**MEC: Annual General Mandate 2024**

On June 26, 2024, Song Da Mechanical - Assembling Joint Stock Company announced General Mandate No. 01/MEC/NQ-DHCD as follows:

Article 1: Approve the production and business plan in 2024 with some main targets as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan 2024 | | Note |
| Consolidated | Holding company |  |
| I | Total production and business value | Million VND | 86,083 | 55,394 |  |
| - | Business value of industrial products | Million VND | 49,928 | 21,238 |  |
| - | Construction business value | Million VND | 24,641 | 24,641 |  |
| - | Other production and business value | Million VND | 11,515 | 9,515 |  |
| II | Financial plan |  |  |  |  |
| 1 | Revenue | Million VND | 166,200 | 138,809 |  |
| 2 | Profit |  |  |  |  |
|  | Profit before tax | Million VND | 400 | 300 |  |
|  | Profit after tax | Million VND | 400 | 300 |  |
| 3 | Payables to the State budget | Million VND | 11,613 | 5,918 |  |
| 4 | Profit rate |  |  |  |  |
|  | Profit margin (profit before tax/revenue) | % | 0.2 | 0.2 |  |
|  | Profit after tax/charter capital | % | 0.5 | 0.4 |  |

Assign the Board of Directors and the General Manager of the Company to carry out the following contents and report the results to the shareholders:

* Develop specific measures and organize the comprehensive implementation of plans to ensure the completion of the production and business plan 2024, and organize the construction of works to ensure safety, punctuality, and quality of works pursuant to the signed contract.
* Direct Someco Ha Giang Joint Stocks Company to organize the operation of Nam Ly 1 Hydropower Plant in accordance with procedures and regulations, ensuring safety for equipment, people and construction works. Optimize the operation of machinery and equipment, and at the same time find all solutions to increase electricity output, especially during peak hours, in order to achieve the highest output value, striving to complete the plan 2024.
* Come up with solutions to completely fulfil tax obligations, social insurance, policies and salaries for employees of the Company.
* Analyze the economic efficiency of projects that have been implemented in recent times, propose solutions to completely resolve problems in projects that have completed construction, and learn from experience to resolve problems in projects under construction.
* Develop a plan to restructure investments outside the enterprise, ensuring effective operations and preserving the Company's investment capital.
* Review and re-evaluate existing assets (including motorbikes, equipment, real estate and assets on land, etc.), completely resolve old problems and develop a plan for effective use.
* Implement maximum savings in production and management expenses on the basis of: Strategic staffing, rearranging the organization, reducing the indirect workforce in accordance with the current production and business activities of the unit, reducing expenses of petrol, electricity, water, stationery, etc.
* Develop a plan for overall restructuring of the production and business activities and financial situation; Strengthen debt collection to resolve cash flow imbalances, preserve investment capital, and come up with positive solutions to improve production and business efficiency and create profit in the following years to offset accumulated losses.
* Exercise governing shareholder rights over Someco 1 Power Joint Stock Company and Bac Giang Hydropower Plant to avoid causing damage to the Company.
* Work with competent authorities on the land acquisition of 61,372.8m2 in the left bank industrial park of Song Da-Hoa Binh to avoid causing damage to the Company.

Article 2: Approve the Plan on not distributing profit and appropriating for funds due to the loss of production and business results in 2023.

Article 3: Approve the selection of an audit company for the Financial Statements 2024 as follows:

Approve the list and authorize the Company's Board of Directors to select an audit company with full capacity and experience; on the list of audit companies approved by the Ministry of Finance and the State Securities Commission to audit public interest companies in the securities sector in 2024 to audit the Company's Financial Statements 2024 as follows:

* A&C Auditing and Consulting Company Limited;
* AAC Auditing and Accounting Company Limited;
* VACO Auditing Company Limited;
* UHY Auditing & Consulting Company Limited;
* Thang Long - T.D.K Auditing And Valuation Company Limited.

Article 4: Approve the remuneration plan for the Board of Directors and the Supervisory Board in 20244

When the production and business plan 2024 assigned by the General Meeting of Shareholders is completed, the remuneration for the Board of Directors and the Supervisory Board of the Company is as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Position | Remuneration (VND/month) | Note |
| 1 | Non-executive member of the Board of Directors | 4,000,000 |  |
| 2 | Non-executive Chief of the Supervisory Board | 4,000,000 |  |
| 3 | Non-executive member of the Supervisory Board | 3,000,000 |  |

Article 5: Disapprove the Report of the Board of Directors on the results of implementing the Annual General Mandate 2023 (due to the production and business results in 2023 being unapproved because the Financial Statements 2023 contained the auditor's qualified opinions). Assign the Board of Directors and the General Manager of the Company to organize a review and evaluation of the production and business results in 2023, clearly analyzing the causes, and solutions and reporting the results to the shareholders.

Article 6: Disapprove the Report of the Supervisory Board submitted to the Annual General Meeting of Shareholders 2024 (due to the Report of the Supervisory Board had appraisal content and is consistent with the production and business results in 2023 and the Audited Financial Statements 2023 while the Financial Statements 2023 contained auditor's qualified opinions).

Article 7: Disapprove the Financial Statements 2023 of Song Da Mechanical - Assembling Joint Stock Company audited by A&C Auditing and Consulting Company Limited (due to the auditor's qualified opinions). Assign the Board of Directors and the General Manager of the Company to prepare the Financial Statements in accordance with the regime and accounting standards on the contents pursuant to the auditor’s opinions to ensure that the Financial Statements are fully accepted by the audit company.

Article 8: Disapprove the settlement of remuneration for the Board of Directors and the Supervisory Board in 2023 (due to the disapproved production and business results because the Financial Statements 2023 contained the auditor's qualified opinions).

Article 9: Approve the dismissal and the results of additional election of members of the Supervisory Board as follows:

* Dismiss Mr. Ly Nam Ninh as a member of the Supervisory Board.
* Elect an additional member and replace Mr. Trinh Quoc Khanh as a member of the Supervisory Board.

Pursuant to the election regulations and election results at the Annual General Meeting of Shareholders 2024, the individuals named below have been elected to the Supervisory Board for the remaining period of the term of 2021-2026 as follows:

|  |  |
| --- | --- |
| No. | Full name |
| 1 | Trinh Quoc Khanh |

Article 10: Terms of enforcement.

The full text of this Annual General Mandate 2024 of Song Da Mechanical - Assembling Joint Stock Company was approved at the Meeting and takes effect from June 26, 2024. The members of the Board of Directors, the Supervisory Board, and the Board of Management are responsible for the implementation of this General Mandate pursuant to their functions in accordance with the Law and the Company’s Charter.