**XHC: Annual General Mandate 2024**

On June 25, 2024, XuanHoa VietNam JSC announced General Mandate No. 02/XH - NQ - DHDCDTN as follows:

‎‎Article 1. Approve the content of these Reports

* Report of the General Manager.

 Results on Production and business activities in 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No.  | Targets | Unit | Plan 2023 | Results 2023 | Results/Plan (%) |
| 1 | Net revenue | Billion VND | 1,000 | 789 | 79% |
| 2 | Profit before tax | Billion VND | 50 | 38.2 | 76% |
| 3 | Dividend | % | 15% | 0 | 0% |

* Report of the Board of Directors.
* Report of the Supervisory Board.

Article 2: Approve the Proposal of the Board of Directors on the Audited Financial Statements 2023 conducted by RSM Vietnam Auditing & Consulting Limited - Hanoi Branch, independent auditor's report No. 84/2024/RSMHN-BCTC dated April 5, 2024.

‎‎Article 3. Approve the Proposal of the Board of Directors on the profit after tax distribution plan for 2023 as follows:

|  |  |  |
| --- | --- | --- |
| No.  | Content | Amount (VND) |
| I | Total distributed profit | 103,450,828,627 |
| II | Total profit distribution | 2,000,000,000 |
| 1 | Dividend payment in cash |  |
| 2 | Bonus and welfare fund | 2,000,000,000 |
| 3 | Bonus Fund of the Executive Board |  |
| III | Retained undistributed profit | 101,450,828,627 |

‎‎Article 4. Approve the Proposal of the Board of Directors on the planning targets 2024 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No.  | Content | Unit | Amount |
| 1 | Net revenue | Billion VND | 850 |
| 2 | Profit before tax | Billion VND | 55 |
| 3 | Dividend | % | 10 |
| 4 | Bonus fund for the Executive Board |  |  |
| 4.1 | Achieve revenue targets, concurrently: |  |  |
| 4.1.1 | Revenue reaching the plan |  |  |
|  | The Board of Directors, and the Executive Board |  | 7% of profit after tax |
| 4.1.2 | Profit exceeding the plan |  |  |
|  | The Board of Directors, and the Executive Board |  | 7% profit after tax + an additional 15% profit after tax |
| 4.2 | Only achieve either of the two targets: Revenue or profit |  | Assign the Board of Directors to review the decision on bonuses, not exceeding the level specified in section 4.1.1. |
| 4.3 | Not achieving both revenue and profit targets |  | None |
| 5 | Bonus and welfare fund | Million VND | 3,000 |
| 6 | Remuneration of the Chair of the Board of Directors | Million VND/month | 15 |
| 7 | Remuneration of members of the Board of Directors | Million VND/month | 10 |
| 8 | Remuneration of Chief of the Supervisory Board | Million VND/month | 10 |
| 9 | Remuneration of members of the Supervisory Board | Million VND/month | 3 |
| 10 | Salary fund of the Executive Chair of the Board of Directors | Million VND/year | 1,950 |
| 11 | Salary fund of the executive member of the Board of Directors | Million VND/year | 1,040 |
| 12 | Salary fund of the General Manager | Million VND/year | 1,950 |

Remuneration/salary excluding personal income tax.

‎‎Article 5. Approve the Proposal of the Supervisory Board on the selection of an audit company for the Financial Statements 2024.

* The General Meeting of Shareholders authorizes the Board of Directors to select one (01) of the following two (02) audit companies to conduct the audit of the Financial Statements 2024:
* RSM Vietnam Auditing & Consulting Limited - Hanoi Branch;
* AASC Auditing Firm Company Limited
* The General Meeting of Shareholders authorizes the Board of Directors to decide on the selection or dismissal of an independent audit company to conduct the semi-annual Financial Statements and audit the Financial Statements 2024 as deemed necessary based on Proposals from the Supervisory Board at the times of selection.

‎‎Article 6. Dismissing Ms. Pham Thi Tung Anh - member of the Supervisory Board of the 2020 - 2025 term.

Article 7. Approve the results of the election of additional members to the Supervisory Board. The following individual has been elected to the Supervisory Board of the Company for the term 2020 - 2025, effective from June 25, 2024:

|  |  |
| --- | --- |
| No.  | Full name |
| 1 | Nguyen Thi Khuyen |

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Article 8. This General Mandate takes effect from the date of its signing. The Board of Directors, the Supervisory Board, the Executive Board, and related departments/individuals of XuanHoa VietNam JSC share responsibility for implementing this General Mandate.