.3 | 102.8% |
| 2 | Dividends of the Holding Company’s shareholders  | 0 | Depending on the actual situation, assign the Company's Board of Directors to submit to the General Meeting of Shareholders later |  |

1. Consolidation (holding company of Sao Bac Dau Technologies Corporation and Subsidiaries)

Unit: Billion VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Results 2023 | Plan 2024 | Compared to that in 2023 |
| 1 | Consolidated revenue | 785.8 | 875.0 | 111.35% |
| 2 | Consolidated profit after tax | 5.4 | 7.6 | 140.74% |

Content 5. Approve on continuing to implement the share issuance plan according to the Employee Stock Ownership Plan approved in the Annual General Mandate 2023 No. 01/2023/NQ- DHDCD dated July 19, 2023.

Content 6. Approve the Report of the Board of Directors for the fiscal year 2023 and the plan on activities, and budget of the Board of Directors for the fiscal year 2024 as follows:

1. Governance and business plan
2. Business development and governance of production and business activities:
* Implement and monitor the effective implementation of the General Mandates 2024.
* Ensure necessary support for the Board of Management to successfully implement business plan targets in 2024; Directly participate and support the construction executive apparatus in building and consolidating traditional markets and developing new strategic customers;

Aim to expand the market and increase the company's presence in new regions. Seek opportunities to cooperate with strategic partners and expand the customer list.

1. Financial management and risk management:
* Prioritize restructuring investment activities and handling outstanding debt in recent years; Continue to directly participate and support the Board of Management in recovering long outstanding debts in the past;
* Ensure good governance and compliance with legal regulations and business ethics standards. Commit to maintaining transparency and honesty in business operations, ensuring the interests of shareholders and creating trust for customers and partners.
1. Corporate culture:
* Consolidate and rebuild corporate culture according to Sao Bac Dau Technologies Corporation’s tradition.
1. Investment in human resources:
* Develop succession plans for senior leadership positions. Restructure, consolidate and rejuvenate the management and leadership apparatus in accordance with the actual situation.
* Strengthen training programs to improve the professional capacity and management skills of employees.
* Create conditions to attract and retain talents. Promote the creation of a positive and motivating working environment, create conditions for employees to develop personally, and contribute to the success of the company.
1. Investment in Science and Technology:
* Enhance technological innovation and promote research to maintain competition and meet ever-changing market needs. Specially focused on the field of AI application in production and business activities in the Vietnamese market.
1. Budget of the Board of Directors for the fiscal year 2024
* Budget of the Board of Directors in 2024 (including remuneration for members of the Board of Directors, income from the Board of Directors' office, conference organization, consulting, etc.): Total expenses for the Board of Directors in 2024 do not exceed VND5.78 billion at a level equivalent to expenses in 2023.

Content 7. Approve the Operational Regulations of the Board of Directors of the Company and assign the Board of Directors for promulgation.

Content 8. Approve the internal regulations on corporate governance and assign the Board of Directors for promulgation.

Content 9. Approve the Operational Regulations of the Supervisory Board of the Company and assign the Supervisory Board for promulgation.

Content 10. Approve the report of the Supervisory Board in the fiscal year 2024 and the plan on activities, and budget of the Supervisory Board for the fiscal year 2024 as follows:

1. Plan on activities in 2024
* Participate in organizing the Annual General Meeting of Shareholders 2024.
* Monitor the compliance with the General Mandate approved at the Annual General Meeting of shareholders 2024, the Supervisory Board considers this a key task to ensure the most optimal interests for shareholders.
* Monitor the promulgation of operational regulations, financial regulations as well as policy regulations issued annually by the Board of Directors and the Executive Board, and evaluate the impact on the interests of shareholders when implementing these regulations.
* Participate in and consult on the selection of the audit company, negotiate and sign contracts with the audit company, and monitor the work of the audit company and finance and accounting units in independent audit activities of the audit company.
* Consider the Management Letter of the audit company and work with relevant parties.
* Collect information, exchange and communicate with shareholders and handle issues as requested by shareholders (if any).
1. Operating budget in 2024.

The total estimated budget for the Supervisory Board in the fiscal year 2024 does not exceed VND600 million (Including remuneration for members of the Supervisory Board, conference organization expenses, etc.), equivalent to expenses of 2023.

Content 11. Approve on dismissing a member of the Board of Directors for the term 2022-2027 for Mr. Le Hong Phong due to resignation.

Content 12. Approve the election result of 01 additional member of the Board of Directors for the term 2022-2027:

Appoint Mr. Nguyen Hong Minh as a member of the Board of Directors for the term 2022-2027

This General Mandate was approved in full text by the Annual General Meeting of Shareholders 2024 of Sao Bac Dau Technologies Corporation at the Meeting on July 16, 2024. The Board of Directors based on the contents of this General Mandate to implement.