**SRT: Annual General Mandate**

On April 28, 2017, Saigon Railway Transport Joint Stock Company announced the Annual General Mandate as follows:

**Article 1.** To approve Report of Board of Directors

*(With report attached hereto)*

**Article 2.** To approve Report on operation of Board of Supervisors

*(With report attached hereto)*

**Article 3.** To approve 2016 financial statements audited by PricewaterhouseCoopers Vietnam Company.

*(With financial statements attached hereto)*

**Article 4.** To approve report on production and business result and investment implementation in 2016 *(With report attached hereto)* with the main contents as follows:

**1. Production and business result and investment implementation in 2016**

Result of implementation of some main indicators in 2016 shall be as follows:

|  |  |  |
| --- | --- | --- |
| **No.** | **Indicator** | **Reached in 2016 (VND)** |
| **I** | **Total revenue**  | **1,503,671,801,890** |
| 1 | Revenue from goods and services  | 1,486,558,607,042 |
| 2 | Financial revenue  | 1,832,945,586 |
| 3 | Other income  | 15,280,249,262 |
| **II** | **Total expense**  | **1,502,074,049,311** |
| 1 | Expense of goods and services provision  | 1,500,341,979,762 |
| 2 | Financial expense  | 383,180,445 |
| 3 | Other expense  | 1,348,889,104 |
| **III** | **Profit before tax**  | **1,597,752,579** |

**2. Production and business plan in 2017**

+ Revenue: Increasing 10% compared to that in 2016

+ Profit after tax: VND **8.040** billion

**3. Development investment plan in 2017**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Investment item** | **Fixed asset depreciation capital** | **Loan for investment projects** | **Total** |
| 1 | 2 | 3 | 4 | 5 =3+4 |
| **I** | **Source used in 2017**  | **100,959.72** | **220,000.00** | **320,959.72** |
| **1** | **Fixed asset depreciation source**  | **100,959.72** | **0.00** | **100,959.72** |
| 1.1 | Fixed asset depreciation extract plan in 2017  | 89,738.38 |  | 89,738.38 |
| 1.2 | Amount carried forward from 2016 to 2017  | 717.22 |  | 717.22 |
| 1.3 | Balance of withdrawal of implemented projects in 2016  | 504.11 |  | 504.11 |
| 1.4 | Balance of withdrawal for arrangement of payment capital to acquire sanitation equipment in passenger coach of Saigon Railway Transport Joint Stock Company arranged in 2016  | 10,000.00 |  | 10,000.00 |
| **2** | **Estimated bank loan for projects in 2017**  |  | **220,000.00** | **220,000.00** |
| **II** | **Using plan in 2017**  | **99,710.00** | **220,000.00** | **319,710.00** |
| 2.1 | Payment of debts of loan projects in 2017  | 10,000.00 | 0.00 | 10,000.00 |
| *2.1.1* | *Payment of principal of projects borrowed by Vietnam Railway Corporation*  | *0.00* | *0.00* | *0.00* |
| *2.1.2* | *Payment of principal of projects borrowed by Saigon Railway Transport Joint Stock Company* | *10,000.00* | *0.00* | *10,000.00* |
| 2.2 | Projects in 2016 carried forward and added capital to 2017  | 50,900.00 | 0.00 | 50,900.00 |
| 2.3 | New investment projects in 2017  | 38,810.00 | 220,000.00 | 258,810.00 |
| *2.3.1* | *Machines and equipment*  | *6,680.00* | *0.00* | *6,680.00* |
| *2.3.2* | *Investment projects on passenger coach*  | *29,500.00* | *220,000.00* | *249,500.00* |
| *2.3.3* | *Other means of transport*  | *0.00* | *0.00* | *0.00* |
| *2.3.4* | *Architectural buildings*  | *2,630.00* | *0.00* | *2,630.00* |
| **III** | **Remaining provision (I) – (II)**  | **1,249.72** | **0.00** | **1,249.72** |

To authorize Board of Directors of the company to create detailed investment portfolio, total investment, capital for investment (self-supported capital, loan) and preliminary calculate investment efficacy.

**Article 5.** To approve Plan on profit distribution and dividend payment in 2016 and Plan on profit distribution and dividend payment in 2017 as follows:

1. Plan on profit distribution and dividend payment in 2016

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Content** | **Proportion** | **Value (VND)** |
| **I** | **Profit after tax in 2016**  |  | **1,224,958,185** |
| **II** | **Plan on profit distribution and dividend payment in 2016** | **100.00%** | **1,224,958,185** |
| 1 | Development investment fund  | 15.09% | 184,888,185 |
| 2 | Bonus and welfare fund  | 15.09% | 184,800,000 |
| 3 | Bonus fund of management staff  | 0.00% | 0 |
| **4** | **Dividend payment**  | **69.82%** | **855,270,000** |
| **III** | **Remaining undistributed profit (I – II)** | **0.00%** | **0** |

2. Plan on profit distribution and dividend payment in 2017

|  |  |  |  |
| --- | --- | --- | --- |
| **No.** | **Content** | **Proportion** | **Value (VND)** |
|  | **Profit before tax in 2017** |  | **10,050,000,000** |
| **I** | **Profit after tax in 2016** |  | **8,040,000,000** |
| **II** | **Plan on profit distribution and dividend payment in 2016** | **656.35%** | **8,040,000,000** |
|  | Development investment fund  | 15.00% | 1,206,000,000 |
|  | Bonus and welfare fund  | 14.92%) | 1,199,280,000 |
|  | Bonus fund of management staff  | 0.00% | 0 |
| **III** | **Dividend payment**  | **70.08%** | **5,634,720,000** |
| **IV** | **Remaining undistributed profit (I – II)** | **0.00%** | **0** |

**Article 6.** To approve the inheritance of interests and obligations from Saigon Railway Transport Co., Ltd as follows:

1. Saigon Railway Transport Joint Stock Company shall inherit all interests and obligations from Saigon Railway Transport Co., Ltd (including obligations of finance, assets, capital, employees, business results, etc.) after competent state authority has approved the settlement of equalization and transferred the company.

2. Saigon Railway Transport Joint Stock Company shall admit transfer of assets after investment and payment for procurement of domestic waste treatment equipment installed in the passenger coaches of Vietnam Railway Corporation after instructed by competent state authority.

**Article 7.** To approve remuneration and salary fund of Board of Directors and Board of Supervisors in 2016 and plan on remuneration and salary of Board of Directors and Board of Supervisors in 2017 as follows:

**1. Remuneration and salary implemented in 2016 of Board of Directors and Board of Supervisors:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Job title** | **Persons** | **Months** | **Remuneration and salary in 2016** | **Remuneration and salary fund in 2016** |
|  | 1 | 2 | 3 | 5 | 6=5x2x3 |
| **I** | **Board of Directors** |  |  |  | **923,241,000** |
| 1 | Chairman of Board of Directors | 1 | 11 | 19,251,000 | 211,761,000 |
| 2 | Members of Board of Directors | 4 | 11 | 16,170,000 | 711,480,000 |
| **II** | **Board of Supervisors** |  |  |  | **213,070,000** |
| 1 | Chief of Board of Supervisors | 1 | 11 | 16,170,000 | 177,870,000 |
| 2 | Supervisors (\*) | 2 | 11 | 1,600,000 | 35,200,000 |
|  | **Total (I + II)** |  |  |  | **1,136,311,000** |

*(\*) Supervisor not in charge*

**2. Remuneration and salary plan in 2017 of Board of Directors and Board of Supervisors**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Job title** | **Persons** | **Months** | **Remuneration and salary in 2016** | **Remuneration and salary fund in 2016** |
| 1 | 2 | 3 | 4 | 5 | 6=5x4x3 |
| **I** | **Board of Directors** |  |  |  | **1,428,000,000** |
|  | Chairman of Board of Directors | 1 | 12 | 27,000,000 | 324,000,000 |
|  | Members of Board of Directors | 4 | 12 | 23,000,000 | 1,104,000,000 |
| **II** | **Board of Supervisors** |  |  |  | **324,000,000** |
|  | Chief of Board of Supervisors | 1 | 12 | 23,000,000 | 276,000,000 |
|  | Supervisors (\*) | 2 | 12 | 2,000,000 | 48,000,000 |
| **III** | **Total (I + II)** | **8** |  |  | **1,752,000,000** |

*(\*) Supervisor not in charge*

**3. Payment of remuneration and salary**

Board of Directors shall:

a) Issue regulations on remuneration and salary and bonus in order to make payment of remuneration and salary and bonus to members of Board of Directors, Board of Supervisors and other management staff.

b) Decide specific remuneration and salary in each month but not exceeding the above total remuneration and salary.

c) Decide remuneration and salary of other management staff of the company based on remuneration and salary of Board of Directors and Board of Supervisors, ensuring the reasonable balance and in accordance with legal regulations.

**Article 8.** To approve the following list of independent auditing companies (3 companies) and authorizes Board of Directors to select one of them to audit and review 2017 financial statements of the company:

1. Nam Viet Auditing and Accounting Financial Consulting Services Company Limited;

2. PriceWaterhouseCoopers Vietnam Co., Ltd (PwC);

3. Vietvalue Audit and Consulting Co., Ltd.

**Article 9.** To approve the dismissal of members of Board of Supervisors and result of election of members of Board of Supervisors as follows:

1. To dismiss Ms. Nguyen Thanh Tuyen, member of Board of Supervisors.

2. To elect Ms. Bui Thi Hai Yen as member of Board of Supervisors for the term 2016 – 2020.

**Article 10.** To approve the amendment and supplement of some provisions of charter of the company as follows:

1. Content of amendment: Please refer to appendix attached to the resolution.

2. To authorize Board of Directors to perform the amendment and issuance of charter of the company under the recommended contents as approved by General Meeting of Shareholders.

**Article 11.** To authorize Board of Directors and Board of Supervisors to implement ad supervise the implementation of the approved provisions; report it to General Meeting of Shareholders in the next session.

This resolution was dully approved by 2017 Annual General Meeting of Shareholders of Saigon Railway Transport Joint Stock Company.