**DLT: Annual General Mandate**

On 25 April 2017, Travel and Trading Joint Stock Company - Vinacomin announced the Annual General Mandate as follows:

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**Article I: Unanimously approve the contents presented and discussed at the annual meeting in 2017 of the General Meeting of Shareholders, including:**

**1. Approve the report on business results in 2016, orientations and tasks in 2017 with the following basic criteria:**

1.1. Business and production activities:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No** | **Target** | **Unit** | **Performance in 2016** | **Plan in 2017** |
| 1 | Revenue  | VND Billion | 1.246,5 | 1.114,7 |
| 2 | Production value | VND Billion | 80,2 | 61 |
| 3 | Profit before tax | VND Billion | 12,5 | 8 |
| 4 | Dividend/Share capital | VND Billion | 14 | 14 |
| 5 | Total salary fund  | VND Billion | 32 | 30,826 |
| 6 | Average wage/person/month | VND Billion | 9,63 | 9,17 |

1.2. Basic construction investment activities:

\*) In 2016: The value of basic construction investment is 2,932 billion VND = 73.3% of the plan

\*) Plan of basic construction investment in 2017:

- Approve the proposal of investment in the hot mineral bath zone at Van Long Hotel; assign the Board of Directors to steer the pre-feasibility report and specific business plan for submission to the General Meeting of Shareholders for permission at the extraordinary meeting 2017 or next year's annual meeting as the basis for implementation.

- Approve the total investment plan of VND 8.320 million, with the following items:

+ Upgrade canteen of Bien Dong Hotel: VND 3.000 million

+ Investment in management software of Bien Dong Hotel: VND 150 million

+ Investment in security cameras of Van Long Hotel: VND 200 million

+ Investment in flower garden in front of Van Long Hotel: VND 800 million

+ Investment in equipment of the whole company: VND 300 million

+ Investment in repairing workshop and warehouse at Van Long Hotel: VND 3.870 million

**2. Approve the original report of 11/BC-VTTC-HĐQT of 17 March, 2017 on the results of operation of the Board of Directors in 2016 and the direction of operation in 2017 No.11/BC-VTTC-HĐQT of 17 March, 2017** *(with attached report)*

**3. Approve the content of report No.11/BC-VTTC-BKS on appraising financial reports of the company in 2016 and report No.02/BC-VTTC-BKS of 16 March, 2017 on the activities of the Board of Supervisors and results of management activities of the Board of Directors – Board of Management of the company** *(with attached report)*

**4. Approve the selection of BDO auditing company to perform the function of auditing financial report of 2017 as proposed by the company's Board of Supervisors in Report No.03/TTr-VTTC-BKS of 16 March, 2017.**

**5. Approve allowances payment for Board of Directors, Board of Supervisors and Secretary and the payment plan for 2017 as detailed in Report No.14/TTr-VTTCHDQT of 17 March 2017 of the Board of Directors.**

5.1. The total remuneration (allowance) in 2016 was VND 501.6 million.

5.2. The total remuneration paid to the Board of Directors, Board of Supervisors and Secretary in 2017 is calculated on the basis of the Company's business efficiency (profit after tax) and the percentage of profit in 2017 compared to profit made in the adjacent previous year (2016). The formula is calculated as follows:

**Qpc = Pstx10%x(Pth/Pthnt)**

- Of which:

+ **Qpc**: Total remuneration fund of Board of Directors, Board of Supervisors and Secretary (2017)

+ **Pst**: Profit after tax (= Pth – Income tax )

+ **Pth**: Profit made in plan year

+ **Pthnt**: Profit made in the adjacent previous year.

- Each month, the company pays individual salary in advance according to the same level as 2016. At the end of the year, based on the results of production and business, the Company calculates the total remuneration fund (Qpc) according to the above formula and settles for each title, but at least the total remuneration for each title is not less than the one paid for in 2016. In case the profit is less than the planned profit, the remuneration will be adjusted in accordance with respective rate.

- Remuneration of 2017 for each individual in the Board of Directors, Board of Supervisors and Secretary shall be calculated according to the following formula:

$$Pi=\frac{Qpc}{(\sum\_{i=1}^{n}Hcti x 12 tháng}$$

Of which:

+ **Pi**: monthly salary of each person (VND million/person/month)

+ **Qpc**: Total remuneration fund of the Board of Directors, Board of Supervisors and Secretary

+ **Hcti**: The remuneration coefficient for each title, as follows:

|  |  |
| --- | --- |
| **Title** | **Remuneration coefficient** |
| Chairman of the Board of Directors  | 1,00 |
| Member of the Board of Directors/ Member of the Board of Supervisors  | 0,85 |
| Company’s Secretary  | 0,75 |

**6. Approve the report No.12/BC-VTTC-HDQT of 17 March, 2017 of the Board of Directors on publicizing some financial indicators.**

**7. Approve the profit distribution plan for 2016 proposed by the Board of Directors in Report No.13/TTr-VTTC-HĐQT of 17 March, 2017 as follows:**

|  |  |  |  |
| --- | --- | --- | --- |
| **No** | **Indicator** | **Ratio** | **Amount** |
| 1 | Accounting profit before enterprise tax in 2016 |  | 12.525.466.772 |
| 2 | Non-deductible items when determining taxable profits |  | 267.832.234 |
| 3 | Enterprise tax in 2016 (3 = (1 + 2) x20%) | 20% | 2.558.659.801 |
| 4 | Profit after tax (4 = 1-3) |  | 9.966.806.971 |
| 5 | Non-distributed profit of 2015 |  | 11.211.051 |
| 6 | Non-distributed revenues under Circular 179/2012/TT-BTC |  | 17.603.445 |
| 7 | Profit Distribution (7 = 5 + 4-6) | 100% | 9.960.414.577 |
| 8 | Dividend payment rate of 14% of charter capital (= VND 25.000.560.000x 14%) |  | 3.500.078.400 |
| 9 | Distribution of remaining profit (9 = 7-8) | 100% | 6.460.336.177 |
| - | Deduction of development investment fund | 30% | 1.938.100.853 |
| - | Reward management officer |  | 240.000.000 |
| - | Deduction for the reward fund |  | 2.141.117.662 |
| - | Deduction of welfare fund |  | 2.141.117.662 |

**II. Approve of the content of report No.21/TTr-VTTC-HDQT of 07 April, 2017 of the Board of Directors on the replacement of the members of the Board of Supervisor – Third Term as follows:**

According to Decision No. 462/QD-TKV of 17 March, 2017 of Vietnam National Coal-Mineral Industries Holding Corporation Limited (Vinacomin) (the shareholder holds 36% of the share capital of the company) on changing the representative of Vinacomin to join the Board of Supervisors of Travel and Trading Joint Stock Company-Vinacomin: Ms. Tran Thi Kim Loan - Deputy Director of Vinacomin's Internal Board of Supervisors ceased to be the representative of Vinacomin in the Board of Supervisors of Travel and Trading Joint Stock Company-Vinacomin and resigned head of Board of Supervisors; Vinacomin appoints Ms. Le Thi Minh Hong - Deputy Director of Vinacomin's Internal Board of Supervisors as Vinacomin's representative to join the Board of Supervisors.

According to Clause 7, Point f- Article 33 of the company's Charter: Ms Tran Thi Kim Loan is no longer a member of the Board of Supervisors. Therefore, the Board of Supervisors should add new members to replace Tran Thi Kim Loan.

The General Assembly of Shareholders unanimously carries out procedures for the election of members replacing Ms. Tran Thi Kim Loan in accordance with Enterprise Law No. 68/2014QH13 and the current Charter of organization and operation of the company.

**Article III: Recognize election results to replace one member of the Board of Supervisors of the company Third Term according to details in the minutes of vote counting** *(the enclosed minutes)*

The new member of the Board of Supervisors - third term - replaces Ms Tran Thi Kim Loan and Ms Le Thi Kim Hong - Deputy director of Internal Board of Supervisors of Vietnam National Coal-Mineral Industries Holding Corporation Limited *(attached curriculum vitae)*

Ms. Le Thi Minh Hong officially becomes a member of the Company's Board of Supervisors from the date that the Resolution of the Annual General Meeting of Shareholders 2017 is approved until the termination of the Board of Supervisors Third Term or under the provisions of Company’s Article.

 It is proposed that the Board of Supervisors elects the director in accordance with the law and notifies in writing to the shareholders in the company and completes the necessary procedures to ensure all smooth operation activities of the company.

**Article IV:** Annual General Meeting of Shareholders in 2017 praises the efforts of the Board of Directors, Managers, Board of Supervisors and all staffs in the company that made efforts, solidarity; management, operation and work with high responsibility, overcoming difficulties to complete the production and business targets in 2016.

**Article V:** The General Meeting agrees to assign the Board of Directors to implement the contents approved at the Meeting in accordance with the provisions of the company’s charter and the provisions of the law. The Board of Supervisors is responsible for inspecting and supervising the implementation of the approved contents at the Meeting.

**Article VI:** The members of the Board of Directors, Board of Supervisors and the Manager of the company are responsible for implementing this Resolution.