**CMK: Annual General Mandate**

On April 26, 2017, Vinacomin - Maokhe Mechanical Joint Stock Company announced the Annual General Mandate as follows:

**Article 1.** To approve Report on production and business result in 2016 and production and business plan in 2017 with the following main indicators:

***1.1 Production and business result in 2016:***

* Main indicators:
* Revenue: VND 204.519 billion, reaching 115.9% of plan
* Profit: VND 2.527 billion, reaching 101% of plan
* Average salary: VND 6,496,000/ person/ month, reaching 101% of plan.
* Full payment to the budget in accordance with legal regulations.
* (Estimated) Dividend: 10%, reaching 100% of plan in accordance with Resolution of 2016 General Meeting of Shareholders.
* Successfully performing policies of the party, legal policies of the state and local regulations.
* Ensuring human, equipment and environment safety, ensuring political security, maintain social order and safety within the company.
* Fully performing regimes and policies to employees.
* Successfully performing democratic rules in the company.
* Preserving and developing capital of shareholders.
* Investment:

The company has completed items in construction investment plan carried forward from 2015. All formed assets have been put into used. The authority to decide investment and procurement of assets in the period was in accordance with legal regulations; depreciation of assets was conducted in accordance with legal regulations.

* Results of implementation of main management aspects:

Production organization, technology design, KCS – AT & MT, Administration and Management, Policies and Regimes, Financing, Caring for the life of employees and other works have been successfully implemented in accordance with the working program set out in 2016.

**1.2 Production and business plan in 2017**

* Main indicators:
* Revenue: VND 182 billion
* Profit: VND 2.8 billion
* Average salary: VND 6,735 million/ person/ month
* Dividend: 7 – 9%/ year
* Preserving capital
* Fully performing regimes and policies to employees
* Ensuring safety, maintain social order and safety.
* Development investment:
* Continuing to perform investment plan carried forward from 2016 to 2017 with the total value of VND 10,730 million.
* Implementing investment plan in 2017 as approved by the Group with the value of VND 10,643 million.

**Article 2.** To approve 2016 audited financial statements.

**Article 3.** To approve Plan on profit distribution in 2016, dividend payment in 2016 and Plan in 2017.

***In 2016:***

* + Profit after tax: VND 2,016,112,126
  + Dividend payment 10%: VND 1,432,578,000
  + Development investment fund 30%: VND 175,060,238
  + Bonus fund for staff: VND 21,000,000
  + Bonus and welfare fund: VND 387,473,888

***In 2017:*** The dividend payment ratio in 2017 shall be 7 – 9%

**Article 4.** To approve Report from Board of Supervisors on management activities of Board of Directors and General Director in 2016 and Report on assessment of 2016 financial statements.

**Article 5.** To approve submission of selection of auditing company to audit 2017 financial statements of the company.

* + Auditing company: AASC Auditing Firm Company Limited
  + Head office: No. 01 Le Phung Hieu – Trang Tien Ward – Hoan Kiem – Hanoi
  + Company number: 0100111105
  + First registration: July 2, 2007
  + 4th change registration: September 24, 2013
  + Content of auditing: To audit financial statements of the first six months of 2017 and 2017 annual financial statements. To audit other contents as required by the company.

If the company could not negotiate with branch of AASC Auditing Firm Company Limited on auditing progress and expense, General Meeting of Shareholders shall authorize Board of Directors to select among the remaining auditing companies in the list of independent auditing companies accepted by State Securities Commission of Vietnam in order to audit the financial statements and the auditor permitted to audit for companies with public interests in 2017 shall audit 2017 financial statements of the company.

**Article 6.** To approve Report from Board of Directors on management and operation results of Board of Directors in 2016 and tasks in 2017.

**Article 7.** To approve the payment of remuneration and salary of Board of Directors and Board of Supervisors of the company on 2016; Plan on remuneration and salary of Board of Directors and Board of Supervisors in 2017.

***7.1 Payment of remuneration and salary in 2016:***

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Job title** | **Persons** | **Total remuneration** | **Paid amount** | **Remaining amount** |
| 1 | Board of Directors | 5 | 280,368,000 | 139,932,000 | 140,436,000 |
| 2 | Board of Supervisors | 3 | 121,320,000 | 65,016,000 | 56,304,000 |
|  | **Total** | **8** | **401,688,000** | **204,948,000** | **196,740,000** |
| ***In words: One hundred ninety six million, seven hundred forty thousand Vietnam dong only*** | | | | | |

***7.2 Remuneration and salary payment plan in 2017***

To approve the payment of remuneration and salary of Board of Directors and Board of Supervisors in 2017 as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Job title** | **Persons** | **Salary of management staff in charge under plan in 2017** | **Remuneration ratio** | **Remuneration (VND/ person/ month)** |
| I. Board of Directors | 5 |  |  |  |
| 1. Chairman of Board of Directors | 1 | 23,400,000 | 20% | 4,680,000 |
| 2. Members of Board of Directors | 4 | 20,700,000 | 20% | 4,140,000 |
| II. Board of Supervisors | 2 |  |  |  |
| - Member of Board of Supervisors | 2 | 18,900,000 | 20% | 3,780,000 |

Every month, the company shall temporarily pay 80% of remuneration based on the plan. The remaining amount shall be paid based on the completion of production and business plan and Annual Record of Settle as approved by the Group for the salary fund for management staff of the company.

**Article 8. To approve the implementation of salary fund of management staff of the company in 2016 and plan in 2017**

***8.1 The implementation of salary fund in 2016:***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Job title** | **Persons** | **Plan** | **Implemented** |
| 1 | Director | 1 | 282,252,000 | 282,252,000 |
| 2 | Deputy Director | 3 | 707,914,000 | 707,914,000 |
| 3 | Chief of Board of Supervisors | 1 | 166,568,000 | 166,568,000 |
| 4 | Chief Accountant | 1 | 228,252,000 | 228,252,000 |
|  | **Total** | **6** | **1,384,986,000** | **1,384,986,000** |
| ***In words: One billion, three hundred eighty four million, nine hundred eighty six thousand Vietnam dong only.*** | | | | |

***8.2 Salary fund plan of management staff of the company in 2017:***

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Job title** | **Persons** | **Plan (VND million)** | **Implemented** |
| 1 | Director | 1 | 337 |  |
| 2 | Deputy Director | 2 | 596 |  |
| 3 | Chief of Board of Supervisors | 1 | 298 |  |
| 4 | Chief Accountant | 1 | 272 |  |
|  | Regional salary |  | 7 |  |
|  | **Total** | **5** | **1.510** | Coefficient of 1.2 time of that specified in decision no. 1666/QD-TKV |
| ***In words: One billion five hundred ten million Vietnam dong*** | | | | |

**Article 9.** To approve the dismissal and election of members of Board of Directors for the 3rd term (2015 – 2020)

- To dismiss the job title of member of Board of Directors of Maokhe Mechanical Joint Stock Company of Mr. Vu Ngoc Oanh from October 13, 2016.

- To approve the appointment of Mr. Vuong Quoc Ha to the position of member of Board of Directors of Vinacomin - Maokhe Mechanical Joint Stock Company for the remaining time of the term 2015 – 2020.

**Article 10.** Execution provisions

Annual General Meeting of Shareholders of Vinacomin - Maokhe Mechanical Joint Stock Company in 2017 was publically and legally conducted. This resolution shall take effect from the date of signature. Board of Directors of Vinacomin Maokhe Mechanical Joint Stock Company shall implement provision specified in the resolution.