**NCS: Annual General Mandate 2020**

On 27 Jun 2020, Noibai Catering Services Joint Stock Company announced the annual General Mandate 2020 as follows:

Article 1: Approve the contents under the authority of the Annual General Meeting of Shareholders in 2020 as follows:

1.1 Approve the production and business results in 2019 with the following main indicators:

 Unit: VND million

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No | Description | Year 2018 | Year 2019 | Realization 2019/ realization 2018 | Realization 2019/ plan 2019 |
| Plan | Realization |
| 1 | Meal | 8,021,906 | 8,233,913 | 8,004,565 | 99.8% | 97.2% |
| 2 | Flight | 57,274 | 44,420 | 43,598 | 76.1% | 98.2% |
| 3 | Revenue from discount | 638,536 | 644,700 | 652,629 | 102.2% | 101.2% |
| 4 | Cost | 580,448 | 606,168 | 609,496 | 105.0% | 100.5% |
| 5 | Profit before tax | 58,087 | 38,532 | 43,132 | 74.3% | 111.9% |
| 6 | Profit after tax | 46,460 | 30,826 | 33,559 | 66.4% | 108.9% |

- Profit for dividend payment: VND 26,922,315,000 (Profit after tax after extracting to the welfare and reward fund and reward to Board of Directors and Supervisor Board and Management Board)

- Implementation of investment plan in 2019:

+ Implementation: VND 132.56 billion, equal to 99.8% of the plan, including: carried over from the previous year: VND 130.46 billion; new investment: VND 2.1 billion

+ The disbursement value in 2019: reaching VND 86.27 billion, equivalent to 90% of the plan, including: carried over from 2018: VND 84.17 billion, new investment: VND 2.1 billion

1.2 Record the Business Plan for 2020 with the following main indicators:

- Flight: 27,019 flights, equal to 62% compared to 2019

- Meal: 3,790,117 meals, equal to 47% compared to 2019

- Turnover: VND 359.926 billion, equal to 55% compared to 2019

- Cost: VND 379.871 billion, equal to 62% of 2019

- Profit before tax: VND -19.945 billion

Regarding investment plan:

+ Total investment: VND 481.1 billion, in which new investment is VND 3.82 billion; carried over from 2019: VND 477.3 billion (Investment project for Noi Bai aviation meal processing factory)

+ Year plan: Completed volume: VND 4.11 billion; (carried over: VND 286 million, new investment of VND 3.82 billion); Disbursement: VND 13.31 billion (carried over: VND 9.48 billion; new investment: VND 3.82 billion)

- Implementation progress: For transition projects implemented from Quarter 1/2020, for new investment in 2020 expected to be implemented from Quarter 3/2020 after the General Meeting of Shareholders approves the operation Plan

- Authorize the Board of Directors to review and decide the business and production plan for 2020 after the end of the Covid-19 epidemic and notify shareholders the results

1.3 Approving the Board of Directors' operation Report and supervisory activities in 2019

1.4 Approving the operation report in 2019 of the Supervisor Board

1.5 Approving the audited financial statement of 2019

1.6. Approve the profit distribution plan for 2019 as follows:

|  |  |  |
| --- | --- | --- |
| No | Profit distribution plan | Amount (VND) |
| 1 | After-tax profit  | 33,558,761,943 |
| 2 | Extractions | 7,701,752,389 |
| 2.1 | Welfare and Reward Fund  | 6,711,752,389 |
| 2.2 | Reward to the Board of Directors, Supervisor Board and Management Board  | 390,000,000 |
| 3 | Total undistributed profit distributed to shareholders until December 31, 2019 | 30,469,234,515 |
| 3.1 | Remaining profit from 2019 results | 26,457,009,554 |
| 3.2 | Remained profit in previous years | 4,012,224,961 |
| 4 | Profit requested for dividend payment (15%/ charter capital) | 26,922,315,000 |
| 4.1 | Charter capital | 179,490,980,000 |
| 4.2 | Total value of shares for non-dividend payment | 8,880,000 |
| 4.3 | Total value of shares for dividend payment | 179,482,100,000 |
| 4.4 | Advanced dividend (if any) | 0 |
| 4.5 | Dividend advance (if any) | 26,922,315,000 |
| 4.6 | Dividend/ share  | 1,500 |
| 5 | Retained profit for next year | 3,546,919,515  |

1.7 Approve the plan on salary payment, remuneration for 2020 to the Board of Directors and Supervisor Board

|  |  |  |  |
| --- | --- | --- | --- |
| No | Position | Salary/person/month (VND) | Remuneration/person/month (VND) |
| 1 | Chair of the Board of Directors  |  | 3,800,000 |
| 2 | Member of the Board of Directors  |  | 3,200,000 |
| 3 | Head of the Supervisor Board  | 9,472,950 |  |
| 4 | Member of the Supervisor Board  |  | 2,700,000 |

1.8 Approving the selection of RSM Vietnam Auditing and Consulting Co., Ltd - Hanoi Branch to perform the auditing of the financial statement in 2020

1.9 Approval of supplementing business lines and amending the Charter of the Company

- Adding and updating business lines (establishing a Training Center)

- Amending Article 4. Operating objectives of the Company

- Authorizing the Board of Directors to carry out the procedures related to addition to the business lines as prescribed

1.10 Regarding the approval of report on settlement of the completed project (Investment in construction of Noi Bai aviation catering processing facility- phase 1):

- Approving the policy for adjusting the detailed plan on use of capital in Resolution No.01/NQ-NCS-DHDCD dated April 26, 2017 of the annual General Meeting of Shareholders on the plan on issuing shares to increase the Company's charter capital: The total proceeds expected from the issuance of shares to increase the charter capital will be used to invest in bidding package of phase 1 of the investment project for building Noi Bai aviation catering processing facility; authorizing the Board of Directors to work with the competent agencies to carry out the adjustment procedures according to regulations

- Approve the project settlement policy and authorize the Board of Directors to consider and approve in accordance with current regulations

111. Approve the results of the election of members of the Board of Directors for the term of 2019-2024, specifically:

- Dismissing the position of member of the Board of Directors and resigning the position of Chairman of the Board of Directors for Mr. Pham Ngoc Vui

- Appointing member of the Board of Directors for Mr. Ngo Hong Minh

Article 2: This annual General Mandate was approved by the annual General Meeting of Shareholders on 27 Jun 2020 and takes effect from the signing date

Article 3: The Board of Directors, Supervisor Board and General Director of the Company are responsible for implementing the annual General Mandate.