

PROPOSAL TO ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re: Amendments and Supplements of the Charter

**Kind Attn to: Annual General Meeting of Shareholders
of Development Investment Construction Corporation**

- Pursuant to the Enterprise Law No.68/2014/QH13 dated 26 Nov 2014;
- Pursuant to the Government's Decree No. 78/2015/NĐ-CP on enterprise registration dated September 14th, 2015;
- Pursuant to the Charter of Development Investment Construction Corporation approved in the first AGM and latest revision.

DIC Corp has currently invested in building Dai Phuoc Tourism Urban Area Project and there are several work items of the project has been operated, including Water supply Station and Wastewater treatment Plant.

However, business lines of water supply and wastewater treatment have not been contained in the latest revision of Development Investment Construction Corporation's Charter dated November 8th 2019.

In order to correctly implement the business registration's regulation promulgated by Government, it is necessary to add these business branches "Exploiting, treating and supplying water" and "Draining and treating sewage" into DIC Corp's Charter.

The Board of Directors (BOD) now presents to Annual General Meeting of Shareholders (AGM) the detailed amendments and supplements to Corporation's Charter as below:

1. Supplementing Clause 1, Article 4 to the DIC Corp's Charter of business regulations
Supplementing business branches:

No	Branch	Level
1	Exploiting, treating and supplying water	3600
2	Draining and treating sewage Specific: Drainage; Treating Sewage	3700

2. Amend Clause 1, Article 27 of the Charter of DIC Corp as below:

Clause 1, Article 27 of the Charter states that "*number of BOD members (including independent members and executive members) is from five (05) to seven (07)*" shall be amended as follows: "*number of BOD members (including independent members and executive members) is from seven (07) to eleven (11)*"

Respectfully submit to the AGM for consideration and approval.

Recipients:

- Shareholders;
- BOD; BOM, AC;
- Archived: Secretary Dept,

**ON BEHALF OF THE BOD
CHAIRMAN
(signed)**

Nguyen Thien Tuan

(NOTICE: This Proposal is a translation of the Vietnamese language original for convenience purpose only, and in the event of any discrepancy, the Vietnamese language original shall prevail.)

PROPOSAL

Re: Propose for building additional work items in accordance with the instruction of Dong Nai People's Committee; amendments and supplements to company's business certificate for Exploiting, treating and supplying water, Draining and treating sewage branch.

Construction works: Sewage treatment Plant.

Project: Dai Phuoc Ecotourism Urban Area

Kind Attn to: Directors of DIC Corp

During routine inspection of CFLD at Dai Phuoc Project on February 19th 2020, representatives from Department of Nature Resources and Environment of Dong Nai Province had checked the wastewater treatment of Dai Phuoc Eco-Tourism Urban Area. Hereby, Dong Nai Project Management Unit (Dong Nai PMU) shall report on the situation as below:

- 1. Regarding to building additional work units** (solid waste storage, incident tank, certificate of the environment protection work completion...): Pursuant to Section 4 of the Discharge Permit No.4259/GP-UBND dated December 27th 2019, People's Committee of Dong Nai Province requested DIC Corp to follow Decree No. 40/2019/ND-CP, appendix II, section 3; which states: "Project owner of an area of over 5ha invested in urban technical infrastructure construction shall prepare an application for completion of environment protection works.". After working with representatives from Department of Nature Resources and Environment of Dong Nai Province, it is necessary to supplement some work units: solid waste storage, incident tank...in Sewage treatment Plant to have this specific certificate.
 - + Regarding to Solid waste storage: take advantage of 01 vacant room among operation area of the station, repaint the door and hang sign on it...
 - + Regarding to incident tank (to prevent and respond to wastewater incidents, having capacity to re-treat wastewater and ensure that the wastewater will not be discharged to environment in case wastewater treatment system incident happens): currently unavailable, needed to build.
 - + Regarding to the expense for completion of environment protection works: had been approved for VND 447.700.000 in August 2019, however this value is not precise at this moment due to the fact that The Ministry of Natural Resources and Environment shall assess and issue certificate on the project, and therefore, cost estimates need to be re-calculated.
- 2. Regarding to the amendments and supplements to DIC Corp's business certificate:**

DIC Corp currently has 02 business activities in the project, including Water supply Station and Wastewater treatment Plant. In which:

 - + Dai Phuoc Water supply Station: Gross Revenue in 2019 was over 3 billion dong, profit before tax was approximately 2 billion dong. This is one of conditional business lines (No. 227), needed to add in Business Certificate.
 - + Dai Phuoc Watewater treatment Plant: operated since the beginning of 2020, no revenue recorded for CFLD has not signed the business contract. This is one of conditional business lines (No. 228) and has not presented in the 13th change in DIC Corp's Business Certificate.
 - + Pursuant Decree No. 124/2015/ND-CP amendments and supplements to decree no. 185/2013/ND-CP dated November 15, 2013, enterprises shall notice to the Registrar of

Companies about the amendments in business information (changes in business branches..) in accordance to Article 32 of Enterprise Law. Enterprise shall not be banned for carrying on the business lines which have not been registered, yet be banned for not noticing the changes to local Registrar of Companies. Hence, it is necessary to add these 02 branches into company's certificate.

3. Proposal

Base on important facts from Department of Nature Resources and Environment of Dong Nai Province and relevant Decrees, DIC Dong Nai PMU proposes specific opinions as below:

- + Approve the construction for additional work units: improve the solid waste storage, build up new incident tank for Dai Phuoc Sewage treatment Plant to have the certificate of environment protection work completion; assign Dong Nai PMU to design and estimate cost, then provide Economic and technical Department for appraisal, then submit to GD for implement approval.
- + Approve the amendment to cost estimate in "application for environment protection work completion", assign DIC Dong Nai PMU and contractor to compose new quote, then provide Economic and technical Department for appraisal, then submit to GM for approval on new contract annex to implement the construction.
- + Approve 02 additional branches into DIC Corp's business certificate. Assign Office collect information and follow the process to implement the change in accordance with the law.

Respectfully submit.

Recipients:

- As above;
- Archived: Office

DONG NAI PMU

Manager

(signed)

Chu Van Thanh (Mr.)

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