**HLC: Annual General Mandate 2024**

On April 22, 2024, Vinacomin - HaLam Coal JSC announced General Mandate No. 01/NQ-DHDCDTN as follows:

‎‎Article 1. Approve the Production and Business Results Report 2023; the production and business plan 2024 and expected dividend rate

The General Meeting of Shareholders approved the 2023 Production and Business Results Report; the production and business plan 2024 and expected dividend rate of Vinacomin - HaLam Coal JSC with the following key targets:

1. Production and business results (some key targets in 2023) and construction investment in 2023
2. Production and business results (some key targets in 2023):

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | General Mandate 2023 | Adjusted Plan (Official Dispatch No. 6429; Decision No. 2303, Decision No. 378) | Results 2023  | Rate |
| Result/Plan | Result/Adjusted Plan |
| 1 | 2 | 3 | 4 | 5 | 6 | 7=6/4 | 8=6/5 |
| 1 | Total raw coal production | Tons | 2,450,000 | 2,450,000 | 2,399,999  | 98.0 | 98.0 |
|  | Underground coal | “ | 2,450,000 | 2,450,000 | 2,399,999 | 98.0 | 98.0 |
|  | CGH mining field coal | “ | 1,300,000 | 1,300,000 | 1,308,037 | 100.6 | 100.6 |
| 2 | Tunnel construction | m | 11,825 | 11,825 | 11,829.5  | 100.04 | 100.04 |
| 3 | Clean coal produced at mine | Tons | 831,900 | 831,900 | 845,785 | 101.7 | 101.7 |
| 4 | Coal consumption | Tons | 2,282,000 | 2,282,000 | 2,272,283 | 99.6 | 99.6 |
| 5 | Net revenue: | Million VND | 3,136,081 | 3,094,936 | 3,114,707 | 99.3 | 100.6 |
| 6 | Profit before tax | “ | 102,524 | 102,524 | 124,043 | 121.0 | 121.0 |
| 7 | Average labor | Person | 3,557 | 3,557 | 3,300 | 92.8 | 92.8 |
| 8 | Average salary/person/month: | VND 1,000 | 16,932 | 17,577 | 19,906 | 117.6 | 113.3 |

1. Investment implementation in 2023:

The company's construction investment plan 2023 was approved by TKV in Dispatch No. 6226/TKV-DT dated December 19, 2023 regarding the announcement of the adjusted investment plan 2023. Based on the assigned plan, the Company implemented as follows:

Unit: Million VND

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Contents | Adjusted plan | Results 2023 | Plan completion rate |
|  | Total | 105,862 | 106,387 | 100% |
| 1 | Construction and installation |  |  |  |
| 2 | Equipment expenses | 104,659 | 105,213 |  |
| 3 | Consulting and other costs | 1,203 | 1,174 |  |

2.. Production and Business Plan 2024, expected dividend rate 2024 and authorization to adjust the production and business plan 2024

1. Some key targets:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan 2024  | Note |
| 1 | Total raw coal production | 1000 tons | 2,400 |  |
|  | Underground coal | “ | 2,400 |  |
|  | + Of which: CGH mining field coal | “ | 1,125 |  |
| 2 | Tunnel construction | m | 11,985 |  |
| 3 | Clean coal produced at mine | 1000 tons | 790 |  |
| 4 | Coal consumption | 1000 tons | 2,240 |  |
| 5 | Net revenue: | Million VND | 3,066,941 |  |
| 6 | Profit from coal production | “ | 99,324 |  |
| 7 | Average labor | Person | 3,484 |  |
| 8 | Average salary/person/month: | VND 1,000 | 18,821 |  |

1. Investment plan for 2024:

The Company's construction investment plan 2024 has the following value:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Contents | Units | Plan 2024 | Note |
|  | Total | Million VND | 177,842 |  |
| I | Plan | Million VND | 98,154 |  |
| 1 | Construction and installation | “ |  |  |
| 2 | Equipment expenses | “ | 92,165 |  |
| 3 | Consulting and other costs | “ | 5,989 |  |
| II | Provision. | Million VND | 79,687 |  |

1. The expected dividend payment rate in 2024 is ≥ 6% of charter capital.
2. The General Meeting authorizes the Company's Board of Directors to:
* Adjust the production and business plan 2024 when production and business conditions change or Vietnam National Coal-Mineral Industries Holding Corporation Limited adjusts the Company's business plan, but must ensure the actual profit is not lower than the planned profit approved by the general meeting.
* Implement the Company's restructuring according to the Restructuring Plan of Vietnam National Coal-Mineral Industries Holding Corporation Limited to 2025 according to the Prime Minister's Decision and TKV Group's Implementation Plan.

‎‎Article 2. Approve the Audited Financial Statements in 2023

The General Meeting of Shareholders approved the 2023 Financial Statements audited by AFC Vietnam Auditing Co., Ltd. - Ha Thanh Branch.

‎‎Article 3. Approve the profit distribution plan in 2023

The General Meeting of Shareholders approved the Profit Distribution Plan 2023 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| 11 | Content | Amount (VND) | Note |
| 1 | Profit before tax | 124,043,310,983 |  |
| 2 | Corporate income tax payable: | 24,875,754,713 |  |
| 3 | Profit after tax | 99,167,556,270 |  |
| 4 | Undistributed profits transferred from the previous year | 14,335,419,021 |  |
| 5 | Undistributed retained earnings this year  | 10,717,181,746 |  |
|  | In which: Deferred tax assets as of December 31, 2023 | 10,717,181,746 |  |
| 6 | Remaining profit for distribution (3+4-5) | 102,785,793,545 |  |
| a | Dividend payment in 2023: 8% of charter capital. | 20,332,159,200 |  |
| b | Remaining profit after dividend payment | 82,453,634,345 |  |
| - | Appropriation for investment and development fund (20% of profit after tax) | 19,833,511,254 |  |
| - | Appropriation for bonus fund of managers: | 456,250,000 |  |
| - | Appropriation for bonus and welfare fund: | 62,163,873,091 |  |

‎‎Article 4. Approve the report on remuneration 2023 and salary payment to management staff; the plan for remuneration, allowances and salaries 2024 of management staff

The General Meeting of Shareholders approved the 2023 report on remuneration payment to the Board of Directors, Supervisory Board and salaries of management executives, and the Plan 2024 for remuneration, allowances and salaries of management staff as follows:

1. Results 2023
	1. Total remuneration and actual remuneration payment to the Board of Directors and Supervisory Board in 2023

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Position | Number of people | Total (VND) | Paid 80% (VND) | Remaining 20% (VND) | Note |
| 1 | The Board of Directors | 4 | 189,000,000 | 151,200,000 | 37,800,000 | Remaining 20% to be paid in 2024 |
| 2 | The Supervisory Board | 3 | 128,800,000 | 103,040,000 | 25,760,000 |
|  | Total |  | 317,800,000 | 254,240,000 | 63,560,000 |

* The remuneration levels and payment to the Board of Directors and Supervisory Board were implemented in accordance with the Annual General Mandate 2023.
	1. Allowances and actual payment of allowances to independent members of the Board of Directors in 2023

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Position | Number of people | Total (VND) | Paid 80% (VND) | Remaining 20% (VND) | Note |
| 1 | Independent member of the Board of Directors | 1 | 184,000,000 | 147,200,000 | 36,800,000 | Remaining 20% to be paid in 20242024 |
|  | Total |  | 184,000,000 | 147200000 | 36800000 |

* The allowance levels and payment to independent members of the Board of Directors were implemented in accordance with the Annual General Mandate 2023.
	1. Salaries and actual salary payment to managers in 2023

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Position | Number of people | Total (VND) | Paid as of Dec 31, 2023 (VND) | Remaining (VND | Note |
| 1 | Manager | 01 | 636,480,000 | 406,615,413 | 229,864,587 | Remainder to be paid in Q1/2024 and after final settlement |
| 2 | Deputy Manager; eexecutive members of the Board of Directors & Supervisory Board | 05 | 2,498,972,055 | 1,582,662,391 | 916,309,664 |
| 3 | The Chief Accountant | 1 | 514,080,000 | 331,174,855  | 182,905,145  |
|  | Total |  | 3,649,532,055  | 2,320,452,659  | 1,329,079,396  |

1. Plan 2024

2.1.. Plan for Board of Directors, Supervisory Board remuneration and allowances of independent members of the Board of Directors

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | Management position | Number (person) | No. of months/year  | Remuneration/Allowance (thousand VND/month) | Remuneration (thousand VND/year) | Allowance (thousand VND/year) |
| 1 | Chair of the Board of Directors | 01 | 12 | 5,400 | 64,800 |  |
| 2 | Member of the Board of Directors | 02 | 12 | 4,600 | 110,400 |  |
| 3 | Independent member of the Board of Directors | 01 | 12 | 23,000 |  | 276,000 |
| 4 | Chief of the Supervisory Board | 01 | 12 | 4,600 | 55200 |  |
| 5 | Members of the Supervisory Board: | 01 | 12 | 4,600 | 55200 |  |
| Total |  |  |  | 285,600 | 276000 |

2.2.. Plan for managers' salaries 2024

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Position | Quantity | Monthly salary per Decision 1387/QD-TKV (million VND) | Adjustment coefficient per Official Dispatch 6439/TKV-KH | Monthly salary after adjustment (million VND) | Number of months | Total salary 2024 (million VND) |
| 1 | Manager | 01 | 26 | 1.7 | 44.2 | 12 | 530.4 |
| 2 | Deputy ManagerNon-executive member of the Board of Directors & Supervisory Board | 05 | 23 | 1.7 | 39.1 | 12 | 2,346 |
| 3 | Deputy Manager of Mechanical-Electrical-Transportation | 01 | 23 | 1.7 | 39.1 | 8 | 312.8 |
| 4 | The Chief Accountant | 01 | 21 | 1.7 | 35.7 | 12 | 428.4 |
| Total | 08 |  |  |  |  | 3,617.6 |

* Monthly, quarterly or semi-annually, non-executive members of the Board of Directors and Supervisory Board are advanced 80% of the remuneration; monthly, independent members of the Board of Directors, executive members of the Board of Directors and Supervisory Board and the Company's managers are advanced 80% of the allowance (for independent members of the Board of Directors), salary (for executive members of the Board of Directors and Supervisory Board and the Company's managers) of that month; the remaining remuneration, allowances and salaries are settled at the end of the year based on the Company's production and business results and the level of completion of duties of the members of the Board of Directors and Supervisory Board and the Company's managers.

‎‎Article 5. Approve the Board of Directors' Report on governance and operating results in 2023, and orientations for 2024

The General Meeting of Shareholders approved the Board of Directors' report on governance and operating results in 2023, and the Board of Directors' operating orientations for 2024.

‎‎Article 6. Approve contracts and transactions in 2024 with related parties under the General Meeting of Shareholders' authorities

The General Meeting of Shareholders approved contracts and transactions in 2024 with related parties.

‎‎Article 7. Approve the Report of the Independent members of the Board of Directors on the activities of the Board of Directors in 2023.

The General Meeting of Shareholders approves the Report of the Independent members of the Board of Directors on the activities of the Board of Directors in 2023.

‎‎Article 8. Approve the Supervisory Board's evaluation report on production and business results and verification of the Company's audited Financial Statements for 2023.

The General Meeting approves the Supervisory Board's evaluation report on production and business results and verification of the Company's audited Financial Statements for 2023.

‎‎Article 9. Approve the Supervisory Board's Activity Report on evaluating the performance of the Board of Directors and the Company's Manager in 2023.

The General Meeting approves the Supervisory Board's Activity Report on evaluating the performance of the Board of Directors and the Company's Manager in 2023.

‎‎Article 10. Ratification of the Supervisory Board's proposal to select an audit company for the Financial Statements 2024.

The General Meeting of Shareholders approves the selection of independent audit companies to audit the Company's Financial Statements for 2024, including:

1. AFC Vietnam Auditing Co., Ltd. - Hanoi Branch; Address: No. 44 Nguyen Cong Hoan, Ngoc Khanh Ward, Ba Dinh District, Hanoi.
2. AASC Auditing Firm Company Limited
Address: No. 1 Le Phung Hieu, Hoan Kiem District, Hanoi.
3. Ernst & Young Vietnam Limited, Hanoi Branch; Address: 8th Floor, Cornerstone Building, No. 16 Phan Chu Trinh, Phan Chu Trinh Ward, Hoan Kiem District, Hanoi.

The General Meeting authorizes the Company to select 01 independent audit company (out of the above 03 companies) in accordance with the provisions of the law to audit the Financial Statements for 2024 in accordance with current regulations.

‎‎Article 11. Validity and implementation of the General Mandate

1.. Validity This General Mandate takes effect from the time the Annual General Meeting of Shareholders 2024 approves it by voting.

1. Implementation of the General Mandate: Members of the Board of Directors, Supervisory Board, Executive Board and other managers, based on their respective functions, tasks and powers, shall organize the implementation of the General Mandate in accordance with the provisions of law, the Company's Charter and be responsible for reporting the implementation results of the General Mandate at the Annual General Meeting of Shareholders 2025.