**SIP: Annual General Mandate 2020**

On 26 Jun 2020, Saigon VRG Investment Corporation announced the annual General Mandate 2020 as follows:

Article 1: Approve the reports presented by the Board of Directors, the Supervisory Board at the Meeting, including:

- Report on operation of the Board of Directors in 2019 and the operation plan for 2020

- Report on the operation results of the Supervisory Board in 2019 and the operation plan in 2020

Article 2: Approve the production and business results in 2019 with some main targets such as the following

Unit: VND million

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Indicators | Plan 2019 | Implementation 2019 | Increase/decrease compared to Plan 2019 |
| Separate financial statement | | | | |
| 1 | Total revenue | 1,949,200 | 3,288,963 | 168.7% |
| 2 | Profit before tax | 187,500 | 587,433 | 313.3% |
| 3 | Income tax | 40,000 | 93,934 | 234.8% |
| 4 | Profit after tax | 150,000 | 475,086 | 316.7% |
| Consolidated financial statement | | | | |
| 1 | Total revenue | 3,000,000 | 4,339,741 | 144.6% |
| 2 | Profit before tax | 250,000 | 809,029 | 323.6% |
| 3 | Profit after tax | 200,000 | 645,474 | 322.7% |

Article 3: Approve the 2019 separate and consolidated financial statements of the Company audited by Ernst & Young Vietnam Co., Ltd. (EY)

Article 4: Approve authorizing the Board of Directors to select an independent audit unit to audit the Company's financial statement in 2020, including 4 auditing companies:

- Ernst & Young Vietnam Co., Ltd (EY)

- Deloitte Vietnam Co., Ltd

- AFC Vietnam Auditing Company Limited

- AASC Auditing Firm Company Limited

Article 5: Approve the remuneration for the Board of Directors, the Supervisory Board in 2019 and the plan on remuneration payment to the Board of Directors and the Supervisor Board in 2020:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Member | Number | Realization in 2019 | | Plan 2020 |
| General Mandate 2019 | Paid |
| Chair of the Board of Directors | 1 | 60,000,000 | 60,000,000 | 60,000,000 |
| Member of the Board of Directors | 5 | 180,000,000 | 180,000,000 | 180,000,000 |
| Secretary of the Board of Directors | 1 | 24,000,000 | 24,000,000 | 24,000,000 |
| Member of the Supervisor Board | 2 | 72,000,000 | 72,000,000 | 72,000,000 |
| Total |  | 336,000,000 | 336,000,000 | 336,000,000 |

Article 6: Approve the plan for profit distribution and extraction to funds in 2019 as follows:

Unit: VND

|  |  |  |  |
| --- | --- | --- | --- |
| No | Content | Criteria | Amount |
| 1 | Profit after tax according to financial statement in 2019 | (1) | 475,085,596,715 |
| 2 | Extraction to bonus and welfare fund | (2) = (1) x 15% | 71,262,839,507 |
| 3 | Extraction to development investment fund | (3) = (1) x 40% | 190,034,238,686 |
| 4 | Extraction to reward fund for the Management Board exceeding 5% of the plan | (4) = (7) | 16,254,279,836 |
| - | Profit after tax plan | (5) | 150,000,000,000 |
| - | Profit exceeding the plan | (6) = (1) – (5) | 325,085,596,715 |
| - | Extracting 5% exceeding the plan | (7) = (6) x 5% | 16,254,279,836 |
| 5 | Dividend payment for 2019 (19%) | (8) | 131,191,570,500 |
| 6 | Retained profit after tax in 2019 | (9) = (1) - (2) - (3) - (4 ) - (8) | 66,342,668,186 |
| 7 | Undistributed profit until the end of the previous year | (10) | 104,076,461,629 |
| 8 | Remaining after-tax profit after extracting to funds and dividend payment for 2019 | (11) = (9) + (10) | 170,419,129,815 |

Article 7: Approve the assigning the Board of Directors to pay the remaining dividend of 2019 (9%) in Q.III/ 2020 (already advanced 10%)

Article 8: Approve the Company's production and business plan and dividend payment in 2020 with the following main targets:

Unit: VND million

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicator | Realization 2019 | Plan 2019 |
| Separate financial statement | | | |
| 1 | Total revenue | 3,288,963 | 2,296,000 |
| 2 | Profit before tax | 587,433 | 225,000 |
| 3 | Income tax | 112,348 | 45,000 |
| 4 | Profit after tax | 475,085 | 180,000 |
| Consolidated financial statement | | | |
| 1 | Total revenue | 4,346,477 | 3,370,000 |
| 2 | Profit before tax | 809,029 | 300,000 |
| 3 | Profit after tax | 645,474 | 240,000 |
| Dividend payment in cash | | 19%/ charter capital | At least 20% of charter capital |

The annual General Meeting of Shareholders assigned the Board of Directors to decide the dividend advance for 2020 based on the expected business results of 2020

Article 9: Approve the change to the Charter of the Company as follows:

Before the change: Article 3: Legal representative is the General Director of the Company

After the change: Article 3: Legal representative is Chair of the Board of Directors and the General Director of the Company

Article 10: Approving the plan on increase in the charter capital of the Company by issuing shares to reward shareholders, number of shares to be issued: 10,357,229 shares. Details:

- Stock name: Share of Saigon VRG Investment Corporation

- Type of share: Common shares

- Par value: VND 10,000/ share

- Number of shares before the issuance: 69,048,195 shares

- Number of newly issued shares: 10,357,229 shares

- Purpose of the issue: Bonus for existing shareholders

- Form of issuance: Issuing bonus shares from the Company's investment and development capital

- Eligible buyer: Existing shareholders according to the list at the record date of list of shareholders at Vietnam Securities Depository to exercise the right

- Mode of stock distribution:

+ Exercise rate: 0.15. Each shareholder holding 01 share is entitled to 1 right, 01 right receives 0.15 newly issued shares

+ The number of shares paid will be rounded down to the unit digit. The decimal (if any) will be deleted. Right of receiving bonus shares is not allowed to transfer

Plan on use of the proceeds: To increase the charter capital of the Company, supplement working capital for production and business activities

- The Annual General Meeting of Shareholders authorizes the Board of Directors to decide all issues related to the issuance plan, specifically:

+ Carrying out the necessary procedures for registering for issuance of shares with the State Securities Commission (SSC), Hanoi Stock Exchange (HNX), supplementing or amend ingthe plan as required by SSC/ HNX or for the purpose of complying with relevant laws (if any)

+ Carrying out the necessary procedures for listing/ additional transaction registration for the share issued on Upcom

+ Amending the Charter of the Company on the charter capital and implementing procedures to increase the charter capital with the Department of Planning and Investment of Ho Chi Minh City after the issuance

+ Perform other related jobs to complete the assigned work

+ Depending on each specific case, the Board of Directors is allowed to authorize the General Director to perform one or several specific tasks mentioned above

Article 11: This annual General Mandate was approved by the General Mandate in 2020 of Saigon VRG Investment Corporation and takes effect from the date of signing. The Board of Directors and the Management Board of Saigon VRG Investment Corporation are responsible for organizing and implementing the contents of this annual General Mandate