SDT: Annual General Mandate

On 27 April 2017, Song Da 10 Joint Stock Company announced the Annual General Mandate as follows:

Article 1. To approve the Report of the Board of Directors on governance and duty execution performance in 2016, and its plan for 2017. These include:

1. Production and business results in 2016:
   1. Total production and business values: 1,533,232 / 1,225,000 million dong, reaching 125% of the year plan.
   2. Sales: 1,509,739 / 1,295,000 million dong, reaching 117% of the annual plan.
   3. Revenues: 1,373,755 / 1,177,300 million dong, reaching 117% of the annual plan.
   4. Payment to the State: 72,882 / 101,900 million dong, reaching 72% of the annual plan.
   5. Profit before tax: 101,188 / 98,064 million dong, reaching 103% of the annual plan.
   6. Profit before tax / Revenues Ratio: 7.37% / 8.33%, reaching 88.42% of the annual plan.
   7. Average income of employees: 10.71/9.83 million dong / person / month, reaching 109% of the annual plan.
   8. Owner's equity capital: 822,270 / 792,200 million dong, reaching 104% of the annual plan.
   9. Result of investment implementation: 69,813 million dong, reaching 46.33% of the annual plan (In which: equipment investment: 61.806 billion dong, contribution to the La Son - Tuy Loan project: 8.008 billion VND).
   10. Objectives of progress of works: Met the construction progress at the works as required by investors.
2. Production and business plan in 2017:
   1. Total production and business values: 1,330,000 million dong,
   2. Sales: 1,440,000 million dong,
   3. Revenues: 1,310,000 million dong,
   4. Payment to the State: 113,560 million dong,
   5. Profit before tax: 81,300 million dong,
   6. Profit after tax: 64,976 million dong,
   7. Incremental Capital Output Ratio:

* Marginal profit: 6.2%.
* Profit after tax / Charter capital: 15.2%.
* Profit after tax / Owner’s equity capital: 7.8%.
  1. Average income of employees: 10.5 million dong / person / month.
  2. Owner's equity capital: 831,196 billion dong.
  3. Charter capital: 427,324 billion dong.
  4. Dividend payout rate (planned):12%.
  5. Investment: 213,311 million dong:
* Investment in machinery capacity: 169,137 million dong
* Investment in the La Son - Tuy Loan project: 44,174 million dong.
  1. Objectives of progress of works: To meet the construction progress at the works as required by investors.

Article 2: To approve the 2016 Financial Statements audited by AAC Auditing and Accounting Company Limited.

Article 3. To approve the Supervision Report on Production and business activities in 2016 and the operation plan of 2017 of the Board of Supervisors.

Article 4. To approve the profit distribution plan in 2016 as follows:

|  |  |  |
| --- | --- | --- |
| No | Descriptions | Amount (dong) |
| 1 | Profit implemented before tax in 2016 | 101,187,877,284 |
| 2 | Profit subject to corporate income tax | 93,182,574,556 |
| 3 | Corporate income tax payable | 19,488,982,960 |
| 4 | Profit after corporate income tax, distributed (=1-3) | 81,698,894,324 |
| 4.1 | Remuneration of Board of Supervisors not directly managing the production and business on site | 56,000,000 |
| 4.2 | Financial reserve fund (5% Profit after tax) | 4,084,944,716 |
| 4.3 | Investment & development fund (21.55% Profit after tax) | 17,609,286,976 |
| 4.4 | Bonus & welfare funds | 8,669,889,432 |
|  | + Appropriation amount (10% Profit after tax) | 8,169,889,432 |
|  | + Bonus fund for Board of Directors and Board of Supervisors | 500,000,000 |
| 4.5 | Dividend payout | 51,278,773,200 |
|  | - Charter capital | 427,323,110,000 |
|  | - Dividend rate | 12% |

Article 5. To approve the report of Board of Directors on the payment of salaries and remunerations for the Board of Directors and Board of Supervisors in 2016 and the salary and remuneration plan for the Board of Directors and Board of Supervisors in 2017.

1. Salaries and remunerations of Board of Directors and Board of Supervisors in 2016:

The payment of salaries and remunerations for the Board of Directors and Board of Supervisors are carried out in accordance with the Resolution of the Annual General Meeting of Shareholders in 2016, specifically as follows:

* 1. Salaries and remunerations allowed to be paid: 1,656,000,000 dong. In which:
* Salary of Chairman of Board of Directors: 50 million dong / month.
* Salary of Vice Chairman of Board of Directors: 40 million dong / month.
* Salary of Specialized Chief of Board of Supervisors: 30 million dong / month (8 months).
* Remuneration of Member of Board of Directors: 6 million dong / month.
* Remuneration of Not specialized Chief of Board of Supervisors: 6 million dong / month.
* Remuneration of Member of Board of Supervisors: 4 million dong / month.
  1. Amount spent: 800,000,000 dong,
  2. Amount not yet spent: 856,000,000 dong,

1. Salary and remuneration plan for the Board of Directors and Board of Supervisors in 2017:
   1. Salary and remuneration plan:

|  |  |  |  |
| --- | --- | --- | --- |
| No | Position title | Salary and remuneration rate | |
| Salary (dong / month) | Remuneration  (dong / month) |
| 1 | Chairman of Board of Directors | 40,000,000 |  |
| 2 | Vice Chairman of Board of Directors | 35,000,000 |  |
| 3 | Member of Board of Directors |  | 6,000,000 |
| 4 | Specialized Chief of Board of Supervisors | 21,000,000 |  |
| 5 | Member of Board of Supervisors |  | 4,000,000 |

* 1. Salary and remuneration settlement:

If the Company achieves its production and business plan and its implemented profit before tax is equal to the targeted profit: the implemented salaries shall be equal to the planned salaries.

If the Company achieves its production and business plan and its profit before tax exceeds the targeted profit: for every 1% of profit exceeding the target, the implemented salaries shall be increased by 2%, but not more than 20% of the planned salaries.

If the Company’s implemented profit before tax is lower than the targeted profit: the implemented salaries shall be decreased at a percentage corresponding to the percentage of reduction in profits.

Remuneration: shall be determined according to the remuneration plan mentioned above, which, however, must not exceed 20% of the specialized manager's implemented salaries.

* 1. Advances of salaries and remunerations:

Chairman of Board of Directors: 35,000,000 dong / month; Vice Chairman of Board of Directors: 30,000,000 dong / month; Specialized Chief of Board of Supervisors: 18,000,000 dong / month; Quarterly advances of remunerations of Members of Board of Directors and Board of Supervisors shall be paid at 90% of the quarterly planned amount. Salaries and remunerations shall be settled at the end of the fiscal year after the financial statements have been audited. Time of effect: starts from 01/01/2017.

Article **6**. To approve the selection of an auditing company to audit its financial statements in 2017.

* Auditor: AAC Auditing and Accounting Co., Ltd.
* Description of main tasks: To review semi-annual financial statements and audit financial statements in 2017.
* Auditing fee: VND 200,000,000, exclusive of VAT.
* Time of report provision after audit: within 07 days from the date of receiving the company’s final opinion on the draft audit report.
* Place of implementation: at the unit.

Article 7. To authorize the Board of Directors to approve contracts and transactions: To authorize the Board of Directors to approve contracts and transactions on assignment and receipt of construction and installation bid contracts subject to the approval of the General Assembly of Shareholders. The approval and signing of contracts and transactions must ensure economic efficiency for the company. The duration of authorization: starts from the date of issuance of the Resolution of the Annual General Meeting of Shareholders in 2017 to the date of issuance of the Resolution of the next Annual General Meeting of Shareholders.

Article 8. To approve the amendment to the company's charter:

To amend and supplement the Charter of the Company in accordance with the prevailing laws and current situation.

(A detailed directory is attached)

Article **9**. To elect 01 substitute Supervisors for the term III, and the result is as follows:

Mr. Pham Hoang Thai is elected as a member of the Board of Supervisors from 27 April 2017.

Term duration: is the remaining time of the term III.

Article 10. Provisions of implementation

The members of the Board of Directors, Supervisors and General Director of the Company shall, within their function and duties, have to organize the implementation of the above contents according to the provisions of laws and the Charter of organization and activities of the Company./.