**FTI: Annual General Mandate 2024**

On June 28, 2024, Friendship trading - Industrial Joint Stock Company announced General Mandate No. 07/NQ-DHDCD.2024 as follows:

‎‎Article 1. The General Meeting of Shareholders of Friendship trading - Industrial Joint Stock Company (Huu Nghi Company) approves the following contents:

1. Report on the performance of the Board of Directors in 2023 - Operating orientation in 2024.

Figures of production and business results in 2023 (The audit company issues a disclaimer of opinion for the Financial Statements 2023).

* + Main production and business results in 2023:

|  |  |
| --- | --- |
| * Revenue:
 | VND9,220,861,619; |
| * Profit before tax:
 | VND2,018,941,674; |
| * Payables to the State Budget (actual amount):
 | VND2,525,019,369. |

In addition, in 2023, Song Mai Company transfers dividends to Huu Nghi Company of VND92,531,342,374 (including 2 capital contribution confirmations of VND78,000,000,000 and VND14,531,342,374 transferred to Huu Nghi Company's bank account). Audited Financial Statements No. 090/2023/BCTC-FAC dated March 30, 2024 shows the above content as follows:

* Total revenue and other income: VND101,752,203,993.
* Total profit before tax: VND94,550,284,048.

Currently, the Company is discussing with the audit company to approve on the Company's business results in 2023.

* There is no opinion on the production and business results in 2023 because the independent audit company issues a disclaimer of opinion for the Financial Statements 2023.
1. Planned targets for 2024 and remaining contents in the Report on the performance of the Board of Directors in 2023 - Operating orientation for 2024.
	* Main production and business plan 2024:
* Revenue: VND9,731,017,985;
* Profit before tax: VND206,334,494;
* Payable to State budget: VND4,906,387,531.

In addition, the Company is in the process of completing legal procedures to resolve the Audited Financial Statements 2023 being issued a disclaimer of opinion.

Expected dividends received from Song Mai Company in 2024 is VND13,228,974,298.

* Approve on the planned targets for 2024 and the remaining contents in the Report on the performance of the Board of Directors in 2023 - Operating orientation for 2024 of the Board of Directors.
1. Continue to resolve unfinished tasks according to the Annual General Mandate 2023.
2. Report on production and business results in 2023 - Orientation for 2024.
	1. Figures of production and business results in 2023 (The audit company issues a disclaimer of opinion for the Financial Statements 2023). According to figures in Section 1.1, Content 1.
* There is no opinion on the production and business results in 2023 because the independent audit company issues a disclaimer of opinion for the Financial Statements 2023.
	1. Planned targets for 2024, the remaining contents in the Report on the business results in 2023, and the operating orientation for 2024 of the General Manager of Huu Nghi Company. According to figures in Section 1.2, Content 1.
* Approve on the planned targets for 2024, the remaining contents in the Report on the business results in 2023, and the operating orientation for 2024 of the Board of Management of Huu Nghi Company.
	1. Report on the dissolution process of Vikotrade Ltd.
* Approve the information needed in this Report. The implementation, figures and, proposals in the Report need to be fully carried out in accordance with current regulations.
	1. Report on the implementation of project investment cooperation at 11 Doan Van Bo, Ward 12, District 4.
* Approve the information needed in this Report. The implementation, figures and, proposals in the Report need to be fully carried out in accordance with current regulations.
	1. Report on the exploitation of assets on land at 279 No Trang Long, Binh Thanh District.
* Approve the information needed in this Report. The implementation, figures and, proposals in the Report need to be fully carried out in accordance with current regulations.
1. Independent Auditor’s Report No. 090/2023/BCTC-FAC dated March 30, 2024
* Not approve the Financial Statements 2023 (audited).
1. Approve the Proposal on profit distribution, appropriation for funds after the Meeting, and dividend payment in 2023.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Amount (VND) | Note |
| 1 | Profit before tax | 94,550,284,048 |  |
|  | - Profit before tax from main production and business activities | 2,018,941,674 |  |
|  | - Profit before tax from capital contribution investment activities of project at 11 Doan Van Bo, District 4. | 92,531,342,374 | Dividends received from Song Mai Company |
| 2 | Current corporate income tax expense | 210,287,621 |  |
| 3 | Profit after tax | 94,339,996,427 |  |
|  | - Profit after tax from main production and business activities | 1,808,654,053 |  |
|  | - Profit after tax from capital investment activities | 92,531,342,374 | Dividends received from Song Mai Company |
| 4 | Appropriation for funds | 0 |  |
|  | a. Investment and development fund | 0 |  |
|  | b. Bonus and welfare fund | 0 |  |
| 5 | Remaining profit offsetting the previous year's accumulated losses | 0 | The accumulated amount of the previous year is VND7,843,690,161 |
| 6 | Remaining profit after appropriation for funds | 0 |  |
| 7 | Profit used to pay dividends in 2023 | 0 |  |
| 8 | Dividends in cash | 0 |  |
| 9 | Dividend rate (%) in 2023 | 0 |  |

1. Approve the Proposal on remuneration in 2023 and estimated remuneration in 2024 for the Board of Directors and the Supervisory Board. Specifically, as follows:

|  |  |  |
| --- | --- | --- |
| No. | Target | Amount (VND) |
| A | Remuneration and salary realized in 2023 for the Board of Directors and the Supervisory Board: |  |
| 1 | Remuneration realized in 2023: | 178,320,000 |
| \* | The Board of Directors* Chair of the Board of Directors: 3,450,000 X 1 X 12 =
* Member of the Board of Directors: (3 persons): (2,160,000 X 12 X 3) =
 | 119,160,00041,400,00077,760,000 |
| \* | The Supervisory Board | 59,160,000 |
|  | * Chief of the Supervisory Board: 1,970,000 X 12 X 1 =
* Member of the Supervisory Board: 1,480,000 X 12 X 2 =
 | 23,640,00035,520,000 |
|  | Total remuneration realized in 2023: | 178,320,000 |
| B | Expected remuneration in 2024 for the Board of Directors and the Supervisory Board: | 179,880,000 |
| 1 | The Board of Directors | 120,240,000 |
|  | - Chair of the Board of Directors (01 person): 3,480,000 X 12 X 01 = | 41,760,000 |
|  | - Member of the Board of Directors (03 members): 2,180,000 X 12 X 03 = | 78,480,000 |
| 2 | The Supervisory Board | 59,640,000 |
|  | - Non-executive Chief of the Supervisory Board (01 person): 1,990,000 X 12 X 01 = | 23,880,000 |
|  | - Member of the Supervisory Board (02 persons): 1,490,000 X 12 X 02 = | 35,760,000 |
|  | Total expected remuneration in 2024 for the Board of Directors and the Supervisory Board: | 179,880,000 |

Notes: The specific remuneration for the Board of Directors and the Supervisory Board in 2024 is based on the actual number of members of the Board of Directors and the Supervisory Board.

1. Approve the Report of the Supervisory Board in 2023.
2. Approve the Proposal for the Annual General Meeting of Shareholders 2024 on authorizing the Board of Directors to select an audit company for the fiscal year 2024.
3. Approve the Proposal for the Annual General Meeting of Shareholders 2024 on amending and supplementing the Company's Charter of organization and operations.
4. Approve the Proposal for the Annual General Meeting of Shareholders 2024 on amending and supplementing the Internal Regulations on governance.
5. Approve the Proposal for the Annual General Meeting of Shareholders 2024 on approving the Board of Directors' Operating Regulations.
6. Approve the Proposal for the Annual General Meeting of Shareholders 2024 on approving the Board of Directors' Operating Regulations.

‎‎Article 2. The General Meeting of Shareholders approves assigning the Board of Directors to organize the implementation of this General Mandate according to its functions and tasks.

‎‎Article 3. For tasks that have not been completed and outstanding for many periods according to the General Mandate, the Board Resolution, and the Meeting Minutes, the General Manager needs to quickly organize the implementation. Continued delay causes waste and reduces operational efficiency without justifiable reasons. The Board of Management will be responsible to the General Meeting of Shareholders and current laws.

‎‎Article 4. The General Meeting of Shareholders approves assigning the Supervisory Board to supervise the implementation of this General Mandate.

‎‎Article 5. Members of the Board of Directors, the Supervisory Board, the Board of Management, and the Chief Accountant, based on their functions, are responsible for implementing this General Mandate in accordance with the provisions of law and the Charter of Organization and Operation of Friendship trading - Industrial Joint Stock Company.