**THT: Annual General Mandate 2024**

On April 25, 2024, Vinacomin - Ha Tu Coal JSC announced General Mandate No. 01/2024/NQ-DHDCD/THT as follows:

Article 1: Approve the Report on the company's production and business results in 2023 and the tasks and plans for production and business in 2024, with the following main targets:

* Production and business results in 2023:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Target | Unit | General Mandate 2023 | Results 2023 | Rate (%) |
| 1 | Total overburden | Thousand m3 | 44,900 | 44,952 | 100.1 |
| 2 | Raw coal production | Thousand tons | 2,550 | 2,550 | 100.0 |
| 3 | Coal consumption | Thousand tons | 2,684 | 2,786 | 103.8 |
| 4 | Total revenue | Million VND | 4,448,071 | 4,344,213 | 97.7 |
| 5 | Profit before tax | Million VND | 7,879 | 90,174 | 115.8 |
| 6 | Construction investment | Billion VND | 554 | 518 | 93.6 |
| 7 | Average income | Thousand VND/person/month | 10,189 | 15,114 | 148.3 |
| 8 | Dividend payout ratio/charter capital | % | ≥10 | 10 | 100 |

Production and business plan for 2024:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Target | Unit | 2024 |
| 1 | Total overburden | Thousand m3 | 44,000 |
| 2 | Raw coal production | Thousand tons | 2,700 |
| 3 | Coal consumption | Thousand tons | 2,727 |
| 4 | Total revenue | Million VND | 5,006,810 |
| 5 | Profit before tax | Million VND | 84,486 |
| 6 | Average salary | VND 1,000 /person/month | 11,604 |
| 7 | Construction investment | Million VND | 391,902 |
| 8 | Dividend | % | >10 |

The General Meeting of Shareholders assigns the Board of Directors to announce a Decision on the Production and Business Plan for 2024 for the Company to organize the implementation. The General Meeting of Shareholders authorizes the Board of Directors of the Company to adjust the production and business plan for 2024 when the production and business conditions of the Company change or Vietnam National Coal and Mineral Industries Group adjusts or supplements (increases or decreases) the main targets in the joint business plan, but the adjustment of the plan by the Board of Directors must ensure that the actual profit is not lower than the planned profit approved by the Annual General Meeting of Shareholders in 2024.

‎‎Article 2. Approve the Report on the activities of the Company's Board of Directors in 2023 and the report of the Independent member of the Board of Directors in 2023.

‎‎Article 3. Approve contracts and transactions between the Company and enterprises, major shareholders and related persons in 2024.

‎‎Article 4. Approve the maximum foreign ownership rate

Approve the maximum foreign ownership rate in the Company to be 35%.

‎‎Article 5. Approve the amendment and supplementation to the Company's Charter on organization and operation.

‎‎Article 6. Approve adjustment to the open-pit mining project in North Bang Danh area

1. Approve the policy to implement project adjustments due to the emergence of factors that bring higher efficiency to the project.
2. Approve the adjustment of the construction time of the open-pit mining project in North Bang Danh area: From 2018 to 2024.

The General Meeting of Shareholders authorizes the Board of Directors of the Company to direct and approve the following Decisions and procedures to implement the adjustment of the Project, complying with the provisions of the Law.

‎‎Article 7. Audited Financial Statements 2023.

‎‎Article 8. Approve the payment of remuneration and allowances for the Board of Directors and Supervisory Board in 2023 and the plan for payment of remuneration and allowances in 2024 for the Board of Directors and Supervisory Board.

* The General Meeting approves the Report on the payment of allowances and remuneration for the Board of Directors and Supervisory Board in 2023 as follows: The total amount of allowances and remuneration paid to members of the Board of Directors and Supervisory Board in 2023 is VND 642,240,000, of which: (i) Allowance for independent members of the Board of Directors is: VND 262,800,000, equal to 100% of the General Mandate 2023; (ii) Remuneration of the Board of Directors and Supervisory Board is VND 379,440,000, equal to 100% of the General Mandate 2023.
* The General Meeting agrees on the payment of allowances and remuneration in 2024 for the positions of the Board of Directors and Supervisory Board of the Company as follows: The total amount of allowances and remuneration for members of the Board of Directors and Supervisory Board planned for 2024 is: VND 642,240,000, of which (i) Allowance for independent members of the Board of Directors is: VND 262,800,000; (ii) Remuneration of the Board of Directors and Supervisory Board is VND 379,440,000, specifically:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Management position | Number (person) | Remuneration (thousand VND/year) | Allowance (thousand VND/year) |
| 1 | Chair of the Board of Directors | 01 | 61,680 |  |
| 2 | Member of the Board of Directors | 03 | 157,680 |  |
| 3 | Independent member of the Board of Directors | 01 |  | 262,800 |
| 4 | Chief of the Supervisory Board | 01 | 54,960 |  |
| 5 | Member of the Supervisory Board | 02 | 105,120 |  |
| Total | |  | 379,440 | 262,800 |

Payment method:

* Allowance for independent members of the Board of Directors is advanced monthly at 80%. At the end of the year, based on the Company's production and business performance and the level of work completion, the Company pays the remaining amount to the position of independent member of the Board of Directors.
* Remuneration:
* For the non-executive positions of the Board of Directors and Supervisory Board who are the Company's personnel, 80% of the non-executive remuneration is temporarily paid monthly. At the end of the year, based on the Company's production and business performance and the level of work completion, the Company pays the remaining amount to the positions.
* For the non-executive positions of the Board of Directors and Supervisory Board who are representatives of the Group, the Company temporarily pays 80% of the non-executive remuneration quarterly and transfers to the Group's account. At the end of the year, based on the production and business performance and the level of work completion of the positions, the Company settles the remaining non-executive remuneration for the positions and transfers to the Group according to regulations.

‎‎Article 9. Approve the profit distribution plan for 2023:

The General Meeting agrees on the dividend payment rate for 2023 of 10% of charter capital (equivalent to VND 1,000/share) and approves the allocation of funds in 2023 with the following figures:

|  |  |  |  |
| --- | --- | --- | --- |
| No. | Content | Amount (VND) | Note |
| 1 | Profit before tax | 90,173,888,654 |  |
| 2 | Payable Corporate income tax | 33,081,971,579 |  |
| 3 | Deferred corporate income tax | -14,263,313,551 |  |
| 4 | Profit after tax (1-2-3) | 71,355,230,626 |  |
| 5 | Retained profit of previous year: | 47,123,030,661 |  |
| 6 | Retained earnings for next year | 61,386,344,212 | Deferred income tax as of December 31, 2023 |
| 7 | Profit available for distribution (4+5-6) | 57,091,917,075 |  |
| 8 | Dividend payment for 2023: 10% charter capital | 24,569,052,000 | General Mandate:  ≥10% |
| 9 | Remaining profit after dividend payment | 32,522,865,075 |  |
| - | Bonus fund for the Company's managers | 190,440,000 | (1 month of average salary) |
| - | Bonus and welfare fund (1.25 months of average salary) | 32,332,425,075 | Average salary fund: VND 25.8 billion/month |

The General Meeting assigns the Board of Directors to complete the procedures and pay dividends to shareholders at the end of Q2/2024 in accordance with the provisions of the Law.

‎‎Article 10. Report of the Supervisory Board at the Annual General Meeting of Shareholders in 2024

‎‎Article 11. Approve the selection of the list of audit companies for the Company's Financial Statements 2024.

The General Meeting of Shareholders unanimously approves the selection of the list of independent audit companies to perform the audit of the Financial Statements 2024, including:

1. AASC Auditing Firm Company Limited
2. An Viet Auditing Company Limited
3. VACO Auditing Company Limited;

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

Article 12. Terms of enforcement.

This General Mandate takes effect immediately after being voted and approved by the Annual General Meeting 2024 convened on April 25, 2024.

Members of the Board of Directors, Supervisory Board, and Executive Board of Managers are responsible for directing the implementation of this General Mandate up to their functions, duties, and powers in compliance with applicable laws and the Company's Charter.

The Board of Directors is responsible for reporting the results of the implementation of this General Mandate to the General Meeting at the Annual Meeting in 2025./.