

GENERAL MEETING OF
SHAREHOLDERS
CONSTRUCTION INVESTMENT
CORPORATION 3-2
No.: 01/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
Binh Duong, April 23rd, 2019

**RESOLUTION OF
THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**THE GENERAL MEETING OF SHAREHOLDERS OF CONSTRUCTION
INVESTMENT CORPORATION 3-2**

Pursuant to the Enterprise Law No. 68/2014/QH13 dated November 26th, 2014 of the National Assembly;

Pursuant to the Securities Law No. 70/2006/QH11 of June 29th, 2006;

Pursuant to the Law No. 62/2010/QH12 of November 24th, 2010, amending and supplementing a number of articles of the Securities Law No. 70/2006/QH11 of June 29th, 2006;

Pursuant to the Decree No. 71/2017/ND-CP dated June 6th, 2017 of the Government;

Pursuant to the IXth amended and supplemented Charter of Construction Investment Corporation 3-2 approved by the General Meeting of Shareholders on April 26th, 2018;

Pursuant to the Meeting minutes of the 2019 Annual General Meeting of Shareholders (AGM) of Construction Investment Corporation 3-2 No. 01/BB-DHDCD dated April 23rd, 2019,

HEREBY RESOLVES:

Article 1. The 2019 Annual General Meeting of Shareholders decides to approve the following contents:

Content 1: 2018 audited financial statements (FS) of the Company (*details such as documents submitted to the Meeting*).

Content 2: Report on Corporate Governance (CG) in 2018 (*details such as documents submitted to the Meeting*).

Content 3: Report on the activities of the BOD in 2018 and orientations and plan for 2019 with the following key indicators (*details such as documents submitted to the Meeting*).

1. Business results of the Company in 2018:

No.	Indicator	Unit	Plan	Implementation	Ratio (Implementation/ Plan)
1. Financial indicators					
1	Charter capital	Bil. VND	136.64	150.30	110%
2	Revenue from business operations	Bil. VND	680	722.33	106%
3	Profit before tax	Bil. VND	144	115.14	80%
4	CIT	Bil. VND	29	22.69	78%
5	Profit after tax	Bil. VND	115	92.45	80%

No.	Indicator	Unit	Plan	Implementation	Ratio (Implementation/ Plan)
6	Basic earnings per share	VND/share	8.416	6.151	73%
7	Dividend payment ratio	%/CC	24%	24%	100%
II. Total investment:		Bil. VND	102.91	36.62	36%
1	Capital construction investment	Bil. VND	22.91	10.34	45%
2	Investment in machinery and equipment	Bil. VND	43.50	20.99	48%
3	Financial investment	Bil. VND	36.5	5.29	14%
III. Income and training indicators:					
1	Average income	Mil./person/month	11.33	12.3	109%
2	Training course	Course	18	22	122%
3	Training costs	Mil. VND	136	169.02	124%

2. Production and business plan for 2019:

No.	Indicator	Unit	Implementation 2018	PLAN 2019	% +/- compared to implementation 2018
1. Financial indicators					
1	Charter capital	Bil. VND	150.30	150.30	100%
2	Revenue from business operations	Bil. VND	722.33	875	121%
3	Profit before tax	Bil. VND	115.14	135	117%
4	CIT	Bil. VND	22.69	27	119%
5	Profit after tax	Bil. VND	92.45	108	117%
6	Basic earnings per share	VND/share	6.151	7.186	117%
7	Dividend payment ratio	%/CC	24%	24%	83%
II. Total investment:		Bil. VND	36.620	193.01	527%
1	Capital construction investment	Bil. VND	10.34	19.80	192%
2	Investment in machinery and equipment	Bil. VND	20.99	62.26	297%
3	Financial investment	Bil. VND	5.29	33.75	638%
4	Project	Bil. VND	0	77.20	-

	investment				
III. Income and training indicators:					
1	Average income	Mil./person/month	12.3	13.7	111%
2	Training course	Course	22	21	95%
3	Training costs	Mil. VND	169.02	126	75%

Content 4: Report on BOD's activities in the 2014-2019 term and strategic directions for the 2019-2024 term with some key indicators as follows: *(details such as documents submitted to the Meeting)*

1. Business results of the Company in the 2014-2019 term:

Unit: Million dong

Indicator	Implementation	Implementation	Implementation	Implementation	Implementation
	2014	2015	2016	2017	2018
Revenue	453,660	557,407	520,269	559,746	722,333
Profit before tax	89,915	127,459	116,539	114,675	115,144
Profit after tax	67,860	101,287	93,326	91,653	92,446

2. Financial objectives of the Company for the 2019-2023 period:

Unit: Million dong

Indicator	Plan 2019	Plan 2020	Plan 2021	Plan 2022	Plan 2023
Revenue	875,000	850,000	735,000	795,000	950,000
Profit before tax	135,000	162,000	83,000	69,000	77,000
Profit after tax	108,000	130,000	66,000	55,000	62,000
Total investment	193,000	88,000	100,000	98,000	10,000
Charter capital	150,301	150,301	150,301	150,301	150,301
Basic earnings per share (VND)	7,186	8,650	4,390	3,660	4,130
Annual dividend payment ratio	24%	20%	15%	15%	15%

Content 5: Report on the activities of the Internal Audit Subcommittee in 2018 *(details such as documents submitted to the Meeting)*.

Content 6: Profit distribution plan and dividend payment ratio in 2018; Profit distribution plan and dividend payment ratio for 2019 as follows:

1. Profit distribution plan and dividend payment ratio in 2018:

a. Profit distribution plan:

Unit: VND

No.	Indicator	Proportion	Amount
1	Profit after tax		92,446,286,949
2	Appropriation of funds	34 %/ PAT	31,431,737,563
-	<i>Development Investment Fund</i>	<i>27%/PAT</i>	<i>24,960,497,476</i>
-	<i>Bonus and welfare fund</i>	<i>5%/PAT</i>	<i>4,622,314,347</i>
-	<i>Bonus fund of the Executive Management Board</i>	<i>2%/PAT</i>	<i>1,848,925,739</i>
3	Payment of dividends in cash	24%/CC	36,072,348,000
4	Remaining undistributed after-tax profit		24,942,201,386
5	Undistributed after-tax profit accumulated until the end of the previous year		134,617,031,950
6	Total undistributed after-tax profit		159,559,233,336

b. Dividend payment ratio in 2018:

The 2018 Annual General Meeting of Shareholders approved the cash dividend payment ratio in 2018 of 24%/charter capital. The BOD advanced dividends in the first installment in 2018 on November 29th, 2018. Implementation percentage is: 12%/share (1 share will receive VND 1,200).

The 2019 Annual General Meeting of Shareholders approved the remaining dividend payment ratio in 2018 of 12%/charter capital and authorized the Board of Directors to decide the time of payment according to the financial situation of the Company within 6 months from the closing date of the 2019 Annual General Meeting of Shareholders.

2. Profit distribution plan and dividend payment ratio for 2019:

a. Profit distribution plan:

Unit: VND

No.	Indicator	Proportion	Amount
1	Revenue from business operations		875,000,000,000
2	Profit before tax		135,000,000,000
3	CIT		27,000,000,000
4	Profit after tax		108,000,000,000
5	Appropriation of funds	34%/PAT	36,720,000,000
-	<i>Development Investment Fund</i>	<i>27%/PAT</i>	<i>29,160,000,000</i>
-	<i>Bonus and welfare fund</i>	<i>5%/PAT</i>	<i>5,400,000,000</i>
-	<i>Bonus fund of the Executive Management Board</i>	<i>2%/PAT</i>	<i>2,160,000,000</i>
6	Dividend payment ratio	24%/CC	36,072,348,000
7	Remaining undistributed profit		35,207,652,000

b. Dividend payment ratio for 2019:

The 2019 Annual General Meeting of Shareholders approved the ratio of cash dividend payment in 2019 of 24%/charter capital and authorized the Board of Directors to decide the first time of dividend advance payment in 2019 up to 12%.

Content 7: Report on remuneration to the Board of Directors, Supervisory Board, members of Sub-committees under the Board of Directors and the person in charge of corporate governance in 2018 and the plan for remuneration to the Board of Directors and members of Sub-committees under the Board of Directors and the person in charge of corporate governance in 2019 as follows:

a. Report on remuneration to the Board of Directors, Supervisory Board, members of Sub-committees under the Board of Directors and the person in charge of corporate governance in 2018:

The 2018 Annual General Meeting of Shareholders approved the remuneration to the Board of Directors, Supervisory Board, members of Sub-committees under the Board of Directors and the person in charge of corporate governance in 2018 of 2%/after-tax profit. However, since April 2018, the governance structure was changed from the Supervisory Board model to the Internal Audit Sub-committee model under the Board of Directors and to save costs in order to reduce actual costs and increase competitiveness, the Board of Directors proactively reduced the remuneration level to the Board of Directors, Supervisory Board, members of Sub-committees under the Board of Directors and the person in charge of corporate governance in 2018 to 1.64%/profit after tax, instead of 2%/profit after tax as in the 2018 Plan. The total remaining remuneration of the Board of Directors, Supervisory Board, members of Sub-committees under the Board of Directors and the Person in charge of CG in 2018 was: VND 1,516,120,000.

b. Plan for remuneration to the Board of Directors and members of Sub-committees under the Board of Directors and the person in charge of corporate governance in 2019 as follows:

The Annual General Meeting of Shareholders approved the remuneration to the Board of Directors and members of Sub-committees under the Board of Directors and the person in charge of corporate governance in 2019 of 1.5%/profit after tax in 2019.

Content 8: Supplementing business lines:

- *Management consultancy activities*, details: Provide advice, guidance and executive assistance to businesses and other organizations in management issues, such as setting operational strategies and plans, human resource policies, implementation and planning; production schedule and monitoring plan. The provision of this business service may include advice, guidance or operational assistance to businesses (line code 7020);

- *Tests and technical analysis*, details: Physical and chemical tests and other analyzes of all materials and products, including: Testing sound and vibration; Testing composition and purity of minerals...; Testing physical composition and performance of materials, such as strength, durability, thickness, radiation capacity ...; Testing welding techniques and welds; Error analysis (line code 7120).

Content 9: Amending and supplementing the Xth company's charter due to supplementing business lines and changing the governance and control organization structure due to supplementing subsidiaries (details such as documents submitted to the meeting) and replacing previously issued charters.

Content 10: Approving the title of Chairman of the Board of Directors cum CEO of the company in 2019.

Content 11: The General Meeting of Shareholders authorized the Board of Directors to review, evaluate and decide to select the independent auditing company to review the financial statements for the first 6 months of 2019 and audit the 2019 financial statements of the Company in the list of auditing units accepted by the SSC.

Content 12: Results of election of members of the BOD for the 2019-2024 term:

The Meeting elected members of the Board of Directors for the 2019-2024 term including persons named below:

No.	Full name	Year of birth	Native Place	Qualification
1	Mr. Vo Van Lanh	1963	Binh Duong	Bachelor of finance in basic construction, Bridge and road construction engineer
2	Mr. Tran Van Binh	1965	Binh Duong	Bachelor of Economics
3	Mr. Nguyen Huu Nghia	1990	Thua Thien Hue	Bachelor
4	Mr. Nguyen Le Van	1983	Khanh Hoa	Bachelor of Economics
5	Mr. Trinh Tien Bay	1972	Nam Dinh	Master of Business Administration, Engineer, Hydraulic Mechanical Engineering

Article 2. This resolution was approved by the General Meeting of Shareholders of Construction Investment Corporation 3- 2 at the 2019 Annual General Meeting of Shareholders on April 23rd, 2019 with the approval rate of 100% and effective from April 23rd, 2019.

Article 3. The shareholders of the Company, members of the Board of Directors, Subcommittees under the Board of Directors and the Board of Management in the Company are responsible for implementing this Resolution and organizing the implementation according to their operational functions in accordance with the provisions of the current Law, the Company's Charter and this Resolution./.

Recipients:

- Shareholders (Disclosure 24);
- Members of the BOD, Board of Management;
- Saved: Archives and Statistics

**ON BEHALF OF THE GENERAL
MEETING OF SHAREHOLDERS
CHAIRMAN
(Signed and sealed)
Vo Van Lanh**