**CST: Annual General Mandate 2024**

On April 26, 2024, Cao Son Coal Joint Stock Company announced General Mandate No. 01/NQ-TCS-DHDCD as follows:

Article 1: Approve Report No. 2661/BC-TCS-KH dated March 25, 2024 by the Company's Manager, on "production and business results in 2023, production and business plan for 2024"

1. Production and business results 2023

* Results of implementing key targets of the production and business plan 2023

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan 2023 | | Results 2023 | Rate (%) | |
| Plan per General Mandate No. 1 | Adjusted Plan | Per General Mandate No. 1 | Per adjusted plan |
| A | B | C | 1 | 2 | 3 | 4=3/1 | 5=3/2 |
| 1 | Excavated soil and rock | Thousand m3 | 59,780 | 46,948 | 46,908 | 78 | 100 |
| 2 | Total coal production | Thousand tons | 5,620 | 4,500 | 4,675 | 83 | 104 |
| - | Raw coal |  | 4,420 | 3,200 | 3,201 | 72 | 100 |
| - | Clean coal |  | 1. 200 | 1,300 | 1,474 | 123 | 113 |
| 3 | Coal consumption | Thousand tons | 5,561 | 4,448 | 4,636 | 83 | 104 |
| 4 | Coal revenue | Billion VND | 9,838 | 7,300 | 7,404 | 75 | 101 |
| 5 | Salary | Million VND/person/month | 11.013 | 15.009 | 15.492 | 141 | 103 |
| 6 | Profit | Billion VND | 143.944 | 143.944 | 351.7 | 244.3 | 244.3 |
| 7 | Dividend | % | 7 |  | 20 | 285.7 |  |
|  |  |  |  |  |  |  |  |

* Results of implementing the investment plan 2023

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Plan 2023 at beginning of year (million VND) | Plan 2023 (adjusted plan) | Results 2023 (million VND) | Rate (%) |
| A | Total (I+II+III) | 517,734 | 321,393 | 178,794 | 55.6 |
| - | In which: |  |  |  |  |
| I | Debt repayment for previous year's volume | 0 | 0 | 0 | 0 |
| 1 | Construction |  |  |  |  |
| 2 | Equipment |  |  |  |  |
| 3 | Consulting fees, other expenses |  |  |  |  |
| II | Plan 2023 | 436,395 | 321,393 | 178,794 | 55.6 |
| 1 | Construction | 90,752 | 23,147 | 15,016 | 67.8 |
| 2 | Equipment | 309,280 | 280,444 | 153,251 | 54.6 |
| 3 | Consulting fees, other expenses | 36,363 | 17,801 | 10,527 | 59.1 |
| III | Provision | 81,339 |  |  |  |
| 1 | Construction | 5,042 |  |  |  |
| 2 | Equipment | 76,155 |  |  |  |
| 3 | Consulting fees, other expenses | 142 |  |  |  |
| B | Capital resource | 517,734 | 321,393 | 178,794 |  |
| 1 | Commercial loan capital | 388,706 | 227,257 | 93,500 |  |
| 2 | Vinacomin's development investment capital | 0 | 0 | 0 |  |
| 3 | Owner’s equity | 129,028 | 94,136 | 71,239 |  |

1. Production and Business Plan 2024

* Plan for key targets of production and business plan 2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Unit | Plan | Note |
| 1 | Excavated soil | Million m3 | 58.25 |  |
| 2 | Exploited coal | Million tons | 4.70 |  |
| + | Raw coal | “ | 4.10 |  |
| + | Clean coal | “ | 0.60 |  |
| 3 | Coal consumption | Million tons | 4.70 |  |
| 4 | Coal revenue | Billion VND | 9,424.5 |  |
| 5 | Average salary (million VND/person/month) | Million VND | 11.855 |  |
| 6 | Coal profit | Billion VND | 130.398 |  |
| 7 | Expected dividend | % | ≥7 |  |

* Investment plan 2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Value (million VND) | Note |
| 1 | Value per investment plan | 565,812 |  |
|  | * Construction | 43,722 |  |
|  | * Equipment | 489,718 |  |
|  | * Consulting fees, other expenses | 32,372 |  |
| 2 | Capital source for implementation | 565,812 |  |
|  | * Commercial loan capital | 399,065 |  |
|  | * Source of owners' equity | 166,747 |  |

1. Authorize the Company's Board of Directors to adjust some targets of the production and business plan 2024 when actual conditions change, but must comply with the law and the Company's charter, ensuring the planned profit.

Article 2: Approve Report No. 2691/BC-TCS-HDQT dated March 25, 2024 by the Board of Directors, on 2023 activities and 2024 orientations;

The General Meeting authorizes the Board of Directors to continue directing the Company's Manager to implement and complete the task of listing the Company's shares on the HNX of the Hanoi Stock Exchange according to the content approved by the Annual General Meeting of Shareholders 2023.

Article 3: Approve Report No. 04/BC-TCS-BKS dated March 25, 2024 by the Supervisory Board, the Supervisory Board's report on evaluating the management and administration of the Board of Directors and Board of Directors, appraising the Financial Statements 2023;

Article 4: Approve Proposal No. 2692/TTr-TCS-HDQT dated March 25, 2024 by the Board of Directors, regarding reporting 2023 contracts and transactions and proposing approval of 2024 contracts and transactions.

Article 5: Approve Proposal No. 2693/TTr-TCS-KT dated March 25, 2024 by the Company's Manager, regarding approving the audited Financial Statements 2023.

Article 6: Approve Proposal No. 3812/TTr-TCS-HDQT dated April 25, 2024 by the Board of Directors, regarding the Plan for profit distribution, allocation and use of funds in 2023 as follows:

The Company's Board of Directors respectfully submits to the 2024 Annual General Meeting of Shareholders for approval of the Plan for profit distribution, allocation and use of funds in 2023 as follows:

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| No. | | Content | Unit | Amount | Note | |
| 1 | | Profit after tax | VND | 404,737,630,393 |  | |
|  | | In which: Profit carried forward from previous year | VND | 124,282,817,205 |  | |
|  | | Profit this year | VND | 280,454,813,188 |  | |
| 2 | | Plan for dividend payment in 2023 |  |  |  | |
| - | | Dividend payment rate: | % | 20 |  | |
| - | | Dividend payout amount | VND | 85,693,546,000 |  | |
| 3 | | Remaining profit | VND | 319,044,084,393 |  | |
| - | | Appropriation for investment and development funds (30% of profit after tax in 2023) | VND | 84,136,443,956 |  | |
| - | | Appropriation for bonus and welfare fund (1.5 month salary) | VND | 77,265,000,000 |  | |
|  | Appropriation for bonus fund (70%) | | VND | 54,085,500,000 | |  |
|  | Appropriation for welfare fund (30%) | | VND | 23,179,500,000 | |  |
| - | Allocate to bonus fund for Enterprise managers (01 month's salary of managers) | | VND | 314,568,000 | |  |
| 4 | Undistributed profit after tax in 2023 | | VND | 157,328,072,437 | |  |

Undistributed profit after tax carried forward from the previous year is VND 124,282,817,205. Profit after tax in 2023: VND 280,454,813,188 However, in 2024, production and business conditions are forecasted to be difficult due to the global political situation, so it will be challenging for the 2024 profit to meet the planned targets. Therefore, the Company plans to retain the undistributed profit in 2023 of VND 157,328,072,437. The distributed profit in 2023 is VND 247,409,557,956, which is distributed according to regulations.

Article 7: Approve Proposal No. 2695/TTr-TCS-HDQT dated March 25, 2024 by the Board of Directors, regarding the Report on remuneration and salary payment to members of the Board of Directors, Supervisory Board and other managers of the Company in 2023 and the Proposal on remuneration and salary levels for members of the Board of Directors, Supervisory Board and other managers of the Company in 2024, with the following contents.

1. Report on remuneration and salary payment to members of the Board of Directors, Supervisory Board and other managers of the Company in 2023:

Unit: VND 1000

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Position | Number of people | Salary | | Remuneration | | Note |
| Person | Cash | Person | Cash |  |
| 1 | The Board of Directors | 05 |  |  | 05 | 271,920 |  |
| 2 | The Supervisory Board | 05 | 02 | 448,032 | 05 | 265,200 |  |
| 3 | Other managers | 07 | 07 | 3,774,816 |  |  |  |
|  | Total |  |  | 4,222,848 |  | 537,120 |  |

1. Proposal on remuneration and salary levels for members of the Board of Directors, Supervisory Board and other managers of the Company in 2024:

Pursuant to Article 6, Decree No. 53/2016/ND-CP dated June 13, 2016 of the Government regulating labor, salary, remuneration, and wages for joint stock companies with state-controlled capital and Circular No. 28/2016/TT-BLDTBXH of the Ministry of Labor, Invalids and Social Affairs guiding the implementation of Decree No. 53/2016/ND-CP of the Government;

Pursuant to Decision No. 1387/QD-TKV dated July 29, 2019 on promulgating guidelines for the salary payment mechanism applicable in TKV; Accordingly, the salary level of the Company's Enterprise Managers is classified into (Group II-Grade I) in the table of Appendix 04 of the Decision. Accordingly, the remuneration level for concurrently holding members of the Board of Directors and Supervisory Board will be finalized and enjoyed at a maximum of 20% of the planned average salary level of executive management positions. The actual salary level of executive members of the Board of Directors and the Chief of the Supervisory Board is finalized based on the Company's production and business results;

Based on Official Dispatch No. 6439/TKV-KH dated December 26, 2023 of the Group on notifying key targets of the 2024 business plan and Based on the average actual salary level in 2023 of the managers and the planned profit and labor productivity targets for 2024 compared to the actual results in 2023;

Therefore, the Company's Manager proposes the planned salary level and planned salary fund for 2024 for the Company's Management positions, remuneration and allowances for the Board of Directors and Supervisory Board in 2024 of the Company, specifically as follows:

1. Remuneration of non-executive members of the Board of Directors and Supervisory Board:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Position | Grade I Group II salary level (VND/person/month) | Remuneration (VND/person/month) |
| 1 | Chair of the Board of Directors | 25,700,000 | 25,700,000 X 1 X 20% = 5,140,000 |
| 2 | Members of the Board of Directors: | 21,900,000 | 21,900,000 X 1 X 20% = 4,380,000 |
| 3 | Chief of the Supervisory Board | 22,900,000 | 22,900,000 X 1 X 20% = 4,580,000 |
| 4 | Members of the Supervisory Board | 21,900,000 | 21,900,000 X 1 X 20% = 4,380,000 |

1. Salary levels of members of the Supervisory Board and other Company managers:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Position | Number (person) | Average monthly salary based on 2023 results (VND 1,000) | Planned monthly salary in 2024 (VND 1,000) | Planned salary fund for 2024 (VND 1,000) |
| 1 | Manager | 1 | 50,388 | 41,990 | 503,880 |
| 2 | Deputy Manager | 5 | 223,380 | 186,150 | 2,233,800 |
| 3 | Chief Accountant | 1 | 40,800 | 34,000 | 408,000 |
| 4 | Members of the Supervisory Board | 2 | 37,336 | 27,828 | 333,936 |
|  | Total | 9 | 351,904 | 289,968 | 3,479,616 |

The source of remuneration for the Board of Directors and Supervisory Board is accounted for in the Company's production and business expenses in 2024. The source of salary is accounted for in the salary fund according to regulations.

1. Payment method:

Every month, members of the Board of Directors and other Company managers are advanced 80% of the salary, remuneration, and allowance for that month; the remainder is finalized at the end of the year based on the Company's production and business results.

Article 8: Approve Proposal No. 05/TTr-TCS-BKS dated March 25, 2024 by the Company's Supervisory Board, the selection of the list of independent audit companies to audit the Company's Financial Statements in 2024 as follows:

1. Criteria for selecting an independent audit company:

* Is a company operating legally in Vietnam and approved by the Ministry of Finance or the State Securities Commission to audit Financial Statements of entities with public interest in 2022 and 2023.
* Has experience in auditing large-scale public companies in Vietnam;
* Have reputation for audit quality;
* Have highly qualified and experienced auditors.
* Meet the Company's requirements of audit scope and progress;

1. Proposed list of audit companies for selection:

* AASC Auditing Firm Company Limited;
* BDO Auditing Company Limited.
* UHY Auditing and Consulting Company Limited

The General Meeting of Shareholders approves the selection criteria and the list of audit companies as mentioned above and authorizes the Company's Board of Directors to select an audit company from the proposed list above, ensuring compliance with regulations.

Article 9: Do not approve Proposal No. 2696/TTr-TCS-HDQT dated March 25, 2024 by the Board of Directors, on the Plan to increase charter capital from the Investment and Development Fund under the Company's Owner's Equity.

Article 10: Terms of enforcement

The Annual General Meeting of Shareholders 2024 of Cao Son Coal Joint Stock Company has been conducted publicly and transparently in accordance with the current laws and the Company's charter. The Board of Directors shall base on the contents of this General Mandate to implement and ensure the interests of the Company, shareholders and compliance with the law.

The General Meeting votes to approve the General Mandate 2024 of Cao Son Coal Joint Stock Company.

This General Mandate takes effect immediately after being voted and approved by the Annual General Meeting of Shareholders 2024 of Cao Son Coal Joint Stock Company on April 26, 2024.