**HLD: Annual General Mandate 2024**

On July 26, 2024, HUDLAND Real Estate Investment and Development Joint Stock Company announced the General Mandate on approving the contents of the Annual General Meeting of Shareholders 2024 of HUDLAND Real Estate Investment and Development Joint Stock Company as follows:

Article 1. Approve the Report on activities of the Board of Directors in 2023 (Including the Evaluation Report of independent members of the Board of Directors).

Article 2. The Report of the Supervisory Board on business results of the Company, activities results of the Board of Directors and the Manager in 2023; the Report on self-evaluating the activities results of the Supervisory Board and members of the Supervisory Board in 2023.

Article 3. Approve the implementation results of production and business targets in 2023 and the production and business plan for 2024 of HUDLAND Real Estate Investment and Development Joint Stock Company.

1. Approve the production and business results in 2023, main targets are as follows:

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| * Development Investment: | VND30.20 billion (reached 15% of the plan); |
| * Business: | VND9.00 billion (reached 100% of the plan); |
| * Revenue: | VND13.50 billion (reached 73% of the plan); |
| * Profit before tax: | VND3.96 billion (reached 106% of the plan); |
| * Profit after tax: | VND3.30 billion (reached 110% of the plan); |
| * Payables to the State budget: * Source of owners' equity: | VND0.67 billion (reached 0.39% of the plan);  VND424.83 billion (as of December 31, 2023); |

2. Approve the production and business plan for 2024, main targets are as follows:

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| --- | --- |
| * Expected development investment: | VND506.80 billion; |
| * Expected business: | VND13.20 billion; |
| * Expected revenue: | VND22.50 billion; |
| * Expected profit before tax: | VND4.04 billion; |
| * Expected profit after tax: | VND2.51 billion; |
| * Payables to the State Budget | VND344.50 billion; |

* Expected no dividend payment.

Article 4. Approve the Financial Statement 2023 audited by CPA Vietnam Auditing Company Limited

Article 5. Approve the plan on profit distribution in 2023; Salary, remuneration of the Board of Directors and the Supervisory Board.

1. Profit distribution plan in 2023:

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| --- | --- | --- |
| No. | Targets | Amount (VND) |
| I | Total distributed profit after tax | 144,006,552,477 |
| 1 | Remaining accumulated undistributed profit | 140,924,457,653 |
| 2 | Profit after tax in 2023 | 3,082,094,824 |
| II | Distributed as follows: |  |
| 1 | Appropriation for bonus funds for the managers | 300,000,000 |
| 2 | Appropriation for bonus funds for employees | 252,000,000 |
| 3 | Appropriation for welfare fund | 395,700,000 |
| 4 | Not paying dividends for the fiscal year 2023 in cash |  |
| III | Remaining accumulated profit after tax | 143,058,852,477 |

1. Salary and remuneration of the Board of Directors and the Supervisory Board
   1. Realized salary and remuneration for the Board of Directors and the Supervisory Board in 2023: VND1,633.68 million, of which:

* Number of non-executive members of the Board of Directors and the Supervisory Board: 05 members. Average remuneration: VND5.1 million/person/month: Total remuneration fund: VND306 million.
* Number of executive members of the Board of Directors and the Supervisory Board: 03 members. Salary: VND36.88 million/month. Total salary of the Board of Directors: VND1,327.68 million.
  1. Planned salary and remuneration of the Board of Directors and the Supervisory Board for 2024: VND1,302 million, of which:
* Number of non-executive members of the Board of Directors and the Supervisory Board: 06 members. Average remuneration: VND6.75 million/person/month.
* Number of executive members of the Board of Directors and the Supervisory Board: 02 members. Average salary: VND34 million/person/month.

Article 6. Approve the contents implemented by the Board of Directors as authorized by the Annual General Meeting of Shareholders 2023 and the policy of the General Meeting of Shareholders authorized for the Board of Directors of the Company to decide on some contents arising in the process of implementing production and business activities between the two Annual General Meetings of Shareholders 2024-2025

6.1. Approve the contents implemented by the Board of Directors as authorized by the Annual General Meeting of Shareholders 2023:

* Approve the adjustment of financial figures and the Financial Statements according to the conclusions of audit companies, inspection and examination agencies, and the decision of the General Meeting of Shareholders (if any): Unimplemented due to no arising.
* Regarding the Investment Project to build a new residential area in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District, Hai Duong Province: Assign the Board of Directors to decide on the adjusted investment project under the authority of the General Meeting of Shareholders on the principle of ensuring that the efficiency is not lower than the efficiency of the approved project: The Company has prepared an adjusted project but has not yet approved it.
* Regarding component projects on land under the Investment Project to build a new residential area in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District, Hai Duong Province; Investment project to build a new urban area in Dong Tam Ward, Yen Bai City, Yen Bai Province: Assign the Board of Directors to on investment projects under the authority of the General Meeting of Shareholders to ensure effective use of capital, and report the results to the General Meeting of Shareholders at the nearest Meeting: The Board of Directors approved the Investment project to build a new urban area in Dong Tam Ward, Yen Bai City, Yen Bai Province according to Decision No. 1200/QD-HDQT dated July 7, 2023 and is implementing a credit contract for the project. Regarding the component project of the construction on land under the Investment project to build a new residential area in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District, Hai Duong Province: Unimplemented.
* Regarding new project development: The Board of Directors was approved to research, seek information, and decide to participate in the process of selecting investors (such as: Bidding to select project investors, auctioning land use rights, etc. and other forms of selecting investors), joint ventures, cooperation, receiving project transfers, contributing capital to establish enterprises to implement projects, receiving the transfer of shares/contributed capital of project enterprises to implement new investment projects to ensure effective use of capital: Unimplemented due to no arising
* Regarding capital settlement of project investment: Assign the Board of Directors to approve the project settlement for projects under the authority of the General Meeting of Shareholders to decide on investment: Unimplemented due to no arising

1. Approve the policy of the General Meeting of Shareholders authorizing the Board of Directors of the Company to decide on some issues arising in the process of implementing production and business activities between the two annual General Meetings of Shareholders 2024-2025 with the following contents:

* Approve the adjustment of financial figures, the Financial Statements as requested by the audit company, inspection and examination agencies, and the decision of the General Meeting of Shareholders (if any), report the results to the General Meeting of Shareholders at the nearest meeting:
* Regarding new project development: The Board of Directors was approved to research, seek information, and decide to participate in bidding to select investors, auction land use rights, joint ventures, cooperation, receive project transfers, contribute capital to establish enterprises to implement projects, receive transfer of shares/contributed capital of project enterprises to implement new investment projects to ensure effective use of capital, report the results to the General Meeting of Shareholders at the nearest meeting.
* Regarding capital settlement of project investment: Assign the Board of Directors to approve the project settlement for projects under the authority of the General Meeting of Shareholders to decide on investment, and report the results to the General Meeting of Shareholders at the nearest meeting.

Article 7. Approve on selecting the audit company for the Financial Statements 2024.

Article 8. Approve the policy of increasing the charter capital of the Company.

* Current charter capital: VND200,000,000,000
* Charter capital after increasing: VND550,000,000,000.
* Purpose: Improve financial capacity, and ensure capital to meet urgent needs for production and business.
* Form of capital increase: Share issuance from the source of owners’ equity and offering to existing shareholders.
* Procedures order for implementation: In accordance with current regulations.
* Implementation time: In 2024-2025

Assign the Board of Directors of the Company to: Prepare the plan on increasing capital and implement necessary dossiers and procedures to submit for approval of the plan on increasing charter capital in accordance with provisions of law, the Company’s Charter, and relevant regulations.

Article 9. Approve on amending business lines; amending and supplementing the Company’s Charter.

Article 10. Approve the policy of adjusting the investment project to build a new residential area in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District.

Article 11. Approve the policy of transferring land use rights/partial transfer of the project of about 30% of the commercial land area of ​​the New Residential Area Construction Investment Project in Phu Village, Thai Hoc Commune and Nhuan Dong Village, Binh Minh Commune, Binh Giang District, Hai Duong Province when meeting business conditions for Housing and Urban Development Corporation.

Article 12. Approve the loan transaction plan with a value greater than 10% of the total value of the Company's assets for shareholders or affiliated persons.

1. Subjects: Existing shareholders or affiliated persons according to regulations.
2. Purpose: Supplement working capital for production and business activities, pay land use fees to the State Budget.
3. Guarantee form: Mortgage
4. Loan value: Expected of VND379 billion.
5. Interest rate: According to the general interest rate policy applicable to all subjects.

The lender is subject to personal income tax according to current regulations (if any).

1. Loan term: 1 year/2 years/3 years/4 years
2. Organization and implementation: Assign the Board of Directors to remove the votes of affiliated persons from the voting results when the loan transaction has a value greater than 10% of the total value of the Company's assets for shareholders or affiliated persons. The Board of Directors organized the implementation of capital mobilization, decided on other relevant issues to ensure compliance with the provisions of law, and internal regulations of the Company and following the above contents.

Article 13. Terms of enforcement.

Members of the Board of Directors, the Supervisory Board, the Executive Board, and all shareholders of the Company are responsible for implementing this General Mandate in accordance with the regulations of the Charter of HUDLAND Real Estate Investment and Development Joint Stock Company and current provisions of law.

This General Mandate takes effect from the date of its signing.