**SDD: Annual General Mandate**

On 28th April, 2017, Song Da Investment and Construction Joint Stock Company announced the Annual General Mandate as follows:

**Article 1:** The General Meeting of Shareholders agreed to approve the Report of the Board of Directors on production and business activities in 2016 and the audited financial statements in 2016 of Song Da Investment and Construction Joint Stock Company:

|  |  |
| --- | --- |
| **TARGET** | **PERFORMANCE IN 2016** |
| Net revenue from sale of goods and rendering of services (million VND) | 71,704 |
| Total profit after tax (million VND) | -3,470 |
| Dividend payout ratio + bonus share (%) | 0 |

**Article 2:** The Board of Directors agreed to approve the production and business plan in 2017 of Song Da Investment and Construction Joint Stock Company:

|  |  |
| --- | --- |
| **TARGET** | **PERFORMANCE IN 2016** |
| Production and business value (million VND) | 70,000 |
| Net revenue (million VND); where  + Revenue from construction  + Revenue from power generation | 70,000  50,000  20,000 |
| Total profit after tax (million VND) | 200 |

**Article 3:** The General Meeting of Shareholders agreed to approve the Report of the Supervisory Board on evaluation and appraisal of the production and business performance, financial statements, management and administration of the Board of Directors and Board of Management in 2016.

**Article 4:** The General Meeting of Shareholders agreed to approve the Remuneration plan for the Board of Directors and Supervisory Board in 2017 as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **No.** | **Position** | **Quantity** | **Months** | **Remuneration/ month (VND)** | **Total remuneration/ year (VND)** |
| **I** | **Board of Directors** |  |  |  | **108,000,000** |
| 1 | Chairman of the Board of Directors | 1 | 12 | 3,000,000 | 36,000,000 |
| 2 | Member of the Board of Directors | 4 | 12 | 1,500,000 | 72,000,000 |
| **II** | **Supervisory Board** |  |  |  | **42,000,000** |
| 1 | Chief of the Supervisory Board | 1 | 12 | 1,500,000 | 18,000,000 |
| 2 | Member of the Supervisory Board | 2 | 12 | 1,000,000 | 24,000,000 |
|  | **Total** |  |  |  | **150,000,000** |

Remuneration is paid monthly and settled at the end of fiscal year.

**Article 5:** To approve the selection of auditing company:

The General Meeting of Shareholders authorizes the Board of Directors to negotiate and select one of the auditing firms to be considered by the Ministry of Finance and the State Securities Commission as qualified auditors for the public interest company to audit the semi-annual financial statements, the 2017 financial statements and the building investment of Song Da Investment and Construction Joint Stock Company.

**Article 6:** To approve the profit distribution, dividend payment plan in 2016 (Unit: VND)

|  |  |  |
| --- | --- | --- |
| **No.** | **Content** | **Amount** |
| **I** | **Profit distribution plan** |  |
| 1 | Retained profit after tax in 2015 | 1,553,712,472 |
| 2 | Profit after corporate income tax in 2016 | -3,470,047,326 |
| 3 | Total undistributed profit after corporate income tax | -1,916,334,854 |
| 4 | Funds | 0 |
|  | *- Financial reserve fund (5%)* | *0* |
|  | *- Reward, welfare fund (10%)* | *0* |
| 5 | Remaining profit after tax in 2016 | -1,916,334,854 |
| 6 | Remaining capital surplus in 2016 | 48,603,459 |
| **7** | **Profit after tax and remaining capital surplus in 2016** | **-1,867,731,395** |
| **8** | **Charter capital** | **160,076,850,000** |
| **9** | **Dividend payout ratio from capital surplus and profit** | **0%** |
| 10 | Dividend payment in 2016 | 0 |
| 11 | Remaining capital surplus in 2016 | **-1,867,731,395** |

Due to the fact that the company is concentrating investment in some licensed projects, high interest rate and low construction output without profit, the General Meeting of Shareholders approved the non-dividend payment plan in 2016.

**Article 7:** The General Meeting of Shareholders agreed to authorize the Board of Directors to organize the implementation of the approved contents in the General Meeting and adjust the production and business plan (if any) as well as the implementation of the plan of hydropower construction investment and decide on the subsequent plans (transfer or further construction investment) for hydropower projects that have been and will be licensed to ensure economic efficiency for the Company.

**Article 8:** Implementation:

- The General Meeting of Shareholders agreed to assign the Board of Directors of Song Da Investment and Construction Joint Stock Company to finalize the decisions approved at the 2017 Annual General Meeting of Shareholders and implement the contents mentioned in this Resolution.

- The Resolution takes effect from 28th April, 2017.