**SD4: Annual General Mandate**

On 28 April 2017, Song Da 4 Joint Stock Company announced the Annual General Mandate as follows:

**Article 1:** Annual General Meeting of Shareholders 2017 resolves to approve the following contents:

**1. Report of the Board of Directors, Board of Supervisors, the financial statement 2016 and the results of production and business in 2016:**

**1.1. Contents of the report of the Board of Directors, Board of Supervisors, the financial statement:**

*As document submitted to the General Meeting of Shareholders*

**1.2. Implement the targets for production and business plan 2016:**

*(According to audit report of* AAC Auditing and Accounting Co., Ltd*)*

+ Total production and business value in 2016: VND 934,09/803 billion, reaching 116,33% of the plan;

+ Total revenue in 2016: VND 918,7/785.9 billion, reaching 104,3% of the year plan;

+ Profit:

- Profit before tax: VND 30,78 billion/VND 32,07 billion, reaching 96% of the plan;

- Profit after tax: VND 25,007/27,02 billion, reaching 92,52% of the year plan.

+ Profit ratio:

- Profit before tax/revenue: 3,76%/4,07%

- Ratio of profit after tax / owner’s equity 16,36%/17,39%

- Ratio of profit after tax / total assets: 2,31%/3,1%

+ Average income of employees: VND 8,52/8,267 million/person/month, reaching 103% of the plan.

+ Pay the budget: VND 45,54/45,5 billion, reaching 100% of the plan;

+ Owner’s equity: VND 152,8/155,4 billion, reaching 98,32% of the year plan;

+ Total assets: VND 1.080,31/871,4 billion, reaching 123% of the year plan;

+ Investment: VND 31,86/48,2 billion, reaching 66%

+ Dividend rate (expected): 15%/15%

**2. Plan of profit distribution and dividend distribution plan**

|  |  |
| --- | --- |
| a, Profit after tax in 2016 | VND 25.007.943.030 |
| b, Exempted income tax | VND 621.983.996 |
| c, Profit after tax in 2016 (a-b) | VND 24.385.959.034 |
| d, Deduction of funds | VND 9.557.943.030 |
| d.1. Deduction for development investment fund | VND 7.119.347.127 |
| - Supplement from exempted business income tax | VND 621.983.996 |
| - Deduction for additional development investment fund (cx26,643%) | VND 6.497.363.131 |
| d2, Bonus and welfare funds (10% x profit after tax) | VND 2.438.595.903 |
| e, Remaining profit in 2016 | VND 15.450.000.000 |
| f, Chartered capital | VND 103.000.000.000 |
| g, Dividend profit in 2016 | VND 15.450.000.000 |
| h, Dividend rate | 15% |

**3. Report on the remuneration of the Board of Directors and Board of Supervisors in 2016:**

Estimated remuneration the Board of Directors, the Board of Supervisors in 2016 is VND 720,000,000;

Estimate salaries, remunerations of members of the Board of Directors and members of the Board of Supervisors of Song Da 4 Joint Stock Company in 2016: VND 232,000,000;

Unpaid expenses: VND 488,000,000 is the remuneration of the members of the Board of Directors and executive Board of Supervisors who are paid at the company so they are not entitled to remuneration.

Details as follows:

+ Executive Chairman of Board of Directors:

VND 10,000,000/month x 12 months = VND 120.000.000.

+ Non-executive Chief of Board of Supervisors:

VND 8,000,000 /month x 4 months = VND 32.000.000.

+ Supervisor:

5,000,000 VND/person/month x 2 people x 8 months = VND 80.000.000

**4. Production and business plan for 2017:**

|  |  |
| --- | --- |
| - Total production value: | VND 855,00 billion |
| - Revenue: | VND 813,65 billion |
| - Pay to budget: | VND 48,621 billion |
| - Profit: |  |
| + Profit before tax: | VND 33,86 billion |
| + Profit after tax: | VND 29,44 billion |
| - Owner’s equity: | VND 163,86 billion |
| - Chartered capital: | VND 103 billion |
| - Total assets: | VND 875 billion |
| - Expected dividend rate: | 12÷15% |
| - Average income: | VND 8,6 million/person/month |
| - Investment plan: | VND 41,7 billion |

**5. Amend the operation charter of Song Da 4 Joint Stock Company:**

Approve the amendment of the charter of Song Da 4 Joint Stock Company as follows:

+ Remove the logos symbol in Clause 1, Article 2 of the Regulation of Song Da 4 Joint Stock Company.

+ Amend Clause 1, Article 53: Effective date as follows: This charter is composed of 21 chapters and 53 articles amended and supplemented for the 8th (eighth) and approved by the General Meeting of Shareholders of Song Da 4 Joint Stock Company dated April 28, 2017.

**6. Select Auditing Company to audit Financial Statement 2017**

Approve the selection of AAC Auditing and Accounting Co., Ltd, - Add: Lot 78-80, 30-4 Street, Hai Chau Dist, Da Nang to be the unit that performs mid-year control and audits financial statements of Song Da 4 Joint Stock Company in 2017.

**7. Authorize the Board of Directors to approve contracts and transactions according to Point (0), Article 2, Clause 14, Charter of Song Da 4 Joint Stock Company.**

According to point (0) clause 2 of Article 14 of the company's charter, the company or its branches sign contracts with persons defined in Clause 1, Article 162 of Enterprise Law with the value equal to or greater than 35% of the total asset value of the company and its branches recorded in the latest audited financial statements. To ensure the transactions in accordance with the law and the Company’s charter, and at the same time do not miss business opportunities, the General Meeting of Shareholders approves the authorization of the Board of Directors to approve contracts and transactions in accordance with clause (0), clause 2, Article 14 of the Charter of Song Da 4 Joint Stock Company if any arising in 2017.

**8. Plan of Salary, remuneration 2017:**

When the company completes the business plan and implemented profit is equal to plan profit: Salary and remuneration of the manager is as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No | **Title** | **Remuneration/month (VND)** | **Salary/month (VND)** |
| 1 | Chairman of Board of Directors  - Non-executive  - Executive |  |  |
| 6.000.000 |  |
|  | 31.000.000 |
| 2 | Member of the Board of Directors plurality General Director |  | 28.000.000 |
| 3 | Member of the Board of Directors |  | 21.000.000 |
| 4 | Executive Chief of Board of Supervisors |  | 19.000.000 |
| 5 | Member of Board of Supervisors | 4.500.000 |  |

For members of Board of Directors, Board of Supervisors: if they enjoy salary at the company, they shall not be entitled to remuneration.

In case the company fulfills its business plan and its implemented profit exceeds its plan, every 1% of its profits exceeding its plan, the average salary shall not exceed 2%, not more than 20% of the average planned salary.

In case that the company has a lower profit than the plan, every 1% of profit lower than the plan, the average salary of the manager who is the representative of the State’s capital must be deducted equal to 1% of the planned average salary.

**9. Approve additional members of the Board of Directors:**

9.1. Mr. Nguyen Tien Truong - born in 1974; Occupation: Civil engineer; Master of Business Administration; Current position: Deputy General Director of Song Da 4 Joint Stock Company is a member of the Board of Directors of Song Da 4 Joint Stock Company from November 7, 2016 to April 18, 2017

9.2. Mr. Dang Van Chien - born in 1974; Occupation: Irrigation engineer; Master of Business Administration; Current position: Chief of Office of Song Da 4 Joint Stock Company – Head of representative of Song Da Corporation’s capital; Chairman of Board of Director of Song Da 12 Joint Stock Company; Head of representative of of Song Da Corporation’s capital at Song Da 4 Joint Stock Company, being a member of the Board of Directors of Song Da 4 Joint Stock Company for the remaining time of the term of 2013- 2018, since 19 April 2017.

**Article 2:** The General Meeting of Shareholders assigns the Board of Directors to direct the executive apparatus of the Company to organize the implementation of the Resolution of the Annual General Meeting of Shareholders 2017. The Board of Supervisors performs the function of inspecting and supervising management activities of the Board of Directors, activities of production and business of the General Director and the executive apparatus of the Company in accordance with the law, the Company’s Charter and this Resolution.

**Article 3:** The members of the Board of Directors, the Board of Supervisors, the executive management apparatus, the organizations and individuals of the company and the shareholders shall base the Resolution on their implementation.

**Article 4:** This Resolution is passed by the General Meeting of Shareholders of Song Da 4 Joint Stock Company in Annual General Meeting of Shareholders 2017 on 28 April 2017 with voting rate of 100%.

The Resolution takes effect from April 28, 2017.