**TDN: Annual General Mandate 2024**

On April 24, 2024, Vinacomin - DeoNai Coal JSC announced General Mandate No. 08/NQ-DHDCD as follows:

Article 1. Approve the Report on production and business results in 2023 and mission direction in 2024 of Vinacomin - DeoNai Coal JSC.

The General Meeting unanimously approved the Report on production and business results in 2023 and the direction of production and business tasks in 2024 of Vinacomin - DeoNai Coal JSC with the following basic targets:

1. Production and business results in 2023

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Targets | Unit | Plan 2023 | | | Rate (%) compared to | |
| General Mandate | Adjusted | Results | General Mandate | Adjusted Plan |
| 1 | Coal production | Thousand tons | 2,450 |  | 2,644 | 108.0 |  |
| - | Run-of-mine coal | '' | 1,600 | 1,620 | 1,621 | 101.3 | 100.0 |
| - | Clean coal from mixture of dirt, rocks and coal | '' | 850 |  | 1,023 | 120.3 |  |
| 2 | Coal consumption | Thousand tons | 2,444 |  | 2,633 | 107.7 |  |
| 3 | Loaded soil and rock | Thousand m3 | 21,000 | 22,270 | 22,288 | 106.1 | 100.0 |
| 4 | Stripping coefficient | m3/ton | 13.13 | 13.75 | 13.75 | 104.7 | 100.0 |
| 5 | Volume of drilling for production | Thousand m3 | 512 |  | 437 | 85.4 |  |
| 6 | Total revenue | Billion VND | 3,749 |  | 3,987 | 106.3 |  |
| 7 | Construction investment | Billion VND | 227.17 | 207.54 | 203.04 | 89.4 | 97.8 |
| 8 | Average salary | Thousand VND/person/month | 10,278 | 13,053 | 14,641 | 142.4 | 112 |
| 9 | Profit before tax | Billion VND | 56.026 |  | 128.3 | 229 |  |
| 10 | Dividend payment | % | ≥6 |  | 21 | 350 |  |

1. Directions and tasks for 2024 include the following main goals:
2. Overall goals for 2024: “Safety - Solidarity - Development - Efficiency”.
3. Production and business plan for 2024

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Target | Unit | 2024 Plan | Notes |
| 1 | Coal production | Thousand tons | 2,250 |  |
| - | Volume according to stripping coefficient | '' | 17.00 |  |
| - | Clean coal from mixture of dirt, rocks and coal | '' | 550 |  |
| 2 | Coal consumption | Thousand tons | 2,250 |  |
| - | Run-of-mine coal | '' | 1,520 |  |
| - | Coal after screening | '' | 730 |  |
| 3 | Dirt and rocks | Thousand m3 | 25,500 |  |
| 4 | Stripping coefficient | m3/ton | 15.0 |  |
| 5 | Volume of drilling for production | Thousand m3 | 551 |  |
| 6 | Total revenue | Billion VND | 4,073 |  |
| 7 | Construction investment | Billion VND | 208.164 |  |
| 8 | Total profit | Billion VND | 59.987 |  |
| 9 | Average salary | Million VND | 11.613 |  |
| 10 | Dividend payment | % | ≥6 |  |

The Meeting authorized the Board of Directors and Executive Manager of Vinacomin - DeoNai Coal JSC to:

* Direct, deploy and adjust the increase/decrease of production and business plan targets in 2024 until the time of merging the two Companies (Than Coc Sau and Than Deo Nai) appropriately to ensure the benefits of the Company and its shareholders;
* Summarizing and implementing the 2024 production and business plan until the time of consolidation and handing over the remaining unrealized plans to the Board of Directors of the consolidated Company to continue to direct, deploy and adjust the annual production and business plan targets 2024 in accordance with actual conditions to ensure the interests of the Company and its shareholders.

Article 2. Approve the Report on the Board of Directors' activities in 2023 and Directions and tasks in 2024

The General Meeting unanimously approved the Report of the Board of Directors in 2023 and Mission Directions for 2024.

Article 3. Approve the Proposal on Investment Project in the Coc Sau - Deo Nai mine cluster mining project

The Annual General Meeting 2024 of Vinacomin - DeoNai Coal JSC unanimously approved the Proposal for Coc Sau - Deo Nai mine cluster project. Approved content:

* The Meeting approved the Coc Sau - Deo Nai mine cluster mining investment project.
* The Meeting authorized the Board of Directors of Vinacomin - DeoNai Coal JSC: Implement the next steps regarding project dossiers; Based on relevant documents approved and appraised by competent authorities, the Company's Board of Directors organizes project approval to ensure that the total investment does not exceed the content of the Proposal and complies with current legal regulations.

Article 4. Approve the Report of the Independent Members of the Board of Directors in 2023 and Mission Directions for 2024.

The General Meeting unanimously approved the Report of the independent member of the Board of Directors in 2023 and the Mission Directions for 2024.

Article 5. Approve the Report on Transaction Contract 2024 with affiliated persons under the authority of the General Meeting

The General Meeting unanimously approved the transaction contract 2024 with affiliated persons under the authority of the General Meeting.

Article 6. Approve the Summary Financial Statements 2023 that have been audited by AASC Auditing Firm Company Limited.

The General Meeting unanimously approved the Summary Financial Statements 2023 prepared by AASC Auditing Firm Company Limited.

Article 7. Approve the plan on profit distribution 2023

The General Meeting unanimously approved the plan to pay dividends and appropriation for funds in 2023 as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| No. | Explanation | Rate (%) | Value (Million VND) | Notes |
| 1 | Accumulated profit as of 2023 | 100 | 102,745 |  |
|  | In which: |  |  |  |
| - | Previous year's profit after tax carried forward. |  | 0 |  |
| - | Profit after tax realized in 2023 |  | 102,745 |  |
| 2 | Expected profit distribution in 2023 |  | 102,745 |  |
| - | Dividend payment | 60.17 | 61,822 | 21% of Charter capital |
| - | Bonus fund for the Company's Executive Management Board. | 0.21 | 212 |  |
| - | Appropriation for bonus and welfare fund | 39.62 | 40,711 |  |
| + | Appropriation for bonus fund (60%) |  | 24,427 |  |
| + | Appropriation for Welfare Fund (40%) |  | 16,284 |  |

Article 8. Approve the Report on salaries, remunerations, and allowances of members of the Board of Directors and Supervisory Board and Company managers in 2023; Propose allowance, salary and remuneration levels in 2024

1. Approve the Report on payment of salaries, remunerations and allowances of the Board of Directors, Supervisory Board, the Company's management:

The General Meeting unanimously approved the Report on salaries, remunerations, allowances of members of the Board of Directors, Supervisory Board and the Company's management in 2023, as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Position | Number of people | Salary (Million VND) | | Remuneration and allowances (Million VND) | | Notes |
| Number of People | Amount | Number of People | Amount |
| 1 | Board of Directors | 05 |  |  | 05 | 464.64 |  |
| 2 | The Supervisory Board | 03 |  |  | 03 | 160.08 |  |
| 3 | Managers | 05 | 05 | 2,384.64 |  |  |  |
|  | Total |  |  | 2,384.64 |  | 624.72 |  |

1. Decide on remuneration, salary and allowance payments in 2024:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No. | Position | Number (person) | Remuneration (thousand VND/year) | Allowance (thousand VND/year) | Salary (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 |  |  |
| 6 | Manager | 01 |  |  | 503,880 |
| 7 | Deputy Manager | 03 |  |  | 1,340,280 |
| 8 | Chief Accountant | 01 |  |  | 408,000 |
| Total | |  | 379,440 | 262,800 | 2,252,160 |

1. Payment method:

Every month, members of the Board of Directors, the Supervisory Board, and Company receive a prepayment of 80% of that month's salary and remuneration; The remaining balance is settled at the end of the year on the basis of the Company's production and business results.

Article 9. Approve the Report on the merger of Vinacomin - Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC

The General Meeting unanimously approved the Report on the consolidation of Vinacomin - Coc Sau Coal JSC and Vinacomin - DeoNai Coal JSC.

The General Meeting approved the continued implementation of the merger plan and authorized the Board of Directors of Vinacomin - DeoNai Coal JSC to continue completing relevant procedures and documents to merge the two companies according to the Extraordinary General Mandate 2023 of Vinacomin - DeoNai Coal JSC No. 22/NQ- DHDCD-2023 dated December 28, 2023.

Article 10. Approve the Supervisory Board's Activity Report in 2023, Directions and tasks in 2024 and the Report on appraisal of the Financial Statements 2023

The General Meeting unanimously approved the Supervisory Board's Activity Report in 2023, Directions and tasks in 2024 and the Report on appraisal of the Financial Statements 2023.

Article 11. Approve the selection of the list of audit companies for the Financial Statements 2024 (before the merger)

The General Meeting unanimously approved the selection of a list of independent auditing companies to audit the Financial Statements 2024 (before the merger), including:

1. AASC Auditing Firm Company Limited;
2. BDO Auditing Company Limited;
3. VACO Auditing Company Limited;

The Meeting assigned the Company to select 01 independent audit company (out of the 03 above companies) under applicable laws to audit the Financial Statements 2024 (before the merger) according to current regulations.

Article 12. Terms of enforcement

1. The Annual General Meeting 2024 of Vinacomin - DeoNai Coal JSC was conducted fairly and legally. This General Mandate takes effect immediately after being approved by the Annual General Meeting 2024 of Vinacomin - DeoNai Coal JSC.
2. The Meeting authorized the Board of Directors of Vinacomin - DeoNai Coal JSC to carry out the work approved in this General Mandate, ensuring the legal rights and interests of shareholders and of the company under applicable laws and the Company's Charter.

This General Mandate was approved in full before the Meeting and approved by all shareholders attending the Meeting./.