**TC6: Annual General Mandate 2020**

On 16 May 2020, Vinacomin Coc Sau Coal JSC announced the annual General Mandate 2020 as follows:

Article 1: Approve the report on operation result of 2019 and operation plan for 2020 of Vinacomin Coc Sau Coal JSC, including:

1.1 Operation result of 2019

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No | Indicator | Unit | Year 2019 | | | | |
| Initial plan | Adjusted plan | Realization | Rate % compared to | |
| Initial plan | Adjusted plan |
| 1 | Loading rock and land | M3 | 25,900,000 | 25,200,000 | 25,217,453 | 97.36 | 100.07 |
| 2 | Coal production | Ton | 2,690,000 | 2,750,000 | 2,912,208 | 108.26 | 105.90 |
| a | Peeled coal | Ton | 1,850,000 | 1,750,000 | 1,750,084 | 94.60 | 100.00 |
| b | Clean coal | Ton | 840,000 | 1,000,000 | 1,162,124 | 138.35 | 116.21 |
| 3 | Land clearing coefficient | M3/ ton | 14.00 | 14.40 | 14.41 | 102.93 | 100.07 |
| 4 | Coal sales | Ton | 2,663,000 | 2,790,000 | 2,923,696 | 109.79 | 104.79 |
| 5 | Total revenue | VND million | 3,493,548 | 3,500,037 | 3,597,532 | 102.97 | 102.78 |
| - | In which: coal revenue | VND million | 3,493,548 | 3,500,037 | 3,544,806 | 101.55 | 101.89 |
| 6 | Construction investment | VND million | 298,481 | 292,889 | 248,627 | 83.30 | 84.89 |
| 7 | Profit before tax | VND million | 26,066 | 31,280 | 15,889 | 60.96 | 50.80 |
| 8 | Average salary | VND 10,000/ person/ month | 8,562 | 8,706 | 10,142 | 118.45 | 116.49 |

1.2 Operation plan for 2020

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicator | Unit | Plan for 2020 |
| 1 | Loading rock and land | M3 | 28,000,000 |
| 2 | Raw coal | Ton | 2,000,000 |
| 3 | Clean coal | Ton | 915,000 |
|  | Cleaning coefficient | M3/ ton | 14.00 |
| 4 | Coal sales | Ton | 2,883,000 |
| 5 | Total revenue | VND million | 3,734,005 |
|  | In which: Coal sales | VND million | 3,734,005 |
| 6 | Construction investment value | VND million | 188,710 |
| 7 | Average salary | VND 1,000/ person/ month | 9,674 |
| 8 | Profit before tax | VND million | 27,248 |
| 9 | Dividend payment | %/ charter capital | ≥ 4 |

The annual General Meeting of Shareholders agreed to authorize the Board of Directors, the Management Board of the Company to organize the effective implementation of some of the following tasks:

(i) Based on the consumption market, weather changes ... adjust production and business plans to suit practical conditions to ensure the efficiency and benefits of shareholders and the Company

(ii) prepare the project adjustment and settlement of Investment project for construction of Coc Sau Coal Mine Work - Coc Sau Coal Joint Stock Company - TKV in accordance with the law

(iii) divest all of the Company's investment capital from Cam Pha Thermal Power Joint Stock Company - TKV on the basis of ensuring the principle of preserving investment capital

Article 2: Approving the audited financial statement of 2019 audited by PKF Vietnam Co., Ltd. with the following basic contents:

1. Short-term assets: VND 864,596 billion

2. Long-term assets: VND 1,138.917 billion

3. Total assets: VND 2,003.514 billion

4. Liabilities: VND 1,670.514 billion

5. Equity: VND 332.999 billion

6. Total profit before tax: VND 15.889 billion

7. Results of paying salaries and remuneration of the Board of Directors, the Supervisory Board and the Company's managers in 2019: VND 2,846,750,000

Article 3: Approve the plan on Profit distribution and extraction to funds as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| Indicator | Unit | Rate % | Amount |
| 1. Profit before tax | VND billion | 100 | 15,889 |
| 2. Corporate income tax | VND billion | 62.2 | 9,891 |
| 3. Undistributed after-tax profit | VND billion | 37.8 | 5,998 |
| 3.1 Dividend payment (0% of charter capital) | VND billion | 0 | 0 |
| 3.2 Remaining profit extracted to funds | VND billion |  | 5,998 |
| a. Reward fund to managers of the Company | VND billion |  | 0 |
| b. Welfare and Reward Fund | VND billion |  | 5,998 |

Article 4: Approve the remuneration payment to the members of the Board of Directors, the Supervisory Board and the salary of the members of the Board of Directors, Head of the Supervisory Board for 2019; propose remuneration for the Board of Directors, the Supervisory Board and the salary of the full-time Head of the Supervisor Board for 2020

4.1 Remuneration for members of the Board of Directors, Supervisory Board and salary of members of the Board of Directors and Head of Supervisory Board in 2019

a) Remuneration of the members of the Board of Directors, the Supervisor Board in 2019

- 04 members of the Board of Directors of the Company: VND 219,360,000

- 02 members of the Supervisory Board of the Company: VND 96,000,000

- Total remuneration paid to the Board of Directors, Supervisory Board: VND 315,360,000

b) The salary paid to 01 full-time member of the Board of Directors in 2019: VND 316,920,000

c) The salary paid to the full-time Head of the Supervisor Board in 2019: VND 324,120,000

4.2. Approving remuneration for members of the Board of Directors, the Supervisory Board and the salary of the full-time Head of the Supervisor Board in 2020

Based on (1) Decree No. 53/2016/ND-CP dated June 13, 2016 of the Government on labor, salaries, remuneration and bonuses for the joint stock company, the State-dominant capital contribution; (ii) Circular No. 28/2016/TT - BLDTBXH dated September 1, 2016 of the Ministry of Labor, War Invalids and Social Affairs guiding the implementation of the provisions on labor, remuneration and bonuses for joint-stock companies, the State dominant capital contribution: (iii) Pursuant to Clause 1, Article 28; Clause 5, Article 38 of the Charter on organization and operation of Coc Sau Coal Joint Stock Company- Vinacomin on remuneration of the Board of Directors, the Supervisor Board of the Company and (iv) the Company's salary plan for 2020;

a) The payment of remuneration to members of the Board of Directors and the Supervisory Board of the Company is determined as follows:

|  |  |  |
| --- | --- | --- |
| No | Position | Monthly remuneration (VND/ person) |
| 1 | Chair of the Board of Directors | 25,700,000 x 20% = 5,140,000 |
| 2 | Member of the Board of Directors | 21,900,000 x 20% = 4,380,000 |
| 3 | Member of the Supervisor Board | 20,000,000 x 20% = 4,000,000 |

\* Note: Remuneration paid to part-time members of the Board of Directors and Supervisor Board

b) Salary for the full-time Head of the Supervisor Board: entitled to the planned salary of VND 22,900,000/ person/ month

c) The payment of remuneration to members of the Board of Directors, the Supervisory Board and the salary of the members of the Board of Directors and the full-time Head of the Supervisory Board are entitled to an 80% advance payment of the estimated remuneration and salary of that month; the remaining balance is settled and paid at the end of the year based on the results of the Company's production and business activities and the level of fulfillment of tasks in the year of each member of the Board of Directors and the Supervisory Board of the Company in accordance with Decree No. 53/2016/ ND - CP dated June 13, 2016 of the Government and related guiding documents

Article 5: Approve the Board of Directors' report on the management and business results of the Company, on the operation results of the Board of Directors, the Company Director in 2019; Mission direction in 2020 with the following contents (details in the report presented at the annual General Meeting of Shareholders):

5.1 Performance of the Board of Directors on meetings, resolutions and decisions issued by the Board of Directors and of each member of the Board of Directors

- In 2019, members of the Board of Directors performed well the assigned duties, powers and duties, worked responsibly, carefully and honestly, for the highest benefit of the Company

- Management and operation of the Company complied with the Law, General Mandates, Board resolutions, good finance of the Company

- Business capital is preserved; fulfill all obligations to the State

5.2 Supervision work for the Director and the manager of the Company

5.3 Report on remuneration for members of the Board of Directors and Supervisor Board in 2019

5.4 Orientations and tasks in 2020

Article 6: Approve the report of the Supervisory Board on (i) business results of the Company, on the operation results of the Board of Directors, the Company Director in 2019; (ii) self-assessment report on the operation results of the Supervisory Board in 2019 and the direction and mission in 2020 with the following contents (specific details in the report presented at the annual General Meeting of Shareholders):

6.1 Operation results of the Supervisory Board on review of meetings and conclusions and recommendations of the Supervisory Board

Members of the Supervisory Board of the Company performed their assigned duties, powers and tasks, worked responsibly, carefully and honestly, for the best interests of the Company

6.2 Monitoring results of the Company's operation and finance: The Supervisor Board agreed with the assessment of the business situation, the audited financial statement of PKF Vietnam Co., Ltd

6.3 Monitoring results for the Board of Directors, the Director and the company managers

- The management and operation of the Company of the Board of Directors, the Company's Director complied with the law, the Company's Charter. The resolutions/ decisions of the Board of Directors and the Company Director were issued in the right direction and timely with positive effects in the management and direction of the Company's business activities. The Supervisory Board did not find anything unusual in the operation of the Board of Directors, the Management Board, and the Company's managers

- The security and order and other management aspects are maintained. Working conditions, material and spiritual life of workers are guaranteed to be stable

6.4 Results of the assessment of the coordination of activities between the Supervisory Board and the Board of Directors, Directors and shareholders

- In 2019, the Supervisory Board is provided with all information from the Board of Directors, the Management Board of the Company on the management activities, business production; receiving the coordination of the management departments, production units to create favorable conditions for the Supervisory Board to perform duties

- In the process of implementing tasks, the Supervisory Board was always transparent, democratic, and communicated with the Board of Directors and the relevant departments before concluding opinions; The opinions and recommendations of the Supervisor Board were considered to receive by the Management Board and was directed for serious implementation of relevant divisions

In 2019, the Supervisory Board did not receive any complaints and denunciations of the shareholders, as well as from the employees in the Company about the situation of production and business activities, the management of the Board of Directors, the Management Board and the management departments of the Company

6.5 Direction and duty in 2020 of the Supervisory Board

Article 7: Approve the report on selecting an auditing company to audit the financial statement in 2020 of the Supervisor Board

- Company name: PKF Vietnam Co., Ltd - Member of PKF International Auditing Group

- Abbreviated name: PKF VIET NAM CO., LTD

- Headquarter: No. 1, Nguyen Huy Tuong Street, Thanh Xuan Trung Ward, Thanh Xuan District, Ha Noi City

- Performing the tasks:

a) Auditing the financial statements for the first 6 months and the whole year 2020 of Coc Sau Coal Joint Stock Company – Vinacomin

b) Auditing other contents of the Company (when required)

Article 8: Approve the report to the Board of Directors of the Company on appointing Mr. Nguyen Van Thuan - Acting Director of the Company to officially hold the position of Director of Vinacomin Coc Sau Coal JSC from November 29, 2019; 5-year term from the date of appointment, salary level: 1/2, first class company Director, payroll of the Company Manager (TKV09), the salary level at the time of appointment: VND 9,615,000/ month

Article 9: Approve the change in personnel of the Board of Directors of term III (2017-2022) as follows:

(1) Approve Mr. Pham Hong Tai stopping joining the Board of Directors and resigning from the position of Chairman of Board of Directors of Vinacomin Coc Sau Coal JSC in term III (2017-2022) from May 1, 2019

(ii) Approve the appointment of Mr. Pham Cong Huong, the capital representative of TVK and concurrently to be the representative of TKV to join the Board of Directors of the Company for term III (2017-2022) and hold the position of Chairman of Board of Directors to replace Mr. Pham Hong Tai from May 1, 2019

The term of member of Board of Directors of Mr. Pham Cong Huong is calculated from the effective date of appointment to the end of the term of the Board of Directors (05 years, from 2017 to 2022)

Article 10: Approving dismissal of members of the Board of Directors, the Supervisory Board for

10.1 Dismissing the position of member of the Board of Directors of the Company for the third term (2017-2022) for Mr. Vu Van Khan from the date of approval of the Company's Annual General Meeting of Shareholders

102. Dismissing member of the Supervisory Board of the Company for the third term (2017-2022) for Ms. Nguyen Thi Mai Anh from the date of approval of the Company's annual General Meeting of Shareholders

Article 11: Approving the results of additional election of members of the Board of Directors, the Supervisory Board of the Company for:

11.1 Mr. Nguyen Van Tu is member of the Board of Directors of Vinacomin Coc Sau Coal JSC for the third term (2017-2022)

11.2 Ms. Tran Thi Diep is member of the Supervisory Board of Vinacomin Coc Sau Coal JSC for the third term (2017-2022)

The term of the Board of Directors and the Supervisor Board of the candidates elected as members of the Board of Directors and the Supervisor Board is valid from the date of election until the end of the 5-year term (2017-2022)

Article 12: Implementing provisions

The Annual General Meeting of Shareholders in 2020 of Vinacomin Coc Sau Coal JSC was conducted fairly and legally. This Resolution takes effect immediately after approval of the annual General Meeting of Shareholders in 2020 of Vinacomin Coc Sau Coal JSC

The Annual General Meeting of Shareholders in 2020 authorized the Board of Directors of Vinacomin Coc Sau Coal JSC to carry out the works approved in this Resolution, ensuring the lawful rights and interests of shareholders, business interests and in accordance with the provisions of the law