

**RESOLUTION**  
**OF THE ANUAL GENERAL MEETING OF SHAREHOLDERS 2020**  
**(Re: Approval on main contents of 2020 AGM )**

**THE ANUAL GENERAL MEETING OF SHAREHOLDERS**

Pursuant to:

- the Law on Enterprises dated 26/11/2014;
- the Charter of Development Investment Construction Corporation (“DIC Corp”);
- the regulation on internal management of DIC Corp;
- the meeting minutes of 2020 AGM, term III (2018-2022) dated 07/04/2020.

The 2020 Annual General Meeting of Shareholders unanimously approved the following contents:

**RESOLVES:**

**Article 1:** Approval of the BOD report regarding business performance in 2019; business orientation in 2020 – term III (2018 -2022).

**Voting percentage:.....%**

**Article 2:** Approval of the BOM report regarding business performance in 2019; business plan in 2020 as below:

**1. Business results in 2019**

Target	Business plan in 2019 (billion dong)		Business results in 2019 (billion dong)		Percentage of implementation/plan (%)	
	Parent corporation	Consolidated	Parent corporation	Consolidated	Parent corporation	Consolidated
Revenue	2.350,0	2.900,0	1.727,6	2.363,1	73,5	81,5
Profit before tax	501,0	550,0	601,0	471,23	120,0	85,7
Total development investment capital	6.970,8		2.348,8		34,2	
dividend	10-15%		10%		100	

Charter capital	3.149,5		3.149,4		100	
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## 2. Business plan in 2020

Target	Parent Corporation	Consolidated		
			Parent Corporation	Consolidated
Revenue (billion dong)	2.345	2.500	35,7	5,8
Profit before tax (billion dong)	600	650		37,9
Total development investment capital (billion dong)	6.487		172	
Devidend	10 – 15%			
Charter Capital	3.500			

3. AGM authorizes the BOD to approve construction investment projects and implement issues related to business mission in 2020 approved by the AGM.

(Details as Report No.53/BC-DIC Corp-KHDA dated June 04, 2020 attached)

**Voting percentage:.....%**

**Article 3:** Approval of the audited financial statements 2019.

**Voting percentage:.....%**

**Article 4:** Approval of plan for loan limit for investment activities 2020

### 1. Limit for investment loan in 2020

Projects	Loan limit in 2020 (billion dong)
- Northern Vung Tau New Urban Area	800
- Vi Thanh Commercial Residential Area	600
- A5 Apartment – Chi Linh Center Area	600
- Lam Ha Center Point	260
<b>Total</b>	<b>2.260</b>

### 2. Authorization the BOB:

- Implement and decide issues regarding to investment loan at credit institutions according to loan limit plan approved by AGM 2020.
- Regarding to projects which has successfully raised capital according to the plan approved at AGM 2019 including: Long Tan Tourism Urban (980 billion dong), Nam Vinh Yen New

Urban (1.300 billion dong), AGM authorizes the BOD to proactively make decisions and approve issues relating to loan documents for these projects.

- Authorize the BOD to make decision on purchasing insurances for the BOD’s members, the BOM at request of banks providing financing (if any) for approved projects.

**Voting percentage:.....%**

**Article 5:** Approval of profit distribution in 2019

Profit after tax in 2019 (parent company)	475,527,054,018	VND
Profit after tax in 2019 (consolidated)	390,989,644,585	VND
<i>Parent company’s profit after tax in 2019 based on consolidated financial statement</i>	<i>390,717,784,688</i>	<i>VND</i>
Appropriation of 2019 profit distribution for funds	47,552,705,402	VND
<i>Investment and Development Fund</i>	<i>23,776,352,701</i>	<i>VND</i>
<i>Bonus Fund</i>	<i>11,888,176,350</i>	<i>VND</i>
<i>Welfare Fund</i>	<i>11,888,176,350</i>	<i>VND</i>
Profit after tax after appropriation of funds	343,165,079,286	VND
Dividend in 2019 (10%)	310,237,120,000	VND
The remaining profit after tax	32,927,959,286	VND

**Voting percentage:.....%**

**Article 6:** Approval of plan of share issuance for 2019 dividend payment

1. Name of stock: Share of Development Investment Construction J.S. Corporation (DIG)
2. Type of share: Ordinary share
3. Par value: VND 10.000/share
4. Total number of shares issued: 314.943.601 shares
5. Number of shares: 306.688.171 shares
6. Number of treasury shares: 8.255.430 shares
7. Estimated number of issued shares: 31.023.712 shares
8. Total value of issuance at par value: VND 310.237.120.000
9. Dividend pay-out rate (number of shares estimated issued/total number of shares): **10%**
10. Number of shares after issuance: 349.516.263 shares
11. Charter capital after issuance: VND 3.495.162.630.000
12. Fund: Profit after tax
13. Purpose: pay 2019 dividend by shares in order to supplement investment capital from undistributed after-tax profit.
14. Estimated time: Quarter III/2020
15. Plan to handle fractional shares: stock dividend will be rounded down to the unit, the fractional shares (decimal if any) will be cancelled.
16. Depository and stocks listing: the issued shares will be registered for additional depository at Vietnam Securities Depository (VSD) and additionally listed at Ho Chi Minh Stock Exchange (HoSE) according to provisions of law.
17. Authorize the BOD
  - Conduct necessary procedures to carry out shares issuance for 2019 dividend, thereby increase DIC Corp’s charter capital according to the plan approved by the AGM.

- Select appropriate issuing time after the approval of the State Securities Commission (SSC).
- Handle odd shares according to the share issuance plan approved by the AGM.
- Conduct necessary legal procedures to replace the business registration certificate with the charter capital after the share issuance.
- Conduct necessary legal procedures to register for additional depository and the list of additional issuance with Vietnam Securities Depository (VSD) and Ho Chi Minh Stock Exchange (HoSE) according to provisions of law.
- During the time of share issuance, authorize the BOD to adjust issuance plan according to requirements of relevant state agencies and/or in accordance with actual situation at the time of issuance, complying with the law and protecting the rights of shareholders and DIC Corp.

**Voting percentage:.....%**

**Article 7:** Approval of selection of independent auditor for 2020 financial statement

Approve and authorize the BOD to elect one of four auditors as above to audit the 2020 financial statements of DIC Corp:

- Ernst & Young Vietnam Limited Company. (E&Y)
- PricewaterhouseCoopers Vietnam (PwC).
- Deloitte Vietnam Company (Deloitte Vietnam Co., Ltd).
- KPMG Limited Company (KPMG).

**Voting percentage:.....%**

**Article 8:** Approval of amendments and supplements of the 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)*”

3. Authorize the BOD to implement changes of business registration certificate in accordance with the law and AGM’s resolution

**Voting percentage:.....%**

**Article 9:** Approval of report on personnel solution of the BOD

1. Approve the resignation letter of Mr Tran Minh Phu from BOD – term III (2018 – 2022) (including BOD’s member and Vice Chairman of the BOD)
2. Approve issues relating to changes of BOD’s members as below:
  - The BOD – term II (2018 – 2022) includes 09 members (at least 03 independent members).
  - Election, nomination, structure and conditions to be members of the BOD shall be conducted according to Article 25 and Article 26 – Charter of DIC Corp.

**Voting percentage:.....%**



**Article 10:** Approval of remuneration for the BOD, allowance for independent members of the BOD and remuneration, allowance for subcommittees

**1. Remuneration for the BOD in 2019**

STT	Title	Number of members	Remuneration/person /month	Total remuneration + allowance in 2019
<b>I</b>	<b>The Board of Directors</b>	<b>7</b>		<b>3.426.589.957</b>
	<b>Remuneration</b>			
1	Chairman	1	100.000.000	1.300.000.000
2	Vice Chairman	2	75.000.000	1.526.589.957
3	Members of the BOD (executive)	3	10.000.000	240.000.000
	<b>Allowance</b>			
4	Independent members of the BOD	2	15.000.000	360.000.000
<b>II</b>	<b>Subcommittees</b>			<b>288.000.000</b>
1	Secretary Committee	4		168.000.000
2	Investment Board	1		120.000.000
	<b>Total (I+II)</b>			<b>3.714.589.957</b>

**2. Plan for Remuneration/Allowance of the BOD, Secretary Committee and Subcommittees in 2020**

STT	Title	Number of members	Remuneration /person/month	Number of months	Total remuneration + allowance in 2019
<b>I</b>	<b>The Board of Directors</b>	<b>9</b>			<b>3.426.589.957</b>
	<b>Remuneration</b>				
1	Chairman	1	100.000.000	13	1.300.000.000
2	Vice Chairman	1	75.000.000	13	975.000.000
3	Members of the BOD (executive)	2	10.000.000	12	240.000.000
4	Members of the BOD (non-executive)	2	15.000.000	12	360.000.000
	<b>Allowance</b>				
4	Independent members of the BOD	2	15.000.000	12	540.000.000
<b>II</b>	<b>Subcommittees</b>				<b>998.000.000</b>
1	<b>Secretary Committee</b>				<b>168.000.000</b>
	- Head of Secretary Committee	1	5.000.000	12	60.000.000
	- Members	3	3.000.000	12	108.000.000
2	<b>Investment Board</b>				<b>650.000.000</b>
	Vice Chairman of Investment Board (mainly	1	50.000.000	13	650.000.000

	responsible)				
3	<b>Board Consultant</b>	1	15.000.000	<b>12</b>	<b>180.000.000</b>
	<b>Total (I+II)</b>				<b>4.413.000.000</b>

**Voting percentage:.....%**

**Article 11:** Additional election of the BOD's members – term III (2018 – 2022)

approve to elect 03 supplementary members of the BOD – term III (2018 – 2022), of which there is at least 02 independent members

Term: not exceed than 05 years and be re-elected with an unlimited terms of serving.

Number of nominees:.....candidates.

Election results :

**Article 12:** Approval of AGM's Resolution

1. The 2020 Annual General Meeting of Shareholders unanimously approved the Resolution.
2. The Resolution takes effect from June 30, 2020. Shareholders, the BOD, submittees under the BOD, Board of Management are responsible for the implementation of this Resolution.
3. The Resolution shall be disclosed with 24h to State Securities Committee, HoSE and on DIC Corp's website: <http://www.dic.vn/> since the ending of the 2020 AGM.

**Recipients:**

- Shareholders;
- DIC Corp's archives

**ON BEHALF OF THE BOARD OF DIRECTOR  
CHAIRMAN**

**NGUYEN THIEN TUAN**

