**VTM: Annual General Mandate 2024**

On April 25, 2024, Vinacomin Transportation and Miner Commuting Service JSC announced General Mandate No. 39/NQ-DHDCD-2024 as follows:

Article 1. Approve the Report on the implementation of the production and business plan for 2023 - Tasks of the production and business plan for 2024.

The General Meeting of Shareholders unanimously approved the Report on the implementation of the production and business plan for 2023 - Tasks of the production and business plan for 2024 of Vinacomin Transportation and Miner Commuting Service JSC with the following main targets:

1. Production and business results in 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | Plan in 2023 | Results 2023 | % |
| 1 | 2 | 3 | 4 | 5 | 6=5/4 |
| I | Output |  |  |  |  |
| 1 | Passenger | HK | 4,300,000 | 4,036,831 | 93.88 |
| 2 | transporting workers | TKm | 30,000,000 | 33,516,475 | 111.72 |
| 3 | Operating | Km | 11,000,000 | 11,629,884 | 105.72 |
| II | Revenue | Million VND | 294,000 | 327,763 | 111.48 |
| 1 | Worker transportation | “ | 272,000 | 301,193 | 110.73 |
| 2 | Vehicle repair | “ | 20,000 | 24,155 | 120.77 |
| 3 | Other revenue: | “ | 2,000 | 2,415 | 120.75 |
| III | Expenses | “ | 288,800 | 322,535 | 111.68 |
| IV | Profit before tax | “ | 5,200 | 5,228 | 100.54 |
| V | Average labor | Person | 745 | 702 | 94.22 |
| VI | Average salary | VND 1000 /person/month | 9,389 | 10,632 | 113.23 |

1. Production and business plan 2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Unit | Plan 2024 | Note |
| 1 | 2 | 3 | 4 | 5 |
| I | Output |  |  |  |
| 1 | Passenger | HK | 3,830,000 |  |
| 2 | transporting workers | TKm | 33,000,000 |  |
| 3 | Operating | Km | 10,500,000 |  |
| II | Revenue | Million VND | 314,500 |  |
| 1 | Worker transportation | “ | 292,500 |  |
| 2 | Vehicle repair | “ | 20,000 |  |
| 3 | Other revenue: | “ | 2,000 |  |
| III | Expenses | “ | 309,161 |  |
| IV | Profit before tax | “ | 5,300 |  |
| V | Average labor | Person | 740 |  |
| VI | Average salary | VND 1000 /person/month | 10,988 |  |
| VII. | Dividend payment (expected) | % of charter capital | ≥4 |  |
| VIII | Construction investment | Million VND | 37,326 |  |

3. Labor utilization plan for 2024:

* Standard labor: 740 persons, including:
* Company managers: 05 person
* Employee: 735 persons
* New recruits: 35 persons.

4. Dividend payment plan for 2024 Expected to be ≥4% of charter capital

Based on the production and business plan for 2024:

* Planned profit before tax: VND 5.3 billion;

|  |  |
| --- | --- |
| * Expected profit after tax: | VND 4.217 billion; |
| * Expected dividend payment: | VND 1.312 billion (equivalent to 4% of charter capital); |
| * Expected remaining for funds: | VND 2.905 billion; |

The General Meeting authorizes the Board of Directors of the Company, during the implementation of the production and business plan for 2024, depending on favorable or difficult conditions in production, to have the right to decide to adjust the production and business targets up or down in order to ensure the efficiency and benefits of shareholders and the Company.

Article 2: Approve the Audited Financial Statements in 2023

Based on the summary audited Financial Statements for 2023; The report of the Supervisory Board on the appraisal of the Financial Statements for 2023 audited by AFC Vietnam Co., Ltd. The General Meeting of Shareholders unanimously approved the audited Financial Statements for 2023.

Article 3: Approve the Proposal on the profit distribution in 2023

The General Meeting of Shareholders unanimously approved the Plan for profit distribution, dividend payment, and appropriation and use of funds in 2023 as follows:

Unit: VND

1. Accounting profit before tax: 5,227,848,189
2. Corporate income tax: 1,121,982,111
3. Profit after tax in 2023 (3=1-2): 4,105,866,078
4. Undistributed profit after tax in 2022: 838,812,771
5. Expected profit distribution: 4,944,678,849

|  |  |  |
| --- | --- | --- |
| No. | Content | Value (VND) |
| a | Dividend payment of 4% on charter capital: | 1,311,918,800 |
| b | Appropriation for Development Investment Fund (b = 3 x 20%) | 821,173,216 |
| c | Appropriation for Bonus and Welfare Fund (c = 5-a-b-d) | 2,664,691,833 |
|  | In which: |  |
|  | - Bonus fund (60%) | 1,598,815,100 |
|  | - Welfare fund (40%) | 1,065,876,733 |
| d | Appropriation for Reward Fund for Enterprise Management (1 x Monthly salary fund for managers) | 146,895,000 |

* Payment method: For common shareholders who are employees of the Company, payment in cash; for Vietnam National Coal And Mineral Industries Holding Corporation Limited, payment by bank transfer or offsetting debts after organizing the General Meeting.

Article 4: Approve the Report on contracts and transactions between the Company and enterprises and related persons

The General Meeting of Shareholders unanimously approved the report on contracts and transactions between the Company and enterprises and related persons.

Article 5: Approve the Report on the activities of the Board of Directors.

The General Meeting of Shareholders unanimously approved the Report on the activities of the Board of Directors in 2023 and the orientation and tasks for 2024 of the Board of Directors.

Article 6: Approve the Report on salaries and remuneration for the Board of Directors, Supervisory Board, and Company managers in 2023 - Proposing the level of salaries and remuneration for the Board of Directors, Supervisory Board, and Company managers in 2024.

1. Approve the salaries and remuneration for the Board of Directors, Supervisory Board, and Company managers in 2023:

The General Meeting of Shareholders unanimously approved the payment of salaries and remuneration for the Board of Directors, Supervisory Board, and Company managers in 2023 as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Full name | Participants: | Salary in 2023 (VND) | Remuneration in 2023 (VND) |
| 1 | Nguyen Trong Tot | Chair of the Board of Directors (from Jan-Jul 2023) |  | 35,980,000 |
| 2 | Pham Dang Phu | Chair of the Board of Directors (from Aug-Dec 2023) |  | 25,700,000 |
| 3 | Vu Manh Dung | Member  of the Board of Directors/Manager | 414,960,000 | 52,560,000 |
| 4 | Luong Van Hieu | Executive member of the Board of Directors | 367,920,000 |  |
| 5 | Pham Xuan Phong | Chief of the Supervisory Board |  | 54,960,000 |
| 6 | Nguyen Ngoc Thanh | Members of the Supervisory Board |  | 47,304,000 |
| 7 | Tran Thi Thuy | Members of the Supervisory Board |  | 47,304,000 |
| 8 | Hoang Minh Son | Company’s Deputy Manager | 367,920,000 |  |
| 9 | Nguyen Nhu Nga | Company’s Deputy Manager | 275,940,000 |  |
| 10 | Do Thanh Tung | The Chief Accountant | 336,000,000 |  |
|  | Total |  | 1,762,740,000 | 263,808,000 |

1. Deciding the level of salaries and remuneration for the Board of Directors, Supervisory Board, and Company managers in 2024:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Position | Quantity  (Person) | Salary in 2024 (VND) | Remuneration in 2024 (VND) | Note |
| 1 | Chair of the Board of Directors | 01 |  | 61,680,000 | Non-executive |
| 2 | Member of the Board of Directors | 01 |  | 52,560,000 | Non-executive |
| 3 | Member of the Board of Directors | 01 | 394,160,000 |  | Executive |
| 4 | Chief of the Supervisory Board | 01 |  | 54,960,000 | Non-executive |
| 5 | Members of the Supervisory Board: | 02 |  | 94,608,000 | Non-executive |
| 6 | Manager | 01 | 444,556,000 |  |  |
| 7 | Deputy Manager | 02 | 788,320,000 |  |  |
| 8 | The Chief Accountant | 01 | 359,964,000 |  |  |
| Total | |  | 1,987,000,000 | 263,808,000 |  |

3. Payment method: Every month, members of the Board of Directors, Supervisory Board, and Company managers are paid 80% of the salary and remuneration for that month; the remaining amount is settled at the end of the year based on the Company's production and business results.

Article 7: Approve the resignation letter of Mr. Luong Van Hieu as a member of the Board of Directors

The General Meeting of Shareholders unanimously approved the dismissal of Mr. Luong Van Hieu's membership in the Board of Directors from April 25, 2024.

Article 8: Approve the Report on the activities of the Supervisory Board.

The General Meeting of Shareholders unanimously approved the Report on the results of supervision in 2023. The activity report 2023 of the Supervisory Board - Orientation and tasks for 2024 of the Supervisory Board.

Article 9: Approve the selection of an audit company for the Financial Statements in 2024.

The General Meeting of Shareholders unanimously approved the selection of the list of independent audit companies to audit the Company's Financial Statements for 2024 as follows:

1. AFC Vietnam Auditing Company Limited - Ha Noi Branch

* Address: No. 44, Nguyen Cong Hoan Street, Ngoc Khanh Ward, Ba Dinh District, Hanoi
* Representative: Mr. Pham Trung Thanh - Manager
* Tel: 024 3837 3666.
* Website: <https://pkf.afcvietnam.vn>

1. Vietnam Auditing and Valuation Company Limited (AVA);

* Address: 14th floor, SUDICO Building, Me Tri Street, My Dinh 1 Ward, Nam Tu Liem District, Hanoi
* Representative: Mr. Nguyen Viet Long - Deputy General Manager
* Tel: 024 868 9566.
* Website: <https://kiemtoanava.com.vn>

1. RSM Vietnam Auditing & Consulting Company Limited;

* Address: 147 Hai Ba Trung, Vo Thi Sau Ward, District 3, Ho Chi Minh City
* Representative: Mr. Le Duy Trung - Deputy General Manager
* Tel: 024 3795 5353.
* Website: <https://www.rsm.global/vietnam>

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

Article 10: Approve the results of the additional election of a Member of the Board of Directors

Based on the results of the vote counting for the additional election of a Member of the Board of Directors of the Company. The General Meeting of Shareholders unanimously approved the results of the additional election of a Member of the Board of Directors of the Company for the term 2021-2026 as follows:

* Mr. Hoang Minh Son - Deputy Manager of Vinacomin Transportation and Miner Commuting Service JSC, was elected as a member of the Board of Directors of the Company for the term 2021-2026 from April 25, 2024.

Article 11: Terms of enforcement

The Annual General Meeting of Shareholders 2024 of Vinacomin Transportation and Miner Commuting Service JSC was conducted in a public, transparent, legal and fair manner. This General Mandate takes effect immediately after being approved by the Annual General Meeting of Shareholders 2024 of Vinacomin Transportation and Miner Commuting Service JSC. All shareholders, members of the Board of Directors, members of the Supervisory Board, the Board of Managers, and management officers of the Company are responsible for implementing this General Mandate./.

This General Mandate consists of 6 pages, made at 11:30 on April 25, 2024.