



# **UNLOCKING A NATIONAL TREASURE**

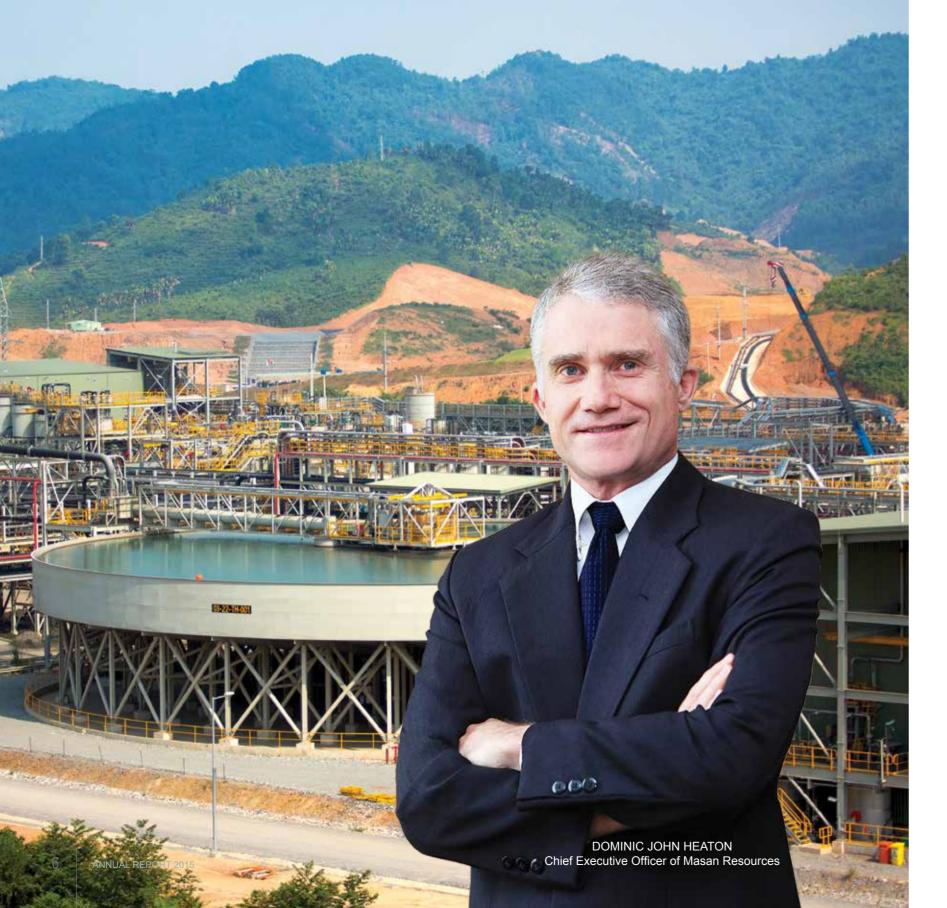
**Annual Report 2015** 





# TABLE OF CONTENT

IESSAGE FROM MANAGEMEN EY MILESTONES	NT TEAM	7 13
SENERAL INFORMATION	Business overview	21
	Company profile	22
	Corporate history	23
	Product portfolio	24
	Production process	28
	Business locations and distribution networks	30
	Information on shares capital and shareholders	31
DEVELOPMENT	Company development objectives	37
TRATEGY	Community and social development objectives	37
	Masan Resources' execution strategy	38
	Evaluation of Masan Resources' execution strategy	39
ROUP STRUCTURE	Group Structure	43
MANAGEMENT	MSR Consolidated Management Structure	52
	MSR Board of Directors	52
	MSR Management Team	53
	Supervisory Board	57
SUSINESS OPERATION	Business Overview Report	61
REPORTS	Management Team Assessment Report	69
	Board of Directors Assessment Report	73
	Report of the Supervisory Board	77
	Corporate Governance Report	83
	Human Resources Management Report	91
	Risk Management Report	97
SUSTAINABILITY REPORT	Our approach	104
	Investing in our people	108
	Managing our environmental impacts	112
	Creating shared value for our local communities	114
INANCIAL STATEMENTS	Corporate Information	123
	Statement of the Board of Directors	125
	Independent Auditor's Report	126
	Balance Sheet	127
	Statement of Income	131
	Statement of Cash Flow	133
	Notes to the Financial Statements	136
BRREVIATIONS/ DEFINITIONS		101



# MESSAGE FROM MANAGEMENT TEAM

Dear Shareholders.

Five years ago, we set out to realize our vision of unlocking the value of Nui Phao - a national treasure. Over the years, our leadership team has maintained their unwavering commitment to our vision, which has enabled Nui Phao's transformation from an early stage mine development into a world-class tungsten business.

Today, Ma San Resources Corporation and its subsidiaries (the "Company", "MSR" or "Masan Resources") accounts for almost 34% of the global supply of tungsten outside of China, confirming our Company's role as a leading brand in the market for tungsten and its value-added products.

I am very pleased to report that 2015 was a hallmark year in which, as validation of our business evolution and increasing profitability, we listed on Hanoi's UPCOM exchange.

Operationally, despite the complexities of a polymetallic ore body, we focused on producing consistently higher quality products to build on our long-term competitive advantage. We reinvested in our plant to increase operational efficiencies while concurrently adopting rigorous cost management policies to insure that our operations remained profitable in a world overwhelmed with uncertainty and volatility.

Our work-force and community are as important to us as the results they help deliver. We are proud to announce that we continue to deliver on our corporate and social commitments and that our safety standards matched best in class global parameters with 13 million man-hours worked without any serious (Lost Time) injuries.

The net attributable profit more than tripled to VND152 billion.

Despite market headwinds negatively affecting prices for all our commodities, as a result of our collective efforts, net profit attributable to shareholders increased more than threefold to VND152 billion. Our financial position was further strengthened with the completion of a 5 year-bond issuance that raised VND8,100 billion. The proceeds of the bond were used to refinance existing debt, reducing the Company's average cost of funds and extending our debt maturity profile.

These achievements underscore our Company's ability to generate long-term shareholder value from the operations of a large and complex asset.

Over 90% of our production has been committed to long-term off-take agreements with established and reputable downstream customers.

Looking forward, we believe that market factors will continue to add to the financial stress currently being experienced by high-cost producers or late-entrants. As one of the lowest cost producers of tungsten, we are able to handle short-term market volatility while being positioned to leverage on the positive long-term fundamentals of our commodities.

We are preparing for a potentially volatile year ahead through the implementation of a series of control measures allowing us to better manage our risk. Our credit exposure has been mitigated as over 90% of our production has been committed to long-term off-take agreements with established and reputable downstream customers. We are confident in our ability to place our unallocated production through our network of partners, who continue to seek stable and reliable supply.

To preserve and enhance operating margins, we are increasingly investing in research and development initiatives with the aim of identifying new efficiencies to lower operating costs and further augment recoveries and product quality.

In such a market climate, our unique ability to invest in our future underscores my confidence in the resilience and wherewithal of our business.

The strength of our results would not have been possible without the efforts of our workforce and the understanding of the communities with which we work, many of whom I am pleased to say are now shareholders.

On behalf of the management, I would like to thank you, our shareholders, for your continued support and investment in Masan Resources.

Together, I look forward to furthering our vision in 2016.

Ho Chi Minh City, April 6, 2016

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DOMINIC JOHN HEATON Chief Executive Officer







# **KEY MILESTONES**

Record profitability and stable margins

#### **FINANCIAL HIGHLIGHTS**

- Cash net sales increased by 11.9% year-on-year MSR posted cash net sales of VND3,163 billion, up 11.9% compared to 2014. After accounting for the commissioning of the joint venture, whereby sales had to be capitalized, the Company reported consolidated net sales of VND2,658 billion for the year.
- Unit cash cost driven down Over the course of 2015, management implemented cost management policies to drive down costs to reinforce Masan Resources' position as one of the lowest cost producers of tungsten.
- Earnings before interest, taxation, depreciation and amortisation (EBITDA) increased by 13.5% - Record production and strict cost control throughout the year resulted in EBITDA increasing 13.5% year-on-year, while EBITDA margin remained stable at 39%.

VND Billion	2015	2014	Growth				
Masan Resources Consolidated Financial Results							
Net Revenue							
Cash sales	3,163	2,826	11.9%				
Reported	2,658	2,826	(5.9)%				
EBITDA	1,237	1,090	13.5%				
Attributable Net Profit After Tax (VAS)	152	47	223.4%				

# Stable production with world-class safety record

#### **PRODUCTION HIGHLIGHTS**

- On a tungsten equivalent basis, total production increased by 63% year-on-year with tungsten and copper production increasing by 24% and 31% respectively.
- The Company's joint venture, a producer of value-added tungsten products, was successfully commissioned in 2015, allowing the Company to recognize cash sales as reported consolidated net sales.
- Constant focus on safety has resulted in 13 million man-hours without injuries (Lost Time) as of December 2015. The Total Recordable Injuries Frequency Rate and Lost Time Injury Frequency Rate, per million man-hours worked was 0.54 (2014: 1.73) and 0.0 (2014: 0.13) respectively for 2015, firmly placing MSR within worldwide best-in-class parameters.

Summary production data	Unit	2015	2014	Growth	10M2014 <sup>(1)</sup>
Ore mined	kt	3,543	2,940	20%	2,531
Ore processed	kt	3,229	3,082	5%	2,615
Tungsten Concentrate (contained)	t	5,123	4,134	24%	3,510
Tungsten equivalent units (contained) <sup>(2)</sup>	t	10,250	6,287	63%	5,483

# Emerged as a Global Leader

#### **GLOBAL RECOGNITION**

- Success of hosting the International Tungsten Industry Association (ITIA) annual conference in Hanoi and the appointment of the CEO of Masan Resources to the ITIA Executive Committee.
- Working with customers and research institutes to develop increasingly higher quality products while participating in industry forums to insure best practices.
- 2015 listing of Masan Resources on the Hanoi Stock Exchange's UPCOM platform makes the Company one of the largest listed companies on the northern bourse, significantly enhancing its profile and relationships with global customers and partners.
- Implementing brand-related initiatives to strengthen our recognition as one of the largest tungsten suppliers in the world and our long-term commitment to providing consistent high quality products to our customers.



Hosting the  $28^{th}$  International Tungsten Association (ITIA) in Vietnam ITIA from September 22 to 24 in Ha Noi



IPO Road Show was launched on July 21 in Hanoi and on July 22, 2015 in Ho Chi Minh, listing Masan Resources on the UPCOM platform of the Hanoi Stock Exchange

14 ANNUAL REPORT 2015

<sup>(1)</sup> Nui Phao commercial production commenced 1st March 2014

<sup>(2)</sup> Nui Phao finished products are converted to a tungsten equivalent units

# **AWARDS & RECOGNITION 2015**

Recognized as a showcase model for the mining industry in Vietnam, we have also received various recognitions and awards for our overall performance as a company, our dynamic workplace culture, contributions to the community and patient advocacy. Below we list some of our most recent achievements.

Title	Awarded by
Certificate of Top 100 Best Brands of Vietnam Golden Star Award 2015	Youth Enterprise Association of Vietnam
Certificate of Enterprise with significant contribution in technology innovation towards green economy in 2015	Ministry of Natural Resources and Environment
Certificate of Enterprise with good performance in CSR activities (in 2013 and 2015)	Ministry of Planning and Invest- ment
Merit for Enterprise with good compliance in tax contribution (3 consecutive years 2012, 2013 and 2014)	Tax Bureau of Vietnam
Medal for outstanding entrepreneur (awarded to Mr Vu Hong) for contribution to the social economic development	Vietnam Chamber of Commerce and Industry -VCCI



MSR/NPM representative receives the medal for Top 100 outstanding of Vietnam Gold Star Award



MSR/NPM representative receives the medal for Enterprise with good implementation in CSR activities

Merit for Excellent Enterprise of Thai Nguyen province (4 consecutive years 2012, 2013, 2014 and 2015)	Thai Nguyen Provincial People's Committee; Thai Nguyen Provincial Labor Union
Merit for Enterprise with outstanding achievements in the emulation and commendation of Thai Nguyen province (in 2014 and 2015)	Thai Nguyen Provincial People's Committee
Merit for sponsoring the Thai Nguyen third Tea Festival (two times in 2013 and 2015)	Thai Nguyen Provincial People's Committee
Merit for Enterprise with outstanding achievements in the implementation of the movement of the modern rural development period 2011-2015	Thai Nguyen Provincial People's Committee
Merit for Enterprise with outstanding achievements in the implementation of the Project 2037 "Developing social economic and sustainable livelihood for people in disadvantaged rural hamlets with dominant H'mong ethnic minority population"	Thai Nguyen Provincial People's Committee



MSR/NPM representative receives Certificate of Enterprise with significant contribution in technology innovation towards green economy in 2015



MSR/NPM representatives receives award for outstanding enterprise of Thai Nguyen province (2014)

16 ANNUAL REPORT 2015 ANNUAL REPORT 2015





# **BUSINESS OVERVIEW**

Masan Resources is the largest producer of primary and mid-stream tungsten products outside of China. Its flagship asset, Nui Phao polymetallic mine, located in Thai Nguyen province in Northern Vietnam, is the first tungsten mine successfully developed into production in the last 15 years. Nui Phao has been identified by leading industry analysts, including Roskill and Argus Media Ltd,. as one of the world's largest tungsten mines, with a JORC compliant proven and probable ore reserves of 66 million tonnes (Government license is for 83,220,000 tonnes of tungsten-polymetallic ore of grade B and C1 including: (i) open pit mining: 55,192,000 tonnes and (ii) underground mining 28,028,000 tonnes). Masan Resources, with its experienced management team, local access, strong execution capabilities, international partners and capital raising abilities, has developed the right platform to grow into a leading global resources company.



# **COMPANY PROFILE**

#### MASAN RESOURCES CORPORATION

Công ty Cổ phần Tài nguyên Ma San Name of the Company

> Ma San Resources Corporation English name

Abbreviated name Masan Resources

> Suite 802, 8th Floor, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1, Head office

Ho Chi Minh City, Vietnam

Telephone +84 8 6256 3862

> Fax +84 8 3827 4115

Website masangroup.com/masanresources

**Enterprise Registration Certificate** No. 0309966889 issued by the Department of Planning and Investment of

Ho Chi Minh City on April 27, 2010, as amended for the 12<sup>th</sup> time on

February 4, 2015

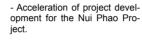
Charter Capital VND7,194,473,280,000

HNX: MSR Stock code

# CORPORATE HISTORY

#### MASAN RESOURCES CORPORATION

The Company was established on April 27, 2010 with the view to undertake mining and resources activities of the Masan Group. Significant events in the Company's business are set out below:

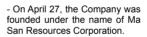


- In March, MRC Ltd., an investment vehicle of Mount Kellett Capital Management L.P., became a shareholder holding 20% of the Company's charter capital.
- In December, the National Mineral Reserves Assessment Council acknowledged the results of the Nui Phao Project's resources and reserve grade conversion.

2011

- In January, Private Equity New Markets II K/S, an investment vehicle of BankInvest became a shareholder holding 2.86% of the Company' Charter Capital.
- In June, MRC Ltd., increased its stake in the Company to 21% of the Company's Charter
- In August, the Company received Investment Certificate No. 41122000131 from the People's Committee of Ho Chi Minh City.

- Record production achieved for all four commodities. The Joint Venture was handed over the Certificate of High Tech by the representatives of Ministry of Science and Technology on April 24, 2015
- Achieved design capacity and successfully commissioned the JV APT plant. Initiatives undertaken to further ramp up production and increase operational efficiencies.
- In September, Masan Resources successfully completed its listing on Hanoi's UPCOM exchange.
- In September, MSR hosted the 28th International Tungsten Association (ITIA) annual meeting. attended by over 120 global delegations.



- In July, Nui Phao Mining was incorporated with the purpose of owning and operating the Nui Phao Project to extract and process minerals in Ha Thuong commune, Dai Tu district, Thai Nguyen province.
- On September 21, Nui Phao Mining received Mining License No. 1710/GP-BTNMT, issued by MONRE.
- On September 23, Masan Group completed the acquisition of a controlling interest in Nui Phao Mining.



2012



- The Nui Phao Project started commercial production for Tungsten Oxide and Copper Concentrate on March 1. Flourspar Acid Grade on June 1, and Bismuth Concentrate on September 1

2014



ANNUAL REPORT 2015 ANNUAL REPORT 2015

# PRODUCT PORTFOLIO

Tungsten, fluorspar, copper and bismuth at the Nui Phao mine are strategic metals that are important for many industries in the world today.

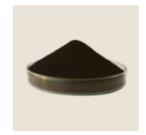
# Tungsten (WO<sub>2</sub>)



Tungsten is an extremely hard metal with the highest melting point of all metals and almost as heavy as gold. It is over three times harder than chromium, cobalt and titanium and over five times harder than nickel, iron and platinum. Tungsten alloys weld well with other metals and it has the highest melting temperature of all metals and displays high resistance to corrosion.

Tungsten is mainly used in the production of cemented carbides or hard-metals, which due to their wear-resistant properties are used in the metal working, mining, petroleum and the construction industries. It is virtually non-substitutable for a variety of industrial applications such as the production of high-performance machine tools and steel alloys, which are subsequently used in the automotive, energy, construction and aerospace industries. The steel industry sector is a primary consumer of tungsten for use in stainless and full alloy steels, and super-alloys. Tungsten is also used in various military, aviation and power generation applications.







#### Fluorspar (CaF<sub>2</sub>)

Fluorspar is mainly used for the production of hydrofluoric acid (HF) which is subsequently consumed in the aluminum and steel industry. Fluorspar is produced in 2 classes:

- Acidspar containing at least 97% calcium fluoride (CaF<sub>2</sub>), is used to produce hydrofluoric acid (HF), which is needed in the production of aluminum and semiconductor devices. HF is also used for production of specialized gases for air-conditioners and refrigerators.
- Metspar, which contains at least 60% CaF<sub>2</sub> and is mainly used for quality enhancement in steel production.

Total global fluorspar production in 2015 was estimated at 6.25 million tons, of which China produced more than 60%.

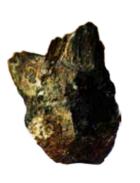
#### Bismuth (Bi)



Bismuth is the heaviest natural non-radioactive element. It is a base metal, with earth reserves similar to the reserves of silver. It almost never appears in pure form. Bismuth has found use in many industrial applications and consumer products. Recently, bismuth is being used to gradually replace lead in many applications.

China is the largest producer of bismuth as over 50% - of its production is in the form of a by-product of tungsten production. Looking into the future, the demand for bismuth is forecasted to increase. According to the Market Report on tungsten, fluorspar, bismuth and copper prepared by Somerley Limited, global demand for bismuth is estimated to grow at 4-5% p.a.

#### Copper (Cu)



Copper is an essential metal for all industries globally. Cables and wires account for approximately 75% of the global demand for copper. Copper is also important in non-electrical applications like welding, roofing, and, when combined with zinc, to produce brass for industrial and consumer applications.

Globally, construction activity accounts for 40% of the demand for copper. Demand for copper is estimated to continue to rise, driven by global economic growth, especially in developing countries.

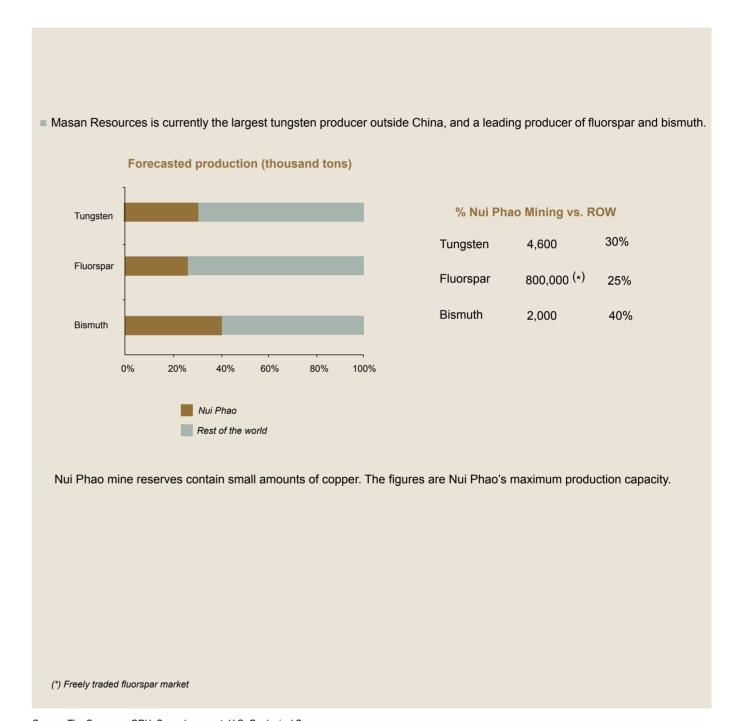




ANNUAL REPORT 2015

# Tungsten is a strategic metal without substitute Overview **Industries using Tungsten Tungsten products** Cemented Carbide Energy 25% 26% Automotive Steel Alloys ■ Other ■ Other 55% 20% 39% Demand China consumes approximately 55% of all world-wide primary tungsten, has been growing at a CAGR of around 10% for the last 10 years. Growth has been primarily driven by urbanization and industrialization. **Global Primary Tungsten consumption (metric tons)** 100000 80000 60000 40000 20000 2009 2010 2011 2012 2013 2014 2015 China Rest of the world ■ Global tungsten demand is expected to grow quickly in the next five years due to the rising demand from emerging countries.

Source: International Tungsten Industry Association (ITIA); internal research.



Source: The Company; CRU; Somerley report; U.S. Geological Survey.

26 annual report 2015 annual report 2015 2

# PRODUCTION PROCESS

The following is a brief description of the current processing plant design of Masan Resources.

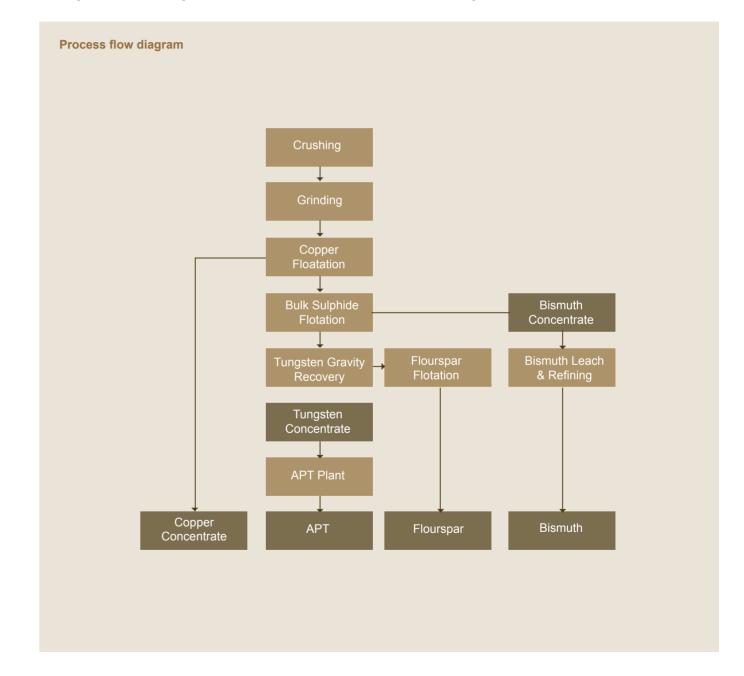
The plant is designed to process 3.5 million tonnes per annum (TPA) of ore and to produce Copper Concentrate, Tungsten Concentrate, Acid-Grade Fluorspar Concentrate, and Bismuth Cement. The plant includes the following operation units:

- Two-stage crushing plant: The crushing plant reduces coarse mine ore to fine ore through a multi-stage crushing process:
- Fine ore stockpile and reclaim: Fine ore from the crushing plant is discharged to an open conical stockpile. It is then recovered from the stockpile via three reclaim feeders, which discharge to the mill feed conveyor which transfers the ore to the grinding circuit:
- Two-stage rod mill grinding circuit: The grinding plant is designed to treat 444 tonnes per hour (t/h) of dry feed into milled product:
- Copper flotation, concentrate de-watering and bagging: The copper flotation circuit is designed to separate copper sulphides from the milled product. The resulting final Copper Concentrate is pumped to a flocculated high-rate thickener in the concentrate load out area. The thickened concentrate is then de-watered using a vacuum belt filter. The filter cake is packed into bulk bags via a screw conveyor and bagging station:
- Bulk sulphide flotation: The bulk sulphide flotation (BSF) circuit is designed to separate sulphide minerals, containing bismuth and iron, from the Oxide Tungsten and Fluorite Minerals:
- Tungsten Gravity recovery, upgrading, drying and bagging: The gravity circuit is designed to recover tungsten minerals, predominantly scheelite, from the BSF tails. After upgrading processes, the de-watered Tungsten Concentrate is fed to a diesel fired dryer to remove any residual moisture. After cooling, the final Tungsten Concentrate product is packed into bulk bags at a bagging station;
- Tungsten chemicals: The Tungsten Concentrate from the mine is converted to value added tungsten chemicals in the

Joint Venture facility located next to the mine site. Tungsten Concentrate is converted to high grade Ammonium paratungstate (APT) via chemical digestion followed by physical and chemical purification and finally crystallization. APT is then bagged for sale or undergoes calcination to produce Tungsten Oxides.

- Bismuth flotation, bismuth leach and cementation, and bismuth packaging: The bismuth flotation circuit is designed to remove bismuth rich minerals from the BSF concentrate and the copper cleaner scavenger tail streams. The resulting final Bismuth Concentrate is pumped to a flocculated high-rate thickener in the concentrate handling area. The thickened concentrate is de-watered using a vacuum belt filter. The filter cake is then forwarded by a multi directional screw conveyor to bismuth leaching or alternatively packed into bulk bags for sale as Bismuth Concentrate or stockpiling for later repulping and feeding to bismuth leaching. Bismuth flotation concentrate is leached using solutions of salt (NaCl) and sulphuric acid (H<sub>2</sub>SO<sub>4</sub>) in a two-stage leach circuit. Bismuth cementation effluent, which contains residual H<sub>2</sub>SO<sub>4</sub> and NaCl, is recycled to bismuth leach. Bismuth Cementation is conducted on a batch basis in a single agitated reactor vessel. The Bismuth Cement product is filtered and washed in a small pressure filter prior to weighing and packaging for shipment;
- Bismuth leach effluent treatment: The bismuth effluent treatment is required to neutralize acid and precipitate the contained heavy metals prior to disposal:
- Fluorite flotation, concentrate de-watering and storage: The fluorite flotation circuit is designed to recover a high grade calcium fluorite (CaF<sub>2</sub>) concentrate from the tungsten gravity circuit's tailings. After processing, the final concentrate is pumped into a thickener in the concentrate load-out area. The final Bismuth Concentrate is de-watered in a conventional thickening and filtration circuit. The concentrate is reclaimed from the stockpile using a front-end loader and transported to the port via road and barge:
- Reagents mixing and storage: A total of eighteen major process reagents are received and stored on site. Dedicated mixing, storage and dosing facilities are provided for each reagent.

#### The process for production of Masan Resources' products is set out below:



# **BUSINESS LOCATIONS AND DISTRIBUTION NETWORKS**

The Nui Phao mine is a polymetallic mine situated within three communes (Hung Son, Ha Thuong, and Tan Linh) of Dai Tu District in Thai Nguyen Province. It is located approximately 24 km North-West from Thai Nguyen City and 3.4 km North-East from Dai Tu town. The mine is approximately 80 km from Hanoi and is accessible via highway. Road and rail links connect the mine to the nearest ports of Hai Phong and Quang Ninh, from which the products can be shipped to international customers.

Our Sales and Marketing department is based in Hanoi and maintains a strong network of relationships with blue-chip customers globally. Our successful efforts to nurture and expand our network of customers and partners has enabled Masan Resources to generate in excess of 80% of its revenue from sales to an international customer base across Asia, North America, Europe and the Middle East, with the balance 20% generated from sales domestically.



Our products are sold to customers spread across different end-user segments and generally to repeat counterparties under established long-term contracts. In all cases, international prices are used as the underlying valuation within contract formulas to capture the product quality premiums and delivery & payments terms.

Our customer relationship management strategy follows a partnership approach in which we seek to work with key personnel at all levels within each customer organization thereby allowing us to define the best solutions for all parties. As part of our strategy, we encourage non-proprietary exchanges with customers in an effort to share information on, but not limited to, analytical techniques, customer needs and product development.

(\*) JV sales are included

# INFORMATION ON SHARES CAPITAL AND SHAREHOLDERS

#### List of major shareholders, founding shareholders and shareholders structure

#### 1. Shareholders structure

The shareholder structure of the Company as of December 31, 2015 is as follows:

No.	<b>Shareholder Structure</b>		31/12/2015		
		Number of Shareholders	Number of Shares held	Value (by par value) (VND)	Shareholding percentage
1	Domestic Shareholder	802	543,201,157	5,432,011,570,000	75.50%
	Institutions	6	524,776,220	5,247,762,200,000	72.94%
	Individuals	796	18,424,937	184,249,370,000	2.56%
2	Foreign Shareholders	33	176,246,171	1,762,461,710,000	24.50%
	Institution	2	163,249,200	1,632,492,000,000	22.69%
	Individuals	31	12,996,971	129,969,710,000	1.81%
	Total	835	719,447,328	7,194,473,280,000	100.00%

Source: List of shareholders of the Company provided by VSD.

#### 2. List of shareholders holding at least 5% of the charter capital of the Company

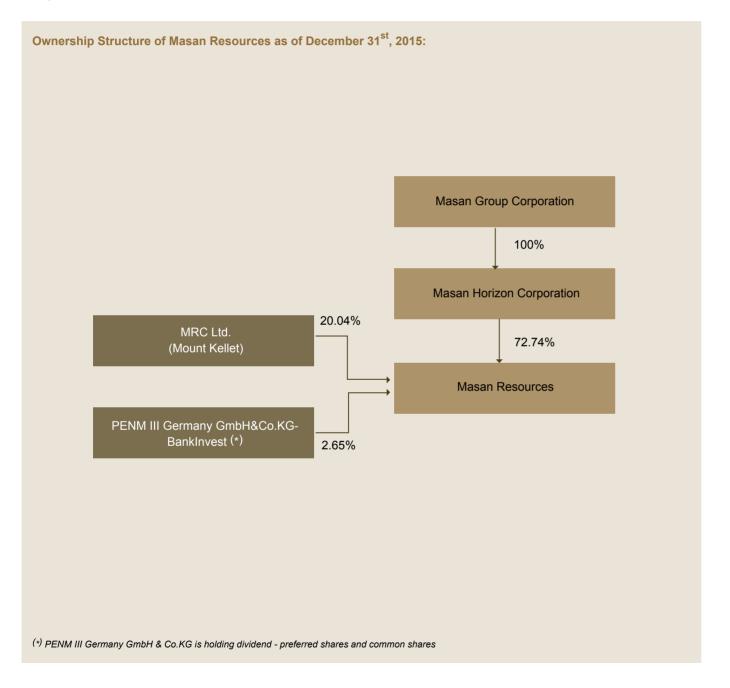
The list of shareholders holding at least 5% of the Charter Capital of the Company as of December 31, 2015 is as follows:

1	Domestic Shareholder				
	Masan Horizon	523,355,270	5,233,552,700,000	72.74%	
2	Foreign Shareholders				

Source: List of shareholders of the Company provided by VSD.

30 ANNUAL REPORT 2015 ANNUAL REPORT 2015 ANNUAL REPORT 2015

#### **Major Shareholders**



#### **Big Institutional Shareholders**

#### **Domestic Shareholder**

#### Masan Group Corporation

Masan Group Corporation (the controlling shareholder through its wholly-owned subsidiary, via Masan Horizon).

Masan Group Corporation's businesses include Masan Consumer Holdings, the producer of some of Vietnam's most trusted and loved brands across many food and beverage categories (such as Chin-su, Nam Ngu, Tam Thai Tu, Omachi, Kokomi, Vinacafe, Wake-up, Vinh Hao and Su Tu Trang), and Masan Nutri-Science, Vietnam's largest local animal feed nutrition company (with brands such as Proconco and ANCO). Masan Group Corporation's other businesses include Masan Resources, one of the world's largest producers of tungsten and strategic industrial minerals, and an associate, Techcombank, a leading joint stock commercial bank in Vietnam.

#### **Foreign Shareholders**

#### Mount Kellet

Mount Kellet Capital Management L.P. is a multi-strategy investment firm focused on special situation and opportunistic investing, globally. In 2011, Mount Kellet through its investment vehicle, MRC Ltd., invested VND2,059 billion in Masan Resources and acquired 20.0% of ownership through the issuance of primary shares in Masan Resources.

#### **PENM Partners**

In 2013, Private Equity New Markets II K/S (currently PENM III), an investment entity managed by BankInvest, invested VND 578 billion by subscribing to mandatory convertible preference shares and ordinary shares in Masan Resources.

32 ANNUAL REPORT 2015 ANNUAL REPORT 2015 ANNUAL REPORT 2015





# **Company development objectives**

In order to become an industry leader that is able to transform the global tungsten market, our development objectives are to:

- Achieve industry superior returns for our shareholders.
- Acquire, explore and develop value accretive assets to become the largest non-China producer of tungsten products.
- Constantly work to improve operational efficiencies and maintain cost discipline.
- Operate as one of the most environmentally sustainable global mining and processing companies with world-class safety standards.

### Community and social development objectives

Through our values of Respect, Action and Results in all of our interactions, Masan Resources commits to continuously honor its responsibilities.

We care deeply about the impact of our project on the surrounding communities and the environment. Accordingly, our environmental and social plans are built in accordance with IMF Performance Standards and with Equator Principles (the 'gold standard' for social and environmental sustainability for mining projects) to add value to our communities and to minimize any adverse impacts on them from our project works.

#### Masan Resources' execution strategy

Our execution strategy for building our business is focused on three key areas:

Use capital to acquire and

external capital to acquire, develop

and stabilize these assets to insure the

realization of sustainable long-term

shareholder value.

Leverage local relationships to access and execute on opportunities

Masan Resources believes that a strong local understanding of community concerns and local sensitivities is critical for successful project development. We have been able to create a favorable business environment to develop and operate the Nui Phao mine by working proactively with our local communities.

Derisking projects through the Masan platform

Masan Resources is hedged against

commodity price fluctuations through the diversification of its portfolio of metals and minerals. Masan Resources' low operational and financial risk is a result of its management's ability to leverage their and Masan Group's vast investor and partner network.

# Evaluation of Masan Resources' execution strategy in the context of industry strategy, State policies and the global trends

Masan Resources commits to deliver shareholder value by leveraging off its four development pillars:

#### Organic and inorganic growth

As part of Masan Resources' approach to operations, we are constantly seeking to grow organically by optimizing our existing facilities to maximize productivity and efficiency. Through margin led improvement plans we aim to further reduce our unit cost of production. From the onset of mining operations at its Nui Phao asset, Masan Resource has successfully demonstrated its ability to grow the resource and reserve base at a rate greater than its depletion.

Masan Resources is seeking to acquire Tier 1 (high value, strategically positioned, long-life, and low cost production) reserves from distressed industry players or by carving-out specific non-core assets from larger integrated players.

# Consistent focus on cost discipline and improving productivity

Mining as an industry is a long-term play. Masan Resources' consistent focus on cost discipline combined with relentless efforts to improve productivity enhances its ability to take long-term investment decisions and enables it to withstand pricing and market volatility.

#### Long-term capital

Masan Resources tailors its capitalization structure to that of the operational profile of its assets. The VND8.100 billion refinancing of our existing debt and the transformation of Masan Resources into a public company are steps we took in 2015 to secure the right form of capital to support our long-term strategy. Our listing on UPCOM allows us to reduce our cost of funds going forward as it provides lenders and strategic long-term investors a 'liquid currency' through which to better manage their risk appetite.

#### Leadership

Masan Resources, as a strategically important enterprise within Vietnam and the tungsten market globally, will continue to leverage its leading market position to set new industry standards, both locally and internationally, for operational efficiency, social and corporate governance, and safety. Our industry leadership position allows us 'first-look' at accretive opportunities on which we intend to selectively capitalize to grow shareholder value. Masan Resources will also seek to positively influence the development of supportive government policy and industry practices by taking leadership roles in local and international industry advocacy groups.





# **GROUP STRUCTURE**

#### **Holding Company**

Ma San Resources Corporation (MSR)

General information

Company name : Ma San Resources Corporation

Address : Suite 802, 8<sup>th</sup> Floor, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh

City, Vietnam

Telephone : +84 8 6256 3862

Fax : +84 8 3827 4115

Enterprise Registration

Certificate

: No. 0309966889 issued by the Department of Planning and Investment of Ho Chi Minh City

on April 27, 2010, as amended for the 12<sup>th</sup> time on February 4, 2015

Registered charter capital : VND7,194,473,280,000

Contributed capital in Company : VND7,194,473,280,000

Website : masangroup.com/masanresources

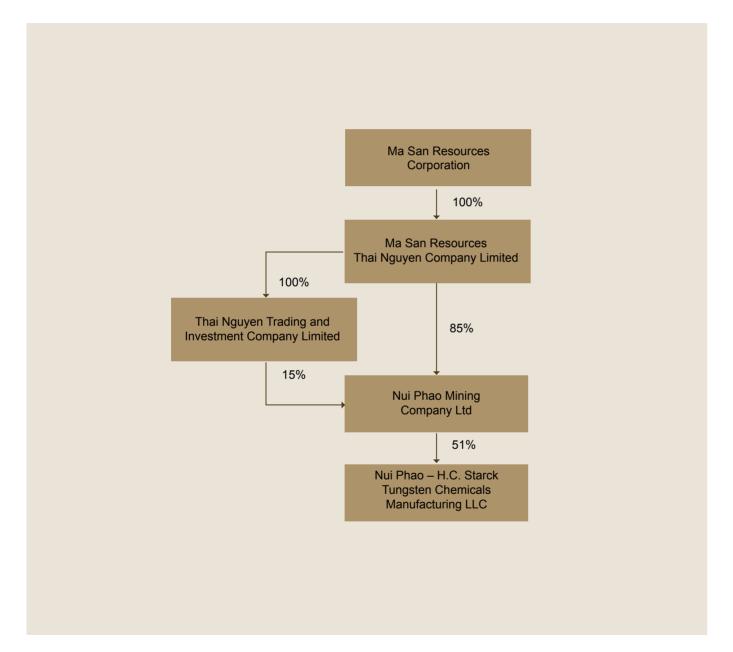
Major business sectors : - Market research and public survey (details: market research); and

- Management consultancy (details: investment and management consulting services,

excluding financial).

#### **Organizational structure of Masan Resources**

Corporate structure of Masan Resources:



#### **Consolidated subsidiaries**

Ma San Thai Nguyen Resources Company Limited (MRTN)

#### General information

Company name : Ma San Thai Nguyen Resources Company Limited

Address : Suite 802, 8<sup>th</sup> Floor, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1,

Ho Chi Minh City, Vietnam

Telephone : +84 8 6256 3862

Fax : +84 8 3827 4115

Enterprise Registration Certificate : No. 0309960069 issued by the Department of Planning and Investment of

Ho Chi Minh City on May 7, 2010, as amended for the 3<sup>rd</sup> time on July 12, 2013

Registered charter capital : VND5,140,335,573,000

Contributed capital in

Company

VND5,140,335,573,000

Capital contribution ratio of the

Company

: 100% of charter capital

Major Business Sectors : - Market research and public survey (details: market research); and

- Management consultancy (details: investment and management consulting

services, excluding financial).

44 ANNUAL REPORT 2015 ANNUAL REPORT 2015 45

#### Thai Nguyen Trading and Investment Company Limited (TNTI)

#### General information

: Thai Nguyen Trading and Investment Company Limited Company name

Address : Suite 802, 8<sup>th</sup> Floor, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1,

Ho Chi Minh City, Vietnam

+84 8 6256 3862 Telephone

+84 8 3827 4115 Fax

**Enterprise Registration** 

Certificate

: No. 0310352925 issued by the Department of Planning and Investment of Ho Chi Minh City

on October 15, 2010, as amended for the 6th time on April 17, 2014

Registered charter capital : VND1,624,861,500,000

Contributed capital in Company : VND1.624.861.500.000

Capital contribution ratio of the :

Company

100% of charter capital

Major business sectors Management consultancy (details: investment and management consulting services,

excluding financial and accounting consulting services);

- Advertisina:

- Market research and public survey (details: market research);

- Extraction of precious and rare minerals (not operating at the head office);

- Extraction of non-ferrous metals (not operating at the head office);

- Trade promotion; and

- Financial support services, not classified (details: investment consulting services,

excluding legal, financial and accounting consulting services).

TNTI was incorporated on October 15, 2010 as a one-member limited liability company to carry out the business of consultancy (excluding financial and accounting consultancy), advertising, market research and trading promotion. Among the group of companies established to develop the Nui Phao Project included MRTN, Nui Phao Mining and TNTI.

#### Nui Phao Mining Company Limited (NPM)

#### General information

: Nui Phao Mining Company Limited Company name

Address Hamlet 2, Ha Thuong Commune, Dai Tu District, Thai Nguyen Province, Vietnam

Telephone +84 4 37182490

+84 4 37182491 Fax

Enterprise Registration

Certificate

No. 4600864513 issued by the Department of Planning and Investment of Thai Nguyen Province

on July 5, 2010, as amended for the 9<sup>th</sup> time on October 24, 2014

Registered charter capital VND4,789,010,000,000

Contributed capital in

Company

VND4,789,010,000,000

Capital contribution ratio

Major business sectors

of the Company

100% of charter capital

- Extraction of precious metal ores (exploitation, processing of tungsten, fluorspar, copper, bismuth and gold);

- Extraction of other non-ferrous containing ores;

- Architecture and related technical consulting (geological and water resource exploration

(mineral exploration));

- Assistance service activities for mining of other, not mentioned above, ores;

- Production of precious metal ores;

- Sale of the metals and metal ores (excluding sale and purchase of gold bars);

- Management consultancy;

- Other special office assistance; and

- Import and export of the products traded by the Company.

#### Corporate history

Nui Phao Mining Company Ltd. ("Nui Phao Mining") is directly operating the Nui Phao Project to exploit and process minerals in Ha Thuong commune, Dai Tu district, Thai Nguyen province. Key events in the history of Nui Phao Mining and the Nui Phao Project are set out below:

rebluary 2004	No. 2377/GP issued by the MPI to carry out the activities related to the Nui Phao Project.	ming, was incorporated with investment certificate
February 2005	The MONRE approved the environmental impact assessment report of the Nui Phao Project.	
March 2008	The MONRE approved the revised environmental impact assessment report of the Nui Phao Project.	
April 2010	The Masan Group entered into definitive agreements to acquire a controlling stake in Nuiphaovica from Dragon Capital.	

July 2010	Nui Phao Mining was incorporated with the purpose of owning and operating the Nui Phao Project.
	Nui Phao Mining was granted Investment Certificate No. 17121000026 dated July 21, 2010 by the People's Committee of Thai Nguyen province to execute the activities related
	to the Nui Phao Project. Accordingly Nui Phao Mining inherited all rights and obligations of Nuiphaovica as stated in Investment Certificate No. 2377/GP issued by the Ministry of
	Planning and Investment

September 2010	Nui Phao Mining was granted a Mining License No. 1710/GP-BTNMT dated September 21, 2010 by the MONRE.
	Nui Phao Mining completed the transaction to acquire a controlling stake in Nui Phao Mining from the previous investors.

December 2011	The National Mineral Reserves	Assessment Council acknow	rledged the results of the report on	the Nui Phao Project's resource ar	nd reserve grade conversion.

February 2012	Nui Phao Mining obtained the MOIT's official approval of the basic mine design of the Nui Phao Projection	ect.
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July 2013	Nui Phao Mining and H.C. Starck, a leading worldwide manufacturer of technology metals, entered into a joint venture agreement to establish a Joint Venture company (the "JV")
	concentrating on value-added Tungsten products in Vietnam.

January 2014	The JV received the investment certificate for its plant to produce APT, BTO and YTO.
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March 2014	The Nui Phao Project started commercial production for Tungsten Oxide and Copper Concentrate.
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The Nui Phao Project started commercial production of Fluorspar Acid Grade. June 2014

September 2014 The Nui Phao Project started commercial production of Bismuth Concentrate.

2015 Record production was achieved of all of Nui Phao's commodities.

The JV APT plant commissioned and started production ramp up.

#### The location of Nui Phao Mine site





#### Nui Phao – H.C. Starck Tungsten Chemicals Manufacturing LLC (Nui Phao – H.C. Starck)

#### General information

Company name : Nui Phao – H.C. Starck Tungsten Chemicals Manufacturing LLC

Address : Hamlet 2, Ha Thuong Commune, Dai Tu District, Thai Nguyen Province, Vietnam

Telephone : +84 4 37182490

Fax : +84 4 37182491

Enterprise Registration : No. 171022000001 issued by the People's Committee of Thai Nguyen province on January 15, 2014,

Certificate

as amended for the 1st time on June 18, 2015

Registered Charter Capital: VND789,060,360,000

Contributed Capital : VND789,060,360,000

Capital contribution ratio of : 51% of charter capital

the Company

Major business sector : - Manufacturing non-ferrous metals and rare metals (processing tungsten to exporting or domestic trade).

# MSR CONSOLIDATED MANAGEMENT STRUCTURE

#### **MSR Board of Directors**

The Board of Directors is responsible for the overall management and direction of the Company. The Board of Directors typically meets when required, but at least every quarter, to review and monitor the Company's financial position and operations.

The current Board of Directors comprises four (4) members. The term of the Board of Directors is five years. The term of each member of the Board of Directors shall not exceed five years, with a possibility of re-election at the end of the term. The Board of Directors may elect, dismiss or remove the Chairman of the Board of Directors.

#### List of members of the Board of Directors

Name	Position in the Company	Independent member/ executive/ non-executive	Date of appointment
Dr. Nguyen Dang Quang	Chairman of the Board of Directors	Non-Executive member	February 18, 2013
Mr. Jonathan David Fiorello	Member of the Board of Directors	Non-Executive member	June 11, 2014
Mr. Chetan Prakash Baxi	Member of the Board of Directors	Independent member	December 20, 2013
Mr. Nguyen Thieu Nam	Member of the Board of Directors	Non-Executive member	February 2, 2013



Dr. Nguyen Dang Quang Chairman



Mr. Jonathan David Fiorello
Member



Mr. Chetan Prakash Baxi Member



Mr. Nguyen Thieu Nam Member

#### **MSR Management Team**

#### List of members of the MSR Management Team

Name	Position in the Company		
Mr. Dominic John Heaton	Chief Executive Officer		
Mr. Wayne Frank Apted	Chief Financial Officer		



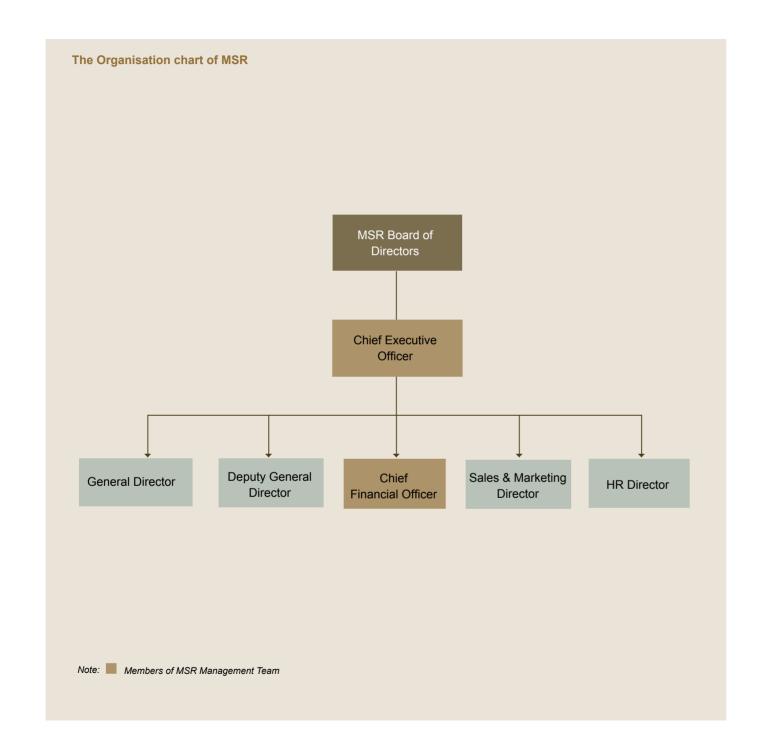
**Mr. Dominic John Heaton** (Chief Executive Officer) is responsible for developing the Nui Phao Project, leading Masan Resources' exploration activities and building Masan Resources into a scalable multi-asset resource company. Over the course of more than 27- year career in the mining industry, Mr. Heaton has managed projects in remote areas of Australia, Papua New Guinea, Indonesia, and Lao PDR. Prior to joining Masan Resources, he served a variety of senior management roles at Aurora Gold/Oxiana/OZ Minerals/MM Group.

Mr. Heaton is tertiary degree qualified at James Cook University, La Trobe University, and the Melbourne Business School, Australia. He is also a member of Australian Institute of Mining & Metallurgy, the Australian Institute of Company Directors and on the executive of the International Tungsten Industry Association (ITIA).



**Mr. Wayne Frank Apted** (Chief Financial Officer) has over 20 years of finance experience in the mining industry. Mr. Apted was formerly a finance director for Glencore Plc., and Xstrata Plc., in Europe, Middle East and South-East Asia. He is a Chartered Accountant and graduated from Curtin University, Australia. Mr. Wayne is also Chief Financial Officer of Nui Phao Mining.

52 Annual report 2015 Annual report 2015 53



#### Members of the Members' Council of Nui Phao Mining

The rights and obligations of the Members' Council, the Chairman and the General Director are regulated by the charter of Nui Phao Mining. According to the charter of Nui Phao Mining, the Members' Council is the highest decision-making body of Nui Phao Mining and consists of a maximum of four (4) members, of which up to three (3) members are appointed by MRTN and one (1) member is appointed by TNTI.

The Members' Council is responsible for the management of the businesses and for the appointment of principal senior management of Nui Phao Mining. Chairman of the Members' Council is nominated by MRTN and elected by the Members' Council. The term of office of the Chairman is five years, and can be re-elected without any limit.

#### List of the members of the Members' Council of Nui Phao Mining Company

Name	Position in the Company		
Dr. Nguyen Dang Quang	Chairman		
Mr. Nguyen Van Thang	Deputy Chairman		
Mr. Nguyen Thieu Nam	Member		
Mr. Chetan Prakash Baxi	Member		



Dr. Nguyen Dang Quang Chairman



**Mr. Nguyen Van Thang**Deputy Chairman



Mr. Nguyen Thieu Nam Member



Mr. Chetan Prakash Baxi Member

54 ANNUAL REPORT 2015 ANNUAL REPORT 2015 55

#### **Management Team of Nui Phao Mining Company Ltd,.**



Mr. Craig Bradshaw (General Director) has over 23 years' experience in the mining business, spanning mining and processing operations, logistics, and sales and marketing in Australia, Thailand and Lao PDR. Mr. Bradshaw was previously Senior Commercial Manager for Lang Xang Minerals Ltds Sepon Mine. He has also previously served as the Country General Manager for Thailand for Toll, Australasia's largest fully integrated logistics service provider.



**Mr. Vu Hong** (Deputy General Director) has more than 30 years of experience in project development including six years at the World Bank, which took him from Vietnam to Lao PDR, East Timor, China and the Philippines. Mr. Vu Hong graduated from Hanoi Water Resources University and has a Master's degree in Hydrology from the University of Roorkee, India.

Mr. Vu Hong is a member of the executive committee of the Business Association of Geology and Minerals of Vietnam (VAGME).



Mr. Russell Griffin (Sales & Marketing Director) has significant experience in marketing new and extended mines in Australia and Southeast Asia. Mr. Griffin previously worked for OZ Minerals Company. He graduated from South Australia University with a Bachelor of Business (Marketing) degree.



Mr. Wayne Frank Apted (Chief Financial Officer) has over 20 years of financial experience in the mining industry. Mr. Apted was formerly a finance director for Glencore Plc., and Xstrata Plc., in Europe, Middle East and South-East Asia. He is a Chartered Accountant and graduated from Curtin University, Australia.

#### **Supervisory Board**

#### List of members of the Supervisory Board

Name	Position	Date of appointment
Ms. Doan Thi My Duyen	Head of the Supervisory Board	May 5, 2015
Mr. Le Thanh Tung	Member	September 30, 2013
Mr. Dang Ngoc Ca	Member	September 30, 2013



Ms. Doan Thi My Duyen is the chief accountant of MSN, in charge of reporting on financial conditions and announcement and management of the financial matters. Prior to joining MSN, Ms. Duyen was with KPMG Limited, Vietnam. She holds an MBA in Accounting from the University of Economics of Ho Chi Minh City, Vietnam and is a member of the Association of Chartered Certified Accountants (ACCA).



Mr. Le Thanh Tung is in charge of the legal matters for the operations of the Company. Before joining the Company, Mr. Tung was a lawyer for Baker & McKenzie and local law firms. He holds an LL.M. from the University of Panthéon-Assas, France and an LL.B. from the Hanoi National University (Faculty of Law), Vietnam.



Mr. Dang Ngoc Ca is the legal counsel of MSN, in charge of legal matters for MSN's operations. Before joining MSN, Mr. Ca worked for Allens Arthur Robinson and LuatViet Advocates and Solicitors. He graduated from the Ho Chi Minh City University of Law, Vietnam.

56 ANNUAL REPORT 2015 ANNUAL REPORT 2015 57





# **BUSINESS OVERVIEW REPORT**

#### **2015** Economic landscape

2015 global economic activity remained subdued. Manufacturing and trade persisted to be weak globally, with the slowdown in economic activity in developing and emerging markets only being partly offset by a modest recovery in developed nations.

Economic growth in China, which had largely fueled the rise in commodity prices in recent years, continued to gradually slow over the course of 2015 as the economy shifted its focus away from manufacturing and infrastructure towards consumption. The spillovers from China's economic rebalancing have resulted in lower demand for imports and commodities. This has particularly been felt by developing and emerging markets which, while still accounting for over 70% of global growth, recorded a drop in their growth rates for a fifth consecutive year.

In 2015, the US continued its growth recovery and job creation which resulted in the US Federal Reserve lifting the federal funds rate. Monetary easing in the Eurozone is starting to show a modest pick-up in economic growth while quantitative easing in Japan resulted in growth improving towards the end of the year. Overall, financial conditions within advanced economies remain accommodative.

#### 2015 Commodity prices

Elusive synchronized global growth in 2015 has resulted in market volatility and uncertainty which resulted in an overall decline in the demand for commodities from downstream consumers and end markets. Coupled with China's economic rebalancing, that further exacerbating matters, inventory accumulation was observed throughout the supply chain for commodities. Consequently, commodity prices tumbled 20-40% during the year with the benchmark tungsten price falling by 38%.

As one of the lowest cost producers of tungsten globally, we are poised to generate sustainable returns through this time of uncertainty.

Historically mining, exploration and construction activities have accounted for more than 50% of global tungsten demand. Falling mineral and energy prices in 2015 led to a notable slowdown of investment in the energy and extractive industries. Global rig count, an indicator of oil exploration and production activities, fell by 43% during the year. Resulting weaker tungsten demand from this sector was partially offset by continued growth in tungsten consumption in the automotive and aerospace sectors.

Pressured by falling prices of tungsten, significant production cuts and mine closures began taking effect from mid-2015 – particularly amongst high cost producers. Late entrant suppliers have exhibited difficulty in ramping up production to

design parameters due to lack of demand and shortage of available financing. Supply side response to weak demand growth was slower than expected, resulting in the benchmark price for tungsten falling to a low of US\$160 per metric ton unit. Falling tungsten prices saw some respite finishing the year at US\$170 per metric ton unit on the back of China increasing its stockpiling efforts and implementing stricter environmental policies to tighten domestic production.

Similar supply side responses were also noticed in the markets for our other commodities, in which falling prices also prompted substantial cutbacks by producers of copper in South America, and in Africa and Europe for fluorspar.

Average commodity prices	Unit	Average 2015	Average 2014	% change	At Dec.31, 2015	At Dec.31, 2014
APT European Low*	\$/mtu	217	349	(38)	170	275
Bismuth Low*	\$/lb	6.1	10.7	(43)	4.1	10.2
Copper*	\$/t	5,494	6,862	(20)	4,702	6,359
Fluorspar Acid Grade**	\$/t	283	315	(10)	250	300

\* Metals bulletin \*\* Industrial minerals

#### 2016 Economic outlook

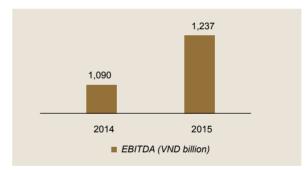
Global Economic growth is likely to remain unassertive and only somewhat supportive for commodity prices for the rest of 2016. Further potential slowdown in China's growth will weigh further on economic activity in developing markets. Consequently commodity suppliers will continue to be under pressure and further reductions in supply are expected due to production cutbacks and shutdowns.

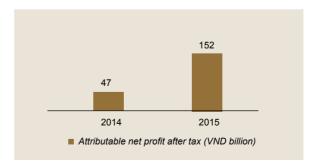
#### 2015 Business performance

Although the operating outlook remains difficult, we continue to be positioned to outperform our competitors. As one of the lowest cost producers of tungsten globally and with 90% of our planned production committed to established global counterparties, we are poised to generate sustainable returns through this time of uncertainty.









#### **Annual production**

Record production was achieved in 2015 for all of the Company's commodities. On a tungsten equivalent basis, total production increased by 63% year-on-year with tungsten and copper production increasing by 24% and 31% respectively. Ore processed, recovery rates and other key plant parameters have all improved on the back of operational initiatives. Completion of investment projects undertaken during 2015 are expected to result in further increased to production in 2016.

#### Cash sales

Cash net sales grew to VND3,163 billion in 2015. Record production allowed for record sales as all output was fully sold to a diverse range of customers and trading partners. With the tungsten chemicals processing plant commissioned, we are able to offer a more diverse supply of tungsten products. This will allow us to expand our sales network that will facilitate the sale of all our expected increase in production in 2016.

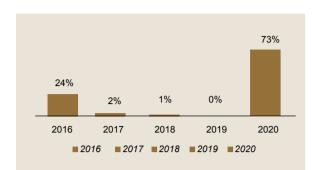
#### **EBITDA**

Higher cash sales and strict cost control throughout the year resulted in EBITDA increasing to VND1,237 billion. Despite price declines across all our commodities, increased operational efficiencies and cost savings, which together drove down unit cost of production, have enabled us to maintain an EBITDA margin of 39%.

#### Attributable profit

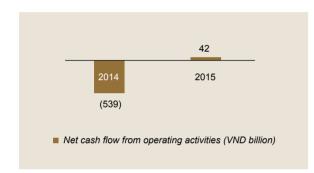
Masan Resources reported 2015 profit attributable to its shareholders of VND152 billion, a 223% increase over the previous year. Our robust result was underpinned by increased production, sale of all our commodities produced and operational led cost efficiencies.

2 annual report 2015 annual report 2015 63



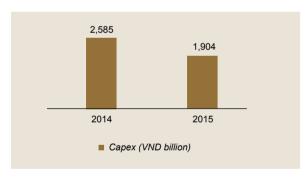


The refinance of our existing debt through a 5 year bond issuance totaling VND8,100 billion not only reduced our cost of funds but aligned our debt maturity to better match our long-term aspirations. Going forward, we will continue to manage our debt profile with the underlying performance and evolution of our business.



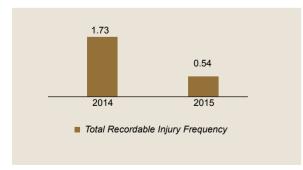
#### Net cash flow from operating activities

2015 marked the year in which our cash flow from operating activities turned positive. The move to positive cash flow was on account of positive changes in working capital and increased headline profit after tax. In 2016, the Company intends on continuing its negotiations with its counterparties in an effort to further improve working capital movements.



#### **Capital expenditure**

Capital expenditure declined by VND681 billion in 2015. Our capital expenditure included outlays for the construction of the tungsten chemicals plant, on-going development of the tailing dams, road and rail diversions, community infrastructure projects, and plant improvements. Majority of the capital expenditure projects undertaken were completed during the year, however there are a number of high return projects that are to be commissioned during the first half of 2016.



#### Total Recordable Injuries Frequency (TRIF)

Total Recordable Injury Frequency (TRIF) is an indicator in highlighting broad personal injury trends per million hours worked. Our TRIF has improved 69% in 2015 with 0.54 injuries per million man-hours worked. The constant focus on safety has resulted in more than 13 million man-hours without Lost Time Injury as of the end of 2015. Our objective in 2016 is to continue with our overriding commitment in ensuring the safety and health of our people as is supported by our charter value of sustainability.

#### Management analysis of results from operations

#### Revenue

As a result of the requirement to capitalize net sales against operating costs during the commissioning period of the Tungsten chemicals processing plant, reported Net revenue decreased by 5.9% from VND2,826 billion in 2014 to VND2,658 billion in 2015. For comparison purposes, adding back the capitalized sales, cash sales increased by 11.9% from VND2,826 billion in 2014 to VND3,163 billion in 2015. This increase was underpinned by record production for all our commodities that on a tungsten equivalent basis increased 63% year on year. Record production was driven by an increase in ore processed, metal recovery rates and other key plant parameters that collectively increased production enough to more than offset price declines in the market for our commodities.

#### Cost of goods sold

Despite an increase in the amount of ore processed, cost of goods sold, as a percentage of net revenue, decreased to 71.3% in 2015 from 73.8% in 2014. In absolute terms, this represented a 9.2% decrease from VND2,086 billion in 2014 to VND1,894 billion in 2015. The reduced cost of sales is a function of production efficiencies, various margin improvement initiatives, and lower energy and consumable prices.

#### Gross profit margin

Gross profit increased by 3.2% from VND740 billion in 2014 to VND764 billion in 2015 with gross profit margins increasing from 26.2% in 2014 to 28.7% in 2015. Higher margins were made possible, despite the falling commodity prices, by improved economies of scale, production efficiencies and strict cost management.

#### Selling, general and administration expenses

Selling expenses increased to VND160 billion compared to VND92 billion in 2014 due to an increase in freight and other costs associated with the higher sales volumes.

General and administration expenses decreased to VND248 billion in 2015 compared to VND281 billion in 2014 as a result of strict cost control measures implemented during the year.

#### **Net financial expenses**

Net financial expenses decreased to VND279 billion in 2015 from VND586 billion in 2014 due to the benefit from a loan offset received during the year which was partially offset by an increase in interest paid to banks and bondholders.

#### Net profit after tax & attributable net profit after tax

Masan Resources net profits after tax in 2015 more than doubled to VND84 billion from VND36 billion in 2014. This was achieved despite consolidating losses generated by our joint venture subsidiary. Having just been commissioned this year, we expect the JV to start contributing positively in the near future.

Attributable net profit after tax tripled to VND152 billion in 2015 from VND47 billion in the previous year.

#### **Inventories**

As of December 31, 2015, inventories amounted to VND1,084 billion compared to VND654 billion as of December 31, 2014. The increase was mainly due to the buildup of inventories associated with the commissioning of the Tungsten chemicals processing plant.

#### Long-term assets

As of December 31, 2015, long-term assets amounted to VND24,118 billion, increasing by 4.6% from VND23,066 billion as of the end of 2014. The increase was mainly due to VND1,904 billion of capital expenditure incurred in the construction of the tungsten chemicals processing plant, development of tailings dams, road and rail diversions, community infrastructure projects, various plant improvements and a number of expansion projects.

ANNUAL REPORT 2015 ANNUAL REPORT 2015 65

#### Total assets

Total assets increased by 6.0% to VND26,608 billion as of December 31, 2015 from VND25,106 billion as of December 31, 2014, mainly on account of capital expenditure and the increase of inventories.

#### Net debt

As of December 31, 2015, net debt had increased by VND1,774 billion to VND10,332 billion from VND8,558 billion at the end of 2014. The increase in net debt was mainly due to a 5 year bond issuance that raised VND8,100 billion to predominantly refinance existing debt, additional drawdowns for working capital purposes, and loans made to our subsidiary by our joint venture partner to fund construction of the tungsten chemicals processing plant and its working capital requirements.

#### Owners' equity

Owners' equity as of the end of 2015 amounted to VND11,285 billion, an increase of VND152 billion as compared to VND11,133 billion as of December 2014. The increase in owners' equity was due to higher retained profits in 2015.



# MANAGE In 2015

# MANAGEMENT TEAM ASSESSMENT REPORT

In 2015 we have continued to successfully deliver on the transformation of the business into an operating model.

Dear Shareholders.

In 2015, we have continued to successfully deliver on the transformation of the business into an operating model. I am proud to highlight the operationally significant outcomes for 2015:

#### Production

Record high production rate was achieved for all of the Company's commodities. On a tungsten equivalent basis, tungsten production increased more than 63% year on year. In comparison to 2014, tungsten and copper production increased 24% and 31%, respectively. The increases in ore processed, recovery rates and other key plant parameters were a result of targeted capital investment projects undertaken during the year, and further increases are expected to materialize in 2016.

Nui Phao's Joint Venture (the JV) that produces high quality value added tungsten products, including APT, BTO and YTO,

was commissioned during 2015 and is progressing towards achieving design capacity. The production of value added chemicals is also delivery of a commitment we made to the Government, when acquiring the project in 2010.

#### Workforce

The total number of direct employees currently stands at 1,475 with expatriates accounting for 10% of our workforce. Our Contractors similarly employ about 1,200 personnel. Our focus and commitment remains to employ and train people from the local communities we work with. This ensures we have the right people with the right skills, while enabling the local communities to benefit in our project.

#### Safety

The Total Recordable Injuries Frequency Rate and Lost Time Injury Frequency Rate, per million man-hours worked was 0.54 (2014: 1.73) and 0.0 (2014: 0.13) respectively for 2015, firmly placing the Company within worldwide best-in-class parameters, which our team and our shareholders should all be proud of. Our constant focus on safety has resulted in our Nui Phao operation running for over 13 million man-hours without Lost Time Injury as of December 2015.

#### **CSR & environment**

In 2015 we continued to comply, and deliver on our social and environmental commitments to engage with our communities while continuing to operate in a sustainable and environmental friendly way. The Road and Rail relocations became operational. The accesses to the resettlement areas of Nam Song Cong and Hung Son 3 were also completed. The development of Dong Bong resettlement areas, 1.8km Tan Linh road and 370m Suoi Bat road were completed. The Nam Song Cong Church and the Cultural House in Ha Thuong commune have been inaugurated, while the construction of Dong Bong Church has been completed. A new on-site water treatment station, having a treatment capacity of approximately 500 cubic meter of

waste water per hour, has also been completed and is now under trial run for commissioning.

#### **Collaboration with community**

We continuously and actively provided support to local communities. We made the following significant contributions: Thai Nguyen and Dai Tu Tea Festivals (VND1.538 billion), VND2.6 billion to local infrastructure. Via the Dai Tu Social Policy Banks, in 2015 alone, VND1 billion was lent to 28 affected households, bringing the total value of the Fund to VND4 billion with 122 households having benefited. Five local household businesses were set up in the mine area and provided jobs for 109 project-affected people. Moreover, coordinating with the Company's Trade Union, we actively contributed and provided support to, amongst others, the "Fund For the Poor", "Happy Lunar New Year for the Poor", and "House Building for the Poor".

Starting from 2015 and continuing till the end of the Nui Phao Project's life, we contribute annually an amount equivalent of VND22 billion (at 2016 exchange rate) to Thai Nguyen province's budget to develop socio-economic activities and the local infrastructure. Under this commitment, we have advanced to Thai Nguyen province's budget our obligations for 2015 till 2018.

#### **Finance**

The Company registered to trade under Hanoi's UPCOM exchange, significantly raising its profile with global customers and partners. We cooperated closely with our financial counterparties to ensure that support be made available for the operational activities of the Company as and when required.

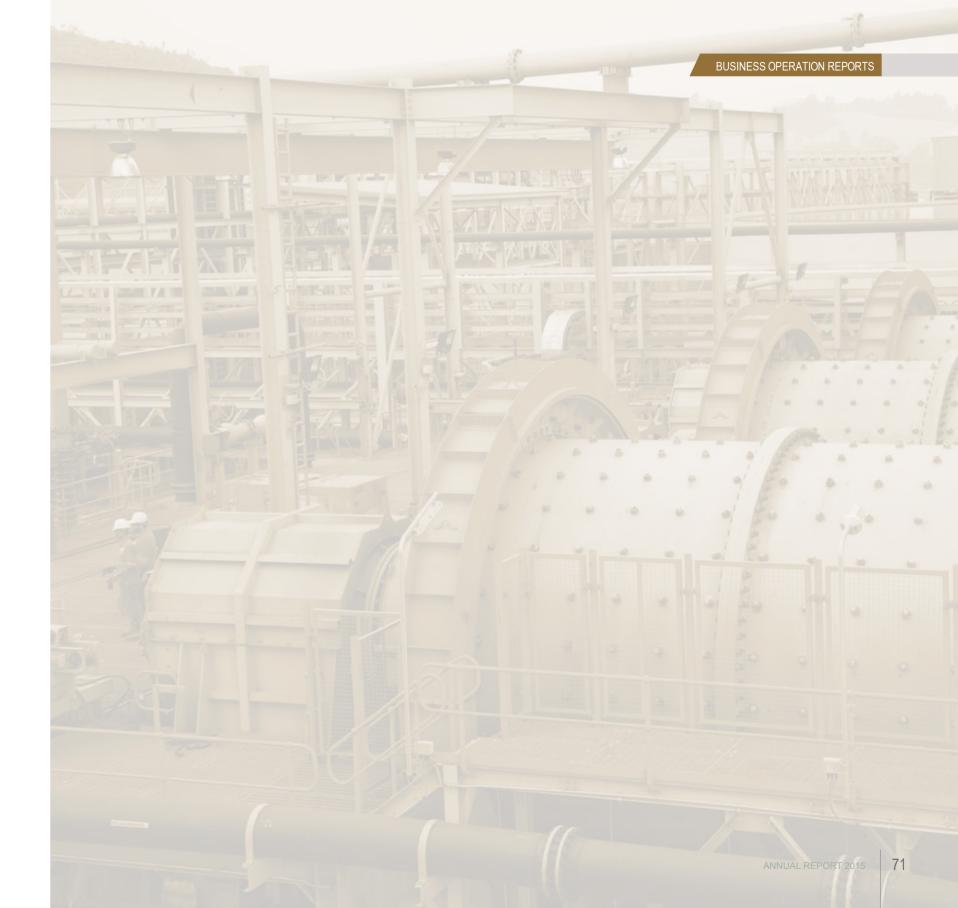
#### Public recognition

In 2015 we received a number of awards, in particular the Top 100 outstanding brands of Vietnam Gold Star Award. This recognition once again affirms the Company's competitiveness and reputation both nationally and internationally.

#### **Development of Masan Resources brand globally**

Our Management Team continues to focus on developing Masan Resources as a global brand. The Company successfully hosted the International Tungsten Industry Association (ITIA) annual conference in Hanoi in September 2015. I, myself was appointed to the ITIA Executive Committee.

In the next few quarters, our Management Team plans to continue honoring the Company's commitments, invest time and focus on working with customers, and develop increasingly higher quality products. We plan to further increase our participation in industry forums on best practices and cooperate with research institutes to develop next generation performance through improved output and recovery. In line with our commitments, continue to develop our resettlement and economic restoration program that will ensure that project benefits are shared with shareholders, people directly affected by the project, and surrounding communities.





# **BOARD OF DIRECTORS ASSESSMENT REPORT**

Dear Shareholders.

The Board of Directors (the "BOD") of Masan Resources is honored to submit the BOD's assessment report of the Company in 2015.

# 1. Assessment by the BOD of performance of the Company

At Masan Resources, we believe that value creation can be achieved by unlocking Vietnam's "National Treasure", which is comprised of both natural resources and human resources. When we think of natural resources, we do not think of merely extracting commodities for export, but about going deeper in the value chain to bring more technology and know-how to Vietnam. When we think about human resources, we do not see Vietnamese people as a source of affordable labor, but the next generation of talent, innovation and passion that will drive Vietnam's growth. These beliefs underpin our commitment to developing and operating a best-in-class tungsten platform and training local talent. This is what we mean by "Unlocking" Vietnam's National Treasure. If the Company succeeds, we do not only create value for shareholders, but also the people of Vietnam.

From 2010, the Company saw an opportunity to build a globally significant mine by accquiring a controlling interest in Nui Phao mine. Since then, the Company has engaged world-class partners to design, construct, and begin production in a record 3 years. The first production was delivered to customers in the third quarter of 2013. The mine is now commissioned and operating at capacity.

The Company employs best-in-class standards on environment, safety, and community. With regards to the environment, it applies the guidelines on environmental protection by IFC and World Bank, as well as strictly following the applicable regulations of Vietnam. For safety, it has achieved world-class safety performance with zero fatalities and no lost-time injury during the last 24 months. Community resettlement is also highlighted with compliance of the Equator Principles, the industry gold standard.

In 2015, the Company has continued to fortify its core values and has laid down milestones to achieve as it continues to work towards building a branded world-class operation.

In order to be able to constantly deliver outstanding performance from all business activities, the Company continues to invest in its employees. Recognizing that execution is the key to success, the Company has meticulously developed a team of highly experienced international mining industry professionals. As of the end of 2015, the Company's execution team is diverse and educated with employees from 17 nationalities, 44% of which have higher degrees.

The joint venture which produces high quality tungsten products started construction of its tungsten chemicals processing facility in 2014. In April 2015, first batches of APT were successfully produced and since then the processing facility has been commissioned and produces high quality APT, YTO and BTO.

The mine employs best-in-class standards in environment, safety, and community.

Processing facility has been commissioned and produces high quality APT, YTO and BTO.

The September 2015 listing of the Company on the Hanoi Stock Exchange's UPCOM platform makes the Company one of the largest listed tungsten companies outside of China. This achievement significantly raised the Company's profile with global customers and partners, as well as strengthening the Company's relationship with its shareholders.

Corporate social responsibility remains an integral part of the Company's strategy for sustainable development and growth. The Company has completed the construction of a new onsite water treatment station in August 2015. The new water treatment station, having a treatment capacity of approximately 500 cubic meter of wastewater per hour, is now in the process of being commissioned. The water treatment station will help further minimize the impacts from our operations on the environment and surrounding communities.

The BOD has fulfilled its duties in reviewing and approving the resolutions on the operation of the Company and its subsidiaries. In 2015, all members of the BOD did not receive any remuneration for their duties as BOD's members, nor were any expenses incurred by them.

# 2. Assessment by the BOD of performance of the Management Team of the Company

The Management Team continues to manage the Company in a manner deserving the BOD's absolute trust. The Chief Executive Officer and other managers fulfilled their duties and functions in 2015, and properly implemented all resolutions from the General Meetings of Shareholders.

With respect to the compensation and resettlement program, the Management Team has delivered on the Company's commitments to the local community, including the construction of the Nam Song Cong Church, the Cultural house in Ha Thuong commune, and the relocation of the road and railroad adjacent to the Nui Phao mine.

The Management Team is investing time and focus to working with customers in an effort to develop increasingly higher quality products, participating in industry forums on best practices, and cooperating with research institutes in an effort to further increase operational performance. All of which validate their effort in ensuring the continued growth of the Company.

# 3. Plans and directions of the BOD

The Company's objective is to show the world that a Vietnamese company can transform the global tungsten market. If we succeed, then we can say that Masan Resources has truly unlocked Vietnam's "National Treasure" for the benefit of our shareholders and our country.





# REPORT OF THE SUPERVISORY BOARD

Dear Shareholders,

Pursuant to the rights and responsibilities of the Supervisory Board provided in the Company's Charter, the Supervisory Board would like to report our activities in 2015 as follows:

# I. Operations of the Supervisory Board in 2015

- 1. Supervising and checking the management and execution of 2015 business activities by the Board of Directors and the Management Team. Checking the legality and reasonableness of our businesses in 2015 in accordance with resolutions of the General Meetings of Shareholders in 2015.
- 2. Checking and supervising the issuing resolutions and decisions of the Board of Directors and the Management Team.
- 3. Checking the reasonableness, legality, honesty and diligence in implementing accounting operations and forming financial statements.

Members of the Supervisory Board were not compensated in their capacity as members of the Supervisory Board, and the Supervisory Board did not incur any operational expenses.

# II. The results of the Supervisory Board's checking and monitoring of the Company's operations

# 1. On the accounting and financial operations of the Company:

The Supervisory Board confirms that the financial figures presented in the report of the Board of Directors submitted to the 2016 Annual General Meetings of Shareholders are a fair reflection of the Company's and its subsidiaries' current financial situation.

Key figures of the financial situation as of December 31, 2015:

# Part 1: Balance Sheet

	Gro	oup	Company	
	31/12/2015	1/1/2015	31/12/2015	1/1/2015
	VND'000	VND'000	VND'000	VND'000
ASSETS				
Current assets	2,490,177,582	2,040,557,416	552,795	54,563,508
Cash and cash equivalents	372,014,377	136,442,647	497,795	54,478,808
Short-term financial investment	2,100,000	-	-	-
Accounts receivable – short-term	747,080,504	982,814,499	55,000	84,700
Inventories	1,084,398,392	653,671,833	-	-
Other current assets	284,584,309	267,628,437	-	-
Long-term assets	24,117,529,315	23,065,736,511	10,079,094,084	11,087,179,134
Accounts receivable – long-term	1,401,308,413	1,421,346,690	4,938,758,511	5,946,843,561
Fixed assets	16,902,122,433	17,347,633,391	-	-
Long-term work in progress	3,994,917,610	3,185,593,593	-	-
Long-term financial investments	-	-	5,140,335,573	5,140,335,573
Other long-term assets	1,819,180,859	1,111,162,837	-	-
TOTAL ASSETS	26,607,706,897	25,106,293,927	10,079,646,879	11,141,742,642
RESOURCES				
LIABILITIES	15,012,572,488	13,595,481,547	718,158,182	1,740,370,825
Current liabilities	3,971,178,995	2,653,866,107	65,834,559	381,818,469
Long-term liabilities	11,041,393,493	10,941,615,440	652,323,623	1,358,552,356
EQUITY	11,595,134,409	11,510,812,380	9,361,488,697	9,401,371,817
TOTAL RESOURCES	26,607,706,897	25,106,293,927	10,079,646,879	11,141,742,642

# 2. On the Company's business performance

In 2015, the Supervisory Board did not find any abnormal signs in the Company's business operations. All of business activities were conducted in compliance with the Company's Charter, the Law on Enterprises and other legal regulations.

Business performance results and accounting figures have been carefully checked to ensure the accuracy and legality of accounting books.

The Company fully observed all current legal regulations required for information disclosure to the stock market.

Figures of business results as of December 31, 2015:

# Part 2: Income statement

	Gro	up	Company		
	2015	2014	2015	2014	
	VND'000	VND'000	VND'000	VND'000	
Net operating profit/(loss)	76,729,078	(219,176,554)	(39,883,120)	(45,354,708)	
Results of other activities	(18,169,622)	226,898,465	-	(498,348)	
Profit/(loss) before tax	58,559,456	7,721,911	(39,883,120)	(45,853,056)	
Income tax expense – current	113,525	(6,953,138)	-	(8,501,985)	
Income tax benefits – deferred	(25,876,098)	(20,978,465)	-	-	
Net profit/(loss) after tax	84,322,029	35,653,514	(39,883,120)	(37,351,071)	
Net profit attributable to:					
Equity holders of the Company	152,135,747	46,676,208	-	-	
Non-controlling interest	(67,813,718)	(11,022,694)	-	-	

# 3. On the governance and management

# a. The Board of Directors

The Supervisory Board opines that the Board of Directors has fulfilled their management responsibilities in compliance with the Company's Charter, Resolutions of the General Meetings of Shareholders, the Law on Enterprisesand other legal regulations.

The Board of Directors has duly executed all resolutions of the General Meetings of Shareholders in 2015.

The Board of Directors' resolutions were issued in compliance with the legal authorities of the Board of Directors and that the contents of the resolutions were in compliance with the Company's Charter, the resolutions of the General Meetings of Shareholders, the Law on Enterprises and other legal regulations.

# b. The Management Team

The Supervisory Board opines that the Management Team has executed the Company's business operations efficiently and in compliance with the Board of Directors' resolutions.

# **III. Conclusions**

The Company's operations during the 2015 were in compliance with the Company's Charter, the Law on Enterprises and other legal regulations, and based on Resolutions of the General Meetings of Shareholders and of the Board of Directors.





# **CORPORATE GOVERNANCE REPORT**

Ma San Resources Corporation (the **Company**) would like to report the status of corporate governance of the Company as follows:

# I. Board of Directors

# 1. Members and structure of the Board of Directors (BOD)

No.	Name	Title	Date of appointment	Shares held	Shareholding ratio
1	Dr. Nguyen Dang Quang	Chairman	Appointed under Resolution No. 057/ NQ-ĐHĐCĐ-13 of the General Meeting of Shareholders dated February 18, 2013	0	0%
2	Mr. Nguyen Thieu Nam	Member	Appointed under Resolution No. 057/NQ-ĐHĐCĐ-13 of the General Meeting of Shareholders dated February 18, 2013	714,286	0.099%
3	Mr. Chetan Prakash Baxi	Member	Appointed under Resolution No. 377/2013/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated December 20, 2013	0	0%
4	Mr. Jonathan David Fiorello	Member	Appointed under Resolution No. 237/2014/NQ-ĐHĐCĐ of the General Meeting of Shareholders dated November 6, 2014	144,166,284	20.039%

# 2. Independent member in the Board of Directors of the Company

(i) Mr. Chetan Prakash Baxi.

# 3. Title the BOD members holding in other companies

# (i) Titles of Dr. Nguyen Dang Quang in other companies

No.	Name of the company	Tittle	Address of the company	Company's registration No.	Date of issuance	Issued authority
1	Masan Joint Stock Company	Chairman of BOD	Suite 802, 8 <sup>th</sup> Floor, Central Plaza Building, 17 Le Duan Street, Dis- trict 1, Ho Chi Minh City	0302100924	13/9/2000	DPI HCM
2	Masan Group Corporation	Chairman of BOD	Suite 802, 8 <sup>th</sup> Floor, Central Plaza Building, 17 Le Duan Street, Dis- trict 1, Ho Chi Minh City	0303576603	18/11/2004	DPI HCM
3	Masan Consumer Corporation	Chairman of BOD	12 <sup>th</sup> Floor, Kumho Asiana Saigon, 39 Le Duan Street, District 1, Ho Chi Minh City	0302017440	31/5/2000	DPI HCM
4	Techcombank	BOD member	Techcombank Tower, 191 Ba Trieu Street, Hai Ba Trung District, Ha Noi	0100230800	7/9/1993	DPI Ha Noi
5	Masan (US) LLC	Company Chairman	8700 Reseda Blvd., Num 220, Northridge, CA 91324, USA	200824710234	3/9/2008	USA
6	Nui Phao Mining Company Ltd.,	Chairman of Members' Council	Hamlet 2, Ha Thuong Commune, Dai Tu District, Thai Nguyen Province	4600864513	5/7/2010	DPI Thai Nguyen

# (ii) Titles of Mr. Nguyen Thieu Nam in other companies

No.	Name of the company	Tittle	Address of the company	Company's registration No.	Date of issuance	Issued authority
1	Masan Real Estate Joint Stock Company	Chairman of BOD	Suite 5, Etown, 364 Cong Hoa Street, Ward 13, Tan Binh District, Ho Chi Minh City	0302421325	28/9/2001	DPI HCM
2	Masan Joint Stock Company	BOD Member	Suite 802, 8 <sup>th</sup> Floor, Central Plaza Building, 17 Le Duan Street, District 1, Ho Chi Minh City	0302100924	13/9/2000	DPI HCM
3	Masan Group Corporation	BOD Member	Suite 802, 8 <sup>th</sup> Floor, Central Plaza Building, 17 Le Duan Street, District 1, HCM	0303576603	18/11/2004	DPI HCM
4	Hai Phong Construction Joint Stock Company No.3	BOD Member	3 <sup>rd</sup> Floor, Htower II, 195 Van Cao Street, Dang Giang Ward, Ngo Quyen District, Hai Phong	0200509429	25/12/2002	DPI Hai Phong
5	Baltic Titan Group Corporation	BOD Member	634/1 Bac Kan Street, 16 Group, Hoang Van Thu Ward, Thai Nguyen City, Thai Nguyen Province	1703000328	21/11/2007	DPI Thai Nguyen
6	Nui Phao Mining Company Ltd.	Member of Members' Council	Hamlet 2, Ha Thuong Commune, Dai Tu District, Thai Nguyen Province	4600864513	5/7/2010	DPI Thai Nguyen
7	Hoa Huong Duong One Member Limited Liability Construction Company	Company Chairman	Suite 802, 8 <sup>th</sup> Floor, Central Plaza Building, 17 Le Duan Street, District 1, Ho Chi Minh City	0305340360	10/8/2009	DPI HCM
8	MasanConsumer- Holdings Limited Liability Company	Company Chairman	Suite 802, 8 <sup>th</sup> Floor, Central Plaza Building, 17 Le Duan Street, District 1, Ho Chi Minh City	0309269038	6/8/2009	DPI HCM
9	Masan Brewery Limited Liability Company	Company Chairman	Suite 802, 8 <sup>th</sup> Floor, Central Plaza Building, 17 Le Duan Street, District 1, Ho Chi Minh City	0309268926	6/8/2009	DPI HCM
10	Masan Brewery Distribution Company	Company Chairman	10 <sup>th</sup> Floor, Central Plaza Building, 17 Le Duan Street, District 1, Ho Chi Minh City	0313132445	9/2/2015	DPI HCM
11	Quang Ninh Mineral Water Joint Stock Company	Chairman of BOD	3A Group, 4 Area, Suoi Mo Streat, Bai Chay Ward, Ha Long City, Quang Ninh Province	5700379618	01/9/2004	DPI Quang Ninh

84 ANNUAL REPORT 2015

# 4. The committees of the Board of Directors

There are no committees under the Board of Directors of the Company.

# 5. Activities of the Board of Directors

# (i) Meeting of the Board of Directors

No.	Members of the Board of Directors	Title	No. of the meeting attended	Ratio
1	Dr. Nguyen Dang Quang	Chairman	04	100%
2	Mr. Nguyen Thieu Nam	Member	04	100%
3	Mr. Chetan Prakash Baxi	Member	04	100%
4	Mr. Jonathan David Fiorello	Member	04	100%

# (ii) Resolution issued by Board of Directors

No.	Resolution No.	Date	Main contents
1	70/2015/NQ-HĐQT	23/3/2015	To approve the organization of 2015 AGM, and to authorize Chairman of the BOD to decide the time, venue, and issues submitted to the 2015 AGM for discussion and approval.
2	160/2015/NQ-HĐQT	20/4/2015	To approve the dismissal of the existing CFO and appointment of a new CFO.
3	175/2015/NQ-HĐQT	14/5/2015	To approve the convention of the Extraordinary meeting of shareholders.

# (iii) Activities of independent members of the Board of Directors

Comply with the Company's policies.

(iv) List of members of the Board of Directors participating in corporate governance training programs: No.

# II. Supervisory Board

# 1. Members and structure of the Supervisory Board

No.	Full name	Title	Shares held	Ratio
1	Ms. Doan Thi My Duyen	Head of Supervisory Board	0	0
2	Mr. Le Thanh Tung	Member	135	0,00%
3	Mr. Dang Ngoc Ca	Member	0	0

# 2. Activities of the Board of Supervisors: Comply with the Company's Charter and Regulations

No.	Resolution No.	Date	Main contents		
1	239/2015/NQ-B	5/5/2015	To approve the appointment of the Head of the		
			Supervisory Board		

# III. Management Team

No.	Full name	Title	Shares held	Ratio
1	Mr. Dominic John Heaton	Chief Executive Officer	8,420,857	1.17%
2	Mr. Wayne Frank Apted	Chief Financial Officer	0	0

# IV. Remuneration and interests of the Board of Directors, Management Team and Supervisory Board

- 1. Board of Directors and Supervisory Board: No remuneration or benefits were paid to any member of the Board of Directors or Supervisory Board. Further no expenses were incurred by any member of the Board of Directors or Supervisory Board.
- 2. Management Team: The members of the Management Team are entitled to the remuneration in accordance with the Company's regulation. Subject to review and approval of the Board of Directors, performance bonus of the Management Team members are up to 40% of annual fixed remuneration package providing that business targets and individual performance targets will be achieved and the business is in a position to pay.

No.	Full Name	Title	Salary %	Bonus %	Allowance %	Total %
1	Mr. Dominic John Heaton	Chief Executive Officer	59.18	0.00	40.82	100
2	Mr. Wayne Frank Apted	Chief Financial Officer	43.35	1.73	54.91	100

- 3. Information about share transactions of the members of Board of Directors, members of the Supervisory Board, Chief Executive Officer, Chief Accountant, Company Secretary, major shareholders and the affiliated persons: No transaction.
- 4. Information about the contracts, or transactions that Company's members of the Supervisory Board, Chief Executive Officer, managers and affiliated persons entered into or executed in the year with the company, subsidiaries, other companies in which the company hold the control rights: None.
- 5. Implementation of regulations on corporate governance: Comply the Company's Charter and Regulations.



# **HUMAN RESOURCES MANAGEMENT REPORT**

# **Human Resources**

# Number of employees and average income

	2011	2012	2013	2014	2015
Total number of employees	279	537	1,281	1,349	1,475
In which:					
- Vietnamese	248	455	1,130	1,218	1,335
- Expat	31	82	151	131	140
Average income VND million per month for Vietnamese	10.0	11.0	8.7	9.7	10.2

# **Working conditions**

# Masan Resources' work schedule

The Company's standard daily working hours are on the basis of 8 hours for normal, and 6 hours for extremely risky and heavy working conditions. The processing plant runs continuously 24 hours per day, 365 days a year. The Company has worked with the Trade Union and arranged for its employees to work in shifts and take days off on the basis that total work hours in a day or a week will not exceed the following governmental stipulations:

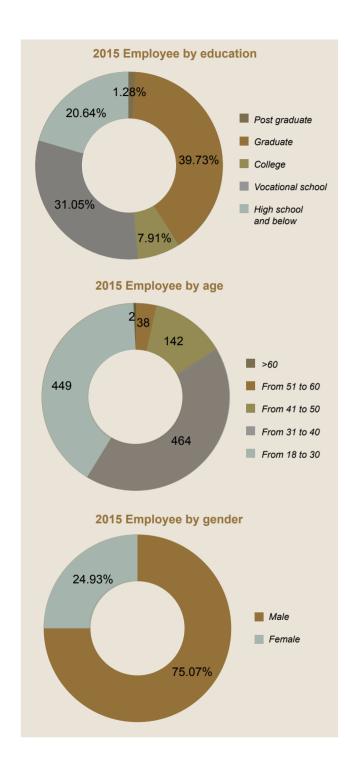
Total hours	Working condition				
	Normal	Risky or heavy	Extremely risky or heavy		
Overtime for a day	≤ 4 hrs	≤ 4 hrs	≤ 3 hrs		
Overtime for a week	≤ 16 hrs	≤ 16 hrs	≤ 12 hrs		
Overtime of 4 consecutive days	≤ 14 hrs	≤ 14 hrs	≤ 10 hrs		

### Work environment

The Company ensures, as far as possible, that every employee works in a safe and hygienic working environment. This is achieved by equipping all employees with sufficient safety equipment, providing safety induction courses, and job-specific trainings in combination with enforcing policies and standard procedures for labor safety and hygiene.

# Labor regulations

The understanding of labor rules and regulations is an important legal document which specifies the expectations that each employee needs to comply with. The Company labor rules and regulations were introduced in 2011 and have been amended and supplemented in 2013 and 2014, respectively. These rules have been approved by DOLISA Thai Nguyen.



### **Allowances**

Depending on work location, labor scarcity in the market, importance of the position, and the job nature, one or more of following allowances are flexibly applied to attract human talent to the Company:

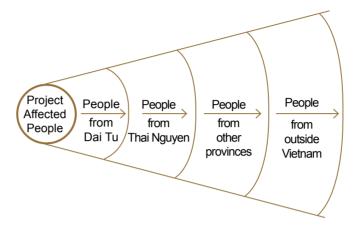
- Living allowance
- Accommodation and meals
- Moving cost
- Travel tickets
- Children's school fees
- Work location allowance
- Mobile phone

### Recruitment

In the development of the Nui Phao Project, an extensive relocation and resettlement program was undertaken and all people affected by the project were made stakeholders of the Company. As part of the commitments made to the local community, the Company has developed its hiring and recruitment policy to ensure that these stakeholders are considered for all employment opportunities, and the following priorities in order of importance are strictly applied:

- Employees who are already working for the Company (only applies for employees who have served in the Company for 1 year or more, except for cases endorsed by the Direct Manager);
- People who are effected directly or indirectly by the project;
- People who are living in Dai Tu district;
- People who are living in Thai Nguyen province;
- People who come from other provinces of Vietnam;
- People who come from outside of Vietnam.

# Recruitment hierarhy



At the end of 2015 the demographical structure of the Company's employees was as follows: 62% from Dai Tu District, 13% from Thai Nguyen Province, 15% from other provinces of Vietnam, and 10% are expatriates.

# Salary and insurance

Masan Resources maintains a competitive salary policy to retain current employees and attract new talent. To understand the labor market, the company relies on salary surveys conducted by professional companies such as Hay, Tower Watson, and Mercer. The Company also subscribes to annual salary survey reports or specific reports for certain roles. Based on market benchmarks, the Company makes adjustments to its personnel salaries in order to reflect the global salary trend.

Masan Resources complies with current governmental legislations and contributes towards compulsory employee social, health, and unemployment insurance for all of its employees. So far, no issues have been recorded by current or former employees in claiming these benefits. Further, the Company provides additional 24 hour medical and accident insurance for all of its employees and their dependents.

### Bonus policies

The Company has in place a policy covering bonus payments depending on the Company's financial performance. In good conditions, and if the employee has been actively employed for 12 months or more, in accordance to the definite or indefinite employment contracts, the rewards for performance will be as follows:

Poor Performance no bonus

■ Fair Performance half a month salary

■ Good Performance one month salary

Very Good Performance one and a half months salary

Excellent Performance two month salary

### Types of commendations

To recognize promptly individuals/team with outstanding performance of the month and develop a happy, positive, safe and cost-saving work environment while consolidating the Company's core values of Respect – Action – Results, those who have demonstrated outstanding performance in jobs relevant to, but not limited to, the Company's business operation will be nominated for the Monthly Star Award for the consideration by the Management Team consideration as follows:

- Have contributed initiatives or ideas which help improve work effectiveness and reduce cost to the Company:
- Have accomplished difficult or important assignments within the given amount of time;
- Have achieved remarkable results in developing a safe, secure and industrially hygiene work environment;
- Have proactively enhanced the image of a communityminded and friendly Company.

Rewarded employees will receive a certificate and they can select the award suitable to them or their families. The Company will endeavor to reimburse the expenses of the award, however, there is a financial limit as to how much can be spent.

92 annual report 2015 annual report 2015

# Staff training

Masan Resources is aware that human capital is a key differentiating factor between the successfulness of companies. To ensure that the Company has the right people available to meet its current and long term objectives, the Company invests in the development and training of its workforce under following forms: internal training conducted by experienced expatriate trainers and subject based training by professional units both locally and internationally.

The key highlight of the training program in 2015 was the completion of the competency requirements for all work roles and the testing of the current employees capacity for existing positions, which underpins the training program development for 2016.

# Union

The Company's Trade Union was established in 2011 and re-elected in 2014. With the establishment of the Trade Union, the communications between employees and the Company have improved significantly. Regular dialogues between the Trade Union and the Company are organized so that employment related issues may be solved in a timely manner.





# **RISK MANAGEMENT REPORT**

Risk	Basis of risk	Risk mitigations		
Commodity price risk	The prices we obtain for our tungsten, copper, fluorspar and bismuth are determined by, or linked to, prices in world's markets, which have historically been subject to substantial volatility. Fluctuations in commodity prices can occur due to price shifts reflecting underlying global economic and geopolitical factors, industry demand, increased supply due to the development of new productive resources, technological change, product substitution and national tariffs. The volatility in global economic growth has the potential to adversely impact future demand and prices for commodities. This has the potential to negatively impact future cash flows and asset values.	The Company operates at the lower end of the global cost curve for a variety of its product which places it in a more favorable position that competitors in low price environments. The Company has a diversified portfolio of products conting from a single mine which are sold to a diversified customer base across multiple geograph markets & different end-use applications. The insulates the Company from large swings or exposures to any commodity in isolation and also protects the Company from a poor performance in a single customer geography.		
Currency exchange risk	Majority of the Company's sales are exported and are denominated in US dollars. Fluctuations in the VND/USD exchange rate can therefore have a significant impact on the company's financial result.	Various costs for materials and spares which are not available in Vietnam are denominated in USD which results in a natural hedge for a portion of the Company's costs. The remaining Company costs are denominated in VND and Company debt is denominated in VND. This exposes the Company to exchange rate variations between VND and USD. However recent trend indicate to the VND further depreciating against the USD, and this trend is expected to continue as the USD continues to strengthen against global currencies. Currency risk is regularly monitored by the Chief Financial Officer and appropriate recommendations are made to the BOD, so that the adequate risk mitigating actions are undertaken in a timely manner.		

Unexpected or sudden unfavorable changes in the regulatory and political environment in Vietnam or in customer countries, possibly obstructing operations, sales, or business decision making.	Regulatory changes in Vietnam or customer countries have the potential to increase costs, lower margins or preclude the company from being able to sell its products in customer countries.	The Company regularly monitors the regulatory environment within Vietnam as well as in customer countries and assesses their likely impact on product sales. This is done in order to ensure the Company and its customers can be proactive in appropriate lobbying in customer countries or within Vietnam so as to guarantee the long term viability of the business.
Failure to maintain reserves or develop new operations could negatively affect our future results and financial conditions.	The demand for our products results in the existing reserves being depleted over time. As our revenues and profits are derived from our mineral operations, our future results and financial conditions are directly related to our future exploration and acquisition efforts and our ability to generate reserves to meet our future production requirements at a competitive cost.	The Company has already identified reserves which underpin a long-term mine life. These reserves have been prepared and determined in accordance with international standards and reviewed by independent third parties. This gives the Company the strategic ability for future exploration undertakings and examinations of acquisition opportunities. Existing reserves will be further drilled as required in order to extend mine life in places where geological modeling and market conditions support such works. Our actual drilling activities and the future drilling budget will depend on the size and quality of our mineral inventory, drilling results, commodity prices, drilling and production costs, availability of drilling equipment and services, lease expirations and regulatory approvals.
Commercial counterparty risk	The Company has contracts with a large number of commercial and financial counterparties, including end-customers, suppliers and financial institutions. Global economic volatility continues to strain global financial markets, resulting in generally uncertain business conditions. In addition, customers, suppliers and contractors and joint venture partners may fail to perform in accordance with existing contracts and obligations.	The Company has counterparty credit controls which limit the exposure any single customer, geographic region or financial counterparty.  The Company periodically reviews the financial and market performance of its respective counterparties to proactively manage risks and/or potential issues.
Key person risk	Loss of key management positions may result in a disruption of on-going operations and/or loss of shareholder confidence, leading to a fall of share prices.	Human Resources Management is an important platform for the success of the Company. To control this risk, the Company has implemented successive training and development programs to ensure that capable people are available for succession. The Company also periodically offers attractive employee share ownership programs to ensure employee alignment with shareholders and employee retention.

Competition risk	Ability to defend, maintain and/or increase the Company strategic objectives and market share.	The Company operates the world's largest tungsten mine and it is also an internationally competitive source of other minerals. It is a key strategic source of non-China sourced tungsten chemicals and products. The Company has entered long-term sales agreements with a number of top 500 global companies for its products thus insulating itself from a potential loss of market share through the introduction of new suppliers in the future.
Unexpected natural and operational catastrophes may adversely impact our operations.	Unexpected natural and operational catastrophes may adversely impact our mining operations, route to market or customers' facilities. At the Company's main operational facility the key natural catastrophes include flooding and earthquakes. They can impact the open cut mine, tailings dam facilities or the processing plant. Potential operational catastrophes include operational accidents, processing plant fires and explosions, open-cut pit wall failures, loss of power supply or critical mechanical equipment failures.	Through the application of our risk management processes, the Company identifies catastrophic operational risks. Business continuity and contingency plans are in place to mitigate the consequences of operational catastrophes. Potential unexpected natural catastrophes have been identified and contingency plans are in place to mitigate consequences. The Company's facilities, including its tailings dam facilities, have been constructed to international best standards. They were constructed to World Bank standards with regular inspections by an independent international review panel.
Breaches of information - technology security processes which may adversely impact our business activities	The Company maintains information technology (IT) systems, consisting of infrastructure, business applications and communications to support our business activities. These systems may be subject to security breaches (e.g. cyber crimes) that can result in a disruption tof our operations, loss of intellectual property or disclosure of commercially sensitive information and reputational damage.	The Company regularly reviews its IT security systems, processes and protocols. The Company maintains appropriate firewalls and offsite backups of key data, systems and processes.
Sustainability risk	Health, Safety, Environment or Community incidents or accidents may adversely affect our people or neighboring communities, operations and reputation or license to operate.	The Company's approach to the sustainability risk is reflected in its Health and Safety Policy, the Environment Policy and Community Policy. All incidents or accidents are recorded and reported to the Board of Directors. On the occurrence of an incident, the Company works directly with relevant governing bodies and impacted parties to resolve and ensure that there is no risk of recurrence.

ANNUAL REPORT 2015 ANNUAL REPORT 2015 99

# SUSTAINABILITY REPORT Our approach Investing in our people Managing our environmental impacts

"Our longstanding commitment and key focus is to develop effective and mutually beneficial partnerships with all of our stakeholders.

As our operation matures, our stakeholders are progressively becoming more interested in how we address sustainability issues and create shared value. One of the biggest challenges of the mining industry is reconciling the different, and often conflicting, concerns of key stakeholders about business orientation and managing the impact of the operation.

We believe in being responsible for our environmental and social impacts, and only through establishing open dialogues and grievance mechanism can we enhance our transparency and accountability. This year's sustainability report is one formal channel through which we communicate and demonstrate our commitments to achieving stakeholder inclusiveness."

(Dominic John Heaton - CEO of Masan Resources)

Masan Resources began issuing Sustainability Report in 2013. This was the first report constructed on the basis of the Global Reporting Initiative's guidelines (version G4). We also have reference to the GRI sector supplement - for the Mining and minerals sector. The report highlights our commitment and support of international policies, standards and management practices, including the principles set out by the International Council on Mining and Metals (ICMM) Sustainable Development Framework, the United Nations (UN) Global Compact and the World Bank's guidelines on involuntary resettlement.

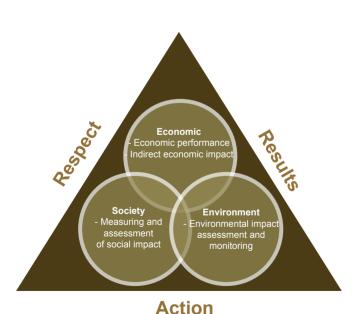
The Masan Resources Sustainability Report 2015 is published in parallel with this annual report. A full Sustainablity Report for year 2015 covers all aspects of the Company operations in the year 2015. This summary of our Sustainability Report does not repeat several aspects which were presented separately in the Annual Operations Reports, but focuses on the aspects of people, social and environmental issues.

The content of this report is based upon the Company's business and business activities, the interests of the stakeholders and material aspects which have a large influence on the issues of Economic, Environment and Society as a whole.



# **OUR APPROACH**

We have determined three values that guide our decision making - Respect, Action and Results - they are at the core of our strategy. Our approach emphasizes equal importance on investor returns, people and community, the environment and sound governance. In all our operations, we aim to identify and manage any material issues and integrate stakeholders' concerns into the decision-making process. Further, we also endeavor to ensure that proper environmental protection measures are implemented so that specific interests of local people are accounted for and any adverse effects on local communities are minimized. We are committed, as the stewards of natural resources that we use and develop, to strive to minimize our environmental impact.



# **Sustainability framework**

The sustainability framework makes our approach more effective by enabling us to benchmark our performance and continuously improve our sustainable initiatives. Masan Resources is committed to compliance with international standards of corporate governance for sustainable development of the company in the long term. Therefore, Nui Phao is being developed in a manner that complies with Vietnamese regulatory requirements and World Bank guidelines and policies on the social and environmental safeguards, Sustainable Development Framework by ICMM for the mining sector. We do so by integrating these practices into all business areas towards highest standards on transparency and consistency.

The designed policies at the highest level are adopted to define the standards of measurement. Similarly, procedures are derived to monitor adherence to Company's standards while various and adequate indicators enable top-management level and stakeholders to transparently track our performance. Targets are periodically reviewed and updated to align with our aspirations. Finally, reports are consolidated to present the information to our stakeholders.

# **Sustainability governance**

We embed our sustainability framework into all our operations. Our operations are driven by the directives set out by our Board of Directors, who have the duty to align our policies and strategic goals with our business vision. The Management Team regularly review the sustainability performance and conducts evaluations. The Management Team operates two committees – the Risk and Audit Committee and the Sustainability Committee - which deliver detailed analyses of key issues. Executive Management including the CEO, Directors of External Affairs, Operations, HR, HSS, Environment and SCM, and the CFO are tasked with direction and the supervision of strategy implementation at operational level. Each department is delegated a part of our sustainability taskforce and works to meet the expectations of our various stakeholders.





104 ANNUAL REPORT 2015 ANNUAL REPORT 2015

# **Engaging with our stakeholders**

Engagement with the key stakeholders plays an important role in our business operations and helps build positive perceptions that contribute to our smooth operation. Our stakeholders are many and consist of various groups and individuals who have a 'stake' (or interest) in the business. All are either impacted in a certain way both positively and negatively by our development, or they have the ability to impact our business. Our stakeholder engagement has been conducted in stages, ranging from initial identification of the key stakeholders, prioritisation of engagement, to implementing constructive dialogue with these groups.

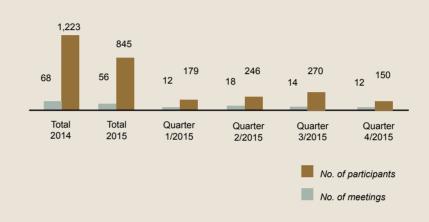
Our public consultation and information disclosure program (PCDP) is the main channel that connects us with our host communities and their concerns.

From the conducted needs assessment, which including community meetings, surveys and interviews to name but a few, we have designed programs to address these issues, and we continuously adapt them to faithfully reflect the ever-changing socio-economic needs.

Masan Resources have set up and maintained a dedicated complaint and grievance mechanism since the onset of operations and have striven to improve it over time. This is a direct demonstration of our ongoing commitment to this policy and will continue to be central to our sustainability strategy.

As part of the PCDP process, the project affected people (PAPs) and the relevant stakeholders are encouraged and guided to share and raise their requests, concerns and complaints in writing directly with us. In 2015, the number of complaints and requests decreased vastly in comparison to 2014, which can be attributed to the PCDP effort in the development and operation of community meetings.

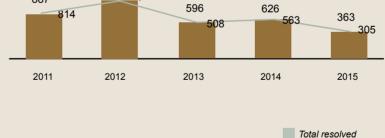
# **Records of Community meetings in 2015**





Information corner in the local village

# Complaints and requests from 2011 to 2015 (counted for complaints and request letters)





Total received



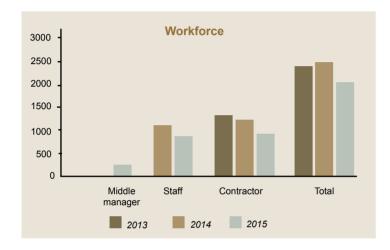
Weekly meeting with hamlets 3 & 4- Ha Thuong commune

ANNUAL REPORT 2015 ANNUAL REPORT 2015

ANNUAL REPORT 2015

# **INVESTING IN OUR PEOPLE**

Masan Resources has made concerted efforts to invest in our people by encouraging and empowering every employee to achieve their full potential. We maintain an employee reward program and provide opportunities to help our people grow and succeed in our business operations. We conduct needs assessment to understand employee needs and concerns and in response, we deliver appropriate training programs throughout the year.





Group work in the Control office

# **Training**

Working closely with specialists from Hanoi National University (HNU), the HR Department designed the Competence Assessment and Training Program. The program includes 4 stages: Building of the competency dictionary; Identification of the Competency Framework; Analysis of training demands and proposition of training programs for enhancing capacity of employees; and Deplyment of training Programs.

This program enables us to standardize the knowledge on organization, as well as to fill in the gaps in competency requirements and reduce wasteful expenditure.



Advanced negotiation skills seminar was aimed at enhancing the capacity of 28 managers and supervisors

# Performance appraisal program

The implementation of staff performance appraisal is an important element of continuously improving business performance. All employees must have their performance appraised annually as a minimum. The procedures involve both the input from the manager and employee, where both sides are given appropriate times to review the forms provided about evaluating their performance and prepare their discussion. This ensures a fair process where employees are included in the discussion. Unscheduled appraisal may also occur in some specific cases such as: extension of employment contract, promotion or poor performance.

Depending on the company's financial circumstances, in the optimum conditions, the rewards for performance are given to employees who have worked for the Company for 12 months or more. Rewards range from half a month's salary to two months.



Receiving the Monthly star award

# Safety

The Health, Safety and Security Department have provided continuous safety trainings and drills throughout the year, thereby building a strong safety culture. Our primary objective – now and always – has been to ensure that our entire workforce including our contractors arrives safely home every day.

Both employees and contractors working at the site are subject to strict company safety measures.

The reporting of Non Work-Related injuries provides an indication the Company's approach to equal treatment of its employees and contractors during and after hours, is of paramount importance to ensure a healthy and effective workforce.

The Management Team effectively and regularly utilizes our proprietary software "OcSafe" to track incidents and ensures actions are appropriately followed up and in accordance with our standards.

We completed the year without any serious (Lost Time) injuries, while accumulating over 13 million man-hours.

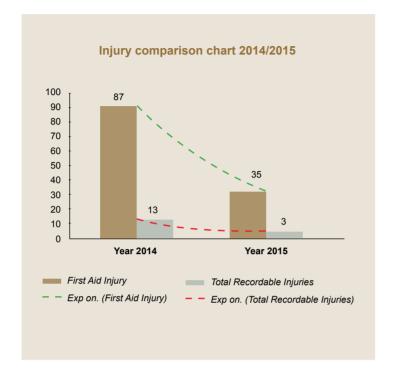
108 ANNUAL REPORT 2015

<sup>(1)</sup> An Occupational safety management software

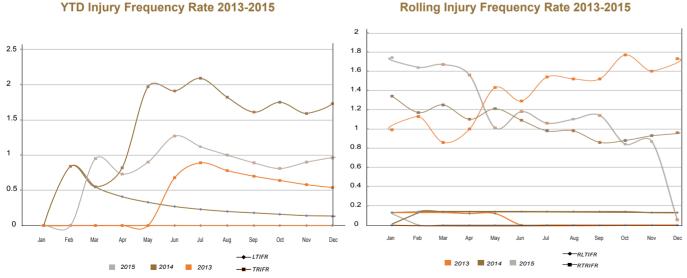
In order to ensure that our systems are up-to-date and comply with the latest safety regulations, an inspection and audit program was carefully implemented to ensure that Governmental and respective agencies such as DOST (Radiation), DOIT (Chemical), DOLISA (Labor and Insurance), the Fire Departments, to name but a few are updated and scheduled for regular audits as well as to promote transparency and compliance.



Fire and Rescue exercises in the warehouse area



# YTD Injury Frequency Rate 2013-2015



# Health

We aim to ensure that our workers are not exposed to occupational hazards that negatively affect their health, and that we have a well-equipped, capable medical team available to support the health and wellbeing of our workers and the broader community (including emergency situations). We have set up an emergency team as the first point of contact for both accidents in- and outside the operation site. Workers can also access the clinic for general, government regulated health checks.



Rescue exercises in the factory area



First aid training for employees

ANNUAL REPORT 2015 ANNUAL REPORT 2015

# MANAGING OUR ENVIRONMENTAL IMPACTS

Environmental management plays a key role, equal in priority to all operation activities. It was developed and maintained from the early stages to ensure the minimization of adverse impacts and promote responsible stewardship.

We have substantially enhanced our environmental audit programme to focus on environmental compliance with the regulatory requirements by effectively implementing a management programme that has been approved by the government for the Environmental Impact Assessment (EIA).



Environment staff taking water sample for examination at the bordering area of the Factory and the residential area



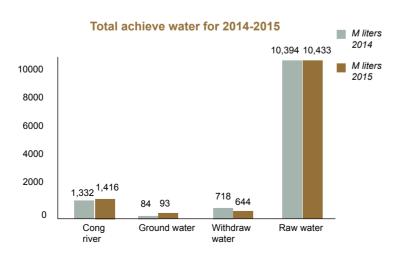
Rehabilitation work in the Nui Phao mine

# **Water extraction**

The sustainability of our operations relies on our ability to obtain the appropriate quality and quantity of water and to use this resource responsibly. Therefore, our priority is to reduce our water extraction from the Cong River, increase reliance on recycled water and improve our water management system.

Once a stable production stage is reached, our desire is to reduce the volume of water extraction by increasing the amount of internally recycled water (the current rate of water recycling is 83%). Water management efficiency will continue to be improved in the next coming years.

The charts below are presented the water extraction amount compares year 2014 and 2015.



# Waste-water treatment plant

The construction of the new intensive Waste-water treatment plant (WWTP) with a treatment capacity of 500m³/h was completed at the end of 2015 and will be fully operating by the second quarter of 2016. The WWTP comprises of bio-chemical methods and charcoal cartridges to assist in water purification. Discharge effluent meets the legislative requirement as stipulated in the Discharge permit No.927/GP-BTNMT by MONRE. Once the WWTP is fully operational in 2016, the current rate of waste water recycling will increase from 83% to nearly 90%. There will also be a marked improvement in the quality of water released downstream which should remove any possible negative impact on the environment.



We are aware of how critical of energy management is to increasing operational efficiency, and also of the relationship between energy demands and greenhouse gas (GHG) emissions and climate change issues. We measure our energy consumption and have developed an action plan for reducing energy use and CO<sub>2</sub> emissions.

# Compliance

In year 2015, we received 9 official inspections (compared with 8 inspections in year 2014) from MONRE and the Thai Nguyen Delegation Team (DONRE, DOIT, Dai Tu District People's Committee and Environmental Police) interested in mining, processing, explosive materials and environmental protection. The delegates assessed the Company's compliance with environmental laws and regulations and conducted field inspections and compared the collected data with relevant approval documents, legal documents and permits of the Company. The delegation determined that the Company was fully complied with all applicable laws and regulations.



The Waste-water treatment plant in the Nui Phao mine

Energy consumption (Kj)	2014	2015
Electric power	420,480	545,659
Diesel	423,797	322,980
Petrol	5,213	2,794



Delegation of People's Council of Ha Thuong commune paid a visit to the Nui Phao site to assess the environmental mitigation works

# CREATING SHARED VALUE FOR OUR LOCAL COMMUNITIES

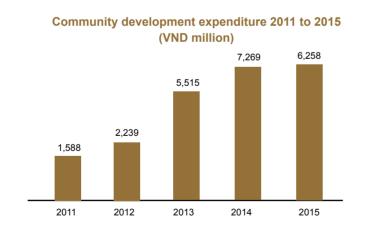
The nature of mining makes our activities geographically bound and our operations heavily impact local people's lives. At the same time, the degree to which our business operates smoothly is partially dependent on public perception, where a failure to meet demands could result in lockouts. This interdependent relationship with our communities, therefore, prompts us to place importance on ensuring their lives are not worse off due to our presence.

Engaging openly, by maintaining platforms to exchange ideas such as monthly community meetings, with surrounding communes is important for us to understand their needs, and take their views and concerns into account in our decision making process. We strive to achieve long-lasting socio-economic development progress by working together with our communities and build mutually beneficial relationships. In 2015, we continued to setup and expand a range of community engagement activities including community development programs and economic rehabilitation programs.

# **Community development**

Our community development is aimed at creating foundations for economic and social well-being.

Masan Resources' community development focuses on economic development of the surrounding communities by allocating resources to 3 main aspects, namely infrastructure, capacity building and agricultural extension services.





A further amount of VND 511 million was spent on upgrading 1.8km of a road in Tan Linh commune



First aiders training courses were provided for 102 communal and school health workers from Ha Thuong, Hung Son, Tan Linh and Cat Ne communities

# VietGAP promotion

With an aim of promoting the independent and sustainable development of the communities, Masan Resources continued expanding the existing agricultural extension services with tea and vegetables as the key products in order to improve the competitive advantage of local agriculture. We set as a policy to finance and mobilize support from different organizations to help households obtain Viet-GAP certification (Vietnamese Good Agricultural Practices,



VietGAP tea model in hamlet 3, Hung Son town

issued by Ministry of Agriculture and Rural Development in 2008). The program has yielded promising results: 114 households with 31 ha of VietGAP tea have successfully completed the program; 40 households have been admitted by the provincial Farmer Union to use the Thai Nguyen tea label; and a pilot VietGAP vegetable model comprised of 19 households with 2.1 ha of vegetables in Cau Thanh hamlet have been certified with VietGAP standards.



VietGAP vegetable model in hamlet 6, Hung Son town

114 ANNUAL REPORT 2015 ANNUAL REPORT 2015

# **Economic restoration**

We differentiate ourselves by the way we do the economic restoration projects.

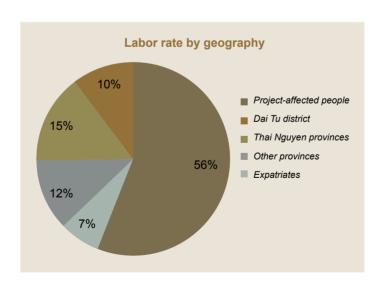
### Recruitment priority

Part of the Masan Resources' strategy to ensure the economic viability of project affected people lies in the employment priority of the project affected people (PAP). Up to 2015, 714 PAPs are working as full-time staffs for Nui Phao Mining, making 56% of the entire company labor force.

At Masan Resources, consistent with IFC Standards, we believe it is critical to restore the income earning capacity of the people who had been physically and economically displaced by the Nui Phao Project. Particular attention is given to the resettled households that depended on their land to generate income. The economic restoration activities have been designed to support people's move from their land to the relocation sites where land for traditional income generation is no longer available.



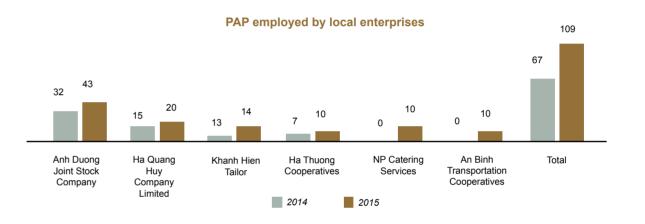
Catering service at the Nui Phao mine under the Economic restoration program



### Local outsourcing

Masan Resources continued to support our four local enterprises, established in line with the Nui Phao economic restoration programs with the aim of creating internally-generated stable jobs for the community.

In 2015, two more outsourcing supply models (the NPM catering service and An Binh Transportation Cooperative) were established at the mining site, creating job opportunities for 22 PAPs.



# Sustaining business

Anh Duong Packaging Company, established under the Nui Phao economic restoration program, has become a supplier of ore sample bags for a number of influential mining companies in Vietnam in only over a year from the onset of operations. The company has provided 43 PAPs with a stable livelihood with an average monthly income of VND4.5 million/person. In the near future, the company is looking to expand and establish close relations with foreign suppliers and develop its main product stream with business diversifying activities to meet export standards.



Anh Duong Packaging Company - the ore bag producer established under the Economic restoration program

ANNUAL REPORT 2015 ANNUAL REPORT 2015

# **Economic restoration fund**

Established in 2013 in partnership with Dai Tu Social and Policy Bank, the micro-finance fund has proven to be an effective and innovative economic restoration model which meets the needs of the PAP.

Up to the end of 2015, 122 households have availed themselves of the fund for diverse income generation activities, such as expanding or starting up livelihood models or entrepreneurial activities. The borrowed money has been used to purchase livestock, fodder, seedling and fertilizer and to improve the infrastructure, facilities and technology.

# Useful source of capital

Nguyen Van Quang and his family accepted compensation for 2,000m² of tea-cultivation land upon land acquisition for Nui Phao mining operations. Starting with a herd of 30 female rabbits and tens of bunnies, he borrowed VND45 million and successfully expanded his business using the micro-finance fund model. Now he has increased his business size eightfold. Quang and the Cooperative managed to sell nearly 500 rabbits with 40% of net profit. The initial success of Quang inspired others in the community to follow his model or approach the fund to start their business.



Rabbit farm of Mr Nguyen Van Quang in hamlet 13 - Tan Linh

# Philanthropic, donations and sponsorship activities



Sponsoring the Thai Nguyen International Tea Festival 2015 with VND1 billion



Supporting Dai Tu Tea Festival 2015 with VND538 million



Free medical examination for elderly, children and disadvantaged people



Charity activities in Cay Thong, Phuc Luong, Dai Tu

The Company believes that strong community ties and corporate social responsibility are critical components of our social license to operate. Hence, we contribute resources, share our knowledge and nurture meaningful partnerships to enhance positive development outcomes in the affected communities in Dai Tu district and Thai Nguyen province.

118 | annual report 2015 | annual report 2015 | annual report 2015 | annual report 2015 | 119





# **CORPORATE INFORMATION**

**Business Registration Certificate No.** 0309966889 4 February 2015

The Company's Business Registration Certificate has been amended several times, the most recent of which was dated 4 February 2015. The Certificate and its amendments were issued by the Department of Planning and Investment of Ho Chi Minh City. The first Business Registration Certificate No. 0309966889 was issued on 27 April 2010.

Investment Certificate No. 41122000131 2 August 2013

> The investment certificate was issued by the People's Committee of Ho Chi Minh City to the Company to implement the investment of "Ma San Resources Corporation". The

project has a term of 10 years from the date of the investment certificate.

**Board of Directors** Dr. Nguyen Dang Quang Chairman

Mr. Nguyen Thieu Nam Member Mr. Chetan Prakash Baxi Member Mr. Jonathan David Fiorello Member

**Board of Management** Mr Dominic John Heaton General Director

Registered Office Suite 802, 8th Floor, Central Plaza

17 Le Duan Street, District 1

Ho Chi Minh City

Vietnam

**KPMG** Limited Auditors

Vietnam



# STATEMENT OF THE BOARD OF DIRECTORS

The Board of Directors of Ma San Resources Corporation ("the Company") presents this statement and the accompanying separate and consolidated financial statements of the Company and its subsidiaries (collectively referred to as "the Group") as of and for the year ended 31 December 2015.

The Board of Directors is responsible for the preparation and presentation of the separate and consolidated financial statements in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and the relevant statutory requirements applicable to financial reporting. In the opinion of the Board of Directors:

- a. the separate and consolidated financial statements set out on pages 127 to 186 give a true and fair view of the financial position of the Company and of the Group as at 31 December 2015, and of the results of operations and the cash flows of the Company and of the Group for the year then ended in accordance with the Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and the relevant statutory requirements applicable to financial reporting; and
- b. at the date of this statement, there are no reasons to believe that the Group will not be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorized these separate and consolidated financial statements for issue.

On behalf of the Board of Directors



**Dr. Nguyen Dang Quang**Chairman of the Board of Directors

Ho Chi Minh City, 7 March 2016

# INDEPENDENT AUDITOR'S REPORT

# To the Shareholders Ma San Resources Corporation

We have audited the accompanying separate and consolidated financial statements of Ma San Resources Corporation ("the Company") and its subsidiaries (collectively referred to as "the Group"), which comprise the separate and consolidated balance sheet as at 31 December 2015, the separate and consolidated statements of income and cash flows for the year then ended and the explanatory notes thereto which were authorised for issue by the Company's Board of Directors on 7 March 2016, as set out on pages 127 to 186.

### Management's Responsibility

The Company's Board of Directors is responsible for the preparation and fair presentation of these financial statements in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and the relevant statutory requirements applicable to financial reporting, and for such internal control as the Board of Directors determines necessary to enable the preparation of separate and consolidated financial statements that are free from material misstatement, whether due to fraud or error.

# **Auditor's Responsibility**

Our responsibility is to express an opinion on these separate and consolidated financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the separate and consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

# **Auditor's Opinion**

In our opinion, the separate and consolidated financial statements give a true and fair view, in all material respects, of the financial position of the Company and the Group as at 31 December 2015 and of their results of operations and their cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and the relevant statutory requirements applicable to financial reporting.

**KPMG Limited** 

Vietnam Audit Report No.: 15-02-523

CÔNG TY

Dam Xuan Lam
Practicing Auditor Registration
Certificate No.: 0861-2013-007-1
Deputy General Director

Hanoi. 7 March 2016

Mile

Lai Thuy Linh
Practicing Auditor Registration
Certificate No.: 2040-2013-007-1

# **BALANCE SHEETS**

# Ma San Resources Corporation and its subsidiaries

Balance sheets as at 31 December 2015

Form B 01 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

Componi

		le Note	Group		Company			
	Code		e Note	de Note	Note 31	31/12/2015	1/1/2015	31/12/2015
			VND'000	VND'000	VND'000	VND'000		
				Reclassified				
ASSETS								
Current assets								
(100 = 110 + 120+ 130 + 140 + 150)	100		2,490,177,582	2,040,557,416	552,795	54,563,508		
Cash and cash equivalents	110	6	372,014,377	136,442,647	497,795	54,478,808		
Cash	111		370,384,377	81,442,647	497,795	478,808		
Cash equivalents	112		1,630,000	55,000,000	-	54,000,000		
Short-term financial investments	120		2,100,000	-	-	-		
Held-to-maturity investments	123		2,100,000	-	-	-		
Accounts receivable - short-term	130		747,080,504	982,814,499	55,000	84,700		
Accounts receivable from customers	131		241,247,245	594,764,354	-	-		
Prepayments to suppliers	132		75,767,652	107,716,633	-	-		
Other receivables	136	7	432,350,795	280,333,512	55,000	84,700		
Allowance for doubtful debts	137		(2,285,188)	-	-	-		
Inventories	140	8	1,084,398,392	653,671,833	-	-		
Inventories	141		1,084,398,392	653,671,833	-	-		
Other current assets	150		284,584,309	267,628,437	-	-		
Short-term prepaid expenses	151		42,783,827	42,907,396	-	-		
Deductible value added tax	152		241,800,482	224,721,041	-	-		

# Balance sheets as at 31 December 2015 (continued)

Form B 01 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

			Gı	oup Com		pany	
	Code	Note	31/12/2015 VND'000	1/1/2015 VND'000 Reclassified	31/12/2015 VND'000	1/1/2015 VND'000	
Long term assets (200 = 210 + 220 + 240 + 250 + 260)	200		24,117,529,315	23,065,736,511	10,079,094,084	11,087,179,134	
Accounts receivable – long-term	210		1,401,308,413	1,421,346,690	4,938,758,511	5,946,843,561	
Receivables on long-term lending loans	215	9	-	-	3,945,518,100	4,941,518,100	
Other long-term receivables	216	7	1,401,308,413	1,421,346,690	993,240,411	1,005,325,461	
Fixed assets	220		16,902,122,433	17,347,633,391		-	
Tangible fixed assets	221	10	16,256,577,694	16,648,908,324	-	-	
Cost	222		17,617,933,108	17,288,013,900	-	-	
Accumulated depreciation	223		(1,361,355,414)	(639,105,576)	-	-	
Finance lease tangible fixed assets	224	11	31,406,667	44,866,667	-	-	
Cost	225		67,300,000	67,300,000	-	-	
Accumulated depreciation	226		(35,893,333)	(22,433,333)	-	-	
Intangible fixed assets	227	12	614,138,072	653,858,400	-	-	
Cost	228		677,181,458	675,161,792	137,950	137,950	
Accumulated amortisation	229		(63,043,386)	(21,303,392)	(137,950)	(137,950)	
Long-term work in progress	240		3,994,917,610	3,185,593,593			
Construction in progress	242	13	3,994,917,610	3,185,593,593	-	-	
Long-term financial investments	250			-	5,140,335,573	5,140,335,573	
Investment in a subsidiary	251	14	-	-	5,140,335,573	5,140,335,573	
Other long-term assets	260		1,819,180,859	1,111,162,837	-	_	
Long-term prepaid expenses	261	15	1,819,180,859	1,111,162,837	+	-	
TOTAL ASSETS (270 = 100 + 200)	270		26,607,706,897	25,106,293,927	10,079,646,879	11,141,742,642	

The accompanying notes are an integral part of these financial statements

# Balance sheets as at 31 December 2015 (continued)

(Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

			Group		Company	
	Code	Note	31/12/2015	1/1/2015	31/12/2015	1/1/2015
			VND'000	VND'000	VND'000	VND'000
				Reclassified		
RESOURCES						
LIABILITIES (300 = 310 + 330)	300		15,012,572,488	13,595,481,547	718,158,182	1,740,370,825
Current liabilities	310		3,971,178,995	2,653,866,107	65,834,559	381,818,469
Accounts payable to suppliers	311		527,850,896	419,650,935	36,416	366,107
Advance from customers	312		5,011,136	11,016,118	-	-
Taxes payable to State Treasury	313	16	29,966,819	106,059,649	-	-
Payables to employees	314		11,626	-	-	-
Accrued expenses	315	17	798,272,246	683,665,697	778,096	504,530
Other short-term payables	319	18	79,848,379	91,429,382	65,020,047	127,193,202
Short-term borrowings	320	19	2,530,217,893	1,342,044,326	-	253,754,630
Long-term liabilities	330		11,041,393,493	10,941,615,440	652,323,623	1,358,552,356
Other long-term payables	337	18	1,581,573,288	2,251,402,102	652,323,623	1,053,474,188
Long-term borrowings and liabilities	338	19	8,173,417,989	7,352,306,206	-	305,078,168
Deferred tax liabilities	341	21	704,173,514	730,049,612	-	-
Provisions – long-term	342	20	582,228,702	607,857,520	-	

# Balance sheets as at 31 December 2015 (continued)

Form B 01 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

			Group		Company	
	Code	le Note	31/12/2015 VND'000	1/1/2015 VND'000 Reclassified	31/12/2015 VND'000	1/1/2015 VND'000
EQUITY (400 = 410)	400		11,595,134,409	11,510,812,380	9,361,488,697	9,401,371,817
Equity	410	22	11,595,134,409	11,510,812,380	9,361,488,697	9,401,371,817
Share capital	411	23	7,194,473,280	7,194,473,280	7,194,473,280	7,194,473,280
- Ordinary shares with voting rights	411a		7,035,448,980	7,035,448,980	7,035,448,980	7,035,448,980
- Preference shares	411b		159,024,300	159,024,300	159,024,300	159,024,300
Share premium	412	23	1,944,327,324	1,944,327,324	1,944,327,324	1,944,327,324
Other capital	414		(295,683,347)	(295,683,347)	-	-
Undistributed profit after tax	421		2,441,963,692	2,289,827,945	222,688,093	262,571,213
<ul> <li>Undistributed profit brought forward</li> </ul>	421a		2,289,827,945	2,243,151,737	262,571,213	299,922,284
<ul> <li>Undistributed profit/(losses) for the current year</li> </ul>	421b		152,135,747	46,676,208	(39,883,120)	(37,351,071)
Non-controlling interest	429		310,053,460	377,867,178	-	-
TOTAL RESOURCES (440 = 300 + 400)	440		26,607,706,897	25,106,293,927	10,079,646,879	11,141,742,642

The accompanying notes are an integral part of these financial statements

# STATEMENTS OF INCOME

# Statements of income for the year ended 31 December 2015

Form B 02 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

			Gro	ıp Com		pany
	Code	e Note	2015 VND'000	2014 VND'000 Reclassified	2015 VND'000	2014 VND'000
Revenue from sales of goods	01	25	2,665,267,495	2,853,656,655	-	-
Revenue deductions	02		7,392,789	27,924,847	-	-
Net revenue (10 = 01 - 02)	10		2,657,874,706	2,825,731,808	-	-
Cost of sales	11		1,894,376,161	2,086,313,265	-	-
Gross profit (20 = 10 - 11)	20		763,498,545	739,418,543	-	-
Financial income	21	26	556,078,851	28,075,634	18,095,979	96,906,522
Financial expenses	22	27	834,759,478	614,292,329	52,914,399	141,526,121
Selling expenses	25		160,179,519	91,853,389	-	-
General and administration expenses	26		247,909,321	280,525,013	5,064,700	735,109
Net operating profit/(loss) {30 = 20 + (21 - 22) - (25 + 26)}	30		76,729,078	(219,176,554)	(39,883,120)	(45,354,708)
Other income	31		11,769,734	268,333,674	_	_
Other expenses	32		29,939,356	41,435,209	-	498,348
Results of other activities (40 = 31 - 32)	40		(18,169,622)	226,898,465	-	(498,348)

# Statements of income for the year ended 31 December 2015 (continued)

Form B 02 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

		Note	Group		Company	
	Code		2015 VND'000	2014 VND'000 Reclassified	2015 VND'000	2014 VND'000
Accounting profit/(loss) before tax (50 = 30 + 40)	50		58,559,456	7,721,911	(39,883,120)	(45,853,056)
Income tax expense – current	51	28	113,525	(6,953,138)	-	(8,501,985)
Income tax benefits – deferred	52	28	(25,876,098)	(20,978,465)	-	-
Net profit/(loss) after tax (60 = 50 - 51 - 52)	60		84,322,029	35,653,514	(39,883,120)	(37,351,071)
			VND'000	VND'000		
Net profit attributable to:						
Equity holders of the Company	61		152,135,747	46,676,208		
Non-controlling interest	62		(67,813,718)	(11,022,694)		
			VND	VND		
Earnings per share						
Basic and diluted earnings per share		29	211	65		

7 March 2016

Prepared by:

Reviewed by:

Our

Nguyen Thi Hai Yen Chief Accountant Moth

Wayne Apted Chief Financial Officer CÓNG TY
CÓ PHÁM
TÀI NGUYEN
MA SAN

Dr. Nguyen Dang Quang Chairman of the Board of Directors

The accompanying notes are an integral part of these financial statements

# STATEMENTS OF CASH FLOWS

Statements of cash flows for the year ended 31 December 2015 (Indirect method)

Form B 03 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

		Group		Company		
	Code	2015	2014	2015	2014	
		VND'000	VND'000	VND'000	VND'000	
CASH FLOWS FROM OPERATING ACTIVI	TIES					
Profit/(loss) before tax	01	58,559,456	7,721,911	(39,883,120)	(45,853,056)	
Adjustments for						
Depreciation and amortisation	02	808,013,379	597,005,484	-	42,151	
Allowances and provisions	03	49,802,020	-	-	-	
Exchange losses arising from revaluation of monetary items denominated in foreign						
currencies	04	23,164,104	-	-	-	
Profits from investing activities	05	(508,467,181)	(3,644,215)	(18,095,979)	(96,906,522)	
Interest expense and borrowing fees	06	706,154,441	589,036,786	52,914,399	141,526,121	
Operating profit/(loss) before changes in working capital	08	1,137,226,219	1,190,119,966	(5,064,700)	(1,191,306)	
Change in receivables and						
other current assets	09	207,127,762	(854,397,624)	-	32,428,519	
Change in inventories	10	(428,357,269)	(177,418,124)	-	-	
Change in payables and						
other liabilities	11	227,307,687	(155,196,023)	(27,056,124)	(26,363,309)	
Change in prepaid expenses	12	(90,851,565)	147,836,215	-	-	
		1,052,452,834	150,944,410	(32,120,824)	4,873,904	
Interest paid	14	(1,010,638,167)	(651,146,434)	(384,946,188)	-	
Income tax paid	15	(108,583)	(1,579,340)	-	-	
Other receipts from operating activities	16	-	66,917	-	-	
Other payments for operating activities	17	-	(36,773,092)	-	-	
Net cash flows from operating activities	20	41,706,084	(538,487,539)	(417,067,012)	4,873,904	

The accompanying notes are an integral part of these financial statements

ANNUAL REPORT 2015 ANNUAL REPORT 2015 13

# Statements of cash flows for the year ended 31 December 2015 (Indirect method - continued)

Form B 03 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

	Code	Group		Company	
		2015	2014	2015	2014
		VND'000	VND'000	VND'000	VND'000
CASH FLOWS FROM INVESTING ACTIVIT	TIES				
Payments for additions to fixed assets and other long-term assets	21	(2,000,266,615)	(1,932,755,579)	-	-
Proceeds from disposals of fixed assets and other long-term assets	22	227,273	-	-	-
Loans provided to a subsidiary	23	-	-	-	(23,408,000)
Placement of term deposits to banks	23	(2,100,000)	-	-	-
Receipts from collecting loans of other entities	24	-	-	996,000,000	-
Receipt of interest	27	4,661,873	4,502,683	30,210,729	711,156
Net cash flows from investing activities	30	(1,997,477,469)	(1,928,252,896)	1,026,210,729	(22,696,844)
The cash nows from investing activities		(1,557,477,465)	(1,020,202,000)	1,020,210,723	(22,000,044)
CASH FLOWS FROM FINANCING ACTIVIT	TIES				
Proceeds from equity issued	31	-	61,472,500	-	61,472,500
Proceeds from non-controlling interest capital contribution to a subsidiary	31	-	388,889,872	-	-
Proceeds from borrowings	33	11,247,836,312	8,257,995,390	-	-
Payments of transaction costs related to borrowings	34	(122,500,000)	(232,767,449)	-	-
Payments to settle loan principals	34	(8,874,377,630)	(5,979,493,537)	(611,053,812)	-
Payments to settle financial lease	35	(11,351,889)	(10,837,282)	-	-
Payments of dividends	36	(52,070,918)	(33,696,303)	(52,070,918)	(33,696,303)
Net cash flows from financing activities	40	2,187,535,875	2,451,563,191	(663,124,730)	27,776,197

The accompanying notes are an integral part of these financial statements

# Statements of cash flows for the year ended 31 December 2015 (Indirect method - continued)

Form B 03 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

	Group		Company	
Code	2015	2014	2015	2014
	VND'000	VND'000	VND'000	VND'000
50	231,764,490	(15,177,244)	(53,981,013)	9,953,257
60	136,442,647	150,739,223	54,478,808	44,525,551
61	3,807,240	880,668	-	-
70	372,014,377	136,442,647	497,795	54,478,808
	50 60 61	Code         2015 VND'000           50         231,764,490           60         136,442,647           61         3,807,240	Code         2015 VND'000         2014 VND'000           50         231,764,490         (15,177,244)           60         136,442,647         150,739,223           61         3,807,240         880,668	Code         2015 VND'000         2014 VND'000         2015 VND'000           50         231,764,490         (15,177,244)         (53,981,013)           60         136,442,647         150,739,223         54,478,808           61         3,807,240         880,668         -

7 March 2016

Prepared by:

Nguyen Thi Hai Yen Chief Accountant

Reviewed by:

Wayne Apted Chief Financial Officer



Dr. Nguyen Dang Quang Chairman of the Board of Directors

# NOTES TO THE FINANCIAL STATEMENTS

Notes to the financial statements for the year ended 31 December 2015

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

# 1. Reporting entity

# Ownership and group structure

Ma San Resources Corporation ("the Company" or "MSR") is incorporated as a joint stock company in Vietnam. The principal activity of the Company is investment holding.

The consolidated financial statements comprise the Company and its subsidiaries (collectively referred to as "the Group").

The principal activities of the subsidiaries are described as follows:

Name	Principal activity	Percentage of economic interests at	
		31/12/2015	1/1/2015
Ma San Thai Nguyen Resources Company Limited ("MRTN")	Investment holding	100%	100%
Thai Nguyen Trading and Investment Company Ltd ("TNTI")	Investment holding	100%	100%
Nui Phao Mining Co., Ltd ("NPM")	Exploring and processing mineral	100%	100%
Nui Phao – H.C. Starck Tungsten Chemicals Manufacturing LLC ("NPHCS")	Deep processing of nonfer- rous metals and precious metals (Tungsten)	51%	51%

The percentage of economic interests represents the effective percentage of economic interests of the Company both directly and indirectly in the subsidiaries.

All the subsidiaries are incorporated in Vietnam.

As at 31 December 2015, the Company had 2 employees (1/1/2015: 2 employees) and the Group had 1,475 employees (1/1/2015: 1,349 employees).

Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

# 2. Basis of preparation

### (a) Statement of compliance

The separate and consolidated financial statements have been prepared in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for enterprises and the relevant statutory requirements applicable to financial reporting.

### (b) Basis of measurement

The separate and consolidated financial statements, except for the separate and consolidated statement of cash flows, are prepared on the accrual basis using the historical cost concept. The separate and consolidated statement of cash flows is prepared using the indirect method.

# (c) Annual accounting period

The annual accounting period of the Company and its subsidiaries are from 1 January to 31 December.

### (d) Accounting and presentation currency

The Company's accounting currency is Vietnam Dong ("VND"). The financial statements are prepared and presented in VND rounded to the nearest thousand ("VND'000").

# 3. Adoption of new guidance on accounting system for enterprises

On 22 December 2014, the Ministry of Finance issued Circular No. 200/2014/TT-BTC providing guidance on Vietnamese Accounting System for enterprises ("Circular 200"). Circular 200 replaces previous guidance on Vietnamese Accounting System for enterprises under Decision No. 15/2006-QD/BTC dated 20 March 2006 and Circular No. 244/2009/TT-BTC dated 31 December 2009. Circular 200 is effective after 45 days from the signing date and applicable for annual accounting periods beginning on or after 1 January 2015.

On the same date of 22 December 2014, the Ministry of Finance also issued Circular No. 202/2014/TT-BTC providing guidance on preparation and presentation of consolidated financial statements ("Circular 202"). Circular 202 replaces previous guidance on preparation and presentation of consolidated financial statements provided in Part XIII of Circular No. 161/2007/TT-BTC dated 31 December 2007 of the Ministry of Finance. Circular 202 is also effective after 45 days from the signing date and applicable for annual accounting periods beginning on or after 1 January 2015.

The Group and the Company have adopted the applicable requirements of Circular 200 and Circular 202 effective from 1 January 2015. The significant changes to the Group and the Company's accounting policies and the effects on the financial statements are disclosed in the Note 4(b) regarding the recognition of foreign exchange differences.

.

136

# Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

# 4. Summary of significant accounting policies

The following significant accounting policies have been adopted by the Group and the Company in the preparation of these separate and consolidated financial statements.

### (a) Basis of consolidation

### (i) Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration the potential voting rights that currently are exercisable.

Under the purchase method, the assets and liabilities of the acquired entity are consolidated using their fair values. Cost of acquisition consists of the aggregate fair value at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group. Goodwill represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquired entity. When the excess is negative, it is recognised immediately in the statement of income.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurred in connection with business combinations included any costs directly attributable to the combination, such as professional fees paid to accountants, legal advisers, valuers and other consultants to effect the combination. Transaction costs are capitalised into the cost of business combination. General administrative costs and other costs that cannot be directly attributed to the particular combination being ac-

counted for are not included in the cost of the combination; they are recognized as an expense when incurred.

### (ii) Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that currently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

### (iii) Non-controlling interests

Non-controlling interests ("NCI") are measured by their proportionate economic interest in the acquiree's identifiable net assets at date of acquisition.

### (iv) Transactions eliminated on consolidation

Intra-group balances, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

### (b) Foreign currency

Transactions in currencies other than VND during the year have been translated into VND at actual rates of exchange ruling at the transaction dates. The actual rates of exchange applied to account for foreign currency transaction are determined as follows:

- Exchange rate applied to buying or selling foreign currency is the exchange rate stipulated in the currency exchange contract between the Company or its subsidiaries and the bank
- Exchange rate applied to capital contribution transaction is the foreign currency buying rate at the transaction date quoted by the bank through which the investor transfers funds for the capital contribution.

# Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

- Exchange rate applied to recognize trade and other receivables is the foreign currency buying rate at the transaction date quoted by the bank through which the Company or its subsidiaries receive money from the customer or counterparty.
- Exchange rate applied to recognize trade and other payables is the foreign currency selling rate at the transaction date quoted by the bank through which the Company or its subsidiaries intend to make payment for the liability.
- For asset acquisitions or expenses that are settled with immediate payment, the exchange rate applied is the foreign currency buying rate at the transaction date quoted by the bank through which the Company or its subsidiaries make payment.

Monetary assets and liabilities denominated in currencies other than VND are translated into VND at actual rates of exchange ruling at the balance sheet date. The actual rates of exchange applied to retranslate monetary items denominated in foreign currency at reporting date are determined as follows:

- For monetary assets (cash on hand and receivables): the foreign currency buying rate at the reporting date quoted by the commercial bank where the Company or its subsidiaries most frequently conduct transactions. Cash at bank and bank deposits are retranslated using the foreign currency buying rate of the bank where the Company or its subsidiaries deposit the money or maintain those bank accounts.
- For monetary liabilities (payables and borrowings): the foreign currency selling rate at reporting date quoted by the commercial bank where the Company or its subsidiaries most frequently conduct transactions.

Prior to 1 January 2015, all foreign exchange differences are recorded in the statement of income, except when they relate to the construction of tangible fixed assets or the translation of foreign currency monetary items during the subsidiary's pre-operating stage, in which case they are recorded in the Foreign Exchange Difference Account in equity until the subsidiary commences operations. Once the subsidiary commences operations and the tangible fixed assets are put into use, the net related foreign exchange gain or loss is transferred to Unearned Revenue Account or Long-term Prepaid expenses Account respectively. The net gain or loss is then amortised on a straight line basis over five (5) years.

Effective from 1 January 2015, as a result of Circular 200 adoption, all foreign exchange differences including those incurred during pre-operating stage are recorded in the consolidated statement of income. The unamortized balance of foreign exchange differences previously recorded in Long-term Prepaid expenses Account as at 31 December 2014 has been transferred to the consolidated statement of income for the year ended 31 December 2015.

### (c) Cash and cash equivalents

Cash comprises cash balances and call deposits. Cash equivalents are short-term highly liquid investments that are readily convertible to known amount of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

### (d) Investments

# (i) Held to maturity investments

Held-to-maturity investments are those that the Group's management has the intention and ability to hold until maturity. Held-to-maturity investments include term deposits at bank, bonds and receivables on lending loans held to maturity. These investments are stated at costs less allowance for doubtful debts.

138 ANNUAL REPORT 2015

# Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### (ii) Investments in subsidiaries

For the purpose of separate financial statements, investments in subsidiaries are initially recognised at cost which includes purchase price plus any directly attributable transaction costs. Subsequent to initial recognition, these investments are stated at cost less allowance for diminution in value. An allowance is made for diminution in investment value if the investee has suffered a loss, except where such a loss was anticipated by the Group's management before making the investment. The allowance is reversed if the investee subsequently made a profit that offsets the previous loss for which the allowance had been made. An allowance is reversed only to the extent that the investment's carrying amount does not exceed the carrying amount that would have been determined if no allowance had been recognised.

### (e) Accounts receivable

Accounts receivable from customers and other receivables are stated at cost less allowance for doubtful debts.

### (f) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes all costs incurred in bringing the inventories to their present location and condition. Cost in the case of finished goods and work in progress includes raw materials, direct labour and attributable mining and manufacturing overheads. Net realisable value is the estimated selling price of inventory items, less the estimated costs of completion and selling expenses.

The Group applies the perpetual method of accounting for inventories.

### (q) Tangible fixed assets

### (i) Cost

Upon completion of the mine construction phase, the assets are transferred into "building and structures", "machinery and equipment" or "other mining assets" in tangible fixed assets. Tangible fixed assets are stated at cost less accu-

mulated depreciation. The initial cost of a tangible fixed asset comprises its purchase price or construction cost, including import duties, non-refundable purchase taxes and any directly attributable costs of bringing the asset to its working condition and location for its intended use, and the costs of dismantling and removing the asset and restoring the site on which it is located. Expenditure incurred after tangible fixed assets have been put into operation. such as repairs and maintenance and overhaul costs, is normally charged to the statement of income in the period in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of tangible fixed assets beyond their originally assessed standard of performance, the expenditure is capitalised as an additional cost of tangible fixed assets.

Other mining assets comprise mine rehabilitation assets; and fair value of mineral reserves and mineral resources from business combination.

In accordance with the letter No 12727/BTC-TCDN dated 14 September 2015 from the Ministry of Finance which provides guidance that mining related costs could be recognized as long-term prepaid expenses under non-current assets, NPM - a subsidiary of the Group has reclassified certain mining related costs to long-term prepaid expenses.

### (ii) Depreciation

Machinery and equipment and fair value of mineral reserves from business combination directly related to mining activities

Machinery and equipment and fair value of mineral reserves from business combination which are directly related to the mining exploitation activities is depreciated over its mineral reserve on a unit-of-production basis. Mineral reserves are estimates of the amount of product that can be economically and legally extracted from the Group's mining properties.

# Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

# Machinery and equipment of a subsidiary directly related to production activities

Tangible fixed assets of a subsidiary which are directly related to the deep processing of tungsten products are depreciated over its estimated useful lives on a units of production basis. The estimated total production quantity output which tangible fixed assets are depreciated on a unit-of-production basis over are as follows:

ST plant91,000 tonnes of tungstenAPT plant86,215 tonnes of tungsten

### Others

Depreciation is computed on a straight-line basis over the estimated useful lives of tangible fixed assets. The estimated useful lives are as follows:

buildings and structures
 machinery and equipment
 office equipment
 motor vehicles
 other mining assets
 5 - 20 years
 5 - 15 years
 3 - 10 years
 3 - 6 years
 15 - 20 years

During the year, NPHCS - a subsidiary of the Group has revised the estimated useful lives of some of its tangible fixed assets. The depreciation method has been changed from straight line basis to unit-of-production basis in order to reflect the pattern in which the asset's future economic benefits are expected to be consumed.

### (h) Finance lease tangible fixed assets

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Tangible fixed assets acquired by way of finance leases are stated at an amount equal to the lower of fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation.

Depreciation on finance leased assets is computed on a straight-line basis over the estimated useful lives of items of the leased assets which is five (5) years.

### (i) Intangible fixed assets

# (i) Software

Cost of acquisition of new software, which is not an integral part of the related hardware, is capitalised and treated as an intangible asset. Software costs are amortised on a straight-line basis over 3 to 8 years.

# (ii) Mining rights

The mining rights is calculated based on the remaining exploitable reserves multiplied with the price as announced by the provincial authorities in accordance with Decree 203/2013/ND/CP dated 28 November 2013 which became effective from 20 January 2014. Cost of mining rights are stated at an amount equal to the present value of mining rights fee and is capitalised and treated as an intangible asset. Amortisation of mining rights is computed on a straight-line basis over the period of the economic life of the mineral reserves.

### (i) Construction in progress

Construction in progress represents mineral assets under development and cost of construction and machinery which have not been fully completed, installed and commissioned. It also comprises mineral reserves, mineral resources and related development costs acquired in a business combination and subsequent development expenditure. These assets qualify for capitalisation when the mineral reserves to which they relate is proven to be commercially and technically viable. They are initially recognised at their fair values as part of business combination accounting and subsequent development expenditure are capitalised net of proceeds from the sale of commissioning products during the development phase. On completion of construction defined as the time when the assets are brought into the condition of its intended use, all assets are reclassified to tangible fixed assets as either "buildings and structures", "machinery and equipment" or "other mining assets"; or long-term prepaid expenses as "other mining costs".

# Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

No depreciation is provided for construction in progress during the period of development, construction, installation and commissioning stages.

# (k) Long-term prepaid expenses

# (i) Pre-operating expenses

Pre-operating expenses are recorded in the statement of income, except for establishment costs and expenditures on training, advertising and promotional activities incurred from the incorporation date to the commercial operation date. These expenses are recognised as long-term prepaid expenses, initially stated at cost, and are amortised on a straight line basis over three (3) years starting from the date of commercial operation.

# (ii) Land compensation costs

Land compensation costs comprise costs incurred in conjunction with securing the use of leased land for its mining activities. These costs are recognised in the statement of income on a straight-line basis over the term of the lease of 20 years.

### (iii) Other mining costs

Other mining costs comprise:

- Exploration, evaluation and development expenditure (including development stripping); and
- Production stripping (as described below in 'Deferred stripping costs').

### Deferred stripping costs

In open pit mining operations, it is necessary to remove overburden and other waste materials to access ore body. Stripping costs incurred in the development phase of a mine (development stripping costs) are recorded as part of the cost of construction of the mine. All development stripping expenditure incurred during construction phase are transferred to other mining costs.

The costs of removal of the waste material during a mine's production phase (production stripping costs) are deferred

where they give rise to future benefits:

- a) It is probable that the future economic benefits will flow to the Group;
- b) The component of the ore body for which access has been improved can be identified; and
- c) The costs incurred can be measured reliably.

Production stripping costs are allocated between inventory and long-term prepaid expenses in accordance with the life of mine strip ratio.

The life of mine strip ratio represents the estimated total volume of waste, to the estimated total quantity of economically recoverable ore, over the life of the mine. These costs are recognised as long-term prepaid expenses where the current period actual stripping ratio is higher than the average life of mine strip ratio.

The development and production stripping costs are amortized over the life of the proven and probable reserves of the relevant components on a systematic basis.

### (iv) Other prepaid expenses

Other prepaid expenses include service fees which are initially stated at cost and amortised on a straight-line basis over the term of the contracts.

### (I) Accounts payable

Accounts payable to suppliers and other payables are stated at their cost.

### (m) Provisions

A provision is recognised if, as a result of a past event, the Group or the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

# Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### (i) Mining rights

In accordance with the Law on Minerals 2010, a subsidiary of the Company has an obligation to pay the government fees for mining rights grant. The mining rights fees is calculated based on the remaining exploitable reserves multiplied with the price as announced by the provincial authorities in accordance with Decree 203/2013/ND/CP dated 28 November 2013 which became effective from 20 January 2014. Mining rights fees are recognised as intangible fixed assets.

### (ii) Mine rehabilitation

The mining, extraction and processing activities of the Group normally give rise to obligations for site closure or rehabilitation. Closure and rehabilitation works can include facility decommissioning and dismantling; site and land rehabilitation. The extent of work required and the associated costs are dependent on the requirements of the Ministry of Natural Resources and Environment ("MONRE") and the Group's environmental policies based on the Environment Impact Report.

Provisions for the cost of each closure and rehabilitation program are recognised at the time that environmental disturbance occurs. When the extent of disturbance increases over the life of an operation, the provision is increased accordingly. Costs included in the provision encompass all closure and rehabilitation activity expected to occur progressively over the life of the operation proportional to the degree of influence on the environment existing at the reporting date.

Where rehabilitation is conducted systematically over the life of the operation, rather than at the time of closure, provision is made for the estimated outstanding continuous rehabilitation work at each reporting dates and the cost is charged to the statement of income. Routine operating costs that may impact the ultimate closure and rehabilitation activities, such as waste material handling conducted as an integral part of a mining or production process, are not included in the provision. Costs arising from unforeseen circumstances, such as the contamination caused by

unplanned discharges, are recognised as an expense and liability when the event gives rise to an obligation which is probable and capable of reliable estimation.

The timing of the actual closure and rehabilitation expenditure is dependent on the life of the mine. Closure and rehabilitation provisions are measured at the expected value of future cash flows, discounted to their present value and determined according to the probability of alternative estimates of cash flows occurring for each operation. Significant judgments and estimates are involved in forming expectations of future activities and the amount and timing of the associated cash flow. Those expectations are formed based on existing environmental and regulatory requirements which give rise to a constructive obligation.

When provisions for closure and rehabilitation are initially recognised, the corresponding cost is capitalised as an asset, representing part of the cost of acquiring the future economic benefits of the operation. The capitalised cost of closure and rehabilitation activities is recognised in other mining assets and depreciated accordingly. The value of the provision is progressively increased over time as the effect of the discounting unwinds, creating an expense recognised in financial expenses.

Closure and rehabilitation provisions will also be adjusted for changes in estimates. These adjustments will be accounted for as a change in the corresponding capitalised cost, except where a reduction in the provision is greater than the under-depreciated capitalised cost of the related assets, in which the capitalised cost is reduced to nil and the remaining adjustment is recognised in the consolidated income statement. Changes to the capitalized cost result in an adjustment to future depreciation. Adjustments to the estimated amount and timing of future closure and rehabilitation cash flows are a normal occurrence in light of the significant judgements and estimates involved.

### (n) Bonds issued

At initial recognition, bonds are measured at cost which comprises proceed from issuance net of issuance costs.

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

Any discount, premium or issuance costs are amortized on a straight-line basis over the term of the bond.

### (o) Equity

### (i) Ordinary shares

Ordinary share capital is classified as equity. The excess of proceeds contributed over the par value of shares issued is recorded as share premium. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from share premium.

#### (ii) Preference shares

Mandatorily convertible preference shares are classified as equity, because they are entitled to fixed dividends and any discretionary dividends declared to ordinary shareholders and it participate equally in the residual assets on dissolution. The excess of proceeds contributed over the par value of shares issued is recorded as share premium. Incremental costs directly attributable to the preference shares are recognised as a deduction from share premium.

#### (iii) Other capital

Equity movements resulting from acquisition or disposal to non-controlling interests and transactions involving equity instruments were previously recorded in "Other reserves" in equity. This other reserves has been reclassified to "Other capital".

#### (p) Classification of financial instruments

Solely for the purpose of providing disclosures about the significance of financial instruments to the Group's and the Company's financial position and results of operations and the nature and extent of risk arising from financial instruments, the Group and the Company classify their financial instruments as follows:

### (i) Financial assets

#### Financial assets at fair value through profit or loss

A financial asset at fair value through profit or loss is a financial asset that meets either of the following conditions:

It is considered by the management as held for trading. A financial asset is considered as held for trading if:

- it is acquired principally for the purpose of selling it in the near term;
- there is evidence of a recent pattern of short-term profit-taking; or
- a derivative (except for a derivative that is financial guarantee contract or a designated and effective hedging instrument).
- Upon initial recognition, it is designated by the Group and the Company as at fair value through profit or loss.

#### Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and a fixed maturity that the Group and the Company have the positive intention and ability to hold to maturity, other than:

- those that the Group and the Company upon initial recognition designate as at fair value through profit or loss;
- those that the Group and the Company designate as available-for-sale; and
- those that meet the definition of loans and receivables.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than those:

- that the Group and the Company intend to sell immediately or in the near term, which are classified as held for trading, and those that the entity on initial recognition designates as at fair value through profit or loss;
- that the Group and the Company upon initial recognition designates as available-for-sale; or
- for which the Group and the Company may not recover substantially all of its initial investment, other than because of credit deterioration, which are classified as available-for-sale.

### Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are designated as available for sale or that are not classified as:

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

- financial assets at fair value through profit or loss;
- held-to-maturity investments; or
- loans and receivables.

#### (ii) Financial liabilities

#### Financial liabilities at fair value through profit or loss

A financial liability at fair value through profit or loss is a financial liability that meets either of the following conditions:

- It is considered by the management as held for trading.
   A financial liability is considered as held for trading if:

   it is incurred principally for the purpose of repur
  - chasing it in the near term;
  - there is evidence of a recent pattern of short-term profit-taking; or
- a derivative (except for a derivative that is financial guarantee contract or a designated and effective hedging instrument).
- Upon initial recognition, it is designated by the Group and the Company as at fair value through profit or loss.

#### Financial liabilities carried at amortised cost

Financial liabilities which are not classified as financial liabilities at fair value through profit or loss are classified as financial liabilities carried at amortised cost.

The above described classification of financial instruments is solely for presentation and disclosure purpose and is not intended to be a description of how the instruments are measured. Accounting policies for measurement of financial instruments are disclosed in other relevant notes.

### (q) Taxation

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the statement of income except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

#### (r) Revenue from the sale of goods

Revenue from the sale of goods is recognised in the statement of income when significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due or the possible return of goods. Revenue on sales of goods is recognised at the net amount after deducting sales discounts stated on the invoice.

For sales of minerals, the sales price is usually determined on a provisional basis at the date revenue recognition and adjustments to the sales price subsequently occurs based on movements in quoted market or contractual prices up to the date of final pricing. The period between provisional invoicing and final pricing is typically between 30 and 60 days, but in some cases can be as long as 90 days. Revenue on provisionally priced sales is recognised based on the estimated fair value of the total consideration receivable.

In cases where the terms of the executed contractual sales agreement allow for an adjustment to the sales price based on a survey of the goods by the customer, assay results issued by a third party are preferable, unless customer's survey is within executed contractual tolerance, then sales recognition is based on the most recently determined product specifications agreed by parties.

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

#### (s) Financial income and financial expenses

#### (i) Financial income

Financial income comprises interest income from deposits and loans and foreign exchange gains. Interest income is recognised as it accrues in the statement of income.

#### (ii) Financial expenses

Financial expenses comprise interest expenses on borrowings, facility fees, financing costs, transaction costs and foreign exchange losses.

#### (t) Operating lease payments

Payments made under operating leases are recognised in the statement of income on a straight-line basis over the term of the lease. Lease incentives received are recognised in the statement of income as an integral part of the total lease expense.

#### (u) Borrowing costs

Borrowings costs comprise interest expenses on borrowings, facility fees, financing costs and transaction costs. Borrowing costs are recognised as an expense in the year in which they are incurred, except where the borrowing costs relate to borrowings in respect of the construction of qualifying assets, in which case the borrowing costs incurred during the period of construction are capitalised as part of the cost of the fixed assets concerned.

#### (v) Earnings per share

The Group presents basic and diluted, if any, earnings per share ("EPS") for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year. To determine the profit or loss attributable to ordinary equity holders, profit or loss for the year is allocated to the ordinary shares and participating equity instruments. This allocation is made in accordance with the rights of the other class of shares to participate in distributions if the entire profit or loss were distributed.

Diluted EPS is determined by adjusting the profit or loss attributable to the ordinary shareholders and the weighted average number of ordinary shares outstanding for the effect of all dilutive potential ordinary shares. Dilutive potential ordinary shares does not include convertible instruments that are mandatorily convertible.

### (w) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment, which is subject to risks and rewards that are different from those of other segments. The Group's primary format for segment reporting is based on business segments.

#### (x) Related parties

Parties are considered to be related to the Group if one party has the ability, directly or indirectly, to control the other party or to exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities and include close family members of any individual considered to be a related party. Related parties that are individuals refer to key management personnel who have authority and responsibility for planning, directing and controlling the activities of the Company, including directors and officers of the Company. Related companies refer to the investors and their ultimate holding companies and their subsidiaries and associates.

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 5. Segment reporting

### **Business segments**

The Group comprises the following main business segments:

For the year ended 31 December 2015	Copper VND'000	Fluorspar VND'000	Tungsten VND'000	Others VND'000	Total VND'000
Segment revenue	672,611,077	776,156,464	1,140,434,864	76,065,090	2,665,267,495
Segment revenue deductions	-	-	(7,392,789)	-	(7,392,789)
Total segment revenue	672,611,077	776,156,464	1,133,042,075	76,065,090	2,657,874,706
Segment gross profit	122,582,447	404,095,452	225,592,823	11,227,823	763,498,545
Unallocated expenses					408,088,840
Financial income					556,078,851
Financial expenses					834,759,478
Results from operating activities					76,729,078
Other income					11,769,734
Other expenses					29,939,356
Income tax					(25,762,573)
Net profit after tax					84,322,029

146 | annual report 2015 | 147

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

For the year ended 31 December 2014	Copper VND'000	Fluorspar VND'000	Tungsten VND'000	Others VND'000	Total VND'000
Segment revenue	343,339,743	402,628,255	2,035,774,221	71,914,436	2,853,656,655
Segment revenue deductions	-	-	(27,924,847)	-	(27,924,847)
Total segment revenue	343,339,743	402,628,255	2,007,849,374	71,914,436	2,825,731,808
Segment gross profit	78,222,343	104,633,945	556,753,213	(190,958)	739,418,543
Unallocated expenses Financial income Financial expenses					372,378,402 28,075,634 614,292,329
Results from operating activities					(219,176,554)
Other income					268,333,674
Other expenses					41,435,209
Income tax					(27,931,603)
Net profit after tax					35,653,514

### Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

	Copper VND'000	Fluorspar VND'000	Tungsten VND'000	Others VND'000	Total VND'000
As at 31 December 2015					
Segment assets	228,602,892	1,190,123,806	1,926,105,078	374,493,881	3,719,325,657
Unallocated assets					22,888,381,240
Total assets					26,607,706,897
Total liabilities					15,012,572,488
As at 31 December 2014					
Segment assets	240,614,106	1,209,354,984	918,976,946	394,233,151	2,763,179,187
Unallocated assets					22,343,114,740
Total assets					25,106,293,927
Total liabilities					13,595,481,547
For the year ended 31 December 20	015				
Capital expenditure	-	-	565,635,939	-	565,635,939
Unallocated capital expenditure					1,434,630,676
Depreciation	12,011,214	62,165,939	62,974,002	19,273,104	156,424,259
Unallocated depreciation					613,725,509
Unallocated amortisation					115,779,983
For the year ended 31 December 20	014				
Capital expenditure	-	-	655,146,475	-	655,146,475
Unallocated capital expenditure					1,277,609,104
Depreciation	9,728,510	34,791,410	43,196,181	6,521,646	94,237,747
Unallocated depreciation					536,835,289
Unallocated amortisation					172,304,125

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 6. Cash and cash equivalents

•	Gro	oup	Company	
	31/12/2015	1/1/2015	31/12/2015	1/1/2015
	VND'000	VND'000	VND'000	VND'000
Cash on hand	120,699	205,175	-	-
Cash in banks	370,263,678	81,237,472	497,795	478,808
Cash equivalents	1,630,000	55,000,000	-	54,000,000
	372,014,377	136,442,647	497,795	54,478,808

### 7. Other short-term and long-term receivables

	Gro	oup	Comp	Company	
	31/12/2015	1/1/2015	31/12/2015	1/1/2015	
	VND'000	VND'000	VND'000	VND'000	
		Reclassified			
Short-term receivables					
Sale of claims receivable	256,200,000	256,200,000	-	-	
Others	176,150,795	24,133,512	55,000	84,700	
	432,350,795	280,333,512	55,000	84,700	
Long-term receivables					
Borrowing cost – MRTN (a)	-	-	993,240,411	1,005,325,461	
Land compensation receivable from Thai Nguyen					
People's Committee (b)	1,383,085,565	1,383,085,565	-	-	
Others	18,222,848	38,261,125	-	-	
	1,401,308,413	1,421,346,690	993,240,411	1,005,325,461	

(a) Long-term receivables from a subsidiary are unsecured and receivable on maturity.

(b) Long-term receivables represent receivables from State Treasury for the land compensation cost of the Nui Phao Mining Project which was paid to the affected residents at Ha Thuong Commune, Dai Tu District, Thai Nguyen Province. The amount can be netted off against annual land rental fee.

## Notes to the financial statements for the year ended 31 December 2015 (continued)

(Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 8. Inventories

	Gro	oup	Company	
	31/12/2015	1/1/2015	31/12/2015	1/1/2015
	VND'000	VND'000	VND'000	VND'000
Goods in transit	65,652,476	18,406,161	-	-
Raw materials	152,374,069	25,030,031	-	-
Tools and supplies	548,806,632	452,518,607	-	-
Work in progress	104,308,694	16,176,270	-	-
Finished goods	213,256,521	141,540,764	-	-
	1,084,398,392	653,671,833	-	-

### 9. Receivables on long-term lending loans

	Group		Company	
	31/12/2015 1/1/2015		31/12/2015	1/1/2015
	VND'000	VND'000	VND'000	VND'000
Long-term lending loans receivables from a related party	-	-	3,945,518,100	4,941,518,100

The loan receivables from a related party were unsecured, due on 31 December 2017 and bore interest based on agreement between the parties.

As defined in the convertible contract, the Company has the rights to convert the loans into contributed capital prior to or on maturity date of the borrowings.

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 10. Tangible fixed assets

### Group:

	Buildings and struc- tures	Machinery and equipment	Office equipment	Motor vehicles	Other mining assets	Total
	VND'000	VND'000	VND'000	VND'000	VND'000	VND'000
Cost						
Opening balance	2,014,688,557	9,363,681,452	32,199,893	23,866,764	5,853,577,234	17,288,013,900
Additions	1,307,828	46,504,975	3,306,001	-	-	51,118,804
Transfer from construction in progress (Note 13)	243,879,433	862,457,972	346,696	-	-	1,106,684,101
Reclassification to long-term prepaid expenses (Note 15)	-	-	-	-	(827,285,950)	(827,285,950)
Reclassification	29,144,846	(29,144,846)	-	-	-	-
Disposals	-	-	-	(597,747)	-	(597,747)
Closing balance	2,289,020,664	10,243,499,553	35,852,590	23,269,017	5,026,291,284	17,617,933,108
Accumulated depreciation						
Opening balance	82,586,749	350,951,950	20,113,441	11,804,082	173,649,354	639,105,576
Charge for the year	108,251,587	466,598,140	4,655,780	3,628,334	173,555,927	756,689,768
Reclassification to long-term prepaid expenses (Note 15)	-	-	-	-	(33,842,183)	(33,842,183)
Reclassification	2,317,318	(2,317,318)	-	-	-	-
Disposals	-	-	-	(597,747)	-	(597,747)
Closing balance	193,155,654	815,232,772	24,769,221	14,834,669	313,363,098	1,361,355,414
Net book value						
Opening balance	1,932,101,808	9,012,729,502	12,086,452	12,062,682	5,679,927,880	16,648,908,324
Closing balance	2,095,865,010	9,428,266,781	11,083,369	8,434,348	4,712,928,186	16,256,577,694

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

Following the guidance of the Ministry of Finance, NPM has reclassified certain mining related costs to long-term prepaid expenses (Note 15)

Included in the cost of tangible fixed assets of the Group were assets costing VND30,283 million which were fully depreciated as at 31 December 2015 (1/1/2015: VND18,750 million), but which are still in active-use.

At 31 December 2015, tangible fixed assets with a carrying value of VND10,440 billion were pledged with banks as security for long-term bonds issued by NPM (1/1/2015: VND11,698 billion) (Note 19(b)(ii)).

### 11. Finance lease tangible fixed assets

#### Group:

	Machinery and equipment VND'000
Cost	
Opening and closing balances	67,300,000
Accumulated depreciation	
Opening balance	22,433,333
Charge for the year	13,460,000
Closing balance	35,893,333
Net book value	
Opening balance	44,866,667
Closing balance	31,406,667

The Company's subsidiary - NPM leases laboratory equipment for assay testing. This laboratory equipment is considered to be a financial lease as lease obligations are secured (Note 19(b)(iii)).

ANNUAL REPORT 2015 ANNUAL REPORT 2015 153

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 12. Intangible fixed assets

#### Group:

	Software	Mining rights	Total
	VND'000	VND'000	VND'000
Cost			
Opening balance	86,790,974	588,370,818	675,161,792
Additions	231,536	-	231,536
Transfer from construction in progress (Note 13)	1,788,130	-	1,788,130
Closing balance	88,810,640	588,370,818	677,181,458
Accumulated amortisation			
Opening balance	15,934,675	5,368,717	21,303,392
Charge for the year	11,189,666	30,550,328	41,739,994
Closing balance	27,124,341	35,919,045	63,043,386
Net book value			
Opening balance	70,856,299	583,002,101	653,858,400
Closing balance	61,686,299	552,451,773	614,138,072

Included in the cost of intangible fixed assets were assets costing VND9,765 million which were fully amortised as at 31 December 2015 (1/1/2015: VND4,934 million), but which are still in use.

At 31 December 2015, intangible fixed assets with a carrying value of VND611 billion were pledged with banks as security for long-term bonds issued by NPM (1/1/2015: VND652 billion) (Note 19(b)(ii)).

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 13. Construction in progress

### Group:

	2015 VND'000	2014 VND'000
Opening balance	3,185,593,593	20,158,594,314
Additions during the year	1,904,441,432	2,585,094,922
Transfer to tangible fixed assets (Note 10)	(1,106,684,101)	(17,129,559,382)
Transfer to intangible fixed assets (Note 12)	(1,788,130)	(71,752,127)
Transfer from/(to) long-term prepaid expenses (Note 15)	13,354,816	(973,698,569)
Reclassification to other receivables	-	(1,383,085,565)
Closing balance	3,994,917,610	3,185,593,593

During the year, borrowing costs capitalised into construction in progress amounted to VND299 billion (2014: VND553 billion). As at the reporting dates, construction in progress of NPM, which mainly represents the mine development cost, construction of the plant and other capitalised costs pertaining to tailing dams and the Bismuth plant, have been pledged with banks as security for long-term bonds issued by NPM.

154 ANNUAL REPORT 2015 ANNUAL REPORT 2015 ANNUAL REPORT 2015

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 14. Long-term investments

	Group		Company	
	31/12/2015 1/1/2015		31/12/2015	1/1/2015
	VND'000	VND'000	VND'000	VND'000
Investment in a subsidiary				
Investment in MRTN	-	-	5,140,335,573	5,140,335,573

The following are the details of the consolidated subsidiaries (see Note 1) as at 31 December 2015:

Name	Address
Ma San Thai Nguyen Resources Co., Ltd ("MRTN")	Ho Chi Minh City, Vietnam
Thai Nguyen Trading and Investment Co., Ltd ("TNTI")	Ho Chi Minh City, Vietnam
Nui Phao Mining Co., Ltd ("NPM")	Thai Nguyen Province, Vietnam
Nui Phao – H.C. Starck Tungsten Chemicals Manufacturing LLC ("NPHCS")	Thai Nguyen Province, Vietnam

NPHCS is a subsidiary of NPM. TNTI and NPM are subsidiaries of MRTN. MRTN is a subsidiary of the Company.

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 15. Long-term prepaid expenses

### Group:

	Pre-op- erating expenses	Land compensation costs	Contribu- tion to the People's Committee of Thai Nguyen Province	Borrowing fee	Foreign exchange differences	Other mining costs	Others	Total
	VND'000	VND'000	VND'000	VND'000	VND'000	VND'000	VND'000	VND'000
Opening balance Additions	226,188,216	632,993,433 6,258,642	58,796,000	150,633,930	35,927,461 -	- 145,823,653	6,623,797 520,695	1,111,162,837 152,602,990
Transfer from/ (to) construction in progress (Note 13)	8,375,792	-	-	-	(43,366,253)	21,635,645	-	(13,354,816)
Transfer from tangible fixed assets (Note 10) Transfer to	-	-	-	-	-	793,443,767	-	793,443,767
long-term bonds issued (Note 19(b) (ii))	-	-	-	(150,633,930)	-	-	-	(150,633,930)
Reclassifications	(226,188,215)	-	-	-	7,438,792	218,749,423	-	-
Amortisation for the year	(697,983)	(33,025,744)	(18,932,000)	-	-	(19,738,214)	(1,646,048)	(74,039,989)
Closing balance	7,677,810	606,226,331	39,864,000	-	-	1,159,914,274	5,498,444	1,819,180,859

### Contribution to the People's Committee of Thai Nguyen Province

On 20 July 2010, NPM had entered into an agreement with the People's Committee of Thai Nguyen Province, starting from 2015, whereby it committed to contribute USD1 million annually to the Provincial Treasury of Thai Nguyen throughout the life of the Nui Phao Mining Project. The amount of contribution would be reviewed and revised every 5 years but not subject to an increase of more than 15%.

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 16. Taxes payable to State Treasury

Group:	1/1/2015 VND'000	Incurred VND'000	Paid/Offset VND'000	31/12/2015 VND'000
Value added tax	-	410,648,182	(410,648,182)	-
Import-export tax	-	133,414,810	(133,414,810)	-
Corporate income tax	-	113,525	(109,520)	4,005
Environment protection tax	-	5,352,773	(5,352,773)	-
Personal income tax	28,294,286	51,395,307	(54,176,119)	25,513,474
Natural resource taxes	70,461,365	170,783,057	(241,244,422)	-
Land and housing taxes	_	15,290	(15,290)	-
Other taxes	7,303,998	27,968,007	(30,822,665)	4,449,340
	,,	,,		, -,
	106,059,649	799,690,951	(875,783,781)	29,966,819

### 17. Accrued expenses

	Gro	up	Comp	oany	
	31/12/2015	1/1/2015	31/12/2015	1/1/2015	
	VND'000	VND'000	VND'000	VND'000	
Bonus	5,792,711	20,049,207	-	-	
Accrued interest payable	251,034,100	240,683,978	-	-	
Foreign contractor tax	1,907,433	1,907,433	-	-	
Natural resource taxes and fees	286,165,753	77,125,358	-	-	
Accrual for construction work	139,122,810	179,968,710	-	-	
Consultant fee	14,990,638	11,261,110	-	-	
Operating costs	96,350,608	117,309,318	-	-	
Others	2,908,193	35,360,583	778,096	504,530	
	798,272,246	683,665,697	778,096	504,530	

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 18. Other short-term and long-term payables

Other payables included the following amounts:

	Gro	up	Company		
_	31/12/2015	1/1/2015	31/12/2015	1/1/2015	
	VND'000	VND'000	VND'000	VND'000	
Amounts due to Masan Group Corporation (MSN)					
Financial expenses – long-term (a)	1,555,323,840	2,134,490,175	626,074,175	956,529,090	
Interest – short-term	-	35,315,815	-	35,315,815	
Interest – long-term	-	38,448,900	-	18,482,071	
Amounts due to Masan Horizon Corporation (MH)					
Non-trade – short-term (a)	2,511,785	2,511,785	2,511,785	2,511,785	
Amount due to NPM					
Non-trade – short-term (a)	-	-	10,294,685	37,294,686	
Other payable to third parties					
Other payables – short-term	77,336,594	53,601,782	52,213,577	52,070,916	
Other payables – long-term	26,249,448	78,463,027	26,249,448	78,463,027	

(a) Amounts due to related parties were unsecured, interest-free and repayable based on agreement between the parties.

58 ANNUAL REPORT 2015 ANNUAL REPORT 2015

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 19. Borrowings, bonds and finance lease liabilities

### (a) Short-term borrowings

Group:	1/1/2015		Movement during the year			31/12/2015			
	Carrying amount	Amount with- in repayment capacity	Additions	Payment	Unrealised foreign exchange loss	Reclassi- fications from long-term borrowings	Carrying amount	Amount with- in repayment capacity	
	VND'000	VND'000	VND'000	VND'000	VND'000	VND'000	VND'000	VND'000	
Short-term borrowings Current portion of long-term	1,305,713,481	1,305,713,481	2,785,677,753	(1,694,323,818)	21,438,737	-	2,418,506,153	2,418,506,153	
borrowings (Note(b))	36,330,845	36,330,845	2,730,555	(36,837,075)	-	109,487,415	111,711,740	111,711,740	
	1,342,044,326	1,342,044,326	2,788,408,308	(1,731,160,893)	21,438,737	109,487,415	2,530,217,893	2,530,217,893	
Company:	1/1/2	2015		Movement duri	ng the year		31/12/2015		
	Carrying	Amount within repayment					Carrying	Amount within repayment	
	amount	capacity		Additions		Paymen			
	VND'000	VND'000		VND'000		VND'000	VND'000	VND'000	
Short-term borrowings	231,000,000	231,000,000		-	(	231,000,000	) -	-	
Current portion of long-term									
Current portion	22,754,630	22,754,630		2,730,555		(25,485,185)	) -	-	

### Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

Terms and conditions of short-term borrowings at respective reporting dates were as follows:

		Gro	oup	Comp	any
		31/12/2015	1/1/2015	31/12/2015	1/1/2015
	Currency	VND'000	VND'000	VND'000	VND'000
Unsecured loans from the ultimate holding company (i)	VND	-	231,000,000	_	231,000,000
Secured bank loan (ii)	USD	1,732,671,150	1,035,382,342	-	-
Secured bank loan (iii)	VND	120,000,000	-	-	-
Loan from other third party (iv)	USD	1,447,303	39,331,139	-	-
Loan from an investor in one of the subsidiary (v)	USD	564,387,700	-	-	-
		2,418,506,153	1,305,713,481	-	231,000,000

(i) The loan amounts due to ultimate holding company were unsecured, bore interest based on agreement between the parties and were settled during the year.

(ii) The USD denominated syndicated loan from local banks bore interest of 4.5% per annum and was securitized by inventories and part of short-term receivables of NPM. The loan has been swapped to a VND denominated loan with swap interest rate of 4.5% per annum. In conjunction with the long-term secured bank loan, these loans are also secured by 158 million shares of the Company held by Masan Horizon Corporation.

(iii) The VND denominated loan amounting to VND120,000 million from a local bank was secured by part of short-term receivables of NPM and bore interest of 8%

(iv) The USD denominated loan amounting to VND1,447 million was extended from NPM's customer under the terms of its offtake agreement. The loan is for NPM's construction activities and bore interest of 8.5% per annum.

(v) The USD denominated loan amounting to VND564,388 million from an investor in one of the subsidiary is unsecured and bore interest of 6% per annum.

ANNUAL REPORT 2015

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### (b) Long-term borrowings, bonds and financial lease liabilities

	Gro	oup	Company		
	31/12/2015	1/1/2015	31/12/2015	1/1/2015	
	VND'000	VND'000	VND'000	VND'000	
Long-term borrowings (i)	380,000,000	537,832,798	-	327,832,798	
Long-term bonds issued (ii)	7,865,677,365	6,800,000,000	-	-	
Finance lease liabilities (iii)	39,452,364	50,804,253	-	-	
	8,285,129,729	7,388,637,051	-	327,832,798	
Repayable within twelve months (Note (a))	(111,711,740)	(36,330,845)	-	(22,754,630)	
Repayable after twelve months	8,173,417,989	7,352,306,206	-	305,078,168	

### (i) Long-term borrowings

Terms and conditions of outstanding long-term borrowings were as follows:

	0 0						
		Group			Company		
	Currency	Year of maturity	31/12/2015 VND'000	1/1/2015 VND'000	31/12/2015 VND'000	1/1/2015 VND'000	
Unsecured loans from the							
ultimate holding company (*)	VND	-	-	22,754,630	-	22,754,630	
Unsecured loans from the							
ultimate holding company (*)	VND	-	-	305,078,168	-	305,078,168	
Unsecured loans from the							
ultimate holding company (*)	VND	-	-	210,000,000	-	-	
Secured bank loan (**)	VND	2018	380,000,000	_	-	_	
			380,000,000	537,832,798	-	327,832,798	

(\*) The loan amounts due to the ultimate holding company were unsecured and bore interest based on agreement between the parties.

(\*\*) The medium term loans from a local bank are secured and bore interest at 9.3% per annum. In conjunction with the USD denominated short-term secured bank loan, these loans are also secured by 158 million shares of the Company held by Masan Horizon Corporation.

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

#### (ii) Long-term bonds

Terms and conditions of outstanding long-term bonds were as follows:

		Interest		Gro	up
		Interest rate per	Year of	31/12/2015	1/1/2015
	Currency	annum	maturity	VND'000	VND'000
Secured bond issuance	VND	10%	-	-	6,800,000,000
Secured bond issuance	VND	8%	2020	7,865,677,365	-
				7,865,677,365	6,800,000,000

The VND denominated bonds issued by NPM with a five-year term bore interest of 8% per annum for the first twelve months. After the first twelve months, the applicable interest rate per annum will be adjusted every three months and calculated as the average twelve-month saving deposit rate of related reference banks plus 3%. The bond proceeds were used by NPM and secured by certain long-term assets of NPM.

The balance as at 31 December 2015 was offset against bond arrangement fees following the issuance of Circular 200/2014/TT/BTC.

#### (iii) Finance lease liabilities

The future minimum lease payments under non-cancellable finance leases were:

		31/12/2015			1/1/2015		
	Payments	Payments Interest Princip			Payments Interest		
	VND'000	VND'000	VND'000	VND'000	VND'000	VND'000	
Within one year	21,930,692	5,218,952	16,711,740	20,364,222	6,788,007	13,576,215	
Within 2 to 5 years	25,063,649	2,323,025	22,740,624	43,861,390	6,633,352	37,228,038	
	46,994,341	7,541,977	39,452,364	64,225,612	13,421,359	50,804,253	

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 20. Provisions - long-term

Movements of long-term provisions during the year were as follows:

Group:	Mine rehabilitation VND'000	Mining rights VND'000	Total VND'000
Opening balance	19,486,702	588,370,818	607,857,520
Provision made during the year	1,500,476	46,016,356	47,516,832
Provision used during the year	-	(73,145,650)	(73,145,650)
Closing balance	20,987,178	561,241,524	582,228,702

### 21. Deferred tax liabilities and unrecognised deferred tax assets

### (i) Recognised deferred tax liabilities

	Group		Comp	Company	
	31/12/2015 1/1/2015		31/12/2015	1/1/2015	
	VND'000	VND'000	VND'000	VND'000	
Deferred tax liabilities					
Mineral reserves and mineral resources	704,173,514	730,049,612	-	-	

### (ii) Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the past years' tax losses of certain entities within the Group, which could be carried forward for up to 5 years: Tay losses available

	lax losse	lax losses available		
	Group VND'000	Company VND'000		
Accumulated five year tax losses	479,175,459	85,910,872		
of which:				
Finalised with tax authorities	4,194,763	-		
Outstanding – subject to tax authorities' review (*)	474,980,696	85,910,872		
	479,175,459	85,910,872		

(\*) This amount may change subsequent to the tax authorities' review.

### Notes to the financial statements for the year ended 31 December 2015 (continued)

(Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 22. Changes in equity

### Group:

	Share capital VND'000	Share premium VND'000	Foreign exchange differences VND'000	Other capital VND'000	Other reserves VND'000	Undistributed profit after tax VND'000	Equity attribut- able to equity holders of the Company VND'000	Non-con- trolling interest VND'000	Total equity VND'000
Balance at 1 January 2014	6,985,808,990	2,097,724,074	(60,006,826)	-	(295,683,347)	2,243,151,737	10,970,994,628	-	10,970,994,628
Share capital issued	208,664,290	(153,396,750)	-	-	-	-	55,267,540	388,889,872	444,157,412
Foreign exchange differences in a subsidiary	-	-	60,006,826	-	-	-	60,006,826	-	60,006,826
Net profit/(loss) for the year	-	-	-	-	-	46,676,208	46,676,208	(11,022,694)	35,653,514
Balance at 1 January 2015 - as previously stated	7,194,473,280	1,944,327,324	-	-	(295,683,347)	2,289,827,945	11,132,945,202	377,867,178	11,510,812,380
Reclassification	-	-	-	(295,683,347)	295,683,347	-	-	-	-
Balance at 1 January 2015 – as reclassified	7,194,473,280	1,944,327,324	-	(295,683,347)	-	2,289,827,945	11,132,945,202	377,867,178	11,510,812,380
Net profit/(loss) for the year	-	-	-	-	-	152,135,747	152,135,747	(67,813,718)	84,322,029
Balance at 31 December 2015	7,194,473,280	1,944,327,324	-	(295,683,347)	-	2,441,963,692	11,285,080,949	310,053,460	11,595,134,409

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### Company:

	Share capital VND'000	Share premium VND'000	Undistributed profit after tax VND'000	Total VND'000
Balance at 1 January 2014	6,985,808,990	2,097,724,074	299,922,284	9,383,455,348
Share capital issued	208,664,290	(153,396,750)	-	55,267,540
Net loss for the year	-	-	(37,351,071)	(37,351,071)
Balance at 1 January 2015	7,194,473,280	1,944,327,324	262,571,213	9,401,371,817
Net loss for the year	-	-	(39,883,120)	(39,883,120)
Balance at 31 December 2015	7,194,473,280	1,944,327,324	222,688,093	9,361,488,697

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 23. Share capital

The Company's authorised and issued share capital comprised:

	31/12/2015		1/1/20	1/1/2015	
	Number of		Number of		
	shares	VND'000	shares	VND'000	
Authorised share capital	719,447,328	7,194,473,280	719,447,328	7,194,473,280	
Issued share capital					
Ordinary shares	703,544,898	7,035,448,980	703,544,898	7,035,448,980	
Preference shares	15,902,430	159,024,300	15,902,430	159,024,300	
	719,447,328	7,194,473,280	719,447,328	7,194,473,280	
Shares in circulation					
Ordinary shares	703,544,898	7,035,448,980	703,544,898	7,035,448,980	
Preference shares	15,902,430	159,024,300	15,902,430	159,024,300	
	719,447,328	7,194,473,280	719,447,328	7,194,473,280	
Share premium	-	1,944,327,324	-	1,944,327,324	

All ordinary shares have a par value of VND10,000. Each share is entitled to one vote at meetings of the Company. Shareholders are entitled to receive dividends as declared from time to time. All ordinary shares are ranked equally with regard to the Company's residual assets. In respect of shares bought back by the Company, all rights are suspended until those shares are reissued.

The preference shares have a par value of VND10,000, being mandatorily converted into a fixed number of ordinary shares either at the end of the preference shares agreement or on the occurrence of triggering events as stipulated in the agreement. The preference shares also confer onto the holder the right to receive dividends declared to ordinary shareholders in proportion to their shareholding in addition to its fixed cash dividends which is 3% per annum on the subscription price for the first year and 10% per annum on the subscription price for the remaining period until the conversion date.

Share premium represents the excess of the proceeds on issuance of shares over the par value.

166

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

Movements in shares during the year were as follows:

	2015	5	2014		
Ordinary shares:	Number of shares	VND'000	Number of shares	VND'000	
Balance at the beginning of the year	703,544,898	7,035,448,980	682,678,469	6,826,784,690	
Shares issued during the year	-	-	20,866,429	208,664,290	
Balance at the end of the year	703,544,898	7,035,448,980	703,544,898	7,035,448,980	
Preference shares:					
Opening and closing balances	15,902,430	159,024,300	15,902,430	159,024,300	

### 24. Off balance sheet items

### (a) Foreign currencies

### Group:

	31/12	/2015	1/1/2015		
	Original currency	VND'000 equivalent	Original currency	VND'000 equivalent	
USD	5,630,416	126,121,285	3,271,781	69,927,775	
(b) Bad debts written off					
Group:					
			31/12/2015	1/1/2015	
			VND'000	VND'000	
Bad debts written off			9,577,438	9,577,438	

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 25. Revenue from sales of goods

Total revenue represents the gross value of goods sold exclusive of value added tax. Net revenue comprised:

Group: 2015 VND'000		2014 VND'000 Reclassified	
Total revenue	2,665,267,495	2,853,656,655	
Less revenue deductions	(7,392,789)	(27,924,847)	
Net revenue	2,657,874,706	2,825,731,808	

### 26. Financial income

	Group		Company	
	2015 2014 VND'000 VND'000		2015	2014
			VND'000	VND'000
Interest income	18,239,910	3,656,090	18,095,979	96,906,522
Foreign exchange gains	47,838,941	24,419,544	-	-
Offsetting of amounts due to a related party	490,000,000	-	-	-
	556,078,851	28,075,634	18,095,979	96,906,522

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 27. Financial expenses

	Gro	oup	Company		
	2015	2014	2015	2014	
	VND'000	VND'000	VND'000	VND'000	
Interest expense and borrowing fee	706,154,441	589,036,786	52,914,399	141,526,121	
Foreign exchange losses	81,088,205	25,255,543	-	-	
Others	47,516,832	-	-	-	
	834,759,478	614,292,329	52,914,399	141,526,121	

### 28. Income tax

### (a) Recognised in the statement of income

	Gro	up	Comp	Company		
	2015	2014	2015	2014		
	VND'000	VND'000	VND'000	VND'000		
Current tax expense						
Current year	113,525	199,999	-	-		
Over provision in prior years	-	(7,153,137)	-	(8,501,985)		
	113,525	(6,953,138)	-	(8,501,985)		
Deferred tax income						
Reversal of temporary differences	(25,876,098)	(20,978,465)	-	-		
Income tax benefit	(25,762,573)	(27,931,603)	-	(8,501,985)		

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### (b) Reconciliation of effective tax rate

	Gro	oup	Company		
	2015	2014	2015	2014	
	VND'000	VND'000	VND'000	VND'000	
Profit/(loss) before tax	58,559,456	7,721,911	(39,883,120)	(45,853,056)	
Tax at the Company tax rate	12,883,080	1,698,820	(8,774,286)	(10,087,672)	
Non-deductible expenses	6,397,990	3,252,266	616	109,636	
Effect of different tax rate in subsidiaries	24,747,423	10,281,262	-	-	
Tax losses utilised	(86,202,797)	(47,895,897)	-	-	
Over provision in prior years	-	(7,153,137)	-	(8,501,985)	
Deferred tax asset not recognised	21,641,657	11,885,083	8,773,670	9,978,036	
Changes in temporary differences	(5,229,926)	-	-	-	
	(25,762,573)	(27,931,603)	-	(8,501,985)	

#### (c) Applicable tax rates

The Company has an obligation to pay the government corporate income tax at the rate of 22% of taxable profits. The Company's subsidiaries have obligation to pay the government income tax in accordance with the prevailing regulations.

The standard income tax rate applicable to enterprises before any incentives is 22% for 2015, and will be reduced to 20% from 2016 (2014: 22%).

### (d) Tax contingencies

The taxation laws and their application in Vietnam were subject to interpretation and may change over time. The final tax position may be subject to review and investigation by a number of authorities, who are enabled by law to impose severe fines, penalties and interest charges. These facts may create tax risks in Vietnam that are more significant than in other countries. Management believes that it had adequately provided for tax liabilities based on its interpretation of tax and legislation, including on transfer pricing requirements and computation of corporate income tax and deferred tax liabilities. However, the relevant authorities may have differing interpretations.

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 29. Earnings per share

### Basic earnings per share

The calculation of basic earnings per share for the year ended 31 December 2015 was based on the profit attributable to ordinary shareholders of VND148,773 million (2014: VND45,644 million) and a weighted average number of ordinary shares outstanding of 703,544,898 (2014: 697,856,994), calculated as follows:

### (a) Net profit attributable to shareholders

	2015	2014
	VND'000	VND'000
Net profit attributable to:		
Mandatorily convertible preference shareholders	3,362,759	1,031,716
Ordinary shareholders	148,772,988	45,644,492
	152,135,747	46,676,208

### (b) Weighted average number of shares

	2015	2014
Issued shares at the beginning of the year	719,447,328	698,580,899
Of which:		
Mandatorily convertible preference shares	15,902,430	15,902,430
Ordinary shares (1)	703,544,898	682,678,469
Effect of ordinary shares issued for cash (2)	-	15,178,525
Weighted average number of ordinary shares at the end of the year [(1) + (2)]	703,544,898	697,856,994

Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 30. Financial instruments

#### (a) Financial risk management

### (i) Overview

The Group and the Company have exposure to the following risks from their use of financial instruments:

- credit risk;
- liquidity risk; and
- market risk.

This note presents information about the Group and the Company's exposure to each of the above risks, the Group and the Company's objectives, policies and processes for measuring and managing risk.

#### (ii) Risk management framework

The Board of Director has overall responsibility for the establishment and oversight of the Group and the Company's risk management framework.

The Group and the Company's risk management policies are established to identify and analyse the risks faced by the Group and the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group and the Company's activities. The Group and the Company, through its training and management standards and procedures, aim to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

#### (b) Credit risk

Credit risk is the risk of financial loss to the Group and the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group and the Company's receivables; cash and cash equivalents at bank and held-to-maturity investments.

172 annual report 2015 annual report 2015 annual report 2015

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### Exposure to credit risk

The total carrying amounts of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting dates were as follows:

		G	roup	Con	npany
	Note	31/12/2015	1/1/2015	31/12/2015	1/1/2015
		VND'000	VND'000	VND'000	VND'000
Cash in bank and					
cash equivalents	(i)	371,893,678	136,237,472	497,795	54,478,808
Held to maturity investments	(i)	2,100,000	-	-	-
Trade and other receivables	(ii)	682,097,134	859,583,380	4,938,813,511	5,946,928,261
		1,056,090,812	995,820,852	4,939,311,306	6,001,407,069

### (i) Cash in banks and cash equivalents and held to maturity investments

These represent deposits placed with well-known financial institutions. Management does not foresee any significant credit risks from these deposits and does not expect that these financial institutions may default and cause losses to the Group and the Company.

#### (ii) Accounts receivable from customers and other receivables

The carrying amount of trade and other receivables represents the maximum credit exposure.

During the year, an allowance for doubtful debt was made for receivables due from a customer of a subsidiary of the Group.

Based on historic default rates, apart from the above exception, the Group and the Company believe that no allowance for doubtful debts is necessary in respect of the outstanding receivables as of 31 December 2015 and 1 January 2015.

#### (c) Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as they fall due. The Group and the Company's approach to manage liquidity is to ensure, as far as possible, that they will always have sufficient liquidity and banking facilities to meet their liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group and the Company's reputation.

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

At reporting dates, the financial liabilities with fixed or determinable payments have the following contractual maturities including the estimated interest payments:

### Group:

31/12/2015	Carrying amount	Contractual cash flows	Within 1 year	1 – 2 years	2 – 5 years
	VND'000	VND'000	VND'000	VND'000	VND'000
Trade and other payables	607,699,275	607,699,275	607,699,275	-	-
Accrued expenses	503,025,519	503,025,519	503,025,519	-	-
Short-term borrowings	2,418,506,153	2,484,419,137	2,484,419,137	-	-
Other long-term liabilities	1,581,573,288	1,581,573,288	-	1,581,573,288	-
Long-term borrowings and liabilities	8,285,129,729	11,612,582,731	553,736,104	882,952,361	10,175,894,266
	13,395,933,964	16,789,299,950	4,148,880,035	2,464,525,649	10,175,894,266
1/1/2015	Carrying	Contractual	Within		
	amount	cash flows	1 year	1 – 2 years	2 - 5 years
	VND'000	VND'000	VND'000	VND'000	VND'000
Trade and other payables	544 000 047	544 000 047	E44 000 047		
. ,	511,080,317	511,080,317	511,080,317	-	-
Accrued expenses	584,583,698	584,583,698	584,583,698	-	-
Short-term borrowings	1,305,713,481	1,364,600,624	1,364,600,624	-	-
Other long-term liabilities	2,251,402,102	2,251,402,102	-	2,186,703,757	64,698,345
Long-term borrowings and liabilities	7,388,637,051	10,843,345,006	562,112,409	1,053,731,741	9,227,500,856
	12,041,416,649	15,555,011,747	3,022,377,048	3,240,435,498	9,292,199,201

174 ANNUAL REPORT 2015

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### Company:

31/12/2015	Carrying amount VND'000	Contractual cash flows VND'000	Within 1 year VND'000	1 – 2 years VND'000
Trade and other payables Accrued expenses Other long-term liabilities	65,056,463 778,096 652,323,623	65,056,463 778,096 652,323,623	65,056,463 778,096	- - 652,323,623
	718,158,182	718,158,182	65,834,559	652,323,623

1/1/2015	Carrying amount VND'000	Contractual cash flows VND'000	Within 1 year VND'000	1 – 2 years VND'000	2 – 5 years VND'000
Trade and other payables	127,559,309	127,559,309	127,559,309	_	-
Accrued expenses	504,530	504,530	504,530	-	-
Short-term borrowings	231,000,000	252,922,850	252,922,850	-	-
Other long-term liabilities	1,053,474,188	1,053,474,193	-	1,008,742,672	44,731,521
Long-term borrowings and liabilities	327,832,798	491,462,977	25,756,639	273,430,338	192,276,000
	1,740,370,825	1,925,923,859	406,743,328	1,282,173,010	237,007,521

### Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

#### (d) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates, will affect the Group and the Company's results of operations or the value of their holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

### (i) Currency risk

The Group is exposed to currency risk on sales, purchases and borrowings that are denominated in a currency other than VND, the accounting currency of the Group. The currencies in which these transactions primarily are denominated are the United States dollar ("USD"), Australian dollar ("AUD"), Euro ("EUR"), Singapore dollar ("SGD"), Chinese Yuan Renminbi ("CNY"), Thai Baht ("THB") and Pound sterling ("GBP").

The Group's exposure to currency risk is managed by keeping the exposure to an acceptable level by entering into swap foreign exchange contracts and buying or selling foreign currencies at spot rates when necessary to address short-term over-exposures.

#### Exposure to currency risk

The Company does not have any monetary assets or liabilities in foreign currency and accordingly is not exposed to currency risk. The Group had the following net monetary liability position exposed to currency risk:

31/12/2015		Group					
	USD	AUD	EUR	THB	SGD	CNY	GBP
Cash and cash equivalents	5,630,416	-	-	-	-	-	-
Accounts receivable	8,216,264	-	-	-	399,418	-	-
Accounts payable	(3,941,755)	(4,275,560)	(1,671,584)	(11,289,906)	(501,485)	(1,955,251)	(8,765)
Short-term borrowings	(25,114,736)	-	-	-	-	-	-
Other monetary liabilities	(1,136,237)	-	-	-	-	-	-
	(16,346,048)	(4,275,560)	(1,671,584)	(11,289,906)	(102,067)	(1,955,251)	(8,765)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

1/1/2015	Group					
	USD	AUD	EUR	THB	SGD	CNY
Cash and cash equivalents	3,271,781	-	-	-	-	-
Accounts receivable	17,328,556	-	-	-	75,831	-
Accounts payable	(1,391,498)	(1,301,324)	(6,547)	(3,429,499)	(138,555)	(1,955,251)
Short-term borrowings	(50,283,698)	-	-	-	-	-
Other monetary liabilities	(53,628)	-	-	-	-	-
	(31,128,487)	(1,301,324)	(6,547)	(3,429,499)	(62,724)	(1,955,251)

The followings are the significant exchange rates applied by the Group:

	Exchange rate as at			
	31/	12/2015	1/1/2015	
	Buying rat	Selling rate		
USD/VND	22,400	22,530	21,373	
AUD/VND	15,994	16,765	17,252	
EUR/VND	24,161	24,979	25,622	
THB/VND	607	639	631	
SGD/VND	15,740	16,032	15,910	
CNY/VND	3,404	3,521	3,395	
GBP/VND	33,042	33,552	-	

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

Below is an analysis of the possible impact on the net profit of the Group, after taking into account the current level of exchange rates and the historical volatility as well as market expectations as at reporting date. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecasted sales and purchases:

	Effect to net profit
	VND'000
USD (5% strengthening against VND)	(14,362,782)
AUD (3% weakening against VND)	1,677,306
EUR (3% weakening against VND)	977,055
THB (1% strengthening against VND)	(56,271)
SGD (1% strengthening against VND)	(12,763)
CNY (4% strengthening against VND)	(214,794)
GBP (1% strengthening against VND)	(2,294)

1/1/2015	Group
	Effect to net profit
	VND'000
USD (1% strengthening against VND)	(5,189,411)
AUD (5% weakening against VND)	875,568
EUR (5% weakening against VND)	6,542
THB (1% weakening against VND)	16,879
SGD (2% weakening against VND)	15,568
CNY (2% weakening against VND)	103,554

The opposite movement of the currencies would have the equal but opposite effect to the net profit of the Group.

78 ANNUAL REPORT 2015 ANNUAL REPORT 2015 179

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### (ii) Interest rate risk

At the reporting date, the interest rate profile of the Group and the Company's interest-bearing financial instruments was:

	Gro	up	Company		
	31/12/2015	1/1/2015	31/12/2015	1/1/2015	
	VND'000	VND'000	VND'000	VND'000	
Fixed rate instruments					
Cash equivalents	1,630,000	55,000,000	-	54,000,000	
Held to maturity investments	2,100,000	-	-	-	
Other long-term receivables	1,758,500	-	36,711,320	48,796,370	
Other short term liabilities	(52,213,577)	(55,510,177)	(52,213,577)	(55,510,177)	
Short term borrowings	(2,418,506,153)	(1,305,713,481)	-	(231,000,000)	
Other long-term liabilities	(26,249,448)	(116,911,926)	(26,249,448)	(96,945,097)	
Long-term borrowings	(39,452,364)	(588,637,051)	-	(327,832,798)	
	(2,530,933,042)	(2,011,772,635)	(41,751,705)	(608,491,702)	
Variable rate instruments					
Cash in banks	370,263,678	81,237,472	497,795	478,808	
Other receivables	20,567,877	-	-	-	
Long-term borrowings	(8,480,000,000)	(6,800,000,000)	-	-	
	(8,089,168,445)	(6,718,762,528)	497,795	478,808	

A change of 100 basis points in interest rates would have increased or decreased the net profit of the Group by VND63,096 million (1/1/2015: VND52,406 million) and the net loss of the Company by VND4 million (1/1/2015: VND4 million). This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

### Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### (e) Fair values

### (i) Fair values versus carrying amounts

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheet, are as follows:

### Group:

	31/12/2015		1/1/2015	
	Carrying amount VND'000	Fair value VND'000	Carrying amount VND'000	Fair value VND'000
Categorised as loans and receivables:				
- Cash and cash equivalents	372,014,377	(*)	136,442,647	(*)
- Held to maturity investments	2,100,000	(*)	-	(*)
- Trade and other receivables	682,097,134	(*)	859,583,380	(*)
Categorised as financial liabilities at amortised cost:				
- Trade and other payables	(607,699,275)	(*)	(511,080,317)	(*)
- Accrued expenses	(503,025,519)	(*)	(584,583,698)	(*)
- Short term borrowings	(2,418,506,153)	(*)	(1,305,713,481)	(*)
- Other long-term liabilities	(1,581,573,288)	(*)	(2,251,402,102)	(*)
- Long-term borrowings and liabilities	(8,285,129,729)	(*)	(7,388,637,051)	(*)
	(12,339,722,453)	(*)	(11,045,390,622)	(*)

ANNUAL REPORT 2015

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

#### Company:

	31/12/2015		1/1/2015	
	Carrying amount VND'000	Fair value VND'000	Carrying amount VND'000	Fair value VND'000
Categorised as loans and receivables:				
- Cash and cash equivalents	497,795	(*)	54,478,808	(*)
- Other receivables	4,938,813,511	(*)	5,946,928,261	(*)
Categorised as financial liabilities at amortised cost:				
- Trade and other payables	(65,056,463)	(*)	(127,559,309)	(*)
- Accrued expenses	(778,096)	(*)	(504,530)	(*)
- Short term borrowings	-	(*)	(231,000,000)	(*)
- Other long-term liabilities	(652,323,623)	(*)	(1,053,474,188)	(*)
- Long-term borrowings and liabilities	+	(*)	(327,832,798)	(*)
	4,221,153,124	(*)	4,261,036,244	(*)

#### (ii) Basis for determining fair values

(\*) The Group and the Company has not determined fair values of these financial instruments for disclosure in the financial statements because information about their market prices is not available and there is currently no guidance on determination of fair value using valuation techniques under the Vietnamese Accounting Standards or the Vietnamese Accounting System for enterprises. There fair values of these financial instruments may differ from their carrying amounts.

## Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 31. Significant transactions with related parties

In addition to related party balances and transactions disclosed in other notes to these financial statements, the Group and the Company had the following transactions with related parties during the year:

### Group:

Related Party	Nature of transaction	2015	2014
		VND'000	VND'000
Ultimate holding company			
Masan Group Corporation	Conversion of interest payable into loan		
	principal	78,156,014	86,337,242
	Offsetting of debts due from NPM	490,000,000	-
	Interest expense and borrowing fees	64,236,148	265,189,123
	Interest expense and borrowing fees paid	384,946,188	-
	Loan received	-	210,000,000
	Loan paid	611,053,812	-
Ultimate holding company's associate			
Local bank	Interest expense and borrowing fees	129,582,179	20,042,149
	Loan received	2,442,424,470	1,035,382,342
	Loan paid	1,375,111,828	-
Key management personnel			
	Salary, bonus and other benefits	15,883,505	15,456,146

182 ANNUAL REPORT 2015 ANNUAL REPORT 2015 183

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### Company:

Related Party	Nature of transactions	2015	2014
		VND'000	VND'000
Ultimate holding company			
Masan Group Corporation	Conversion of interest payable into loan principle	52,221,014	86,337,242
	Interest expense and borrowing fees	52,914,399	141,526,121
	Interest expense and borrowing fees paid	384,946,188	-
	Loan paid	611,053,812	-
Other related parties			
Ma San Thai Nguyen Resources	Financial income from loan provided to a subsidiary	17,914,950	23,170,997
Company Limited	Loan provided to a subsidiary	-	23,408,000
	Collection of long-term loans receivable	996,000,000	-
	Financial income received	30,000,000	-
Nui Phao Mining Company Ltd.,	Financial income from loan provided to a subsidiary	-	72,994,670
	Other advances paid	27,000,000	-
Key management personnel			
-	Shares issued under ESOP	-	61,472,500

### Notes to the financial statements for the year ended 31 December 2015 (continued)

Form B 09 - DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### 32. Non-cash investing and financing activities

	Group		Company	
	2015	2014	2015	2014
	VND'000	VND'000	VND'000	VND'000
Conversion of interest payable into loan principal	95,997,456	86,337,242	52,221,014	86,337,242
Depreciation and amortisation capitalised into construction in progress	3,876,382	4,979,597	-	-
Additions of fixed assets from increase in provisions	-	607,857,520	-	-

### 33. Corresponding figures

As described in Note 3, the Group and the Company adopted Circular 200 and Circular 202 effective from 1 January 2015. As a result, the presentation of certain financial statement captions has been changed. Certain corresponding figures as of 1 January 2015 have been reclassified to conform to the requirements of Circular 200 and Circular 202 in respect of financial statement presentation. A comparison of the amounts previously reported and as reclassified was as follows:

### (a) Consolidated and separate balance sheets

	Group		Company	
	1/1/2015 (as reclassified)	1/1/2015 (as previously reported)	1/1/2015 (as reclassified)	1/1/2015 (as previously reported)
	VND'000	VND'000	VND'000	VND'000
Other current assets	-	13,278,989	-	-
Other short-term receivables	280,333,512	267,054,523	-	-
Other long-term assets	-	38,261,125	-	-
Other long-term receivables	1,421,346,690	1,383,085,565	-	-
Other capital	(295,683,347)	-	-	-
Other reserves	-	(295,683,347)	-	-
	1,405,996,855	1,405,996,855	-	-

ANNUAL REPORT 2015

Form B 09 – DN/HN (Issued under Circular No. 202/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)

### (b) Consolidated and separate statement of income

	Gro	up	Company	
-	2014 (as reclassified)	2014 (as previously reported)	2014 (as reclassified)	2014 (as previously reported)
	VND'000	VND'000	VND'000	VND'000
Revenue	2,853,656,655	2,946,229,025	-	-
Revenue deductions	(27,924,847)	(120,497,217)	-	-
Of which:				
Export duties	-	(92,572,370)	-	-
Others	(27,924,847)	(27,924,847)	-	-
	2,825,731,808	2,825,731,808	-	-

7 March 2016

Prepared by:

Reviewed by:

Nguyen Thi Hai Yen Chief Accountant

Wayne Apted Chief Financial Officer

Dr. Nguyen Dang Quang Chairman of the Board of Directors





# CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This communication contains information that may constitute "forward-looking statements". Generally, the words "believe", "expect", "intend", "aim", "estimate", "anticipate", "project", "will" and similar expressions identify forward-looking statements, which generally are not historical in nature. However, the absence of these words or similar expressions does not mean that a statement is not forward-looking. All statements that address operating performance, events or developments that we expect or anticipate will occur in the future – including statements relating to volume growth, share of sales and earnings per share growth, and statements expressing general views about future operating results – are forward-looking statements.

Management believes that these forward-looking statements are reasonable as and when made. However, caution should be taken not to place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. Masan Resources Corporation undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. In addition, forward-looking statements are subject to certain risks and uncertainties that could cause audited results to differ materially from our company's historical experience and our present expectations or projections. These risks include commodity pricing risks and the prices we obtain for our Tungsten, Copper, Fluorspar and Bismuth are determined by, or linked to, prices in world markets, which have historically been subject to substantial volatility. Fluctuations in commodity prices can occur due to price shifts reflecting underlying global economic and geopolitical factors, industry demand, increased supply due to the development of new productive resources, technological change, product substitution and national tariffs. Volatility in global economic growth has the potential to adversely impact future demand and prices for commodities. This has the potential to negatively impact future earnings and cash flows. These risks and uncertainties include, but are not limited to, those described elsewhere in this report and those described from time to time in our future reports filed with the Hanoi Stock Exchange.

This communication is not for distribution in the United States. This communication and the information contained herein is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration pursuant to the U.S. Securities Act of 1933, as amended, or an exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the issuer or selling security holder and that will contain detailed information about the company and management, as well as financial statements.

### **ABBREVIATIONS/ DEFINITIONS**

APT	Ammonium Paratungstate
AUD	The lawful currency of the Australia
Board of Directors or BOD	The board of directors of the Company
BSF	The bulk sulphide flotation
ВТО	Blue Tungsten oxide
CEO	Chief Executive Officer
CFO	Chief Financial Officer
Charter	The charter of the Company dated May 26, 2015 and its amendments
Charter Capital	The Charter capital of the Company
CNY	The lawful currency of the People's Republic of China
Company	Ma San Resources Corporation and its subsidiaries
CSR	Corporate social responsibility
DOST	Department of Science and Technology (Vietnam)
DOIT	Department of Industry and Trade (Vietnam)
DOLISA	Department of Labor, Invalids and Social Affairs (Vietnam)
DONRE	Department of Natural Resources and Environment (Vietnam)
DPI	Department of Planning and Investment (Vietnam)
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
EIA	Environmental Impact Assessment
EPS	Earning per share
EUR	The lawful currency of the European Union
GBP	The lawful currency of the United Kingdom
GDP	Gross Domestic Product
GHG	Greenhouse gasses
H.C. Starck	H.C. Starck GmbH
HNX	The Hanoi Stock Exchange
HR	Human Recourses Department
hrs	Hours

ANNUAL REPORT 2015 ANNUAL REPORT 2015

HSS	Health, Security and Safety Department
ICMM	The International Council on Mining and Metals
IFC	International Finance Corporation
IMF	International Monetary Fund
IT	Information technology
ITIA	The International Tungsten Industry Association
JORC Code	Joint Ore Reserves Committee is a professional code of practice that sets minimum standards for Public Reporting of minerals Exploration Results, Mineral Resources and Ore Reserves
JV	Joint Venture between Nui Phao Mining and H.C. Starck
Law on Enterprises	Law on Enterprises No. 68/2014/QH13 dated November 26, 2014 of the National Assembly of the Socialist Republic of Vietnam
Law on Securities	Law on Securities No. 70/2006/QH11 dated June 26, 2006 as amended by Amendment to Law on Securities No. 62/2010/QH12 dated November 24, 2010 of the National Assembly of the Socialist Republic of Vietnam
Masan Group	MSN and its subsidiaries
Masan Horizon or MH	Masan Horizon Corporation
lb	Pound
MOIT	Ministry of Industry and Trade of Vietnam (Vietnam)
MONRE	Ministry of Natural Resources and Environment (Vietnam)
MPI	Ministry of Planning and Investment (Vietnam)
MRTN	Ma San Thai Nguyen Resources Company Limited
MSN	Masan Group Corporation
mtu	Metric tonne unit
Nui Phao – H.C. Starck	Nui Phao – H.C. Starck Tungsten Chemicals Manufacturing LLC
Nui Phao Mining or NPM	Nui Phao Mining Company Ltd
Nui Phao Project	The project named "Nui Phao project for exploitation and processing of mineral" under Investment Certificate No. 17121000026 dated July 21, 2010 (and its amendments, supplements) granted by the People's Committee of Thai Nguyen Province
PAP	The project-affected people
PCDP	Public consultation and information disclosure program

IPO	Initial public offering
Related Persons	Related Persons as defined under the Law on Securities
SCM	Supply chain management
SGD	The lawful currency of the Republic of Singapore
Shares	Issued and outstanding shares of the Company from time to time
THB	The lawful currency of the Kingdom of Thailand
TNTI	Thai Nguyen Trading and Investment Company Limited
TPA	Tonnes per annum
TRIF	Total Recordable Injury Frequency
UN	The United Nations
UPCOM	Unlisted Public Company Market
US or USA	The United States of America
USD or US\$ or \$	The lawful currency of the United States of America
VAS	Vietnam Accounting Standards
VCCI	Vietnam Chamber of Commerce and Industry
VietGAP	Vietnamese Good Agricultural Practices
VND or "Vietnamese Dong"	The lawful currency of the Socialist Republic of Vietnam
VSD	Vietnam Securities Depository
WWTP	Waste-water treatment plant
YTO	Yellow Tungsten oxide

192 ANNUAL REPORT 2015 ANNUAL REPORT 2015 193



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