**SPC: Annual General Mandate 2020**

On 22 May 2020, Saigon Plant Protection Joint Stock Company announced the annual General Mandate 2020 as follows:

Article 1: The operation results of 2019 and operation plan for 2020

The annual General Meeting of Shareholders approved the report of the Board of Directors and Management Board of the Company as follows:

+ Operation results of 2019

|  |  |  |  |
| --- | --- | --- | --- |
| Indicator | Plan 2019 | Realization 2019 | Realization/ plan |
| Net revenue (consolidated) | 1,236,000,000,000 | 1,234,402,668,217 | 99.9% |
| Profit before tax | 49,800,000,000 | 51,704,531,631 | 103.8% |
| Profit after tax | 39,800,000,000 | 39,644,605,671 | 99.6% |
| Earnings per share (EPS) | 3,779 | 3,765 | 99.6% |

+ Operation plan for 2020

|  |  |  |
| --- | --- | --- |
| Indicator | Plan 2020 | |
| Before consolidating MJC | After consolidating MJC |
| Net revenue | 950,000,000,000 | 1,236,000,000,000 |
| Profit before tax | 46,700,000,000 | 49,800,000,000 |
| Profit after tax | 37,300,000,000 | 39,800,000,000 |
| Dividend payment | 17% | 17% |

Article 2: Approve the report of the Supervisory Board

The annual General Meeting of Shareholders approved the report of the Supervisory Board as follows:

- Report on operation of the Supervisory Board in 2019

- Results of supervision of activities of the Board of Directors

- Operation plan in 2020 of the Supervisory Board

Article 3: Approve the audited financial statement of 2019, profit distribution for 2019 and plan on profit distribution for 2020

The annual General Meeting of Shareholders approved:

+ Audited financial statement of 2019

- Approve the consolidated financial statement of 2019 audited by AASC Auditing Firm Co., Ltd in independent audit report No. 200320.002/ BCTC.HCM signed on 20 Mar 2020

- Approve the separate financial statement (holding company) of 2019 audited by AASC Auditing Firm Co., Ltd in the independent audit report No. 160320.008/ BCTC.HCM signed on 16 Mar 2020

+ Profit distribution for 2019 and plan on profit distribution for 2020

- Profit distribution for 2019

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicator | Amount (VND) | Note |
| 1 | Profit before tax | 49,035,670,228 |  |
| 2 | Corporate income tax | 10,631,344,529 |  |
| 3 | Deferred corporate income tax | 0 |  |
| 4 | Profit after tax | 38,404,325,699 |  |
| 5 | Remuneration for the Board of Directors and Supervisory Board (part-time) | 132,000,000 | Deduction of profit after tax |
| 6 | Remuneration for the Board of Directors and Supervisory Board (full-time) | 60,000,000 | Enter in the expense account |
| 7 | Profit for extraction to funds (4) – (5) | 38,272,325,699 |  |
| 8 | Extraction to the Investment Development Fund (20%) | 7,654,465,140 |  |
| 9 | Extraction to the Welfare Reward Fund (20%) | 7,654,465,140 | Including the reward fund to the Management Board based on Decree 53 |
| 10 | Dividend payment (17% of charter capital) | 17,901,000,000 |  |
| - | The first time (7% in cash) | 7,371,000,000 | Spending on 23 Apr 2020 |
| - | The second time (10% in cash) | 10,530,000,000 | After the annual General Meeting of Shareholders |
| 11 | Retained profit | 5,062,395,419 | Waiting for tax settlement |

- Plan for 2020 profit distribution

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicator | Amount (VND) | Note |
| 1 | Profit before tax | 46,700,000,000 |  |
| 2 | Corporate income tax | 9,400,000,000 |  |
| 4 | Profit after tax | 37,300,000,000 |  |
| 5 | Remuneration for the Board of Directors and Supervisory Board (part-time) | 132,000,000 | Deduction of profit after tax |
| 6 | Remuneration for the Board of Directors and Supervisory Board (full-time) | 60,000,000 | Enter in the expense account |
| 7 | Profit for extraction to funds (4) – (5) | 37,168,000,000 |  |
| 8 | Extraction to the Investment Development Fund (20%) | 7,433,600,000 |  |
| 9 | Extraction to the Welfare Reward Fund (20%) | 7,433,600,000 | Including the reward fund to the Management Board based on Decree 53 |
| 10 | Dividend payment (17% of charter capital) | 17,901,000,000 |  |
| 11 | Retained profit | 4,399,800,000 |  |

Article 4: Approving remuneration and reward to the Board of Directors and the Supervisory Board for 2019 and the remuneration and reward plan for 2020

\* Remuneration for the Board of Directors and the Supervisory Board in 2019:

Total remuneration for the Board of Directors in 2019: VND 144,000,000

- Chairman of the Board of Directors: full-time salary

- Member of the Board of Directors: VND 3,000,000/ month

- Total remuneration of the Supervisory Board in 2019: VND 48,000,000

- Head of the Supervisory Board: full-time salary

- Member of the Supervisory Board: VND 2,000,000/ month

In addition, in 2019, the Board of Directors, Supervisory Board, and Management Board actively instructed the Company to complete the plan (Profit before tax reached 103.4%). In order to encourage the morale and further enhance the responsibilities of the Board of Directors, the Supervisory Board and the Management Board, the annual General Meeting of Shareholders agreed to award the Board of Directors, the Supervisory Board and the Management Board with amount of VND 370,000,000 (equivalent to 1%/ profit after tax), deducted from profit after tax after extracting to the funds and dividend payment. The distribution of bonuses is made in accordance with the regulation on extraction, management and distribution of the salary fund of the Management Board

\* Remuneration for the Board of Directors and the Supervisory Board in 2020:

Chairman of the Board of Directors: Full-time Salary

Member of the Board of Directors: VND 3,000,000/ month

Head of the Supervisory Board: Full-time salary

Member of the Supervisory Board: VND 2,000,000/ month

\* Plan for rewarding the Board of Directors, the Supervisory Board and the Management Board in 2020

|  |  |  |
| --- | --- | --- |
| No | Level of completing the plan | Extraction level |
| 1 | Completing from 100% to 110% of the profit plan | 1% of profit after tax |
| 2 | Completing over 110% of the profit plan | 2% of profit after tax (a maximum of VND 500 million/ year) |

Article 5: Approve selection of an auditing unit for financial statement of 2020

- Approve the criteria for selecting an auditing unit based on the Statement of the Supervisory Board

- Approve authorizing the Board of Directors to decide an audit unit as requested by the Supervisory Board and assign the Director of the Company to sign an audit contract for financial statement of 2020 of the Company

Article 6: Approve supplements to the business line and adjustments to the Charter of the Company

- Approve supplements to the business line as follows:

|  |  |  |
| --- | --- | --- |
| No | Code | Name of supplemented business |
| 1 | 4669 | Other uncategorized specialized wholesale  Details: Trading in chemicals and insecticides for medical and household use |
| 2 | 2029 | Producing other uncategorized chemical products  Details: manufacturing chemicals and insecticides for medical and household use |

- Approve the adjustment to Charter of Saigon Plant Protection Joint Stock Company: update the above-mentioned business lines into Clause 2, Article 4 of the SPC Company Charter

Article 7: Approving the appointment of Director of the Company

The annual General Meeting of Shareholders approved:

- Appointing Mr. Nguyen Quoc Dung - Director of the Company to continue holding the position of Director of Saigon Plant Protection Joint Stock Company

- Term of appointment: 05 years from April 25, 2020

Article 8: Approving the dismissal and election of additional members of the Board of Directors for the term of 2018-2022

- Approving the dismissal of two members of the Board of Directors for the term of 2018-2022 as follows:

+ Ms. Nguyen Thi Thuy - member of the Board of Directors

+ Mr. Nguyen Nhut Thong - Member of the Board of Directors

- Approving the results of election of two additional members of the Board of Directors for the term of 2018-2022 as follows:

+ Mr. Pham Thiet Hoa - Member of the Board of Directors from May 22, 2020

+ Mr. Huynh Duc - Member of the Board of Directors from 22 May 2020

Article 9: Approving the dismissal and election of additional members of the Supervisory Board for the term of 2018-2022

- Approving the dismissal of one member of the Supervisory Board for the term of 2018-2022 as follows:

+ Ms. Luong Thanh Huyen – member of the Supervisory Board

- Approving the results of election of one additional member of the Supervisory Board for the term of 2018-2022 as follows:

+ Ms. Do Thi Kim Anh - Member of the Supervisory from May 22, 2020

Article 10: The Resolution takes effect from 22 May 2020

The Board of Directors is responsible for sending the copies of the General Mandate to all shareholders and publishing on the Company's website (www.spchcmc.com.vn) in accordance with the law

Article 11: Responsibilities for grasping and implementing the General Mandate

The annual General Meeting of Shareholders assigned the Board of Directors, Supervisory Board and Management Board to take responsibility for carry out and monitor the implementation.