**TVD: Annual General Mandate 2024**

On April 26, 2024, Vinacomin - Vang Danh Coal Joint Stock Company announced General Mandate No. 11/2024/NQ-DHDCD as follows:

‎‎Article 1. Approve the Report on production and business Results 2023 and the orientation for 2024.

The General Meeting agreed to approve the Report on production and business results 2023 and the orientation for 2024 of Vinacomin - Vang Danh Coal Joint Stock Company with the following main targets:

1. Main targets achieved in 2023:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | General Mandate 2023 | Results 2023 | Rate (%) | Note |
| 1 | Raw coal | Thousand tons | 3,985 | 4,015 | 100.8 |  |
| - | Underground coal | “ | 3,335 | 3,522 | 105.6 |  |
| - | Surface coal | “ | 100 |  |  |  |
| - | Coal purchased from Vinacomin-Uong Bi Coal Holding Company Limited | “ | 550 | 494 | 89.7 |  |
| 2 | Clean coal | Thousand tons | 3,515 | 3,514 | 100 |  |
| 3 | New coal mines | Meters | 39,835 | 40,074 | 100.6 |  |
| 4 | Rock and soil stripping | Thousand m3 | 110 |  |  |  |
| 5 | Consumption | Thousand tons | 3,515 | 3,608 | 102.7 |  |
| 6 | Revenue | Billion VND | 6,287.2 | 6,536.4 | 104 |  |
| 7 | Profit before tax | Million VND | 156,172 | 175,600 | 112.1 |  |
| 8 | Construction investment | Billion VND | 447.24 | 355.1 | 79.4 |  |
| 9 | Average labor | Employees | 5,947 | 5,801 | 97.5 |  |
| 10 | Average salary | Thousand VND/person/ month | 17,147 | 20,924 | 111.7 |  |

1. Production and business plan 2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Unit | Plan 2024 | Note |
| 1 | Raw coal | Thousand tons | 4,195 |  |
| - | Surface coal | “ | 100 |  |
| - | Underground coal | “ | 3,600 |  |
| - | Coal purchased from Vinacomin-Uong Bi Coal Holding Company Limited | “ | 495 |  |
| 2 | Clean coal | Thousand tons | 3,691 |  |
| 3 | Rock and soil stripping | Thousand m3. | 1,320 |  |
| 4 | New coal mines | Meters | 41,030 |  |
| 5 | Coal consumption | Thousand tons | 3,691 |  |
| 6 | Revenue | Million VND | 6,611,663 |  |
| 7 | Profit | “ | 169,024 |  |
| 8 | Construction investment | Million VND | 409,371 |  |
| 9 | Average labor | Employees | 6,381 |  |
| 10 | Average salary | Thousand VND/person/ month | 18,875 |  |

Targets: Safely, economically, and effectively produce coal; renovate and perfect organization and corporate governance, boost production and business efficiency; continue to innovate and apply new and modern technologies; implement the enterprise digital transformation Plan. Ensure to meet the common goal “SAFETY- SOLIDARITY- PRODUCTIVITY- DEVELOPMENT”

The Meeting authorizes the Board of Directors, based on the situation of production and business and consumption to execute the production and business plan 2024. If the conditions are favorable for production, business, and consumption, the Board of Directors has the rights to increase or decrease production and business targets to effectively ensure the benefits of shareholders and the Company.

‎‎Article 2. Approve the Report on Activities of the Board of Directors in 2023 and the Plan for operations in 2022.

The General Meeting agreed to approve the Report on activities of the Board of Directors in 2023 and the Plan for operations in 2022.

‎‎Article 3. Approve the Report on evaluating the activities of the Board of Directors in 2023 by the independent members of the Board of Directors.

The General Meeting agreed to approve the Report on evaluating the activities of the Board of Directors in 2023 by independent members of the Board of Directors.

‎‎Article 4. Approve the Financial Statements 2023 audited by AASC Auditing Firm Company Limited.

The General Meeting agreed to approve the Financial Statements 2023 audited by AASC Auditing Firm Company Limited.

‎‎Article 5. Approve the plan for profit distribution and appropriation for funds as well as the dividend payment rate in 2023;

The General Meeting agreed to approve the dividend payment and appropriation for funds in 2023 as follows:

1. Profit before tax 2023: VND 175,610 Million
2. Corporate income tax 2023: VND 30,204 Million
3. Deferred corporate income tax: VND 7,219.7 Million
4. Profit after tax in 2023 (1-2-3): VND 138,186 Million
5. Distributed profit after tax in 2023: VND 137,691 Million
6. Distributed profit after tax in 2022 transferred to 2023: VND 7,715 Million
7. Total distributed profit in 2023 (5+6) VND 145,406 Million
8. Remaining undistributed profit transferred to the following year: VND 64,007.3 Million
9. Dividend payment for shareholders with contributed capital rate (9%): VND 40,467 Million
10. After dividend payment, the remaining profit is distributed as follows:
11. Investment and development fund (14% of profit after tax after dividend payment): VND 14,541 Million
12. Bonus and welfare fund: VND 90,032 Million
13. Bonus fund for the Executive Board of Company: VND 366.918 Million

‎‎Article 6. Approve the Report on the results of remuneration and allowances payment to non-executive members of the Board of Directors and Supervisory Board in 2023 and the remuneration payment plan for members of the Board of Directors and Supervisory Board in 2024.

The General Meeting agreed to approve the Report on remuneration, allowances, and salaries of members of the Board of Directors, Supervisory Board and the management in 2023 and the plan for 2024 as follows:

1. Approve the Report on remuneration, allowances, and salaries of members of the Board of Directors and Supervisory Board and the managers in 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Positions | Number (person) | Remuneration (thousand VND/ year) | Allowance (thousand VND/ year) | Salary (thousand VND/ year) |
| 1 | Chair of the Board of Directors | 01 | 64,800 |  |  |
| 2 | Members of the Board of Directors | 03 | 147,200 |  | 150,450 |
| 3 | Independent members of the Board of Directors | 01 |  | 184,000 (08 months) |  |
| 4 | Chief of the Supervisory Board | 01 |  |  | 548,760 |
| 5 | Members of the Supervisory Board: | 02 | 110,400 |  |  |
| 6 | Manager | 01 |  |  | 594,480 |
| 7 | Deputy Manager | 05 |  |  | 2,629,200 |
| 8 | Chief Accountant | 01 |  |  | 480,120 |
| Total | |  | 322,400 | 184,000 | 4,403,010 |

1. Approve the remuneration, allowance, and salary payment and other benefits of members of the Board of Directors and Supervisory Board in 2024:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Positions | Number (person) | Remuneration (thousand VND/ year) | Allowance (thousand VND/ year) | Salary (thousand VND/ year) |
| 1 | Chair of the Board of Directors | 01 | 64,800 |  |  |
| 2 | Members of the Board of Directors | 03 | 165,600 |  |  |
| 3 | Independent members of the Board of Directors | 01 |  | 276,000 |  |
| 4 | Chief of the Supervisory Board | 01 |  |  | 489,600 |
| 5 | Members of the Supervisory Board | 02 | 110,400 |  |  |
| 6 | Manager | 01 |  |  | 530,400 |
| 7 | Deputy Manager | 05 |  |  | 2,346,000 |
| 8 | Chief Accountant | 01 |  |  | 428,400 |
| Total | |  | 340,800 | 276,000 | 3,794,400 |

1. Payment method:

Each month, members of the Board of Directors will be prepaid 80% of that month’s salary and remuneration; the remaining will be settled by the end of the year based on the Company’s production and business results.

‎‎Article 7. Approve the recommended dividend payment rate for 2024:

The General Meeting agreed to approve the recommended dividend payment in 2024 as follows:

1. Expected dividend payment rate 2024: ≥ 8%
2. The actual dividend payment in 2024 will be voted at the Annual General Meeting 2025 on the basis of production and business results in 2024.

‎‎Article 8. Approve the contracts and transactions between the Company and affiliated enterprises and persons in 2024.

1. The General Meeting agreed to approve the contracts and transactions in 2024 with affiliated persons under its authority.
2. The General Meeting assigns the Board of Directors to sign contracts and carry out them between the Company and affiliated enterprises and persons as mentioned in accordance with the provisions of law. The deadline for signing contracts and transactions is from January 1, 2024 until there are other changes.

‎‎Article 9. Approve the investment policy of underground mining project below the level of - 175, Vang Danh Coal Mine of Vinacomin - Vang Danh Coal Joint Stock Company.

1. The General Meeting agreed to approve the investment policy of underground mining project below -175, Vang Danh Coal Mine of Vinacomin - Vang Danh Coal Joint Stock Company.
2. The General Meeting assigns the Board of Directors and the management of the Company to use resources according to the project to prepare for project implementation.

‎‎Article 10. Approve the Report on supervision of management and operations activities in 2023 and the Appraisal of the Financial Statements 2023 of the Company's Supervisory Board.

The General Meeting agreed to approve the Report on supervision of management and operations activities in 2023 and the Appraisal of the Financial Statements 2022 of the Company's Supervisory Board.

‎‎Article 11. Approve the selection of the list of audit companies for the Financial Statements 2024;

* The General Meeting agreed to approve the selection of the list of audit companies for the Financial Statements 2024;
* An Viet Auditing Company Limited: Address: 12th floor, 167 Bui Thi Xuan Building, Hai Ba Trung District, Hanoi.
* AASC Auditing Firm Company Limited; Address: No. 1, Le Phung Hieu Street, Trang Tien Ward, Hoan Kiem District, Hanoi.
* Nhan Tam Viet Auditing Company Limited: Address: Platinum Residences Building, No. 06 Nguyen Cong Hoan Street, Giang Vo, Ba Dinh, Hanoi.

The Meeting assigns the Company to select 01 independent audit company (out of the 03 above companies) according to the provisions of law to audit the Financial Statements 2024 as per current regulations.

‎‎Article 12. Terms of enforcement

The Annual General Meeting 2024 of Vinacomin - Vang Danh Coal Joint Stock Company was conducted fairly and legally. This General Mandate takes effect immediately after the approval of the Annual General Meeting 2024 of Vinacomin - Vang Danh Coal Joint Stock Company.

The Annual General Meeting 2024 authorizes the Board of Directors and the Executive Board of Vinacomin - Vang Danh Coal Joint Stock Company to be responsible for carrying out the work approved in this General Mandate under applicable laws while ensuring the rights and interests of shareholders and enterprises.