**STV: Annual General Mandate 2020**

On 28 May 2020, Vietnam Stone Work – Top Fabrication JSC announced the Annual General Mandate 2020 as follows:

Article 1: Shareholder status

1. Total shareholders/ representatives attending the annual General Meeting of Shareholders: 06 shareholders/ representatives

2. Total shares attending the annual General Meeting of Shareholders: 10,588,201 shares, equivalent to 96.26% of total voting shares

Number of voting shares at the annual General Meeting of Shareholders: 10,582,201 shares, equivalent to 96.20% of total voting shares ( in which, 02 shareholders own 6,000 shares coming to the annual General Meeting of Shareholders late, after the voting time ended)

Article 2: Approve the report of the Board of Directors on operation results of 2019

Article 3: Approve the report of Supervisory Board on internal audit of 2019

Article 4: Approve the operation results of 2019 including the following indicators:

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicator | Unit | Year 2019 |
| Holding company  | Consolidated |
| 1 | Total revenue | VND million | 601.256 | 727.034 |
| 2 | Profit before tax  | VND million | 13,894 | 13,532 |

Article 5: Approve the operation plan for 2020

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No | Indicator | Unit | Holding company  | % increase/ decrease Plan 2020 compared to realization in 2019 | Consolidated | % increase/ decrease Plan 2020 compared to realization in 2019 |
| Realization in 2019 | Plan 2020 |  | Realization in 2019 | Plan 2020 |  |
| 1 | Net revenue | VND million | 599,682 | 688,553 | 14.82 | 726,514 | 816,553 | 12.39 |
| 2 | Profit before tax  | VND million | 13,894 | 15,354 | 10.55 | 13,533 | 15,030 | 11.09 |

Article 6: Approve the annual Report of 2019 of Vietnam Stone Work – Top Fabrication JSC

Article 7: Approve the financial statement of 2019, choose an auditing company to audit the financial statement of 2019 of the Company

7.1 The financial statement of 2019 of Vietnam Stone Work – Top Fabrication JSC was audited by Ernst & Young Vietnam Co., Ltd

7.2 The annual General Meeting of Shareholders approved the list of auditing companies named below and authorized the Board of Directors to choose one to audit the financial statement of 2020 of the Company

a) KPMG Co., Ltd

b) Deloitte Vietnam Co., Ltd

c) Ernst & Young Vietnam Co., Ltd

d) Pricewaterhouse Coopers Vietnam

e) A&C Auditing and Consulting Co., Ltd

Article 8: Approve the plan on profit distribution of 2019 and plan for profit distribution, remuneration payment to the Board of Directors in 2019

8.1 Profit distribution in 2019

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No | Indicator | Year 2019 (VND) | Rate % | Note |
| 1 | Profit of the previous year carried over | 59,697,409,906 |  |  |
| 2 | Profit before tax  | 13,532,777,783 |  |  |
| 3 | Corporate income tax  | 1,977,686,116 |  |  |
|  | Corporate income tax  | 2,141,953,261 |  |  |
|  | Deferred corporate income tax  | (164,267,145) |  |  |
| 4 | Profit after tax  | 11,555,091,667 |  |  |
| 4.1 | Dividend payment in par value |  | 0% |  |
| 4.2 | Extraction to the Welfare Reward Fund  | 808,856,417 | 7.0% | %/ profit after tax  |
| 4.3 | Extraction to the reward to the Management Board  | 57,775,458 | 0.5% | %/ profit after tax  |
| 5 | Distributed profit | 866,631,875 |  |  |
| 6 | Retained profit  | 70,385,869,698 |  |  |

8.2 Plan on profit distribution for 2020

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicator | Rate % | Note |
| 1 | Extraction to the Welfare Reward Fund  | 7.0 | %/ profit after tax  |
| 2 | Extraction to the reward to the Management Board  | 0.5% | %/ profit after tax  |

8.3 Plan on dividend payment for 2020

Authorizing the Board of Directors to decide the time and dividend payment rate for 2020 in accordance with the law and Charter of the Company

The dividend payment for 2020 will be decided at the annual General Meeting of Shareholders of 2021

8.4 Approve the remuneration payment to the Board of Directors in 2020

The remuneration payment to the Board of Directors in 2020

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

- Member of the Board of Directors: VND 2,500,000/ person/ month

- Independent member of the Board of Directors: authorizing the Board of Directors to decide the allowance in accordance with the contribution results

In addition to the remuneration, the Board of Directors who are working at the Company receive salary in accordance with the Company’s regulations

Article 9: Approve the amendments and supplements to the business line of the Company

9.1 Supplement the following business line

|  |  |  |  |
| --- | --- | --- | --- |
| No | Name of additional business line | Code | Note |
| 1 | Cutting, shaping and finishing of stone | 2396 | Main |
|  | - Producing products from other non-metal minerals n.e.cDetails: - Producing stone powder and grindstone or have polished and the natural and artificial products- Manufacture of nonmetallic mineral wools and sheets, clothing, hats, shoes, paper, twine, ropes- Manufacture of abrasive materials and frameless items of those products with mineral or cellulose materials- Production of soundproofing materials such as: Manufacture of cinder wool, rock wool, similar mineral wool, substance used for fertilizing trees, clay and soundproof, heat insulating materials, silently- Producing other products from mineral such as Mica and products from mica, peat, graphite (not electrical products)- Manufacture of products from asphalt and similar materials, for example, coal slag, asphalt glue- Carbon fiber and graphite and products from carbon fiber (except electrical equipment) | 2399Appendix II of Decision No. 27/2018/ QD – TTg dated 06 Jul 2018 |  |
|  | Construction of residential houses  | 4101 |  |
|  | Construction of non-residential houses  | 4102 |  |
|  | Construction of water facilitiesDetails:- Construction of water works such as:+ Waterways, ports and works on rivers, tourist ports…+ Dams- Activities of dredging waterways | 4291 Appendix II of Decision No. 27/2018/ QD – TTg dated 06 Jul 2018 |  |
|  | - Construction of non-home mining industrial works such as oil refineries; coal mining project… | 4292 Appendix II of Decision No. 27/2018/ QD – TTg dated 06 Jul 2018 |  |
|  | Construction of processing and manufacturing works Details:- Construction of non-house processing and manufacturing industry such as:+ Plant producing basic chemicals, medicines, pharmaceutical materials and other chemicals+ Building materials factory+ Food processing factory… | 4293Appendix II of Decision No. 27/2018/ QD – TTg dated 06 Jul 2018 |  |
|  | Building other civil engineering works | 4299Appendix II of Decision No. 27/2018/ QD – TTg dated 06 Jul 2018 |  |

9.2 Removing the following business line:

|  |  |  |  |
| --- | --- | --- | --- |
| No | Name of additional business line | Code | Note |
|  | Building types of houses | 4100 |  |
| 1 | Building other civil worksDetails: civil construction, industry, transport, irrigation, infrastructure | 4290 |  |

9.3 Amending the Charter of the Company

Amending, supplementing clause 1, article 5 in Charter of the Company

9.4 Authorization

- Authorizing the Board of Directors to decide the amendments, supplements to the business line of the Company if necessary

- Authorizing the Chair of the Board of Directors to direct the relevant units to implement the registration, announcement of the amendment and supplement to the business line of the Company with Business Registration Office and the authorities

Article 10: Amendments and supplements to the Charter of the Company

Approve the amendments and supplements to the Charter of the Company

The annual General Meeting of Shareholders authorized the Board of Directors to conduct the issue of the amended and supplemented Charter approved by the annual General Meeting of Shareholders

Article 11: Amendments and supplements to the internal regulation

Approve the amendments and supplements to the internal regulation

The annual General Meeting of Shareholders authorized the Board of Directors to conduct the issue of the amended and supplemented internal regulation approved by the annual General Meeting of Shareholders

Article 12: Approve the authorization for the Board of Directors to approve the investment projects in the competence of the annual General Meeting of Shareholders, transactions, contracts signed between Vietnam Stone Work – Top Fabrication JSC and relevant parties, ensuring the benefits of shareholders, including but not limited to

12.1 Approve the loans or guarantee in accordance with clause 1, article 162 in Enterprise Law 2014 and clause 3, article 37 in Charter of Vietnam Stone Work – Top Fabrication JSC and additional articles

12.2 Approve transactions, contracts in clause 4, article 37 in Charter of Vietnam Stone Work – Top Fabrication JSC

12.3 Approve the investment plans of the Company (including projects for trading shares, merging…) with value of more than 35% of total assets of the Company in the latest audited financial statement

Article 13: Approve the transfer receipt of A&A Phuong Hoang Xanh Group Joint Stock Company for voting shares of Vietnam Stone Work – Top Fabrication JSC from shareholders of Vietnam Stone Work – Top Fabrication JSC, which led to the ownership rate of up to 99.9% of voting shares without a public tender

Authorization: authorizing the Board of Directors to decide all contents and procedures related to the share purchase of A&A Phuong Hoang Xanh Group Joint Stock Company to increase the ownership rate in accordance with the securities law and Charter of the Company

Article 14: Approve Chair of the Board of Directors cum General Director from 28 May 2020 to 01 Aug 2020 (based on clause 2, article 12 in Decree 71/ 2017/ ND – CP, from 01 Aug 2020 Chair of the Board of Directors not allowed to hold the position of Director of the Company)

Authorization: Assign the Board of Directors to take responsibility for appointing Chair of the Board of Directors, Director of the Company before 01 Aug 2020 in accordance with Decree No. 71/ 2017/ ND – CP on governance for a public company

Article 15: Enforcement

The annual General Meeting of Shareholders assigned and authorized the Board of Directors, the Management Board of Vietnam Stone Work – Top Fabrication JSC to take responsibility for implementing the contents in this annual General Mandate

The annual General Mandate takes effect from 28 May 2020.