

**RESOLUTION
2023 ANNUAL GENERAL SHAREHOLDERS MEETING**

**GENERAL SHAREHOLDERS MEETING
TRANSPORT ENGINEERING DESIGN INC.**

Based on the Enterprise Law dated 17/06/2020;

Based on the Charter on Organization and Operation of Transport Engineering Design Inc. (TEDI);

Based on the Regulations on Conducting TEDI General Shareholders Meeting approved by General Shareholders Meeting at 2023 annual meeting held on 05/5/2023;

Based on the reports and submission letters by BOM and Board of Supervisors at 2023 Annual General Shareholders Meeting;

Based on the Minutes of TEDI 2023 Annual General Shareholders Meeting dated 05/5/2023.

RESOLVES

Article 1. Approve the following:

1. Report on activities performed by BOM in 2022 and plan on BOM's activities in 2023;
2. Report on activities performed by Board of Supervisors in 2022 and plan on Board of Supervisors' activities in 2023;
3. TEDI 2022 separate and consolidated financial statements audited by AASC with major norms as follows:

Unit: VND

No.	Major norms	Separate financial statement		Consolidated financial statement	
		2021	2022	2021	2022
1	Total assets	464.017.995.316	619.605.911.376	1.003.248.584.997	1.334.646.734.055
	- Short-term assets	353.053.366.807	501.523.091.611	923.440.903.329	1.246.417.441.428
	- Long-term assets	110.964.628.509	118.082.819.765	79.807.681.668	88.229.292.627
2	Total revenue, incl.:	407.006.322.481	594.041.368.733	953.442.589.473	1.468.794.336.745
	- Main business	396.016.873.206	581.197.935.058	946.845.963.007	1.461.563.647.735
	- Financial activities	10.741.222.309	12.817.595.759	6.094.056.007	6.211.928.156
	- Others	248.226.966	25.837.916	502.570.459	1.018.760.854
3	Before-tax profit	39.457.857.149	50.538.616.795	74.483.564.346	114.265.242.003
4	After-tax profit:	33.140.652.259	42.519.433.636	60.111.276.896	90.611.304.924
	- Parent Co. shareholders	33.140.652.259	42.519.433.636	44.189.070.788	63.054.551.054
	- Minority shareholders	-	-	15.922.206.108	27.556.753.870
5	Basic earnings per share	x	x	2.762	5.027
6	Investments in capital construction, fixed assets	6.256.299.673	8.218.542.455	10.564.063.035	15.888.869.300

4. 2022 after-tax profit distribution plan of Parent Company:

- Dividend (2.300 VND/share; 67,6% of after-tax profit): 28.750.000.000 VND
- Bonus fund for Managers (3,5 % of after-tax profit): 1.488.000.000 VND

In which:

+ For BOM and Board of Supervisors (50%)	744.000.000 VND
+ For Executive Board (50%):	744.000.000 VND
- Sales-based bonus fund (3,5% of after-tax profit):	1.488.000.000 VND
- Bonus and welfare fund (15,4% of after-tax profit):	6.541.433.636 VND
- Undistributed after-tax profit (10% of after-tax profit)	4.252.000.000 VND

Total: **42.519.433.636 VND**

5. Settlement of 2022 remuneration of BOM and Board of Supervisors members:

Unit: VND

No.	Name	Position	Estimated amount approved	Settlement for 2022	Amount already paid in 2022	Remaining amount to be paid
I.	Board of Management					
1	Hitoshi YAHAGI	Chairman	158.040.000	158.040.000	158.040.000	-
2	Phạm Hữu Sơn	Vice Chairman	142.200.000	142.200.000	142.200.000	-
3	Đỗ Minh Dũng	Member	126.480.000	126.480.000	126.480.000	-
4	Đào Ngọc Vinh	Member	126.480.000	126.480.000	126.480.000	-
5	Phùng Tiến Trung	Member	42.160.000	42.160.000	42.160.000	-
6	Đỗ Thị Phương Lan	Member	84.320.000	84.320.000	84.320.000	-
II.	Board of Supervisors					
1	Phạm T. Hồng Nhung	Head	31.600.000	31.600.000	31.600.000	-
2	Mạch Thanh Toàn	Head	63.200.000	63.200.000	63.200.000	-
3	Ngô Nam Hà	Member	63.240.000	63.240.000	63.240.000	-
4	Võ Hoàng Anh	Member	63.240.000	63.240.000	63.240.000	-
III	Total		900.960.000	900.960.000	900.960.000	-

6. 2023 business plan:

Unit: Million VND

No.	Norm	Consolidated data			Parent Company data		
		2022 results	2023 plan	%	2022 results	2023 plan	%
1	Total assets value	1.334.647	1.200.000	89,9	619.606	600.000	96,8
2	Total revenue	1.468.794	1.200.000	81,7	594.041	525.000	88,4
3	Before-tax profit	114.265	87.427	76,5	50.539	44.000	87,1
4	After-tax profit in which:	90.611	69.738	77,0	42.519	37.300	87,7
	- Parent Co. shareholders	63.055	48.549	77,0	42.519	37.300	87,7
	- Minority shareholders	27.557	21.189	76,9	-	-	-
5	Basic earnings per share	5.027	4.250	84,5	x	x	x
6	Total investment in fixed assets	15.889	25.577	161,0	8.219	16.077	195,6

7. 2023 after-tax profit distribution plan of Parent Company:

(Following the business results of Parent Company)

Dividend	2.000 VND/share and not lower than 60% of after tax profit
Bonus fund for BOM, Board of Supervisors, Executive Board	Not more than 5% and 3% of after-tax profit for Class-A company and Class-B company respectively, in which 50% as bonus for BOM and Board of Supervisors; 50% as bonus for Executive Board
Sales-based bonus fund	Not more than 5% if TEDI is ranked Class A and having revenue 4 times higher than owners' equity
Undistributed after-tax profit	Not lower than 10% of after-tax profit
Bonus and welfare fund	The remaining amount after establishment of the above funds

8. Estimated 2023 remuneration fund for BOM and Board of Supervisors members:

Unit: VND

No.	Position	Q'ty	Coefficient	No. of working months	Monthly rate/person	Total remuneration
1	BOM Chairman	1	1,0	12	15.220.000	183.000.000
2	BOM Vice Chairman	1	0,9	12	13.700.000	164.000.000
3	BOM Members	3	0,8	36	12.180.000	438.000.000
4	Board of Supervisors Head	1	0,6	12	9.130.000	110.000.000
5	Board of Supervisors Members	2	0,4	24	6.090.000	146.000.000
	Total	8		96		1.041.000.000

Remuneration actually to be paid to BOM and Board of Supervisors members shall be adjusted in accordance with 2023 business results of TEDI.

9. Authorize TEDI BOM to select one of the following auditing companies for auditing 2023 financial statements:

- 1) Ernst & Young Việt Nam;
- 2) AASC;
- 3) UHY.

Article 2. Implementation clause

General Shareholders Meeting authorize BOM and Board of Supervisors of TEDI to direct and monitor the implementation of the Resolution in accordance with the Laws and TEDI Charter.

Members of BOM and Board of Supervisors, Executive Board, relevant individuals and units are under obligation to execute this Resolution in accordance with the Laws and TEDI Charter.

Article 3. Effectiveness

The Resolution consists of four (04) pages made in Vietnamese and English with the same validity. In case of disputes arisen or discrepancies found between the Vietnamese and English versions, the Vietnamese version shall prevail.

This Resolution is approved by General Shareholders Meeting and becomes effective from 05/05/2023./.

Addressees:

- As in Article 2;
- Shareholders;
- TEDI BOM & Board of Supervisors;
- TEDI Party, Labor Union;
- Executive Board;
- BOMs of subsidiary companies
- Capital Reps, Supervisors in subsidiary companies;
- Relevant Depts;
- File.

**ON BEHALF OF
GENERAL SHAREHOLDERS MEETING
CHAIRPERSON**



Yahagi
Hitoshi YAHAGI