**KSV: General Mandate 2020**

On 25 Mar 2020, Vinacomin - Minerals Holding Corporation announced the General Mandate 2020 as follows:

Article 1: Approve the change in members of Vinacomin - Minerals Holding Corporation

The General Meeting of Shareholders approved the change in members of the Board of Directors of Vinacomin - Minerals Holding Corporation, specifically as follows:

- Based on point e, clause 2 Article 26 of the Charter of Vinacomin - Minerals Holding Corporation, Mr. Vu Van Long is no longer a member of the Board of Directors of Vinacomin - Minerals Holding Corporation, dismissed from the position of Chairman of Vinacomin - Minerals Holding Corporation from May 15, 2019

 Article 2: Approve the results of production and business in 2019, the targets of the business plan for production and business in 2020 with the following contents:

1. Approve the business results in 2019

- Total consolidated revenue of the Corporation: VND 6,202 billion, equal to 94.86% of the adjusted plan and equal to 108.77% of the same period last year (in which: Revenue of parent company’s products: VND 2,670.97 billion/ VND 2,621 billion of the adjusted plan, equal to 101.91% of the adjusted plan)

- Profit before tax: VND 15.51 billion (in which: Parent company - Corporation: VND 137.67 billion)

- Submit the State budget: VND 970.75 billion

- Total employees: 4,453/ 4,812 people, reaching 92.54% of the year plan and 97.87% of the 2018 plan

- Average income: VND 8.258 million/ person/ month, equal to 91.29% of the year plan and 95.35% of the previous year

- Total value of construction investment in 2019: VND 1,121,974 million, equal to 96.66% of the 2019 Plan

2. Approving the production and business plan for 2020

2.1.1 Consolidated targets of the Corporation

- Total revenue: VND 6,588 billion

In which: Revenue from minerals: VND 6,511 billion

Other revenue from production and business: VND 77 billion

- Consolidated profit before tax: VND 163 billion, including: Profit from minerals: VND 162 billion; Profit from other business: VND 1 billion

2.1.2 Parent company - Corporation

- Revenue: VND 3,152 billion

In which: Revenue of minerals: VND 3,104 billion

Other revenue: VND 48 billion

- Parent company profits: VND 94 billion, in which: From the mineral: VND 93.57 billion; other business: VND 0.43 billion)

2.1.3 Dividend plan for the Parent company - Corporation in 2020: ≥3%

2.1.4 Basic construction: VND 1,476 billion, in which: Project preparation, implementation of investment: VND 1,335.29 billion; Payment for debts of the previous year: VND 0 billion; Provisions: VND 140.71 billion

2.1.5 Salary and policies for employees:

Average labor: 4,812 people, in which: Parent Company: 1,986 people

Operating to ensure the average salary of the Corporation of VND 8.976 million/ person/ month, equal to 118.28% of the plan in 2019, in which: Parent company - Corporation: VND 10.453 million/ person/ month The General Meeting of Shareholders assigned the Board of Directors of Vinacomin - Minerals Holding Corporation to execute direction and supervision of cost management, strengthening inspection and strict control of input costs (purchase of supplies), reduction of consumption, repair costs etc. and authorized the Board of Directors of the Corporation in the process of implementing the plan, based on the actual situation, price fluctuations of the market to actively adjust the plan appropriately to ensure the achievement of the profit and dividend plan, maintain stable production and capital development

Article 3: Approving the results of the implementation of the production and business plan for the period of 2016 - 2020, and some key targets for the period of 2021 - 2025

1. Approve the business results in the period of 2016 - 2020

Total consolidated revenue: 27,968 billion dongs

Profit before tax: 748.355 billion dongs

Contributing to the State budget: 3,885.015 billion dongs

Average number of workers: 4,719 people

Average income: 7.954 million dongs/ person/ month

2. Approving the business and production plan for the period of 2021 - 2025

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No | Target | Unit | Year 2021 | Year 2022 | Year 2023 | Year 2024 | Year 2025 | Accumulated |
| A | Value indicator |  |  |  |  |  |  |  |
| 1 | Consolidated revenue | Million dongs  | 7,515,550 | 8,310,000 | 8,310,000 | 8,310,000 | 8,310,000 | 40,755,549 |
| 2 | Profit before tax | Million dongs | 187,389 | 207,250 | 207,250 | 207,250 | 207,250 | 1,016,389 |
| 3 | Contributing to the State budget | Million dongs  | 890,000 | 900,000 | 900,000 | 900,000 | 900,000 | 4,500,000 |
| 4 | Investment plan | Million dongs  | 1,609,709 | 730,784 | 543,025 | 775,066 | 1,026,438 | 4,685,022 |

Article 4: Approve the Operation Report of the Board of Directors in 2019, the term 2015 - 2020 and directions for 2020, the term of 2020 – 2025

Article 5: Approve the Operation Report of the Supervisory Board regarding verification of operational and financial situation in 2019, summarizing the term of 2015 - 2020 and orientation for the term of 2020 – 2025

Article 6: Approving the results of election of members of the Board of Directors and the Supervisory Board for the term II (2020 - 2025):

1. Members of the Board of Directors include the following names:

- Mr. Nguyen Van Hai

- Mr. Trinh Van Tue

- Mr. Dang Duc Hung

- Mr. Ngo Quoc Trung

- Mr. Bui Tien Hai

2. Members of the Supervisory Board consist of the following names:

- Mr. Luong Van Linh

- Mr. Pham Xuan Phong

- Mr. Nguyen Nam Hung

Article 7: Approve the consolidated financial statements; financial statements of Parent Company - Corporation and profit distribution plan of Parent company - Vinacomin - Minerals Holding Corporation; Approve the results of salary payment in 2019 and remuneration payment plan for 2020

1. Consolidated financial statement; holding company financial statements - Corporation audited in 2019 1.1 Parent company - Corporation

1.1.1 Balance sheet

Unit: million dongs

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicators | Figures at the year end31 Dec 2019 | Figures at the beginning of the year01 Jan 2019 |
| I | Total assets | 5,615,574 | 5,385,382 |
| 1 | Current assets | 2,184,710 | 2,167,804 |
| 2 | Long-term assets | 3,430,863 | 3,217,579 |
| II | Total capital  | 5,615,574 | 5,385,382 |
| 1 | Payable debts | 3,481,710 | 3,289,074 |
| 2 | Equity | 2,133,864 | 2,096,308 |
|  | In which: Charter capital | 2,000,000 | 2,000,000 |
|  | Retained profit after tax | 129,849 | 91,757 |

1.1.2 Business and production results:

Unit: VND million

|  |  |  |
| --- | --- | --- |
| No | Indicators | Year 2019 |
| 1 | Total revenue | 6,153,391 |
| 2 | Profit before tax | 137,672 |
| 3 | Total profit after tax | 106,706 |

1.2 Consolidation of the Corporation

1.2.1 Balance sheet

Unit: million dongs

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicators | Figures at the year end31 Dec 2019 | Figures at the beginning of the year01 Jan 2019 |
| I | Total assets | 7,760,501 | 7,930,931 |
| 1 | Current assets | 2,521,009 | 2,818,248 |
| 2 | Long-term assets | 5,239,492 | 5,112,684 |
| II | Total capital  | 7,760,501 | 7,930,931 |
| 1 | Payable debts | 5,361,310 | 5,345,672 |
| 2 | Equity | 2,399,191 | 2,585,260 |
|  | In which: Charter capital | 2,000,000 | 2,000,000 |
|  | Retained profit after tax | 79,326 | 170,197 |

1.2.2 Business and production results:

Unit: VND million

|  |  |  |
| --- | --- | --- |
| No | Indicators | Year 2019 |
| 1 | Total revenue | 6,202,716 |
| 2 | Profit before tax | 15,511 |
| 3 | Total profit after tax | -43,023 |

2. Profit distribution plan of the Parent company in 2019

- Total profit after tax in 2019: VND 106,706 million

- Total profit after tax distributed: VND 79,326 million

+ Dividend payment (3%): VND 60,000 million

+ Deduction to welfare and reward fund: VND 19,023 million

+ Deduction to reward fund for enterprise managers: VND 303 million

3. Results of paying salaries and remuneration of the Board of Directors, the Supervisory Board and the Corporation's managers in 2019 and the 2020 plan

3.1 Realization of 2019

3.1.1 Salary of the specialized Manager of the Corporation

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Position | People | Adjusted plan 2019 | Realization 2019 |
| 1 | General Director | 01 | 497,664,000 | 497,664,000 |
| 2 | Deputy General Director | 05 | 2,090,200,000 | 2,090,200,000 |
| 3 | Chief Accountant | 01 | 414,720,000 | 414,720,000 |
|  | Total | 07 | 3,002,584,000 | 3,002,584,000 |

3.1.2 Salary of member of Board of Directors, Head of Supervisory Board

- Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Title | Number of persons | Adjusted plan of 2019 | Realization in 2019 |
| 1 | Member of Board of Directors  | 01 | 167,932,000 | 167,932,000 |
| 2 | Head of Supervisory Board  | 01 | 464,484,000 | 464,484,000 |
|  | Total | 02 | 632,416,000 | 632,416,000 |

Payment form: Directly paid by Vimico

3.1.3 Remuneration of non-standing member of Board of Directors, head of Supervisory Board (20% of basic salary)

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Position | People | Plan 2019 | Realization 2019 |
| 1 | Chair of Board of Directors  | 01 | 76,800,000 | 74,400,000 |
| 2 | Member of Board of Directors  | 04 | 208,800,000 | 169,200,000 |
| 3 | Member of Supervisory Board  | 02 | 129,600,000 | 124,800,000 |
|  | Total | 07 | 415,200,000 | 368,400,000 |

Payment form:

- Transfer to TKV for remuneration of representative of TKV who receives salary of TKV

- Vimico directly pays remuneration of representative of TKV who receives salary of Vimico

3.2 Plan 2020

3.2.1 Salary of standing member of Board of Directors, head of Supervisory Board

Unit: VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Title | Number of persons | Adjusted plan of 2019 | Realization in 2019 |
| 1 | Member of Board of Directors  | 01 | 33,383,000 | 400,596,000 |
| 2 | Head of Supervisory Board  | 01 | 34,619,000 | 415,428,000 |
|  | Total | 02 |  | 816,024,000 |

3.2.2 Remuneration of the Chairman of the Board of Directors, the member of Board of Directors, the non-standing member of Supervisory Board (20% of the basic salary)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No | Position | Monthly salary | Number of persons | Rate | Monthly remuneration  | Annual remuneration  |
| 1 | Chair of Board of Directors  | 31,000,000 | 01 | 20% | 6,200,000  | 74,400,000 |
| 2 | Member of Board of Directors  | 27,000,000 | 03 | 20% | 5,400,000 | 194,400,000 |
| 3 | Member of Supervisory Board  | 25,000,000 | 02 | 20% | 5,000,000 | 120,000,000 |
|  | Total |  | 06 |  |  | 388,800,000 |

Article 8: Approving the selection of auditing companies to audit the financial statements of 2020

The Annual General Meeting of Shareholders in 2020 approved authorizing the General Director of the Corporation to sign audit contracts for financial statements of 2020 with UHY Auditing and Consulting Co., Ltd, with the following contents:

- Auditing fee: VND 361,818,182 (excluding 10% VAT);

- Auditing the financial statements and issuing audit reports for the Parent Company and its subsidiaries for the fiscal year of 2020 (from January 1, 2020 to December 31, 2020), including review of semi-annual financial statements (January 1, 2020 to June 30, 2020);

- Auditing the financial statements and issuing consolidated audit reports of the Corporation for the fiscal year of 2020, including review of semi-annual financial statements (January 1, 2020 to June 30, 2020)

Article 9: Approving the deduction to the Science and Technology Development Fund in 2020

The Annual General Meeting of Shareholders in 2020 approved the deduction to the Science and Technology Development Fund in 2020, specifically as follows:

The total science and technology fund in 2020: VND 4,700,000,000

In which:

- Funds for performing S&T research tasks in 2020: VND 1,500,000,000

- Funding for technical innovation activities: VND 1,000,000,000

- Expenses for management of science and technology tasks of the Councils in the Corporation: VND 200,000,000

- Funding for the implementation of the experimental production plan for recovery of nickel sulfate and copper sulfate: VND 2,000,000,000

The Board of Directors was assigned to implement in accordance with current regulations, ensuring profit and dividend plans for 2020

Article 10: Approving the policy of continuing to list the Corporation's stocks at Hanoi Stock Exchange

- The General Meeting of Shareholders approved the continuation of procedures for listing the Corporation's shares on HNX if eligible, authorizing the Corporation's Board of Directors to approve the listing registration file (if any) according to the law

Article 11: Approving the consumption of steel billets produced at Cao Bang Iron and Steel Joint Stock Company in 2020 and subsequent years

The General Meeting of Shareholders approved sale of steel billets produced by Cao Bang Iron and Steel Joint Stock Company in 2020 and the following years, specifically as follows:

1. The General Meeting of Shareholders approved Vinacomin - Minerals Holding Corporation to sign a principle contract to sell all the steel billet produced by Cao Bang Iron and Steel Joint Stock Company in 2020 and subsequent years

2. The General Meeting of Shareholders agreed to authorize the Board of Directors of the Corporation to approve the annual sales plan to assign the General Director to implement, ensuring the principle of publicity, transparency, and suitability with market developments

Article 12: Approve the plan of production and business, organization of exploitation of the North of Na Ria iron mine, authorizing the Board of Directors to approve the annual implementation plan in accordance with the reality of production and business and the approved policy

Article 13: Approve the business cooperation contract and product purchase and sale mechanism in 2020 with TKV

The General Meeting of Shareholders approved the content of Mineral Exploitation, Sorting and Processing Contract and copper bar trading mechanism in 2020 with TKV:

I. Regarding business cooperation contracts and trading mechanism of copper products:

1. Approving the business cooperation contract in 2020 between Vinacomin - Minerals Holding Corporation and shareholder - Vietnam Coal and Mineral Industries Holding Corporation Limited

2. Approve the mechanism of trading copper products with Vietnam Coal and Mineral Industries Holding Corporation Limited in accordance with the regulations on business cost management in the Group of TKV Companies in Decision No.212/QD - TKV of February 12, 2019 of the Council member of Vietnam Coal and Mineral Industries Holding Corporation Limited: Vietnam Coal and Mineral Industries Holding Corporation Limited issues the price for copper products manufactured by Vinacomin - Minerals Holding Corporation in 2020

3. Authorize the Corporation's Board of Directors to decide on the contract extension, price approval and assign the General Director to implement the Contract in accordance with the law. The contract can be extended to the Annual General Meeting of Shareholders in 2021 (before April 30, 2021)

II. Regarding the copper ore

The General Meeting of Shareholders approved the policy and authorized the Board of Directors of the Corporation to decide: during the implementation of business and production activities in 2020, based on market movements and Covi-19 epidemic to actively coordinate with TKV shareholders to carry out the material reserve/ purchase and sale of products in accordance with the business cooperation mechanism signed between Vimico and TKV, in order to ensure the achievement of the planned target, maintain stable production, preserve and develop capital

Article 14: Implementation provisions

1. This Resolution was approved by the Annual General Meeting of Shareholders of Vinacomin - Minerals Holding Corporation with the rate of 100% of the total voting shares of the shareholders present at the General Meeting of Shareholders

2. This Resolution takes effect from the date of approval of the General Meeting of Shareholders.

3. Members of the Board of Directors, Board of Supervisors, General Director and all Shareholders of the Corporation are responsible for implementing this Resolution and organizing the implementation according to their respective competence and functions in accordance with the provisions of law and the Charter on organization and operation of Vinacomin - Minerals Holding Corporation