**TV3: Annual General Mandate 2024**

On June 27, 2024, Power Engineering Consulting Joint Stock Company 3 announced General Mandate No. 185/NQ-DHDCD-TVD3 as follows:

Article 1 Approve (i) Production and business results 2023 and (ii) Production and business plan 2024 of Power Engineering Consulting Joint Stock Company 3 with basic targets as follows:

1. Production and business results 2023:

|  |  |  |  |
| --- | --- | --- | --- |
| Targets | Plan | Results 2023 | Rate |
| * Revenue | VND285,000 billion | VND208.29 billion | 73.08% |
| In which: |  |  |  |
| * Consulting revenue |  | VND200.93 billion |  |
| * Revenue from financial activities |  | VND6.42 billion |  |
| * Other income |  | VND0.95 billion |  |
| * Profit before tax | VND26.00 billion | VND17.72 billion | 68.14% |
| * Profit after tax | VND20.80 billion | VND14.83 billion | 71.29% |
| * Investment in construction, procurement of assets, machines, and equipment | | | |
| * Procurement of assets, machines, and equipment | VND7.00 billion | VND0.81 billion | 11.57% |
| * Construction investment | VND15.00 billion | VND0.00 billion | 0.00% |

(II) Production and business plan 2024:

* Revenue: VND200.00 billion

In which:

* Consulting revenue VND195.00 billion
* Financial revenue and other income: VND5.00 billion
* Profit:
* Profit before tax: VND18.00 billion
* Profit after tax: VND14.40 billion

The Annual General Meeting 2024 authorizes the Board of Directors to adjust the production and business plan 2024 in case the production and business targets reach higher levels.

Article 2. Approve (i) the Financial Statements 2023 audited by VACO Auditing Company Limited, (ii) the Financial Results 2023 and (iii) the Financial Plan 2024 with basic targets as follows:

(i) The Financial Statements 2023 audited by VACO Auditing Company Limited.

(ii) Financial Results 2023

|  |  |  |  |
| --- | --- | --- | --- |
| Targets | Plan | Results | Rate |
| - Charter capital | VND95.17 billion | VND95.17 billion | 100% |
| - Total revenue | VND285.00 billion | VND208.29 billion | 73.08% |
| Profit before tax | VND26.00 billion | VND17.72 billion | 68.14% |
| Profit after tax | VND20.80 billion | VND14.83 billion | 71.29% |

(Iii) Financial Plan 2024:

* Total revenue: VND200.00 billion

In which:

* Consulting service revenue: VND195.00 billion
* Financial revenue and other income: VND5.00 billion
* Profit before tax: VND18.00 billion;
* Profit after tax: VND14.40 billion
* Profit after tax/return on equity (ROE): 11.11%

Article 3: Approve (i) the plan on profit distribution 2023 and (ii) the plan on profit distribution 2024 of the Company as follows:

1. Plan on profit distribution 2023:

|  |  |  |
| --- | --- | --- |
| 1. | Profit after tax 2023 (PAT) | VND14,828 million |
| 2. | Profit after tax from unrealized exchange rate differences | VND-45 million |
| 3. | Remaining profit of previous years | VND8,346 million |
| 4. | Total distributed profit (=1+2+3) | VND23,129 million |
| 5. | Profit distribution |  |
|  | Bonus and welfare fund (10% of the profit after tax) | VND1,483 million |
|  | Investment and development fund (30% of the profit after tax) | VND4,448 million |
|  | c) Bonus fund for enterprise managers and supervisors (1 month salary) | VND223 million |
|  | d) Dividend payment in cash (5% of par value) | VND4,759 million |
|  | e) Remaining profits after distribution | VND12,216 million |

The Annual General Meeting 2024 assigned the Board of Directors and the Executive Board of the company to implement dividend payments in 2023 in accordance with current regulations.

(ii) plan on profit distribution 2024:

1. Appropriation for bonus and welfare funds: Maximum 10% of the profit after tax in 2024;
2. Appropriation for investment and development fund: Maximum 30% of the profit after tax in 2024;
3. Appropriation for the bonus fund for enterprise managers and supervisors: According to the provisions of Clause 2, Article 18 of Circular No. 28/2016/TT-BLDTBXH;
4. Dividend payment rate: Not less than 5% of the par value. The exercise rate and form of dividend payment will be decided by the Annual General Meeting 2023 based on the production and business results 2024 of the company.

Article 4 Approve (i) the settlement of salary and remuneration for members of the Board of Directors and the Supervisory Board in 2023 and (ii) the plan on salary and remuneration for members of the Board of Directors and Supervisory Board in 2024:

(i) The settlement of salary and remuneration for members of the Board of Directors and the Supervisory Board in 2023:

Unit: Million VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Content | Number of persons | Monthly salary/person | Remuneration/month/person | Total annual income |
| I | Board of Directors | | | | |
| 1 | Chair of the Board of Directors | 01 | 23.92 | 0 | 286.99 |
| 2 | Member of the Board of Directors-cum-Acting General Manager | 01 | 23.03 | 0 | 276.36 |
| 3 | Member of the Board of Directors-cum-Deputy  General Manager | 02 | 20.37 | 0 | 488.95 |
| 4 | Non-executive members of the Board of Directors | 01 | 0 | 4.07 | 48.90 |
| II | The Supervisory Board | | | | |
| 1 | Executive Chief of the Supervisory Board | 01 | 21.26 | 0 | 255.11 |
| 2 | Non-executive member of the Supervisory Board | 02 | 0 | 4.07 | 97.80 |
|  | Total |  |  |  | 1,454.11 |

(ii) Plan on salary and remuneration for members of the Board of Directors and Supervisory Board in 2024:

Unit: Million VND

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Content | Number of persons | Monthly salary/person | Remuneration/month/person | Total annual income |
| I | Board of Directors | | | | |
| 1 | Chair of the Board of Directors | 01 | 35.10 | 0 | 421.20 |
| 2 | Member of the Board of Directors-cum-General Manager | 01 | 33.80 | 0 | 405.60 |
| 3 | Member of the Board of Directors-cum-Deputy General Manager | 02 | 29.90 | 0 | 717.60 |
| 4 | Non-executive members of the Board of Directors | 01 | 0 | 5.98 | 71.76 |
| II | The Supervisory Board | | | | |
| 1 | Executive Chief of the Supervisory Board | 01 | 31.20 | 0 | 374.40 |
| 2 | Non-executive member of the Supervisory Board | 02 | 0 | 5.98 | 143.52 |
|  | Total |  |  |  | 2,134.08 |

In case there is a change in the position of the Chief of the Supervisory Board (executive/non-executive): Assign the Board of Directors to approve the adjustment of the Salary and Remuneration Fund according to the principles: Remuneration for the non-executive chief of the Supervisory Board is calculated based on work and working time and does not exceed 20% of the salary of the executive chief of the Supervisory Board (equivalent to VND6.24 million/month).

Article 5: Amendments and supplements to the Company Charter (13th amendment):

1. Approve the amendments and supplements to the Charter as follows:
2. Amendments and supplements to the terms in the Charter;

* Supplement the explanation for terms used in the Charter;
* Supplement the regulation "if there is only one remaining legal representative residing in Vietnam, when leaving Vietnam, this person must authorize another individual in writing" at Point c Section 4 Article 2 of the Charter on Legal Representatives, and satisfy the provisions of the Law on Enterprises 2020;
* Amend and adjust the contents of Financial Statements in Articles 20, 25, and 33 of the Charter in accordance with the provisions of the law on Enterprise 2020 and Circular 116/2020/TT-BTC on December 31, 2020, of the Ministry of Finance guiding some of the articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP;
* Amend and adjust the content of Article 33 of the Charter on authority over contracts and transactions in accordance with the provisions of Article 167 of the Law on Enterprises 2020.

1. Supplement the business lines in Section 1 Article 3: Business field of the Company:

Supplement new business lines to expand the production and business of the Company; Supplement the business conditions for registered business lines in accordance with the scope of business activities and development orientation of the Company, specifically:

|  |  |  |
| --- | --- | --- |
| Article | Amendment and supplement of the charter (13th time) | Note |
| New supplement business lines include: | | |
| Point d | Construction of residential houses | Business code: 4101 |
| Point e | Construction of non-residential buildings | Business code: 4102 |
| Point f | Construction of road work | Business code: 4212 |
| Point h | Construction of water supply and drainage works | Business code: 4222 |
| Point i | Construction of telecommunications and communication projects | Business code: 4223 |
| Point k | Demolition (except blasting services) | Business code: 4311 |
| Point o | Finishing construction | Business code: 4330 |
| Point s | Software publishing | Business code: 5820 |
| Point t | Computer programming | Business code: 6201 |
| Point u | Computer consulting and computer system administration | Business code: 6202 |
| Point v | Information technology service activities and other services related to computers | Business code: 6209 |
| Point w | Data processing, leasing and related activities (except for agency business providing Internet access services) | Business code: 6311 |
| Point a | Related architectural activities and technical consultancy   * Prepare electricity development plans for districts, provinces, and cities and develop plans for power plant projects (hydroelectricity, thermal power, nuclear power) and renewable energy (wind energy, solar energy, biogas, geothermal); * Prepare investment reports, investment projects, bidding documents, power plant projects; civil and industrial construction projects; power transmission line and transformer station projects (power grid projects); * Investigate geology, topography, and hydrology; * Design and verify architectural designs of civil and industrial projects; Design and design verification of projects: Civil, industrial buildings, energy industry, power plants, power grids, traffic (roads), serving agriculture and rural development, technical infrastructure (water supply, drainage, waste treatment). Design and verify communication systems and information technology systems for civil and industrial projects. Prepare total estimates of works: Civil, industrial (energy), serving agriculture and rural development, transportation (road); * Design consultancy, design verification, and supervision consultancy on fire prevention and fighting; * Consulting on planning schemes and projects: Investigate and evaluate forestry environment and society; Forest investigation, forest inventory, forest planning, management, sustainable forest development and biodiversity (Except for the services of investigation, assessment and exploitation of natural forests including logging and hunting and trapping of rare wild animals, management of gene funds of plants, livestock and microorganisms used in agriculture) * Consult on preparing documents to change forest purposes to other purposes and performing other science and technology services related to forestry service activities; * Consult on implementing greenhouse gas inventory at the grassroots level, and develop a grassroots-level greenhouse gas inventory report; * Verify investment projects of construction projects, appraising bidding documents for power plant construction projects, power grid projects, civil and industrial works; * Consult on supervision of the construction of works: Civil, and industrial (power plants, power grid projects), serving agriculture and rural development; * Consult on supervision of equipment installation in construction projects (electrical parts of industrial projects); * Supervise for the construction and completion of technical infrastructure works and road traffic works; * Supervise for geological, topographical, and watermark surveys of power plants, power grid, civil and industrial construction projects; * Manage investment projects for the construction of power plants, power grids, civil and industrial projects; Manage construction investment expenses; * Test soil, rock, sand, water, concrete, steel and other construction materials; * Test and acceptance of power plant projects, power grid projects, civil and industrial construction projects; * Inspect in the field of construction of power plants, power grids, civil and industrial works (except judicial inspection); * Measure topographic and geological maps, cadastral maps, specialized maps, and Atlas; * Survey, prepare investment projects, and design telecommunications projects. | Name of business line: Architectural activities and related technical consulting (Industry code: 7110) - Main business lines |
| Point g | Construction of electrical projects (Except for construction and operation of multi-purpose hydropower plants, nuclear power plants have special socio-economic importance); | Name of business line: Construction of electrical works (Industry code 4221) |
| Point n | Installation of other construction systems  (Details: Construction and installation of solar battery systems, solar generators, solar transformers, solar power equipment and other construction systems). Construction and installation of equipment on construction sites. Construction and installation of fire prevention and fighting systems. Business in fire prevention and fighting vehicles, equipment, and materials. | Name of business line: Installation of other construction systems (Industry code: 4329) |
| Point r | Wholesale of materials and equipment for the electrical industry. Business in fire prevention and fighting vehicles, equipment, and materials (except for exercising export and import rights and distribution rights for goods on the List of goods that foreign investors are not allowed to export, import, or distribute, such as: cigarettes and cigars, newspapers and magazines, recorded articles, rare metals and gems, pharmaceuticals, explosives, crude and processed oils, rice, cane sugar, and beet sugar). | Name of business line: Wholesale of other machines, equipment, and spare parts (Industry code:  4659) |
| Point y | Inspection and assessment of the quality of construction works, certifying eligibility to ensure load-bearing safety, and certifying the conformity of the quality of construction works. Testing services for testing the mechanical durability of concrete, structures, and construction materials. Testing services for the mechanical properties of soil, rock, and construction materials. Energy audit. Inspection of power plant equipment. | Name of business line:  Technical testing and analysis (Industry code: 7120) |
| Point z | Prepare dossiers for environmental impact evaluation, move and resettlement, land measurement, and site clearance compensation for power plants, power grids, and civil and industrial projects. Implement basic water resource survey projects and schemes. Consulting on water resources planning and consulting on making projects and reports in application dossiers for water resources licenses; Network information security consulting services. | Name of business line:  Other professional, scientific and technological activities not classified elsewhere (Industry code: 7490) |

1. Assign the legal representative of the Company to sign and promulgate the Company's Charter (amendment clause 13) and implement necessary procedures according to the provisions of law to complete the detailed adjustment of some business lines and Business Registration Certificate.

Article 6. Approve the dismissal of the position as a member of the Supervisory Board of Power Engineering Consulting Joint Stock Company 3 in the term of 2022-2027 for Ms. Nguyen Minh Hieu from June 27, 2024.

Article 7. Approve Ms. To Thi My Hang to be elected as a member of the Supervisory Board of Power Engineering Consulting Joint Stock Company 3 in the term of 2024-2029.

Article 8. The Annual General Meeting 2024 of Power Engineering Consulting Joint Stock Company 3 unanimously approved this General Mandate with 8 articles and assigned tasks to the Board of Directors to oversee implementation.