**CMK: Annual General Mandate 2024**

On April 19, 2023, Vinacomin - MaoKhe Mechanical Joint Stock Company announced General Mandate No. 68/NQ-CKMK, as follows:

‎‎Article 1. Approve the reports presented at the Annual General Meeting of Shareholders 2024, including:

1. Report on the production and business activities in 2023, and the production and business plan for 2024, with the following main targets:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | 2023 Results | 2024 Plan |
| 1 | Total revenue (million VND) | 159,498 | 171,200 |
| 2 | Profit before tax in (million VND) | 1,094 | 1,068 |
| 3 | Average income (million VND/person/month) | 9,137 | 9,007 |
| 4 | Dividend (%)/charter capital | 0 | ≥ 3 |

The General Meeting of Shareholders agreed on not paying dividends in 2023, and the expected dividends in 2024 is at least 3% of charter capital.

The General Meeting of Shareholders assigned the Board of Directors to promulgate a Decision for the Company to organize and implement.

1. Report on the activities of the Board of Directors in 2023 and the operating orientation for 2024.
2. The Audited Financial Statements 2023.
3. Report on contracts and transactions between the Company and enterprises, affiliated persons in 2024.
4. Report on the activities of the Supervisory Board, the supervision of the Company's administrative activities by the Board of Directors and the Executive Manager; Appraisal Report on the Audited Financial Statements of the Supervisory Board.
5. Report on the selection of an independent audit company for the Financial Statements 2024 of the Company:

The Meeting agreed to select 3 independent audit companies, with fees consistent with the required content, quality and progress, including:

* AASC Auditing Firm Company Limited; Head office: No. 01 Le Phung Hieu, Trang Tien Ward, Hoan Kiem District, Hanoi City.
* Nhan Tam Viet Audit Company Limited. Head office: 2nd Floor, Platium Residences Building, No. 6, Nguyen Cong Hoan, Ngoc Khanh Ward, Ba Dinh District, Hanoi City.
* An Viet Auditing Company Limited Head office: 12th Floor, Building No. 167 Bui Thi Xuan Street, Nguyen Du Ward, Hai Ba Trung District, Hanoi City.

Assign the Executive Manager to select one based on their offer to provide services, report to the Board of Directors, and sign a contract for audit services provision with the chosen company for the Financial Statements 2024 of the Company.

‎‎Article 2. Approve the profit distribution plan in 2023:

The Meeting agreed on the dividend payment in 2023 and the appropriation for funds in 2023, with the following figures:

|  |  |  |
| --- | --- | --- |
| No. | Content | Amount (VND) |
| I | Profit before tax in 2023 | 1,094,034,888 |
| 1 | Current corporate income tax | 1,005,124,166 |
| II | Profit after tax | 88,910,722 |
| 1 | Dividend payment rate: 0% of charter capital |  |
| 2 | Remaining profit after tax after the dividend payment | 88,910,722 |
| 2.1 | Appropriation for investment and development fund 0% | 0 |
| 2.2 | Appropriation for bonus fund for managers | 0 |
| 2.3 | Appropriation for bonus and welfare fund | 88,910,722 |

The General Meeting of Shareholders assigned the Board of Directors to complete procedures and pay dividends to shareholders in accordance with the provisions of Law.

‎‎Article 3. Approve the payment of remuneration for the Board of Directors, Supervisory Board and salary for Company Manager in 2023, and the payment level in 2024.

* 1. Payment of salary and remuneration in 2023:

Remuneration and salary of non-executive/executive members of the Board of Directors and non-executive/executive members of the Supervisory Board, and Company managers in 2023 are in monthly compliance with the General Mandate as follows:

*Unit: Million VND*

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Position | Number of people | Total | In which: | | Note |
| Salary | Remuneration |
| 1 | Board of Directors | 5 | 271.920 |  | 271.920 | Non-executive |
| 2 | Members of the Supervisory Board | 2 | 96.000 |  | 96.000 | Non-executive |
| 3 | Chief of the Supervisory Board (2-month remuneration) | 1 | 9.160 |  | 9.160 | Non-executive |
| 4 | Chief of the Supervisory Board (9-month salary) | 1 | 206.100 | 206.100 |  | Executive |
| 5 | Managers  (1 Manager, 1 Deputy Manager, 1 Chief Accountant) | 3 | 996.300 | 996.300 |  | Manager/Deputy Manager-cum-member of the Board of Directors |
| Total | | | 1,579.480 | 1,202.4 | 377.08 |  |

* 1. Remuneration and salary in 2024
* Remuneration of non-executive members of the Board of Directors and Supervisory Board:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Position | Salary (VND) for the calculation of remuneration | Remuneration  (VND/person/month) |
| 1 | Chair of the Board of Directors (1 person) | 25,700,000 x 20% | 5,140,000 |
| 2 | Members of the Board of Directors (4 people) | 21,900,000 x 20% | 4,380,000 |
| 3 | Chief of the Supervisory Board (1 person) | 22,900,000 x 20% | 4,580,000 |
| 4 | Members of the Supervisory Board (2 members) | 20,000,000 x 20% | 4,000,000 |

* Salary of executive managers

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Position | Number of people | Plan (million VND/year) | Note |
| 1 | Manager | 1 | 356 |  |
| 2 | Deputy Manager | 2 | 631 |  |
| 3 | Chief Accountant | 1 | 288 |  |
|  | Total | 3 | 1,275 |  |

* Total salary and remuneration payment for non-executive members of the Board of Directors and Supervisory Board, and salary of the Company managers:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Managerial position | Number of people | Remuneration (million VND/year) | Salary (million VND/year) |
| 1 | Chair of the Board of Directors | 01 | 61.680 | - |
| 2 | Members of the Board of Directors | 04 | 210.240 | \* |
| 3 | Non-executive Chief of the Supervisory Board | 01 | 54.960 |  |
| 4 | Non-executive member of the Supervisory Board | 02 | 96.000 | - |
| 5 | Manager | 01 | - | 356 |
| 6 | Deputy Manager | 02 | - | 631 |
| 7 | Chief Accountant | 01 | - | 288 |
| Total | |  | 422.88 | 1,275 |

* Payment method of remuneration and salary

Every quarter, provisionally pay 80% of the planned monthly remuneration and salary. For the remaining balance, settle on the basis of the results of completing the Company's production and business plan and the level of duty fulfillment of the members of the Board of Directors and Supervisory Board, and the Company managers.

Article 4. The mid-term election of additional members of the Board of Directors and Supervisory Board

1. Approve the dismissal of 1 member of the Board of Directors for Mr. Vuong Quoc Ha and 1 member of the Supervisory Board for Mr. Nguyen Dai Duong Anh.
2. Approve the list of candidates for additional members of the Board of Directors and Supervisory Board for the 2020-2025 term

* Board of Directors candidates: Mr. Do Xuan Vung - Deputy Manager of the Company
* Supervisory Board candidates: Mr. Do Dang Hoan - Deputy of Material Planning Department

1. Election results of additional members for the Board of Directors and Supervisory Board for the 2020-2025 term
2. List of elected members for the Board of Directors Mr. Do Xuan Vung
3. List of elected members for the Supervisory Board Mr. Do Dang Hoan

‎‎Article 5. Terms of enforcement

This General Mandate takes effect immediately after being voted for approval by the Annual General Meeting of Shareholders 2024 dated April 19, 2024.

Members of the Board of Directors, Supervisory Board and Executive Board are responsible for directing the implementation of this General Mandate, based on their functions, duties, and powers, in accordance with the provisions of law and the Company's Charter. The Board of Directors are responsible for reporting the implementation results to the Annual General Meeting of Shareholders 2025.