**CTR: Annual General Mandate 2020**

On 06 Jun 2020, Viettel Construction Joint Stock Company announced the annual General Mandate 2020 as follows:

Article 1: Approve Report No.02/ BC – VCC – HDQT dated 26 May 2020 of the Board of Directors on operation results of 2019 and operation plan for 2020 and operation results of term of 2015 – 2020 and orientation for term of 2020 – 2025

Article 2: Approve Report No.03/ BC – VCC – HDQT dated 26 May 2020 of the General Director on operation results of 2019 and operation plan for 2020

Some main indicators

Operation results of 2019

Unit: VND billion

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No | Name of indicators | Realization 2018 | Realization 2019 | | | | |
| Plan | Realization | % plan | +/- vs 2018 | % vs 2018 |
| 1 | Total revenue | 4,313 | 5,000 | 5,094 | 102% | 782 | 18% |
| 2 | Profit before tax | 190 | 204 | 230 | 113% | 40 | 21% |
| 3 | Profit after tax | 147 | 158 | 181 | 114% | 34 | 23% |
| 4 | Total assets | 2,321 | 2,430 | 2,449 | 101% | 128 | 6% |
| 5 | Owner's equity | 776 | 793 | 882 | 111% | 106 | 14% |

Operation plan for 2020

1.1 Consolidated indicators

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Indicator | Consolidated | | | |
| Realization 2019 | Plan 2020 | +-vs 2019 | % vs 2019 |
| I. Financial indicators |  |  |  |  |
| Total revenue (VND billion) | 5,094 | 6,000 | 906 | 18% |
| Total expense (VND billion) | 4,865 | 5,762 | 897 | 18% |
| Profit before tax (VND billion) | 230 | 254 | 24 | 11% |
| Profit after tax (VND billion) | 181 | 199 | 18 | 10% |
| II. Coefficient indicator |  |  |  |  |
| ROA | 7.6% | 7.4% | 0% | -2% |
| ROE | 21.8% | 21.2% | -1% | -3% |

1.2 Indicators of the holding company

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Indicator | Holding company | | | |
| Realization 2019 | Plan 2020 | +- vs 2019 | % vs 2019 |
| I. Financial indicator (VND billion) |  |  |  |  |
| Total revenue (VND billion) | 4,845 | 5,154 | 310 | 6% |
| Total expense (VND billion) | 4,612 | 4,915 | 303 | 7% |
| Profit before tax (VND billion) | 233 | 240 | 7 | 3% |
| Profit after tax (VND billion) | 189 | 191 | 2 | 1% |
| II. Coefficient indicator (%) |  |  |  |  |
| ROA | 9% | 8% | -1% | -12% |
| ROE | 24% | 21% | -3% | -11% |
| Dividend payment rate | 26% | 10% - 20% |  |  |

Article 3: Approve Report No. 06/ BC – VCC – BKS dated 26 May 2020 of the Supervisory Board at the annual General Meeting of Shareholders of 2020 and term of 2020 – 2025

Article 4: Approve the audited financial statement of 2019

Article 5: Approve the plan on profit distribution for 2019 and extraction to funds of 2019 as follows:

I. Plan on profit distribution and extraction to funds of 2019

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Indicator | Year 2019 | Ratio | |
| %/ charter capital | %/ profit after tax |
| 1 | Charter capital on 31 Dec 2019 | 606,975,090,000 |  |  |
| 2 | Profit after tax used for distribution | 188,594,835,464 | 31.1% |  |
|  | In which: |  |  |  |
| - | Profit after tax implemented in the period | 188,523,919,517 |  |  |
| - | Retained profit after tax of the previous period | 70,915,947 |  |  |
| - | Investment Development Fund at the holding company | 0 |  |  |
| 3 | Recommendation for profit distribution |  |  |  |
| 3.1 | Welfare Reward Fund | 28,278,587,928 | 4.7% | 15.0% |
| 3.2 | Reward fund to managers | 2,200,000,000 |  | 1.2% |
| 3.3 | Dividend payment rate | 158,116,247,536 | 26.05% |  |
| \* | Cash dividend payment | 60,697,509,000 | 10.00% |  |
| \* | Dividend payment by share | 97,418,738,536 | 16.05% |  |
| 4 | Retained profit | 0 |  |  |
| 5 | Charter capital after capital increase | 704,393,828,536 |  |  |

II. Increasing the charter capital with the plan on issuing shares for dividend payment

1. Issue plan

Viettel Construction Joint Stock Company issues shares for dividend payment to shareholders to increase the charter capital of the Company with the following plan:

- Type of share: Common share

- Par value: VND 10,000/ share

- Number of shares expected to be issued for dividend payment: 9,741,873 shares (equivalent to 16% of the total number of existing shares)

- Total number of existing shares: 60,697,509 shares

- Execution rate: 100:16 (each shareholder who owns 100 shares on record date of the list of shareholders will be rewarded 16 new shares)

- Resources for the issue: Undistributed after-tax profit of the holding company

- Eligible buyers: Existing shareholders in the list of shareholders on record date of the list of shareholders

- Record date of the list of shareholders: The annual General Meeting of Shareholders authorizes the Board of Directors to select an appropriate time, based on the market situation and operation of the Corporation in accordance with the law

- Execution method: Shareholders named in the list on the record date of the shareholder list will receive the number of new shares corresponding to the implementation rate

- Plan for dealing with fractional shares: The number of issued shares will be rounded up to the unit, the decimal (if any) will be canceled and additionally recorded in the undistributed profit

- Expected issuance time: In 2020 (after approval of the State Securities Commission)

Article 6. The annual General Meeting of Shareholders authorizes the Board of Directors to select an auditing company from the list of following companies upon the proposal of the Supervisory Board and assign the General Director to sign an audit service contract with the selected auditing company to audit or review the semi-annual financial statement (6 months) and the 2020 financial statement of the Corporation in accordance with the law. List of companies include:

- Deloitte Vietnam Co., Ltd

- Ernst & Young Vietnam Co., Ltd

- AASC Auditing Firm Co., Ltd

- Vietnam Auditing and Valuation Co., Ltd

Article 7: Approval of the statement on remuneration to the Board of Directors and the Supervisory Board in 2019 and proposal of the remuneration level for 2020 as follows:

1. Finalization of remuneration and wage of the Board of Directors and the Supervisory Board in 2019:

a. Board of Directors: Total remuneration, salary in 2019: VND 4.9 billion, in which:

- Remuneration for part-time members of the Board of Directors

+ Remuneration for the Chairman of the Board of Directors: VND 3,000,000/ month

+ Remuneration for other members of the Board of Directors: VND 2,000,000/ person/ month

- Salary for full-time members of the Board of Directors:

Payment is made according to the Corporation's salary regulations and in compliance with Resolution No. 03/ NQ - CT - HDQT approved by the Annual General Meeting of Shareholders on 23 Apr 2019

b. Supervisory Board: Total remuneration, salary in 2019: VND 1.7 billion, in which:

- Remuneration for part-time members of the Supervisory Board

+ Remuneration for Head of Supervisory Board: VND 2,000,000/ month

+ Remuneration for other members of the Supervisory Board: VND 1,000,000/ person/ month

- Salary for the Supervisory Board:

Pay in accordance with the Corporation's salary regulations and in compliance with Resolution No. 03/ NQ - CT - HDQT approved by the Annual General Meeting of Shareholders on 23 Apr 2019

2. Proposal for remuneration and salary for the Board of Directors, Supervisory Board, Secretary of the Board of Directors in 2020:

Estimated total remuneration and salary of the Board of Directors and the Secretariat in 2020: VND 4.3 billion, in which:

- Remuneration for part-time members of the Board of Directors and part-time secretary:

+ Remuneration for the Chairman of the Board of Directors: VND 10,000,000/ month

+ Remuneration for other members of the Board of Directors: VND 7,000,000/ person/ month

+ Remuneration for a part-time secretary of the Board of Directors: VND 5 million/ person/ month

- Salary for members of the Board of Directors, full-time secretariat: Pay according to the Corporation's salary and internal regulations on the basis of the Corporation's results of production and business, ensuring the principle of the salary increase rate of a manager not exceeding the salary increase rate of employees

2.1. Proposal for remuneration, salary of the Supervisory Board:

The total expected remuneration and salary of the Supervisory Board in 2020: VND 2.1 billion, in which:

- Remuneration for part-time Supervisory Board members: VND 5 million/ person/ month

- Salary for full-time Supervisory Board members: Pay according to the Corporation's wage and internal regulations on the basis of the Corporation's business results, ensuring the principle of the management wage increase rate not exceeding the wage increase rate of workers

3. Expenses on activities of the Board of Directors and Supervisory Board: comply with the internal regulations issued by the Corporation or the Board resolution and report the nearest annual General Meeting of Shareholders

Article 8: The annual General Meeting of Shareholders approves the plan on issuing shares under the Employee Stock Ownership Plan (ESOP) in 2020

The program and plan for ESOP share issuance are as follows:

a. Purpose of issuing ESOP shares: In order to link employees' interests with the performance of enterprises, supplement capital for business expansion. Attracting talented people, key personnel who are dedicated, capable and experienced to contribute to the Corporation for a long time

b. Name of stock: Share of Viettel Construction Joint Stock Company

c. Type of stock: Common stock

d. Current charter capital: VND 606,975,090,000

e. Estimated charter capital at the time of issuance: After raising capital by issuing shares for 2019 dividend payment: VND 704,393,828,536 (This charter capital may be adjusted according to the results of the stock issue for dividend payment)

f. Expected number of outstanding shares: 70,439,382 shares (Par value: VND 10,000/ share)

g. Number of shares expected to be issued: 1,408,788 shares (equivalent to 2% \* number of outstanding shares at time of issue)

h. Eligible buyer of ESOP shares: The Board of Directors decides based on the selection of managers, employees who have good performance, contribute to the business and production activities of the Corporation and the companies dominated by the Corporation; other cases are decided by the Board of Directors

i. ESOP distribution criteria: The Board of Directors makes decisions based on job titles and other criteria decided by the Board of Directors

j. Principles for determining the issuance price: The Board of Directors decides, but not lower than the par value of VND 10,000

k. Transfer restriction: Within 02 years from the end of the issue

1. Implementation time: in 2020 (after completing the issuance of shares for dividend payment)

m. Handling of fractional shares, unsold ESOP shares: to be cancelled and not allowed to transfer the purchase right to other persons

Article 9: Approve the acceptance of contracts, transactions with Viettel Construction Joint Stock Company

Article 10: Approve the supplements to the business line, amendments to Charter of Viettel Construction Joint Stock Company

Article 11: Appointing the following persons to the Board of Directors of Viettel Construction Joint Stock Company for the term of 2020-2025:

- Mr. Nguyen Dinh Chien

- Mr. Pham Dinh Truong

- Mr. Nguyen Tat Truong

- Ms. Nghiem Phuong Nhi

- Mr. Bui The Hung

Article 12: Appointing the following candidates to the Supervisory Board of Viettel Construction Joint Stock Company for the term of 2020-2025:

- Mr. Ngo Quang Tue

- Mr. Pham Hong Quan

- Ms. Mai Thi Anh

Article 13: Implementing provisions: This annual General Mandate takes effect from the signing date. The Board of Directors and the Supervisory Board of the Corporation are responsible for carrying out it