**HJC: Annual General Mandate**

On April 26, 2017, Hoaviet Joint Stock Company announced the Annual General Mandate as follows:

**Article 1. To approve Report from Board of Management on evaluation of production and business plan in 2016 and production and business plan and task orientation in 2017** (with attached report).

**Article 2. To approve Report form Board of Directors on evaluation of business management situation in 2016 and plan in 2017** (with attached report).

**Article 3. To approve Report from Board of Supervisors on operation result in 2016 and business plan in 2017** (with attached report).

**Article 4. To approve 2016 audited financial statements with production and business results as follows:**

|  |  |
| --- | --- |
| - Total revenue | VND 568,544,678,658 |
| Where |  |
| + Net revenue from goods and services: | VND 568,393,478,610 |
| + Net revenue from financial activities | VND 70,290,957 |
| + Other income | VND 80,909,091 |
| - Profit before tax | VND 1,141,208,475 |
| - Profit after tax | VND 801,211,220 |

*(2016 Audited financial statements attached hereto)*

**Article 5. To approve profit distribution and fund appropriation in 2016**

|  |  |
| --- | --- |
| - Profit after tax | VND 801,211,220 |
| - Undistributed profit from previous period: | VND 3,026,850,328 |
| - Fund appropriation: | VND 176,266,468 |
| + Obligatory reserve fund (2%) | VND 16,024,224 |
| + Development investment fund (5%) | VND 40,060,561 |
| + Bonus and welfare fund in 2015 (15%) | VND 120,181,683 |
| - Remaining profit temporarily not distributed dividend carried forward to next year | VND 3,651,795,080 |

**Article 6. To approve production and business plan in 2017 with some financial indicators as follows:**

|  |  |
| --- | --- |
| - Total revenue | VND 468,200,000,000 |
| - Profit before tax | VND 2,000,000,000 |
| - Budget payment | VND 3,200,000,000 |

**Article 7. To approve dividend payment plan in 2016 as follows:**

based on production and business plan in 2016; based on demand for capital for investment in production and business development in 2017, it is agreed not to distribute dividend in 2016.

**Article 8. To approve remuneration and operation expense of Board of Directors in 2016; to approve the remuneration of members of Board of Directors and members of Board of Supervisors in 2017.**

- Total remuneration and operation expense of Board of Directors and Board of Supervisors in 2016 were VND 650,000,000 (excluding tax).

- It is recognized that in 2017, the company will face many difficulties. In order to save costs, it is agreed to reduce monthly remuneration of members of Board of Directors and Board of Supervisors in 2017 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Position/job title** | **Remuneration in 2016 (VND/ person/ month)** | **Remuneration in 2017 (VND/ person/ month)** |
| 1 | Chairman of Board of Directors | 10,000,000 | 8,000,000 |
| 2 | Members of Board of Directors not directly managing the company, members of Board of Directors as director of the company | 8,000,000 | 6,000,000 |
| 3 | Members of Board of Directors directly managing the company | 6,000,000 | 6,000,000 |
| 4 | Members of Board of Supervisors | 8,000,000 | 5,000,000 |

*(The above remuneration has not included personal income tax)*

**Article 9. To approve result of salary implementation in 2016 and salary plan in 2017**

9.1 Actually appropriated salary fund of officers and employees in 2016

- Total actually appropriated salary fund: VND 40,777,865,889

- Actually appropriated average salary: VND 6,742,372/ person /month

9.2 Salary plan in 2017:

- Total salary fund plan in 2017: VND 37,202,040,000

- Average salary: VND 96,940,664/ person/ month

**Article 10. To approve the selection of auditing company for 2017 financial statements**

Based on list of auditing companies accepted by state competent authorities to conduct auditing and review of financial statements, financial information and other reports of companies with public interests in accordance with provisions in clause 2, Article 4 of Circular no. 183/2013/TT-BTC on independent audit for companies with public interests; based on the consent of Board of Supervisors, General Meeting of Shareholders approved the authorization to Board of Directors to select the auditing company for the 2017 financial statements of Hoaviet Joint Stock Company.

**Article 11. To approve the addition of business line**

To add the business line “Trading tobacco seedling” to Business Registration Certificate of Hoaviet Joint Stock Company.

**Article 12. To approve the dismissal of members of Board of Directors for the 3rd term (2016 – 2021)**

- Number of dismissed members of Board of Directors: 2 persons

- List of dismissed members of Board of Directors shall be as follows:

**1. Mr. Nguyen Duy Khanh**

**2. Mr. Nguyen Si Khoa**

**Article 13. To approve result of election of members of Board of Directors for the 3rd term (2016 – 2021)**

- Number of elected members of Board of Directors: 2 persons

- List of members of Board of Directors shall be as follows:

**1. Ms. Nguyen Dieu Huong**

**2. Mr. Nguyen Si Khoa**

**Article 14. Implementation**

- The resolution shall take effect from the date of signature and issuance.

- Board of Directors of Hoaviet Joint Stock Company shall manage the company to implement the provisions specified in the resolution.

- The resolution shall be sent to all shareholders having voting right of Hoaviet Joint Stock Company.

The General Meeting of Shareholders finished at 11.15 of the same day and the resolution has been approved at the meeting.