**NRC: Annual General Mandate 2024**

On June 25, 2024, Danh Khoi Group Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD as follows:

Article 1. Approve the contents of the Report on activities of the Board of Directors 2023

Unit: Million VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Plan 2023 | Results 2023 | Plan completion rate |
| 1 | Charter capital | 925,978 | 925,978 | 100% |
| 2 | Revenue | 200,000 | 87,945 | 43.97% |
| 3 | Profit after tax | 50,000 | 11,899 | 23.80% |

Article 2. Approve the contents of the Report on activities of the Audit Committee in 2023.

Article 3. Approve the contents of the Proposal of the Board of Directors on approving the Financial Statements 2023 and implementing profit distribution and appropriation for funds in 2023.

1. Approve the full text of the Separate and Consolidated Financial Statements 2023 of Danh Khoi Group Joint Stock Company audited by Moore AISC Auditing and Informatics Services Company Limited.
2. Report on profit distribution in 2023

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| --- | --- | --- |
| No. | Item | Value (VND) |
| 1 | Profit after tax on the Audited Separate Financial Statements 2023 | 10,558,490,440 |
| 2 | Appropriation for funds (appropriated in Q1/2024)   * Bonus Fund (5%) * Welfare fund (1%) * Investment and development fund (3%) | 950,264,139  527,924,522  105,584,904  316,754,713 |
| 3 | Profit after tax on the Separate Financial Statements 2023 after appropriation for funds | 9,608,226,301 |

Article 4. Approve the contents of the Proposal of the Board of Directors on selecting an independent audit company in 2024.

1. Approve the selection of Moore AASC Auditing and Informatics Services Company Limited as the company auditing the Company's Financial Statements 2024.
2. Authorize the Board of Directors to implement tasks related to implementation, signing contracts, and other tasks (if any) including deciding to change the appropriate audit company (if necessary), select an audit company in case of incurred operation and audit reports to meet the request of the Company, competent authority, and provisions of law. The Board of Directors will report to the General Meeting of Shareholders on the implementation results at the nearest meeting.

Article 5. Approve the contents of the Proposal of the Board of Directors on business plan, profit distribution plan, appropriation for funds in 2024.

1. Business plan for 2024

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| --- | --- | --- | --- | --- |
| No. | Targets | Results 2023 (Million VND) | Plan 2024 (Million VND) | Plan 2024/ Results 2023 (%) |
| 1 | Charter capital | 925,978 | 1,925,978 | 207.99% |
| 2 | Total revenue (Consolidated) | 87,945 | 380,000 | 432.09% |
| 3 | Profit after tax (Consolidated) | 11,899 | 40,000 | 336.16% |

Authorize the Board of Directors to consider and adjust business targets and strategic orientation for 2024 in accordance with the real estate market situation and the Company's actual business activities situation.

2. Plan on profit distribution and appropriation for funds in 2024

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| --- | --- | --- |
| No. | Item | Appropriation rate |
| 1 | Bonus fund | 5.00% |
| 2 | Welfare fund | 1.00% |
| 3 | Investment and development fund | 3.00% |
| 4 | Bonus for exceeding the plan for the Board of Directors | 10% of profit after tax exceeding the plan |
| 5 | Bonus for exceeding the plan for the Executive Board | 10% of profit after tax exceeding the plan |
| 6 | Expected dividends (\*) | 10% at par value |

(\*) Expected dividend payment rate is calculated on the total number of outstanding shares at the time of issuance. The plan and rate will be specifically regulated according to the proposal at the Annual General Meeting of Shareholders 2025.

Article 6. Approve the contents of the Proposal of the Board of Directors on remuneration payment for members of the Board of Directors and the person in charge of corporate governance in 2024.

* Members of the Board of Directors: VND5,000,000/month/person
* Person in charge of corporate governance: VND3,000,000/month/person

Article 7. Approve the contents of the Proposal of the Board of Directors on the private placement plan to increase charter capital in 2024

1. Offering plan

|  |  |
| --- | --- |
| Name of shares | Shares of Danh Khoi Group Joint Stock Company |
| Share type | Common shares |
| Share code | NRC |
| Par value | VND10,000/share |
| Number of additional shares expected to be offered | 100,000,000 shares |
| Total expected value of additional offered share at par value | VND1,000,000,000,000 |
| Offering purposes | 1. Payment of the Company's debts including overdue tax debt, bond principal/interest, and bank loans; 2. Investing in the acquisition of fully legal land products in well-planned and standardized residential areas with completed infrastructure; 3. Supplementing working capital for the Company's production and business activities. |
| Criteria for selecting investors for the offering | Professional securities investors according to the regulations in Article 11 of the Law on Securities 2019 and Articles 4, Article 5 of Decree No. 155/2020/ND-CP, specifically, the selected investor must be one of the following subjects:   1. Commercial banks, foreign bank branches, financial companies, insurance business organizations, securities companies, securities investment fund management companies, securities investment companies, securities investment funds, international financial institutions, off-budget state financial funds, and eligible state financial institutions to buy securities in accordance with the relevant provisions of law; 2. Companies with contributed charter capital of over VND100 billion or listed organizations, organizations registered for transactions;   (iii) Persons with securities practice certificates;  (iv) Individuals holding a portfolio of listed securities, registered for transactions with a minimum value of VND02 billion as confirmed by the securities company at the time that individual is determined as an professional securities investor;  (v) Individuals with taxable income in the most recent year of maximum of VND01 billion at the time that individual is determined as an professional securities investor according to the tax declaration dossier submitted to the tax agency and the tax deduction certificate of paying organizations and individuals. |
|  | - The General Meeting of Shareholders authorized the Board of Directors to decide on the rate of shares offered to each professional securities investor participating in the private placement. |
| Offering method | Private placement |
| Offering price | VND10,000/share |
| Minimum success rate of the offering | None |
| Handling plan in case the offering does not collect enough mobilized amount as expected | * In case at the end of the offering according to regulations, the Company does not offer all the shares as registered, or the proceeds from the offering are not enough as expected, the Company will register to increase capital on the actual number of offered shares. * The General Meeting of Shareholders authorized the Board of Directors, based on the actual situation of the Company, to balance and use the proceeds from the offering on the basis of ensuring compliance with the Company's general development plan. |
| Plan on compensating the shortfall in capital expected to be mobilized from the offering | In case the offering does not collect 100% of the expected mobilized amount, the Board of Directors will implement a plan to compensate for the shortfall, specifically as follows: Seek additional funding to implement the business plan in accordance with the use purpose approved by the General Meeting of Shareholders. |
| The plan to ensure compliance with regulations on foreign ownership rate | Authorize the Board of Directors to approve the plan to ensure the share offering meets the regulations on foreign ownership rate. |
| Transfer Restrictions | 01 year from the date of completion of the offering. |
| Conditions for cancellation of the offering | There are no conditions for cancellation of the offering. |
| Expected offering time | In 2024, after being approved by the State Securities Commission. |
| Register, deposit, and list additional offered shares | Additional offered shares will be registered and deposited centrally at the Vietnam Securities Depository and Clearing Corporation and additionally registered for listing at the Hanoi Stock Exchange according to regulations. |

1. Capital use purpose

The total expected proceeds from the private placement calculated based on the offering price (excluding offering expenses, if any) is VND1,000,000,000,000 and will be allocated by the Company to use for specific activities as follows:

1. Payment of the Company's debts including overdue tax debt, bond principal/interest, and bank loans:

Unit: VND

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| --- | --- | --- | --- |
| No. | Capital use purpose | Expected payment value | Expected payment time |
| 1 | Pay all overdue tax debts (principal and interest) | 110,000,000,000 | In 2024 |
| 2 | Finalize all bonds (principal and interest) issued by the Company | 320,000,000,000 |
| 3 | Finalize all loans (principal and interest) at Joint Stock Commercial Bank for Investment and Development of Vietnam - Binh Hung Branch | 90,000,000,000 |
| Total | | 520,000,000,000 |  |

In case some debts are paid before the end of the private placement, the General Meeting of Shareholders authorizes the Board of Directors to adjust the plan and flexibly arrange appropriate plans or supplement the capital for business activities of the Company.

1. Investing in the acquisition of fully legal land products in well-planned and standardized residential projects with completed infrastructure:

Unit: VND

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| --- | --- | --- | --- |
| No. | Capital use purpose | Expected payment value | Expected payment time |
| 1 | Payment to buy part of the project at Dai Nam Residential Area (National Highway 13, Minh Hung Commune, Chon Thanh District, Binh Phuoc Province) | 195,000,000,000 | In Q4/2024 and 2025 |
| 2 | Payment to buy a part of the project at Ham Thang - Ham Liem Handicraft Industrial Trade Service Residential Area (National Highway 1, Ham Thang Commune, Ham Thuan Bac District, Binh Thuan Province) | 180,000,000,000 |
| Total | | 375,000,000,000 |  |

(iii) Supplementing working capital for the Company's production and business activities: VND105,000,000,000

1. Authorization for the Board of Directors

After the General Meeting of Shareholders voted to approve the private placement plan to increase charter capital and the plan on using capital obtained from the offering, the General Meeting of Shareholders authorized the Board of Directors to decide on all issues including but not limited to related to the private placement, specifically:

1. Implement the private placement plan to increase charter capital:

* Select the appropriate time to implement the offering plan to bring the highest interests to shareholders and the Company.
* Identify professional securities investors; negotiate and specifically select professional securities investors, decide on the list and number of professional securities investors participating in the offering, and decide on the specific number of shares offered to each professional securities investor.
* Decide in detail the share distribution plan to ensure that the total number of shares owned by all foreign investors does not exceed the share ownership rate of foreign investors in the Company according to regulations.
* Decide in detail the purpose of capital use, select alternative purposes of capital use if necessary; balance and use capital in accordance with the Company's business activities situation, ensuring the efficiency of capital use and the interests of shareholders on the principle that the change in value is less than 50% of the proceeds from the offering according to the current provisions of law. After adjusting the purpose of capital use, the Board of Directors will report to the General Meeting of Shareholders at the nearest meeting.
* Implement necessary procedures for the share offering license according to the approved plan, including supplementing, adjusting, and completing documents to ensure that the share offering license is implemented legally and in accordance with regulations.

1. Prepare additional listing registration documents on the Stock Exchange and register and deposit additional securities at the Vietnam Securities Depository and Clearing Corporation after the completion of the offering.
2. Implement procedures to change charter capital, for amendments to the Business Registration Certificate with the Ho Chi Minh City Department of Planning and Investment after completion of the offering.
3. Amend and supplement the Company's Charter related to changing the Company's charter capital after completing the offering according to the actual valid results of the offering and will report to the General Meeting of Shareholders at the most recent meeting.
4. In addition to the above authorization contents, during the process of implementing the private placement plan to increase charter capital, the General Meeting of Shareholders authorized the Board of Directors to have full authority to supplement, amend, and complete the offering plan and/or implement other tasks related to the offering as requested of the state management agencies and/or in accordance with actual situation so that the implementation of the private placement plan to legally increase charter capital is in accordance with regulations, ensuring the interests of shareholders and the Company.

Article 8. Approve the contents of the Proposal of the Board of Directors on approving the dismissal and election of additional members of the Board of Directors for the 2022-2027 term

1. Approve the dismissal of members of the Board of Directors for Mr. Nguyen Huu Quang and Mr. Vu Ngoc Chau due to their resignations.
2. Approve the election of 02 additional members of the Board of Directors, including 01 additional independent member of the Board of Directors.

Article 9. Approve the results of the additional election of members of the Board of Directors for the term 2022-2027 with 2 members:

1. Mr. Ho Duc Toan - Member of the Board of Directors
2. Mr. Bui Duc Hoan - Independent member of the Board of Directors

Article 10. Terms of enforcement

This General Mandate was approved by the Annual General Meeting of Shareholders 2024 of Danh Khoi Group Joint Stock Company and takes effect from the date of signing; assign the Board of Directors to organize the implementation of relevant tasks and disclose information in accordance with the provisions of law and the Company's Charter.