**DVG: Annual General Mandate 2024**

On July 29, 2024, Dai Viet Paint Group Joint Stock Company announced General Mandate No. 01/2024/NQ-DHDCD/DVG as follows:

1. The Annual General Meeting of Shareholders 2024 approved the following main contents:

Article 1: Approve the Report on activities in 2023 of the Company, including the contents:

* The Report of the Board of Management on the production and business results of the Company and activities of the Board of Management in 2023

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| --- | --- | --- | --- | --- |
| No. | Targets | Plan 2023 | Results 2023 | Results/Plan |
| 1 | Net revenue (billion VND) | 150 | 66.2 | 44.13% |
| 2 | Profit after tax (billion VND) | 7.5 | 0.325 | 4.33% |
| 3 | Rate of Profit after tax/Net revenue | 5% | 0.49% | 9.8% |

* The Report on activities of the Board of Directors in 2023.
* The Report on activities of the Supervisory Board in 2023.

Article 2: Approve the Report on the production and business orientation plan for 2024.

* The General Meeting of Shareholders approved the production and business plan for 2024 as follows:

|  |  |  |
| --- | --- | --- |
| No. | Targets | Plan |
| 1 | Revenue (billion VND) | 150 |
| 2 | Profit after tax (billion VND) | 7.5 |
| 3 | Rate of Profit after tax/Revenue | 5% |
| 4 | Rate of Profit after tax/Owners’ equity | 2.68% |
| 5 | Dividend rate | 2.68% |

Article 3:

(I) Approve the Financial Statements 2023 audited by International Auditing and Valuation Company Limited and approve on authorizing the Board of Directors to select an audit company to conduct the audit and review of the Financial Statements 2024 of the Company:

* Some targets in the Audited Financial Statements 2023 are as follows:

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| --- | --- | --- | --- | --- |
| No. | Main targets | Unit | Separate Financial Statements 2023 | Consolidated Financial Statements 2023 |
| 1 | Total assets | VND | 321,748,608,649 | 339,998,963,018 |
| 2 | Net revenue | VND | 66,218,936,494 | 82,825,332,934 |
|  | Profit after tax | VND | 325,129,402 | 4,486,182,085 |

The General Meeting of Shareholders of Dai Viet Paint Group Joint Stock Company authorized the Board of Directors to select a qualified audit company to conduct the audit of the Financial Statements 2024 and the Semi-annual Reviewed Financial Statements 2024 of Dai Viet Paint Group Joint Stock Company.

(ii) Approve the remuneration payment plan for the Board of Directors and the Supervisory Board in 2023 and the remuneration payment plan for the Board of Directors and the Supervisory Board in 2024:

1. Remuneration payment plan for the Board of Directors, the Supervisory Board, and the Board of Managers in 2023

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Board | Number (person) | Monthly salary (VND) | Total of the year (VND) |
| 1 | The Board of Directors | 5 | 3,500,000 | 168,000,000 |
| 2 | The Supervisory Board | 3 | 2,000,000 | 72,000,000 |
| 3 | The Board of Managers | 3 | 3,500,000 | 98,000,000 |
|  | Total |  |  | 338,000,000 |

2. Expected remuneration for the Board of Directors, the Supervisory Board, and the Board of Managers in 2024.

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Board | Number (person) | Monthly salary (VND) |
| 1 | The Board of Directors | 5 | 3,500,000 |
| 2 | The Supervisory Board | 3 | 2,000,000 |
| 3 | The Board of Managers | 3 | 3,500,000 |

Article 4: Report on the implementation of the private placement for investors to increase charter capital approved by the Annual General Meeting of Shareholders 2023.

The Board of Directors submitted to the General Meeting of Shareholders for approval of the Report on the implementation of the Annual General Mandate 2023 on the private placement for investors to increase charter capital as follows:

* The Company has not implemented the private placement for investors to increase charter capital according to the contents submitted by the Board of Directors for approval at the Annual General Meeting of Shareholders 2023.
* Reason: Due to the actual production and business activities of the Company and the problems of the general domestic and international market economy affecting the Company's production and business plans and decisions, the economy tends to experience a severe downturn. That shows the Company that the market conditions are not favorable for implementing the private placement for investors to increase the Company's charter capital.

Article 5: Report on the results of profit distribution in 2021, 2022, the plan on profit distribution in 2023 and the dividend payment plan in 2024:

1. Report on the implementation of profit distribution in 2021, 2022

The Board of Directors submitted to the General Meeting of Shareholders the plan on profit distribution in 2021, 2022 in accordance with the contents approved by the Meeting as follows:

* The total profit value of 2021 and 2022 is: VND15,820,000,000.
* The total profit value of the above 2 years was used to purchase shares of Viet My Petrolium Joint Stock Company to increase the ownership rate in the Joint Venture.

Number of shares purchased: 1,582,000 shares

Par value: VND10,000/share

Total value: VND15,820,000,000.

* The share transfer dossier was completed on October 13, 2023.
* Current share ownership rate of Dai Viet Paint Group Joint Stock Company at Viet My Petrolium Joint Stock Company is 12,582,000, accounting for 48.39% of the total charter capital of Viet My Petrolium Joint Stock Company.

1. Plan on profit distribution in 2023.

The Board of Directors proposed that the General Meeting of Shareholders approve not to pay dividends 2023 to supplement capital for production and business activities with the following specific plan:

Propose on appropriation for funds in 2023:

Unit: VND

|  |  |  |
| --- | --- | --- |
| No. | Contents | Amount |
| 1 | Profit after tax achieved in 2023 | 4,486,182,085 |
| 2 | Appropriation for funds: | 4,486,182,085 |
| Issue bonus shares for employees | 0 |
| Bonus fund (2% of profit after tax) | 89,723,642 |
| Welfare fund (2% of profit after tax) | 89,723,642 |
| Investment and Development fund (2% of profit after tax) | 89,723,642 |
| 3 | Remaining profit in 2023 after appropriation for funds: | 4,217,011,159 |

* Profits achieved in 2023 after appropriation for invested funds will also be used to invest in purchasing materials for production and business activities.

1. Dividend payment plan in 2024:

The dividend payment plan in 2024 will be decided by the Annual General Meeting of Shareholders 2024 based on the actual production and business results of the Company.

Article 7: Approve the dismissal of the following positions:

1. Dismiss Mr. Ho Dinh Tung from the position of Member of the Board of Directors from July 29, 2024
2. Dismiss Mr. Nguyen Van Ninh from the position of Member of the Board of Directors from July 29, 2024.

Article 8. Election of additional members:

1. The Board of Directors.

* Elect additional members to the Board of Directors in the term of 2024 - 2027 - Mr. Trinh Van Nhat - Member of the Board of Directors from July 29, 2024.
* Elect additional members to the Board of Directors in the term of 2024 - 2027 - Mr. Ngo Ngoc Dinh - Member of the Board of Directors from July 29, 2024.
* The current list of the Board of Directors (ensuring minimum number according to the Charter):

|  |  |  |
| --- | --- | --- |
| No. | Full name | Position |
| 1 | Mr. Trinh Van Nhat | Member of the Board of Directors |
| 2 | Mr. Ho Ngoc Dinh | Member of the Board of Directors |
| 3 | Mr. Vu Van Minh | Member of the Board of Directors |
| 4 | Mr. Bui Van Thuy | Member of the Board of Directors |
| 5 | Ms. Du Thi Van | Member of the Board of Directors |

Article 9. Amend, supplement the Company’s Charter.

1. The Board of Directors submitted to the General Meeting of Shareholders for approval on the amendment of the Company’s Charter in accordance with the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 due to the change of the Company's name from Dai Viet Paint Group Joint Stock Company to Dai Viet DVG Group Joint Stock Company: The contents only include the change of email address and website in Article 2 of the Charter of Dai Viet DVG Group Joint Stock Company; no amendments or supplements to other provisions.
2. The General Meeting of Shareholders assigned the Board of Directors to carry out works related to the amendment and supplement of the Company’s Charter according to the above contents and fully perform the obligations of information disclosure.
3. Implementing unit

The Board of Directors of Dai Viet DVG Group Joint Stock Company, the Board of Management and affiliated departments/divisions/units are responsible for the implementation of this General Mandate, ensuring the interests of the shareholders, the Company and complying with the provisions of law.

This General Mandate has been approved by the General Meeting of Shareholders and takes effect from July 29, 2024.