**HHN: Annual General Mandate**

On 25/04/2017, Hanoi Goods Services and Transport Joint Stock Company announced the Annual General Mandate as follows:

**Article 1.** To approve the Board of Directors' report on management, business and production performance in 2016 and orientation in 2017.

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting.*

**Article 2.** To approve the Report of the Director on the business and production performance in 2016 and the production and business plan in 2017, including the following basic items:

*(Unit: VND1000)*

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| **No.** | **Items** | **Performance in 2016 (including joint venture)** | **Performance in 2016 (Company)** | **Plan in 2017 (including joint venture)** | **Plan in 2017 (Company)** | **Plan (Vietnam Industry JSC)** | **% plan in 2017 (Company)/ Performance in 2016 (Company)** |
| 1 | Total revenue and other income | 33,565,404 | 31,488,766 | 33,914,061 | 31,785,065 | 2,128,996 | 101 |
| 2 | Profit before tax | 1,019,616 | 329,016 | 1,376,123 | 600,988 | 775,135 | 183 |
| 3 | Salary fund | 8,866,260 | 8,866,260 | 8,956,242 | 8,956,242 |  | 101 |
| 4 | Dividend ratio |  | Non-dividend payment |  | Non-dividend payment |  |  |

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting.*

**Article 3.** To approve the operation report of the Supervisory Board in 2016.

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting.*

**Article 4.** To approve the audited financial statements in 2016 with the following financial items:

|  |  |
| --- | --- |
| **Items** | **Unit (VND)** |
| 1. Total assets
 | **23,281,284,916** |
| 1. Owner’s equity
 | **18,233,778,034** |
| 1. Revenue
 | **31,488,766,370** |
| 1. Profit before tax
 | **329,016,807** |
| 1. Profit after tax
 | **238,249,799** |
| 1. Total undistributed profit after tax
 | **1,299,412,477** |

The full text of the audited financial statements of 2016 has been posted on the Company's website: http// www.vantaihanoi.com.vn.

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting.*

**Article 5.** To approve the selection of auditors for the 2017 financial statements

To approve the selection of the independent auditor, A&C Auditing and Consulting Company Limited in Hanoi.

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting.*

**Article 6.** To approve the profit distribution plan in 2016 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Items** | **Ratio %** | **Amount (VND)** |
| 1 | Profit after tax in 2016 |  | 238,249,779 |
| 2 | Appropriation to business development fund | 10 | 23,824,980 |
| 3 | Appropriation to financial reserve fund | 05 | 11,912,490 |
| 4 | Appropriation to reward and welfare fund | 10 | 23,824,980 |
| 5 | Undistributed profit |  | 178,687,349 |
| 6 | Undistributed retained profit |  | 1,478,099,826 |
| 7 | Dividend | 0 |  |

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting.*

**Article 7.** To approve the Proposal for approval of the Articles of Association and their contents in accordance with the Law on Enterprises, the Law on Securities and other provisions of applicable law.

The General Meeting of Shareholders agreed to adjust the content of the draft Articles of Association as follows:

1/ To decentralize the Director to decide on the project investment or property purchase and sale contract valued at less than 15% of the total asset value according to the latest financial statements.

2/ To decentralize the Director to decide on other contracts (in service of regular production and business of the Company) valued at less than 20% of the total asset value according to the latest financial statements

3/ To decentralize the Director to decide on loan contracts valued at less than 15% of the total asset value according to the latest financial statements and total outstanding loans not exceeding 20% ​​of the total asset value according to the latest financial statements.

4/ The Board of Directors shall decide on the loan contracts from 15% to below 35% of the total asset value according to the latest financial statements.

5/ The Board of Directors shall decide on the loan contracts valued at less than 35% of the total asset value according to the latest financial statements.

The General Meeting of Shareholders assigns the Board of Directors to continue finalizing and promulgating the Articles of Association in accordance with the above principles.

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting.*

**Article 8.** To approve the signing of joint-venture cooperation contracts executed by members of the Board of Directors

*To approve with* ***871,160*** *shares, accounting for 100% of total voting shares at the General Meeting (because 552,140 shares are related to the members of the Board of Directors, there is no the right to vote on this content).*

**Article 9.** To approve the report on the remuneration payment to members of the Board of Directors, members of the Supervisory Board in 2016 and remuneration plan in 2017.

* Total remuneration of the Board of Directors and the Supervisory Board in 2016 is VND 89,500,000, of which the remuneration paid to members of the Board of Directors is VND 63 million; the remuneration paid to members of the Supervisory Board is VND 26,500,000.
* Total remuneration of the Board of Directors and the Supervisory Board approved in 2017 is VND126,000,000.

- **Remuneration** for members of the Board of Directors and the Supervisory Board shall be calculated according to the actual term of office of each member and shall be paid monthly.

- **Reward:**

The Board of Directors and the Supervisory Board shall be entitled to a maximum reward of no more than 10% of profit increase between the plan and profitability in 2017.

**- Operating budget:**

Members of the Board of Directors and the Supervisory Board shall be paid reasonable expenses arising from the activities of the Board of Directors and the Supervisory Board in accordance with the State regulations and the Articles of Association.

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting*

**Article 10.** To approve the dismissal and additional election of members of the Board of Directors for the term IV (2015 -2020)

10.1. To approve the dismissal of Nguyen Hong Viet from the Member of the Board of Directors since 01/01/2017 under his Resignation signed on 28/12/2016.

*To approve with* ***1,423,300*** *shares, accounting for 100% of total voting shares at the General Meeting*

10.2. Results of additional election of Members of the Board of Directors: Nguyen Anh Tuan - Director was elected Member of the Board of Directors for the term IV with total votes of 1,423,300 shares accounting for 100% of total voting shares at the General Meeting.

**Article 11.** Effect

The decisions referred to in this Resolution have been approved by the 2017 Annual General Meeting of Shareholders of Hanoi Goods Services and Transport Joint Stock Company and come into effect since the date of signing./.

*This Resolution was read before the Annual General Meeting of Shareholders of Hanoi Goods Services and Transport Joint Stock Company on 25th April, 2017 and was approved by the General Meeting with 100% of total voting shares.*