**VDB: Annual General Mandate 2020**

On 13 May 2020, Dong Bac Transport And Processing Of Coal Joint Stock Company announced the annual General Mandate 2020 as follows:

Article 1: Approve Statement on operation results of 2019 and operation plan for 2020

The annual General Meeting of Shareholders approved the Statement on operation results of 2019, operation plan for 2020 as follows:

\* Operation results of 2019

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No | Indicator | Unit | Plan 2019 | Realization 2019 | Realization/ plan % |
| 1 | Charter capital | VND million | 51,000 | 51,000 | 100.0 |
| 2 | Coal output | Ton | 1,693,500 | 3,053,966.59 | 180.33 |
|  | - Clean coal (finished product) | Ton | 1,293.500 | 2,631,663.61 | 203.45 |
|  | - Raw coal | Ton | 400,000 | 422,302.98 | 105.58 |
|  | In which: Clean NK coal | Ton | 357,400 | 388,780.77 | 108.78 |
| 3 | Coal sales | Ton | 1,650,900 | 2,813,217.44 | 170.41 |
| 4 | Waterway transport | Ton | 4,003,300 | 6,686,848.68 | 167.03 |
| 5 | Revenue | Ton | 3,060,157.81 | 5,588,543.30 | 182.62 |
| 6 | Profit before tax | VND million | 25,000 | 55,991.09 | 223.96 |
| 7 | Profit after tax | VND million | 20,000 | 45,152.85 | 225.76 |
| 8 | Contributing to the State's budget | VND million | 28,855.44 | 85,480.80 | 596.24 |
| 9 | Average salary | VND/ person/ month | 14,557,000 | 18,910,000 | 129.90 |

\* Operation plan for 2020

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Indicator | Unit | Plan 2020 | Note |
| 1 | Charter capital | VND million | 66,300 |  |
| 2 | Import coal output | Ton | 2,323,900 |  |
|  | - Clean coal (finished product) | Ton | 1,923,900 |  |
|  | - Raw coal | Ton | 400,000 |  |
|  | In which: Clean NK coal | Ton | 358,000 |  |
| 3 | Coal sales | Ton | 2,281,900 |  |
| 4 | Waterway transport | Ton | 7,140,000 |  |
| 5 | Revenue | Ton | 4,422,014.35 |  |
| 6 | Profit before tax | VND million | 28,250 |  |
| 7 | Profit after tax | VND million | 22,600 |  |
| 8 | Contributing to the State's budget | VND million | 35,783.13 |  |
| 9 | Average salary | VND/ person/ month | 14,184,000 |  |
| 10 | Expected rate extracted to the funds | % profit | 20% |  |
| 11 | Expected dividend payment rate | % profit | 80% |  |
|  | In cash | % profit | 55% |  |
|  | By shares | % profit | 25% |  |

The annual General Meeting of Shareholders authorized the Board of Directors to adjust the operation plan of 2020 in accordance with the actual situation of the Company

Article 2: Approve the statement on audited financial statement of 2019

The annual General Meeting of Shareholders approved the whole audited financial statement of 2019

Article 3: Approve Statement on report on operation of the Board of Directors in 2019 and operation plan for 2020

The annual General Meeting of Shareholders approved the report on operation of the Board of Directors in 2019 and operation plan for 2020

Article 4: Approve Statement on report on assessment of operation results of the Supervisory Board in 2019 and operation plan for 2020

The annual General Meeting of Shareholders approve the report on assessment of operation results of the Supervisory Board in 2019 and operation plan for 2020

Article 5: Approve Statement on remuneration payment to members of the Board of Directors and Supervisory Board in 2019 and plan for 2020

The annual General Meeting of Shareholders approved the statement on remuneration payment to members of the Board of Directors and Supervisory Board in 2019, suggesting the plan for 2020 as follows:

\* Remuneration settlement in 2019

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No | Position | Number of persons | Number of months | VND/ person/ month | Remuneration fund settlement | Note |
| I | Board of Directors | 05 | 40 |  | 100,000,000 |  |
| 1 | Chair of Board of Directors | 01 |  |  |  |  |
| - | Full-time | 01 |  |  |  |  |
| - | Part-time |  |  |  |  |  |
| 2 | Member of Board of Directors | 02 | 24 | 2,500,000 | 60,000,000 |  |
| 3 | Member of Board of Directors | 02 | 16 | 2,500,000 | 40,000,000 | Additional election |
| II | Supervisory Board | 03 | 36 |  | 42,000,000 |  |
| 1 | Head of Supervisory Board | 01 | 12 | 1,500,000 | 18,000,000 |  |
| 2 | Member of Supervisory Board | 02 | 24 | 1,000,000 | 24,000,000 |  |
|  | Total | 08 | 76 |  | 142,000,000 |  |

\* Plan for remuneration payment to the Board of Directors and Supervisor Board in 2020

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No | Total remuneration | Number of persons | Number of months | VND/ person/ month | Remuneration fund 2020 (VND) | Note |
| I | Board of Directors | 05 |  |  | 120,000,000 |  |
| 1 | Chair of Board of Directors | 01 |  |  |  |  |
| - | Full-time |  |  |  |  |  |
| - | Part-time |  |  |  |  |  |
| 2 | Member of Board of Directors | 04 | 48 | 2,500,000 | 120,000,000 |  |
| II | Supervisory Board | 03 |  |  | 42,000,000 |  |
| 1 | Head of Supervisory Board | 01 | 12 | 1,500,000 | 18,000,000 |  |
| 2 | Member of Supervisory Board | 02 | 24 | 1,000,000 | 24,000,000 |  |
|  | Total | 08 | 84 |  | 162,000,000 |  |

Remuneration for the Board of Directors and Supervisor Board is included in the business operation expense of the Company

Article 6: Approve the Statement on plan for profit distribution, extraction to funds, dividend payment for 2019

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Indicator | Unit | Rate % | Amount |
| 1 | Profit before tax | VND |  | 55,991,090,590 |
| 2 | After-tax profit | VND | 100% | 45,152,852,178 |
| 3 | Payment for construction investment capital |  |  | 5,045,064,097 |
| 4 | Retained profit due to exchange rate difference | VND |  | 67,736,149 |
| 5 | Profit for distribution | VND |  | 40,040,051,932 |
| - | Extraction to funds at the Company | VND | 20% | 8,008,010,386 |
|  | Investment and Development Fund | VND | 10% | 4,004,005,193 |
|  | Welfare and Reward Fund and reward fund for managers | VND | 10% | 4,004,005,193 |
|  | In which: + Welfare and Reward Fund | VND |  | 3,704,005,193 |
|  | + Reward fund for managers | VND |  | 300,000,000 |
| - | Profit for dividend payment | VND | 80% | 32,032,041,546 |
| 6 | Profit rate | Profit/ charter capital |  |  |
|  | Dividend payment by shares | Profit/ charter capital | 30% | 15,300,000,000 |
|  | Dividend payment in cash | Profit/ charter capital | 32.81% | 16,732,041,546 |
| 7 | Dividend payment in cash | VND/ share |  | 3,281 |

\* Dividend payment plan for 2019

The annual General Meeting of Shareholders approved the dividend payment for 2019 and authorized the Board of Directors to decide the time of payment and make the payment in accordance with the law. Specifically:

+ Plan on cash dividend payment:

- Dividend payment: 32.81% of charter capital (equivalent to VND 3,281/ share)

- Total dividend payment: VND 16,732,041,546

+ Plan on dividend payment by shares:

- Par value of share for dividend payment: VND 10,000/ share

- Number of shares to be issued: 30% of charter capital (1,530,000 shares)

- Proceeds of the share issue for dividend payment: VND 15,300,000,000

\* Plan on supplement of business capital:

- Investment project: Maintain investment for production in 2020

- Scale of investment: Additional investment, replacing some of the recovered assets to clear the ground to build the sea route of Ha Long - Cam Pha

- Supplementary source: construction investment capital

- Additional amount: VND 5,045,064,097 (The difference is due to the site clearance compensation)

The annual General Meeting of Shareholders approved the plan for additional business capital and authorized the Board of Directors to base on the regulations and the actual situation of the project to decide the implementation according to the law

\* Plan on profit distribution for 2020

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Indicator | Unit | Rate % | Amount |
| 1 | After-tax profit | VND million | 100% | 22,600 |
| 2 | Extraction to funds | VND million | 20%/ profit | 4,520 |
|  | - Financial provision |  |  |  |
|  | - Investment and Development Fund | VND million | 10 | 2,260 |
|  | - Welfare and Reward Fund | VND million | 9.5 | 2,147 |
|  | - Reward fund for managers | VND million | 0.5 | 113 |
| 3 | Expected dividend payment rate | VND million | 80%/ profit | 18,080 |
|  | Cash | VND million | 55%/ profit | 12,430 |
|  | Share | VND million | 25%/ profit | 5,650 |

Article 7: Approve the Statement on investment plan for 2020 and 5-year plan (2021 – 2025)

To maintain the effective business operation, the annual General Meeting of Shareholders authorized the Board of Directors to decide the implementation of investment projects in 2020 and 5-year plan (2021 – 2025)

The annual General Meeting of Shareholders assigned the Board of Directors to implement the project

Article 8: Approving the plan on hiring the waterway transport in 2020

To maintain the timely and effective production and business activities, the Board of Directors of the Company reported to consult the annual General Meeting of Shareholders to decide the plan on hiring more means of waterway transport, expected from 30,000 to 40,000 tons

The annual General Meeting of Shareholders agreed to assign the Board of Directors of the company based on the actual situation to carry out

Article 9: Approve the authorization letter to the Board of Directors of the Company to carry out the procedures, legal documents and to decide issues related to the daily business and production activities of the Company

To ensure the maintenance of timely and effective production and business activities, the annual General Meeting of Shareholders authorized the Board of Directors to decide the following:

+ Carry out legal procedures, documents and decide issues related to production and business activities, transaction contracts, loan contracts, working capital loans to maintain production and business activities of the Company

+ In case of effective production and business, labor productivity and profit increase and exceed the plan. To ensure quick capital recovery, maintain the production and business activities, according to the actual situation, the annual General Meeting of Shareholders authorized the Board of Directors to decide the quick depreciation (the rate of rapid depreciation must not exceed twice) in accordance with the Ministry of Finance's regulations on management, use and depreciation of fixed assets but ensure the completion of the profit plan made by the Company

Article 10: Approve the statement on selection of an auditing unit to audit financial statement of 2020

The annual General Meeting of Shareholders approved the authorization for the Board of Directors based on the competence, qualification and professional auditor team of independent auditing firms, meeting the audit standards for public companies certified by the State Securities Committee to perform the audit of financial statement of 2020 of the Company

Article 11: Terms of implementation

The annual General Mandate 2020 of Dong Bac Transport And Processing Of Coal Joint Stock Company was approved at the annual General Meeting of Shareholders of 2020 and took effect from 13 May 2020

The Board of Directors, the Company Director, the Supervisory Board and related persons are responsible for implementing this Resolution, ensuring the interests of shareholders and complying with the law