

No: 13 NQ/TEDI-ĐHĐCĐ

Hanoi, 8th May 2025

**RESOLUTION
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

Based on the Enterprises Law No. 59/2020/QH14 and subsequent guiding documents;

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

Based on the Regulations on Conducting TEDI General Meeting of Shareholders approved by General Meeting of Shareholders at 2025 annual General Meeting held on 8th May 2025;

Based on the annual Reports and Submission Letters by Board of Management and Board of Supervisors at 2025 Annual General Meeting of Shareholders;

Based on the Minutes of TEDI 2025 Annual General Meeting of Shareholders dated 8th May 2025.

RESOLVES

Article 1. Approve the following:

1. Report on 2024 performance result and 2025 activity plan of Board of Management;
2. Report on 2024 performance result and 2025 activity plan of Board of Supervisors;
3. TEDI 2024 separate and consolidated financial statements audited by AASC with the following major norms:

Unit: Dong

No.	Norm	Separate financial statement		Consolidated financial statement	
		2023	2024	2023	2024
1	Total assets	629,634,627,272	688,380,200,012	1,239,225,449,618	1,296,530,925,661
	- Short term assets	505,281,938,903	561,483,921,655	1,142,079,472,844	1,202,935,012,099
	- Long term assets	124,352,688,369	126,896,278,357	97,145,976,774	93,595,913,562
2	Total revenue:	744,677,168,856	678,813,672,084	1,493,107,652,667	1,370,259,779,171
	- Main business	717,580,959,704	654,503,960,449	1,480,350,205,508	1,362,471,663,279
	- Financial activities	26,796,312,369	23,995,074,935	11,169,229,437	7,350,463,514
	- Others	299,896,783	314,636,700	1,588,217,722	437,652,378
3	Before-tax profit	73,509,468,742	66,045,019,512	122,442,625,555	110,410,444,887
4	After-tax profit:	62,879,995,360	56,881,677,844	96,523,922,887	86,840,703,204
	- Parent Company's Shareholders	62,879,995,360	56,881,677,844	71,415,200,297	63,559,079,504
	- Minority shareholders	-	-	25,108,722,590	23,281,623,700
5	Basic earnings/share	x	x	4,281	5,085
6	Investment in fixed assets	8,166,919,430	13,917,827,034	11,909,688,687	17,849,625,539

4. 2024 after-tax profit distribution plan of Parent Company:

- Dividend (2,000 VND/share):	25,000,000,000 VND
- Bonus fund for Corporate Managers:	2,334,000,000 VND
- Sales-based bonus fund:	2,334,000,000 VND
- Bonus and welfare fund:	5,688,000,000 VND
- Undistributed after-tax profit this year:	21,525,677,844 VND
Total:	56,881,677,844 VND

5. Settlement of remuneration for Board of Managements and Board of Supervisors members in 2024:

Unit: Dong

No.	Full name	Position	Approved estimate	Settlement for 2024	Amount paid in 2024	Final payment
I.	Board of Managements					
1	Hitoshi YAHAGI	Chairman	70,650,000	70,650,000	70,650,000	-
2	Pham Huu Son	Vice Chairman	63,450,000	63,450,000	63,450,000	-
		Chairman	117,750,000	117,750,000	117,750,000	-
3	Dao Ngoc Vinh	Member	56,520,000	56,520,000	56,520,000	-
		Vice Chairman	105,750,000	105,750,000	105,750,000	-
4	Do Minh Dung	Member	56,520,000	56,520,000	56,520,000	-
5	Do Thi Phuong Lan	Member	150,720,000	150,720,000	150,720,000	-
6	Mutsuya MORI	Member	94,200,000	94,200,000	94,200,000	-
7	Nhu Dinh Hoa	Member	94,200,000	94,200,000	94,200,000	-
II.	Board of Supervisors					
1	Mach Thanh Toan	Head of BOS	42,390,000	42,390,000	42,390,000	-
2	Vo Tung Hung	Head of BOS	70,650,000	70,650,000	70,650,000	-
3	Ngo Nam Ha	Member	75,360,000	75,360,000	75,360,000	-
4	Vo Hoang Anh	Member	28,260,000	28,260,000	28,260,000	-
5	Phan Le Binh	Member	47,100,000	47,100,000	47,100,000	-
III	Total		1,073,520,000	1,073,520,000	1,073,520,000	-

6. 2025 business plan:

Unit: Million VND

No	Norm	Consolidated data			Parent Company data		
		2024 result	2025 plan	(%)	2024 result	2025 plan	(%)
1	Total asset value	1,296,531	1,250,000	96.4	688,380	640,000	93.0
2	Total revenue	1,370,260	1,260,000	92.0	678,814	578,000	85.1
3	Before-tax profit	110,410	101,070	91.5	66,045	57,400	86.9
4	After-tax profit:	86,841	81,451	93.8	56,882	49,420	86.9
	- Parent Company's shareholders	63,559	57,996	91.2	56,882	49,420	86.9
	- Minority shareholders	23,282	23,455	100.7	-	-	-
5	Basic earnings/share	5,085	4,650	91.4	x	x	x
6	Investments in fixed assets	17,850	27,063	151.6	13,918	14,930	107.3

7. 2025 after-tax profit distribution plan:

(According to Parent Company business results)

- Dividend: 2,000 VND/share.
- Bonus fund for Board of Management, 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 Board of Management and Board of Supervisors; 50% as bonus for Executive Board (General Director & Deputy General Directors and Chief Accountant).
- Sales-based bonus fund: Not more than 5% if the company is ranked Class A and having revenue 4 times of the owners' equity
- Bonus and welfare fund: 10% after-tax profit.
- Undistributed after-tax profit: The remaining amount.

8. Estimated remuneration fund for Board of Management and Board of Supervisors members in 2025:

No.	Position	Q'ty	Coefficient	Person-months	Monthly rate (VND)	Annual remuneration (VND)
1	BOM Chairman	1	1.0	12	16,700,000	200,400,000
2	BOM Vice Chairman - General Director	1	0.9	12	15,000,000	180,000,000
3	BOM Member	3	0.8	36	13,400,000	482,400,000
4	Head of BOS	1	0.6	12	10,000,000	120,000,000
5	BOS Member	2	0.4	24	6,700,000	160,800,000
	Total	8		96		1,143,600,000

The actual remuneration of Board of Management and the Board of Supervisors members will be adjusted according to 2025 business result of Parent Company.

9. Authorize TEDI Board of Managements to select one of the following 3 auditing companies to audit 2025 financial statements:

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

10. Approve the investment policy for Building Complex Project at No. 10 Trung Kinh with detailed Resolution as attached.

Article 2. Approve the dismissal and additional election of Board of Supervisors member for Term III (2024-2029) with details as follows:

1. Dismissal of Board of Supervisors member for Term III of TEDI in accordance with the letter of resignation of Mr. Võ Tùng Hưng;
2. Number of candidates for additional election of Board of Supervisors member for Term III (2024-2029): 01 candidate.

Article 3. Approve the additional election result of Board of Supervisors member for Term III (2024-2029) of TEDI as follows:

1. Ms. Phạm Thị Lan Hương.

Article 4. Implementation clause.

General Shareholders Meeting authorize Board of Management 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 Board of Management, Board of Supervisors, Executive Board, relevant individuals and units are under obligation to execute this Resolution in accordance with the Laws and TEDI Charter.

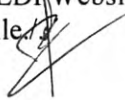
Article 5. Effectiveness.

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 Meeting of Shareholders and becomes effective from 8th May 2025./.

Recipients:

- As in Article 4;
- Shareholders;
- TEDI Website;
- File.



**ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON**



Pham Huu Son