

GENERAL MEETING OF
SHAREHOLDERS
CONSTRUCTION INVESTMENT
CORPORATION 3-2

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Binh Duong, April 21st, 2017

No.01/NQ-DHDCCD

RESOLUTION
OF THE GENERAL MEETING OF SHAREHOLDERS 2017

GENERAL MEETING OF SHAREHOLDERS
CONSTRUCTION INVESTMENT CORPORATION 3-2

Pursuant to the Enterprise Law No. 68/2014/QH13 dated 26/11/2014 of the National Assembly;

Pursuant to Law on Securities No. 70/2006/QH11 dated 29/06/ 2006;

Pursuant to Law No. 62/2010/QH12 dated 24/11/2010 amending and supplementing a number of articles of the Law on Securities No. 70/2006/QH11 dated 29/06/2006;

Pursuant to the Circular No. 121/2012/TT-BTC dated July 26th, 2012 of Ministry of Finance;

Pursuant to the Charter of 6th Amendment and Supplement to the Construction Investment Corporation 3-2 passed by the General Meeting of Shareholders dated 21/04/2016

Pursuant to the Minutes of the Annual General Meeting of Shareholders in 2017, Construction Investment Corporation 3-2 No. 01/BB-DHDCCD dated 21/04/2017.

DECIDES:

Article 1. To approve the following contents:

1. Report on activities of the Board of Management (BOM) in 2016 and orientation for activities in 2017 (such as documents submitted to the General Meeting of Shareholders) and some major targets as follows:

1.1. Business results according to audited financial statements of 2016:

No.	Item	Unit	Planned	Implemented	Rate (Planned/Implemented)
I. Financial indicators:					
1	Charter capital	Billion dongs	112,00	112,00	100%
2	Revenue from business production	Billion dongs	550,00	520,27	95%
3	Profit before tax	Billion dongs	101,80	116,54	114%
4	Profit after tax	Billion dongs	79,00	93,33	118%
5	Net profit margin	%	14,36%	17,94%	125%
6	Profit after tax /Charter capital	%	70,54%	83,33%	118%
7	Earnings per share	Dongs/share	7.054	8.333	118%
8	Rate of dividend distribution	%/Charter capital	24	24	100%
9	Corporate income tax	Billion dongs	22,80	23,21	102%
II. Total investment		Billion dongs	129,86	138,73	107%
1	Capital Investment	Billion dongs	56,00	60,30	108%
2	Investment in machines, equipment, tools	Billion dongs	18,86	18,58	99%
3	Finanical investment	Billion dongs	55,00	59,85	109%
	- Investment in businesses of the same industry	Billion dongs		44,96	
	- Investment in finance of businesses of the same industry	Billion dongs		14,89	

III. Indicators of labor, income and training:					
1	Average income	Million dongs/person/month	8,50	9,00	106%
2	Average labor productivity	%	+10%	-11%	+89%
3	Training	Million dongs/course	178,8/ 20 courses	171/ 26 courses	106%

1.2. Plan of business production of 2017:

No.	ITEM	UNIT	IMPLEMENTED IN 2016	PLAN IN 2017	% +/- Compared to 2016
I. Financial indicators:					
1	Charter capital	Billion dongs	112,00	136,640	22%
2	Revenue from business production	Billion dongs	520,27	620,00	19%
3	Profit before tax	Billion dongs	116,54	114,00	-2%
4	Profit after tax	Billion dongs	93,33	90,00	-4%
5	Net profit margin	%	17,94%	14,52%	-19,06%
6	Profit after tax/Charter capital	%	83,33%	80,36%	-3,6%
7	Earnings per share	Dongs/share	8.333	8.036	-4%
8	Rate of dividend distribution	%/Charter capital	24	24	0%
9	Corporate income tax	Billion dongs	29,28	24,00	-18%
II. Total investment:		Billion dongs	138,73	170,95	23%
1	Capital Investment	Billion	60,30	82,56	37%

		dongs			
2	Investment in machines, equipment, tools	Billion dongs	18,58	12,31	-34%
3	Finanical investment	Billion dongs	59,85	76,07	27%
	+ Investment in businesses of the same industry	Billion dongs	44,96	46,07	
	+ Investment in finance of businesses of the same industry	Billion dongs	14,89	30,00	
III. Indicators of labor, income and training:					
1	Average income	Million dongs/person/month	9,00	9,00	0%
2	Average labor productivity	%	-11%	+5%	+5%
3	Training	Million dongs/course	171/ 26 courses	125,3/ 14 courses	-27%

2. Report on activities of the Board of Supervisors in 2016 and orientation for operation in 2017 (as submitted to the General Meeting of Shareholders).

3. Audited financial statements 2016 audited by AASC Auditing Company Limited (as submitted to the General Meeting of Shareholders).

4. Profit distribution and dividend payment in 2016; Plan of profit distribution and dividend payment in 2017

4.1. Profit distribution and dividend payment in 2016

Unit: VND

No.	Item	Ratio	Amount
I	Profit after tax		93,326,589,044
II	Reserve funds	34%/ Profit After Tax	31,731,040,275
1	Development Fund	27%/ Profit After Tax	25,198,179,042
2	Bonus and Welfare Fund	5%/ Profit After Tax	4,666,329,452

3	<i>Reward Fund of Management Board</i>	<i>2%/ Profit After Tax</i>	<i>1,866,531,781</i>
III	Payment of corporate dividends in cash	24%/ Charter capital	26,880,000,000
IV	Undistributed profit after tax		34,715,548,769
V	Profit after tax not distributed until late last year		85,865,417,278
VI	Total undistributed profit after tax		120,580,966,047

Note:

(2016 dividend has been paid in advance of 12% / share, 01 share received 1,200 dong on December 09th, 2016).

4.2. Plan of Profit distribution and dividend payment in 2017

Unit: VND

No.	Item	Ratio	Amount
I	Net total revenue		620,000,000,000
II	Profit before tax		114,000,000,000
III	Corporate income tax		24,000,000,000
IV	Profit after tax		90,000,000,000
V	Reserve funds	<i>34%/ Profit After Tax</i>	30,600,000,000
1	<i>Development Fund</i>	<i>27%/ Profit After Tax</i>	<i>24,300,000,000</i>
2	<i>Bonus and Welfare Fund</i>	<i>5%/ Profit After Tax</i>	<i>4,500,000,000</i>
3	<i>Reward Fund of Management Board</i>	<i>2%/ Profit After Tax</i>	<i>1,800,000,000</i>
VI	Payment of corporate dividends	24%/ charter capital	32,793,600,000
VII	Undistributed remaining profit		620,000,000,000

- Company dividend in 2017 is expected to pay at the rate of 24% / Charter capital in cash.

- Annual General Meeting of Shareholders in 2017 agreed to authorize the Board of Management to decide the time to pay dividends in 2016 (the remaining 12% / Charter capital) and to pay dividends in 2017 according to the financial situation of the Company.

5. Remuneration for the Board of Management, Board of Supervisors, Corporate Secretary, members of the Subcommittees of the Board of Management in 2016 and the Plan of Remuneration in 2017 as follows

5.1. Remuneration for the Board of Management, Board of Supervisors, Corporate Secretary, members of the Subcommittees of the Board of Management in 2016 is 2%/Profit after tax of 2016, equivalent to 1,866,531,781 VND.

5.2. The plan of Remuneration for the Board of Management, Board of Supervisors, Corporate Secretary, members of the Subcommittees of the Board of Management in 2017 is 2% of Profit after tax.

6. Issuance of shares to existing shareholders to increase charter capital of the company (issuing bonus shares) with details as follows:

- Name of stock: Construction Investment Corporate 3-2
- Type of stock: Common stock
- Face value of shares: 10,000 VND / share
- Current charter capital: 112,000,000,000 dong
- Number of shares issued: 11,200,000 shares

Where: + Outstanding shares: 11,200,000 shares

+ Number of treasury shares: 0 shares

- Expected charter capital's increase

+ Charter capital before issuance: 112,000,000,000 dong

+ Expected charter capital to increase: 22,400,000,000 dong

+ Charter capital after issuance: 134,400,000,000 dong

- Form of issue: shares are issued to increase share capital from equity in 2016.

- Objects of issuance: Existing shareholders in the list of shareholders at the closing date of the shareholder. The time to close the list of shareholders is authorized by the General Meeting of Shareholders to authorize the Board of Management to decide.

- Number of shares to be issued: 2,240,000 shares

- Value of issued shares at face value: 22,400,000,000 VND (In words: *Twenty two billion, four hundred million Vietnamese dong only*).

- Proportion of number of shares expected to be issued / total outstanding shares: 20%

- Exercise ratio: 10: 2, every shareholder owning 01 share shall have 01 right to receive additional shares. Ten rights of receiving additional shares will receive 02 new shares. The number of additional shares will be rounded down to the unit, the decimal fraction (if any) will be canceled.

- Plans for dealing with odd shares arising (if any): The number of shares issued to increase share capital from owners' equity will be rounded down to the units, the decimal fraction (if any) will be canceled.

*Example: Shareholder A owns 108 shares at the closing date of the shareholder list. With the exercise ratio of 10: 2, shareholder A receives $(108/10 * 2 = 21.6)$ 21 new shares. According to the calculation principle, shareholder A receives 21 new shares. The odd number of 0.6 shares will be canceled.*

- Capital: Development Investment Fund in accordance with the audited financial statements of 2016.

- Implementation time: After the approval of SSC, it is expected to implement in the second and third quarter of 2017

- Approved the change of charter capital on the company charter and authorized the Board of Management to amend the certificate of business registration with the Department of Planning and Investment of Binh Duong province after the report on the result of offering to the SSC.

- Approved the additional securities registration with the VSD and additional listing registration with the Ho Chi Minh Stock Exchange (HSX)

- General Meeting of Shareholders authorizes the BOM to perform the following issues related to the issuance:

+ *Select the date of closing the list of shareholders to implement the Plan as above;*

+ Complete the amendment of the Charter of organization and operation of the Company (due to change of charter capital) after reporting on issuance to the SSC.

+ Carry out the procedure for changing charter capital and adjusting the business registration certificate at the Department of Planning and Investment of Binh Duong Province after reporting on issuance to the SSC.

+ Carry out related procedures with State Securities Commission, Securities Depository Center, Ho Chi Minh City Stock Exchange and Binh Duong Department of Planning and Investment.

+ Other matters related to the issuance of shares to ensure the successful issuance of shares to increase the charter capital.

7. Issuing the shares under Employee Stock Option Program (ESOP) with details as follows.

- Name of stock: Construction Investment Corporation 3-2
- Type of stock: Common stock
- Denomination: 10,000 VND / share
- Total number of outstanding shares: 11,200,000 shares
- Number of shares expected to issue: 224,000 shares, representing 2% of the total number of outstanding shares
- Issue price: 20,000 VND / share
- Principles of determining the selling price: Authorizing the Board of Directors to set up the principle of determining the selling price.
- Total value of issuance at face value: 2,240,000,000
- Total volume of mobilized capital at the estimated selling price: 4,480,000,000 VND
- Expected Charter capital increase:
 - + Charter capital before issuance: 112,000,000,000 dong
 - + The number of Charter capital is expected to increase: 2,240,000,000 dong
 - + Charter capital after issue: 114,240,000,000 dong

- The plan to use the proceeds from the issuance: All proceeds from the issuance will be used to supplement working capital for the company's production and business activities. The detailed capital use plan will authorize the BOM to decide.

- Issuance method: Issuance of shares under Employee Stock Option Program (ESOP).

- Object of issuance: BOM is authorized to approve the criteria and list of employees eligible to participate in the share issue program for employees, the principle of determining the number of shares distributed to each employee.

- Purpose of release: Recognize the contribution and sticking of the employees, stabilized personnel, improve the working spirit and dedication of employees so that they can contribute to the development of the Company;

- Implementation time: Expected in 2017 after being approved by the State Securities Commission.

- Transfer Terms: Shares issued under the ESOP are limited to transfer within two years from the date of completion of the offering.

- Handling of unsold shares: The General Meeting of Shareholders authorizes the BOM to distribute the shares to other employees in accordance with the purpose of the program.

- General Meeting Shareholders authorizes the BOM to:

+ *Carry out the necessary procedures related to the implementation of the plan of issuing shares under the ESOP in accordance with the applicable laws and the Company's Charter.*

+ *Decide to approve the principle of determining the selling price, the number of shares to be distributed to each object and the list of employees eligible for participation in the program.*

+ *Deal with the number of unsold shares and re-distribute the number of shares purchased under the conditions and ways that the BOM found appropriate.*



+ Carry out procedures for additional securities registration at the Vietnam Securities Depository Center;

+ Carry out the procedures for listing additional shares issued at the Ho Chi Minh City Stock Exchange. Ho Chi Minh;

+ Complete the amendment of the Charter of organization and operation of the Company (due to change of charter capital) after reporting on issuance to the SSC.

+ Carry out the procedure for changing charter capital and adjusting the business registration certificate at the Department of Planning and Investment of Binh Duong Province after reporting on issuance to the SSC.

+ Carry out related procedures with State Securities Commission, Securities Depository Center, Ho Chi Minh City Stock Exchange and Binh Duong Department of Planning and Investment.

+ Other matters related to the issuance of shares to ensure the successful issuance of shares to increase the charter capital.

8. Use the electronic voting service (E-voting) to collect shareholders' opinions in writing, pass the contents of the General Meeting of Shareholders and the Regulation on the conduct of electronic voting

9. Approval of the position of Chairman and General Director of the Company in 2017.

10. AASC Auditing Company Limited is selected to be independent auditing company to review the financial report for the first 6 months of 2017 and auditing the financial statement of 2017

11. Dismissing members of the Board of Management to:

- Mr. Phan Thanh Duc
- Mr. Nguyen The Su
- Mr. Huynh Huu Hung

12. Dismissing members of the Board of Supervisors to:

- Mr. Nguyen Mai Khanh Trinh
- Mr. Ly Thanh Chau

13. Results of additional election of members of the Board of Management and the Board of Supervisors for the term 2014-2019:

❖ **Results of election of additional members of the BOM:**

No.	Full name	Year of birth	Qualification
1	Mr. Tran Van Binh	1965	Bachelor of Economics
2	Mr. Nguyen Xuan Hieu	1982	Bachelor of Economics in Accounting Auditing
3	Ms. Le Thi Quyet	1961	Bachelor of economics in finance and accounting

❖ **The results of the election of members of the Board of Supervisors**

No.	Full name	Year of birth	Qualification
1	Ms. Pham Thi Thuy Tien	1986	Bachelor of Economics, Bachelor of Laws, Auditor Certificate (CPA Vietnam)
2	Ms. Phan Thi Thanh Xuan	1962	Bachelor of Economics in Accounting

Article 2. This Resolution was approved by the General Meeting of Shareholders of Construction Investment Corporation (3-2) at its Annual General Meeting of Shareholders in 2017 on April 21st, 2017 with the voting rate of 100% and is effective from April 21st, 2017.

Articl 3. The Company's shareholders, members of the Board of Management, Board of Supervisors and the Board of Directors of the Company are responsible for the implementation of this Resolution and organize the implementation according to their functions in accordance with the current law, the company charter and this resolution.

Recipients :

- SSC and HOSE
- Shareholder of C32 via website;
- Board of Management, Board of Supervisors and Board of Directors;
- Saved in VT, TK.

ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS

CHAIRPERSON

[Handwritten Signature]


Vo Van Lanh

**XÁC NHẬN CỦA CÔNG TY TNHH
DỊCH THUẬT CHUẨN**

**CONFIRMATION OF EXACT
TRANSLATION COMPANY LIMITED**

Xác nhận ông Ngô Ngọc Ánh, CMND số 011943796 do Công an Tp Hà Nội cấp ngày 07/05/1996, đã ký trước mặt tôi tại Công ty Cổ phần Dịch Thuật Chuẩn đã dịch văn bản đính kèm trên.

This is to certify that Mr. Ngo Ngoc Anh, ID card No. 011943796 issued by Hanoi Public Security dated 07/05/1996, signed in my presence in Exact Translation Company Limited for translation of the above attached documents.

Số chứng nhận: 2404 /DTC-CK

Certification No.: 2404 /DTC-CK

Ngày: 24/04/2017

Date: 24/04/2017

THAY MẶT GIÁM ĐỐC

ON BEHALF OF DIRECTOR

**TRƯỞNG ĐẠI DIỆN VĂN PHÒNG SÀI GÒN
CHIEF REPRESENTATIVE OF SAI GON OFFICE**

(Ký và ghi rõ họ tên)

(Signed and full name)



NGUYỄN THỊ HẢO

Tôi Ngô Ngọc Ánh, CMND số 011943796 do Công an Tp Hà Nội cấp ngày 07/05/1996, cam kết đã dịch chính xác, phù hợp nội dung văn bản đính kèm từ Tiếng Việt sang Tiếng Anh và hoàn toàn chịu mọi trách nhiệm về bản dịch.

I, Ngo Ngoc Anh, ID card no. 011943796 issued by Hanoi Public Security dated 07/05/1996, guarantee that translated document is accurate and appropriate to attached document contents from Vietnamese to English and I am completely responsible for the translated document.



**NGƯỜI DỊCH
TRANSLATOR**

NGÔ NGỌC ÁNH

BẢN DỊCH

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

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Số: 01/BB-DHDCD

Binh Duong, April 21st, 2017

**MINUTE
OF THE GENERAL MEETING OF SHAREHOLDERS 2017**

Company name: Construction Investment Corporation 3-2

Address of headquarters: No. 45A Nguyen Van Tiet Street, Lai Thieu ward, Thuan An town, Binh Duong province

Business license No.: 3700146225 issued by the Department of Planning and Investment of Binh Duong province for the first time dated 24/12/2008 and 08th change dated 31/05/2016.

Time and place: At 8:40 pm on 21/04/2017 at the Hall of Construction Investment Corporation, address: 45A Nguyen Van Tiet, Lai Thieu Ward, Thuan An town, Binh Duong province. The General Meeting of Shareholders (GMS) 2017 of the Company is conducted with the following specific contents:

➤ Mr. Nguyen Hoang Diep shall control the opening ceremony and introduce members who attend the Annual General Meeting of Shareholders in 2017 of Construction Investment Corporation 3-2 (Company):

I. Members attending the Meeting:

1. Members of Board of Management (BOM), Board of Supervisors (CB) and Board of Directors (BOD):

Board of Management:

- Mr. Vo Van Lanh - Chairman of the BOM
- Mr. Nguyen The Phi - Member of the BOM
- Mr. Nguyen The Su - Member of the BOM
- Mr. Phan Thanh Duc - Member of the BOM
- Mr. Huynh Huu Hung - Member of the BOM

Board of Supervisors:

- Mr. Nguyen Mai Khanh Trinh - Head of Board of Supervisors
- Mr. Van Hoang Tung - Member of Board of Supervisors
- Mr. Ly Thanh Chau - Member of Board of Supervisors

Board of Directors:

- Mr. Vo Van Lanh - General Director
- Mr. Tran Van Binh - Deputy General Director
- Mr. Nguyen Xuan Hieu - Chief Accountant

2. Shareholders and representatives of shareholders attending the Meeting:

➤ Mr. Van Hoang Tung – the Member of Board of Supervisors read the report on the results of checking shareholder status.

At the opening time of the Meeting, there were 134 participants, representing 6,157,613 shares / 11,200,000 shares, accounting for 54.98% of ordinary shares entitled to attend the meeting. In particular, the number of shareholders attending directly is 22 shareholders, owing 496,490 shares, the number of authorized shareholders is 112 shareholders, owning 5,661,123 shares. The total number of attendees representing the number of shareholders who are eligible for the meeting according to the provisions of the Enterprise Law and the charter of the Company.

➤ Mr. Nguyen Hoang Diep announces the opening of the Meeting and introduces the voting members of the Presidium, the Secretariat and the Vote Counting Committee:

❖ **Opening the Meeting:**

- Mr. Nguyen Hoang Diep introduces the Presidium, including:
- Mr. Vo Van Lanh - Chairman and CEO - Chairman of the meeting.
 - Mr. Nguyen The Phi - Member of the BOM
 - Mr. Nguyen Mai Khanh Trinh - Head of Board of Supervisors

The Secretariat includes:

- Mr. Lu Minh Quan - Head of Secretariat
- Mr. Duong Van Quoc - Member

- Ms. Nguyen Thi Minh Nguyet - Member

Vote Counting Committee includes:

- Mr. Van Hoang Tung - Head of Vote Counting Committee

- Mr. Do Viet Cuong - Member

- Mr. Phan Huy Thuan - Member

- Mr. Le Thai Tu - Member

- Mr. Bui Le Minh - Member

- Mr. Tran Trung Hieu - Member

- Ms. Do Thi Ngoc Huyen - Member

- Ms. Vo Thi Mai Huyen - Member

The Meeting has unanimously passed the list of Presidium, Secretariat, Vote Counting Committee at the rate of 100% in the form of voting cards *without other opinion*.

II. Contents presented in the Meeting:

➤ Chair - Mr. Vo Van Lanh invited Mr. Nguyen Hoang Diep to adopt the Regulations of the Meeting.

➤ Chair: Passed the program of the Meeting with the following contents:

1. Report of activities of BOM in 2016 and orientation of activities in 2017: Business result in 2016 and Business Plan in 2017.

2. Report of activities of Board of Supervisors in 2016 and orientation of activities in 2017.

3. Statement of Audited Financial Statements of 2016.

4. Statement on distribution of profit and dividend in 2016; Plan of distribution of profit and dividend in 2017.

5. Statement on remuneration for the Board of Directors, Board of Supervisors, Secretary, members of subcommittees of the Board of Management in 2016; Plan of remuneration in 2017.

6. Statement on the plan to issue bonus shares to existing shareholders to increase the charter capital of the Company.



7. Statement on the plan to issue shares under the Employee Stock Option Program (ESOP).

8. E-voting application for shareholder's comments in writing and approval of the contents of the General Meeting of Shareholders and the Regulation on the conduct of electronic voting.

9. Statement on approving the title of Chairman of the Board of Management cum CEO in 2017.

10. Statement on selecting independent auditing company to review financial statements for the first 6 months of 2017 and auditing financial statements of 2017.

11. Statement of dismissal and election of additional members of the Board of Management.

12. Statement of dismissal and election of additional members of the Board of Supervisors.

13. The Meeting discuss, Chairman answers and voting is made through the Report and Statements.

14. Shareholders, groups of shareholders introduce candidates for additional members of the Board of Management and Board of Supervisors.

15. The Meeting approves the list of candidates to elect additional members of the BOM, BOS.

16. Shareholders vote.

17. Results of additional election of members of BOM and BOS.

18. Newly elected members of the BOM and BOS debuted at the Meeting.

19. Approval of the minutes of the General Meeting.

20. Summing up and closing the General Meeting.

❖ The General Meeting unanimously approved the content of its Program and the Regulations of the Meeting at the rate of 100% in the form of voting cards and *no other opinion*.

III. The process of the Meeting:

➤ Mr. Nguyen The Phi, on behalf of the Board of Management, presented:

1. Report of activities of BOM in 2016 and orientation of activities in 2017: Business result in 2016 and Business Plan in 2017 (*details attached to the documents of the General Meeting*).

➤ Mr. Nguyen Mai Khanh Trinh- Head of Board of Supervisor, presented

2. Report of activities of BOS in 2016 and orientation of activities in 2017 (*details attached to the documents of the General Meeting*).

➤ Mr. Nguyen The Phi, on behalf of the Board of Management, approved the following statements:

3. Audited Financial Statements of 2016 (*details attached to the documents of the General Meeting*).

4. Distribution of profit and dividend in 2016; Plan of distribution of profit and dividend in 2017 (*details attached to the documents of the General Meeting*).

5. Remuneration for the Board of Directors, Board of Supervisors, Secretary, members of subcommittees of the Board of Management in 2016; Plan of remuneration in 2017(*details attached to the documents of the General Meeting*).

6. Plan to issue bonus shares to existing shareholders to increase the charter capital of the Company (*details attached to the documents of the General Meeting*).

7. Plan to issue shares under the Employee Stock Option Program (ESOP) (*details attached to the documents of the General Meeting*).

8. E-voting application for shareholder's comments in writing and approval of the contents of the General Meeting of Shareholders and the Regulation on the conduct of electronic voting (*details attached to the documents of the General Meeting*).

9. Approving the title of Chairman of the Board of Management cum CEO in 2017 (*details attached to the documents of the General Meeting*).

10. Dismissal and election of 03 additional members of the Board of Management (*details attached to the documents of the General Meeting*).

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➤ Mr. Nguyen Mai Khanh Trinh- Head of Board of Supervisor, presented following statements:

11. Selecting independent auditing company to review financial statements for the first 6 months of 2017 and auditing financial statements of 2017(*details attached to the documents of the General Meeting*).

12. Dismissal and election of 02 additional members of the Board of Supervisor (*details attached to the documents of the General Meeting*).

❖ The General Meeting discussed and the Chairman answered and votes were made on the presented contents

After the members of the Presidium presented the contents of the Meeting, the Chairman controlled the Meeting to discuss issues of concern of shareholders.

❖ Shareholders' opinion:

➤ Opinion of Mr. Tuan, one shareholder from Vietcombank Securities Company: Profit of Quarter 1, 2017 decreased, so profit of 2017 is guaranteed or not; Extension of Tan Dong Hiep stone mine is eligible or not. Currently, the Company is investing in Mien Dong JSC (MDG), so what is the purpose of investing in MDG, MDG has a quarry or not; The company is holding shares of Hoa An Corporation (DHA), so the Company plans to increase the proportion of DHA shares or not.

➤ Opinion of Mr. Nghia, one shareholder representation for foreign shareholder group: In recent years, the Company has always been profitable. In 2016, the company started to invest in Hoa An Joint Stock Company - stone industry. Long An Thu Duc Concrete Joint Stock Company – concrete industry and Mien Dong Joint Stock Company-construction industry, so, what is the contribution of these three companies to the C32; In terms of investment, we suggest not only to the level of alignment but to the acquisition; In terms of dividend payment, in 2016 the company paid 24% in cash, I propose to issue bonus shares up to 20% because dividend payment in cash increased not much.

➤ Opinion of Mr. Nguyen The Phi, one shareholder representing for the shareholder group of Ha Noi: Propose to increase the bonus share from 10:1 to 10:2.

❖ **Feedback of the Presidium:**

- Profit of Quarter 1, 2017 decreased because it fell on the Lunar New Year and the construction has not been implemented after Lunar New Year. However, the profit of Tan Dong Hiep quarry is very high at 40%. In March, 2017, the turnover from stone reached 25 billion VND which is the highest ever. In terms of construction, the Company has a policy of transferring from public to private capital, we shall know it later.

- Regarding the license to extend the quarry mining, the Company is jointly operating with Binh Duong Mineral Joint Stock Company, so it is joint license. The survey results to take idea of residents of the quarry region on extending the quarry until 2019 with the consensus of the people is very high. After the press reflected on the operation of the quarry, the inspection team of the province checked yesterday. After the results of the inspection, the Company will continue the procedures for extension of the license. In case of non-renewal, the company will exploit with enough reserves to produce in 2018.

- Regarding investment outside the Company, the Company agrees with the opinion of the group of foreign shareholders on acquisition of enterprises in the same industry. Mien Dong Joint Stock Company has a model of operation which is similar to C32, including business of construction stone, construction and real estate. Mien Dong Joint Stock Company has land and many properties with a quarry of about 40 hectares in Binh Duong. Although its quality of stone is not as qualified as Tan Dong Hiep mine but it has one good development potential.

- Hoa An Corporation (DHA) is a major shareholder of DHA. The Company also plans to raise the rate but there are many people, big shareholders want to increase the ownership rate. If the share price increase highly, investment is not effective, so the company will stop at a high proportion of shareholders.



Depending on the market situation, the Company will have the following plans accordingly.

- Thu Duc - Long An Centrifugal Concrete Joint Stock Company (TDLA) has one favorable position on waterway and road, its business situation in 2016 is satisfactory with the revenue of nearly 500 billion VND, profit is over 26 billion VND. In 2016, the Company also has a policy of investing in TDLA to meet the target of becoming an associate company of C32.

- Associate companies and subsidiaries is related to many issues of management and finance, if the machinery is not working well, it will affect the reporting and information disclosure, so it should be only associate companies in the next coming time.

- Regarding the issuance of bonus shares to existing shareholders, the Company agrees to increase from 10% to 20%; On the issue of shares under the program selected for employees, the Company also wish that shareholders shall approve to recognize the contribution of employees.

❖ The Meeting approved the presented contents :

The chairperson proposes to the General Meeting to vote by voting on the contents presented.

The General Meeting conducted the voting, the shareholders vote in the ballot box. The Vote Counting Committee conducts the counting of votes.

13. Electing additional members of the Board of Management and Board of Supervisors for the term of 2014-2019:

- The chairperson invited Mr. Nguyen Mai Khanh Trinh to disseminate the Regulation on additional election of members of BOM and BOS.

- Chairperson: Report the list of candidates nominated by shareholders to the Company and direct the General Meeting to nominate candidates to elect additional members of Board of Management and Board of Supervisors: Up to now, the Company has not received any candidature or nomination for 03 positions of BOM and BOS and 02 positions of BOS. At the Meeting today, it is suggested that qualified shareholders or groups of shareholders shall nominate themselves or nominate candidates the above positions.

➤ The shareholders at the meeting do not nominate any candidates. The current BOD and the BOS is required to nominate candidates for the above positions.

➤ Chairperson: Suggesting the current BOD and the BOS to introduce candidates to the General Meeting to elect 03 BOM members and 2 BOS members.

➤ Mr. Phi, representative of the Board of Management approved the list of candidates for the Board of Management, including:

- Mr. Tran Van Binh, born in 1965; Bachelor of Economics (CV attached).

- Mr. Nguyen Xuan Hieu, born in 1982; Bachelor of Economics (Auditing), (CV attached).

- Mrs. Le Thi Quyet, born in 1961; Bachelor of Finance and Accounting (CV attached).

➤ Mr. Trinh - Head of Board of Supervisors approved the list of candidates of the Board of Supervisors, including:

- Mrs. Pham Thi Thuy Tien, born in 1986; Bachelor of Economics, Bachelor of Law, Auditor Certificate (CPA Vietnam).

- Mrs. Phan Thi Thanh Xuan, born in 1962; Bachelor of Economics in Accounting (CV attached).

❖ The Meeting unanimously approved the voting regulation at the rate of 100% in the form of voting cards and had no other opinion.

❖ The Meeting unanimously approved the list of BOM and BOS members proposed by the current BOM and the BOS at 100% in the form of voting cards and no other opinion.

➤ The Chairperson invited the Vote Counting Committee to distribute votes to shareholders to vote. Shareholders voted in the ballot box. The vote counting committee conducts a counting of the votes and the Meeting took a break.

After the break, the Meeting continued to work.

❖ **Result of vote counting:**

➤ Mr. Van Hoang Tung - Head of the vote counting committee announces the vote count results:

Based on the minutes of vote counting, the contents have been approved and approved by the General Meeting of Shareholders as follows:

1. Content 1: Report on activities of the Board of Management in 2016 and Orientation of activities in 2017 with some main targets as follows:

1.1. Business results according to audited financial statements of 2016:

No.	Item	Unit	Planned	Implemented	Rate (Planned/Implemented)
I. Financial indicators:					
1	Charter capital	Billion dongs	112,00	112,00	100%
2	Revenue from business production	Billion dongs	550,00	520,27	95%
3	Profit before tax	Billion dongs	101,80	116,54	114%
4	Profit after tax	Billion dongs	79,00	93,33	118%
5	Net profit margin	%	14,36%	17,94%	125%
6	Profit after tax /Charter capital	%	70,54%	83,33%	118%
7	Earnings per share	Dongs/share	7.054	8.333	118%
8	Rate of dividend distribution	%/Charter capital	24	24	100%
9	Corporate income tax	Billion dongs	22,80	23,21	102%
II. Total investment		Billion dongs	129,86	138,73	107%
1	Capital Investment	Billion dongs	56,00	60,30	108%
2	Investment in machines, equipment, tools	Billion dongs	18,86	18,58	99%
3	Financial investment - Investment in businesses of	Billion dongs Billion	55,00	59,85	109%

	<i>the same industry</i> <i>- Investment in finance of businesses of the same industry</i>	<i>dongs</i> <i>Billion dongs</i>		44,96 14,89	
III. Indicators of labor, income and training:					
1	Average income	Million dongs/person/month	8,50	9,00	106%
2	Average labor productivity	%	+10%	-11%	+89%
3	Training	Million dongs/course	178,8/ 20 courses	171/ 26 courses	106%

1.2. Plan of business production of 2017:

NO.	ITEM	UNIT	IMPLEMENTED IN 2016	PLAN IN 2017	% +/- Compared to 2016
I. Financial indicators:					
1	Charter capital	Billion dongs	112,00	136,640	22%
2	Revenue from business production	Billion dongs	520,27	620,00	19%
3	Profit before tax	Billion dongs	116,54	114,00	-2%
4	Profit after tax	Billion dongs	93,33	90,00	-4%
5	Net profit margin	%	17,94%	14,52%	-19,06%
6	Profit after tax/ Charter capital	%	83,33%	80,36%	-3,6%
7	Earnings per share	Dongs/share	8.333	8.036	-4%
8	Rate of dividend distribution	%/Charter capital	24	24	0%
9	Corporate income tax	Billion dongs	29,28	24,00	-18%
II. Total investment:		Billion dongs	138,73	170,95	23%

1	Capital Investment	Billion dongs	60,30	82,56	37%
2	Investment in machines, equipment, tools	Billion dongs	18,58	12,31	-34%
3	Financial investment	Billion dongs	59,85	76,07	27%
	+ Investment in businesses of the same industry	Billion dongs	44,96	46,07	
	+ Investment in finance of businesses of the same industry	Billion dongs	14,89	30,00	
III. Indicators of labor, income and training:					
1	Average income	Million dongs/person/month	9,00	9,00	0%
2	Average labor productivity	%	-11%	+5%	+5%
3	Training	Million dongs/course	171/ 26 courses	125,3/ 14 courses	-27%

Result of voting:

+ The number of votes in favor: 100%.

2. Content 2: Report on activities of the Board of Supervisors in 2016 and orientation for operation in 2017.

Voting results:

+ The number of votes in favor: 100%.

3. Content 3: Audited financial statement 2016

Voting results:

+ The number of votes in favor: 100%.

4. Content 4: Profit distribution and dividend payment in 2016; Plan of profit distribution and dividend payment in 2017

4.1. Profit distribution and dividend payment in 2016

No.	Item	Ratio	Amount
I	Profit after tax		93,326,589,044
II	Reserve funds	34%/ Profit After Tax	31,731,040,275

1	<i>Development Fund</i>	27%/ Profit After Tax	25,198,179,042
2	<i>Bonus and Welfare Fund</i>	5%/ Profit After Tax	4,666,329,452
3	<i>Reward Fund of Management Board</i>	2%/ Profit After Tax	1,866,531,781
III	Payment of corporate dividends in cash	24%/ Charter capital	26,880,000,000
IV	Undistributed profit after tax		34,715,548,769
V	Profit after tax not distributed until late last year		85,865,417,278
VI	Total undistributed profit after tax		120,580,966,047

Note: (2016 dividend has been paid in advance of 12% / share, 01 share received 1,200 dong on December 09th, 2016).

4.2. Plan of Profit distribution and dividend payment in 2017

No.	Item	Ratio	Amount
I	Net total revenue		620,000,000,000
II	Profit before tax		114,000,000,000
III	Corporate income tax		24,000,000,000
IV	Profit after tax		90,000,000,000
V	Reserve funds	34%/ Profit After Tax	30,600,000,000
1	<i>Development Fund</i>	27%/ Profit After Tax	24,300,000,000
2	<i>Bonus and Welfare Fund</i>	5%/ Profit After Tax	4,500,000,000
3	<i>Reward Fund of Management Board</i>	2%/ Profit After Tax	1,800,000,000
VI	Payment of corporate dividends	24%/ charter capital	32,793,600,000
VII	Undistributed remaining profit		620,000,000,000

Note:

Company dividend in 2017 is expected to pay at the rate of 24% / Charter capital in cash.

Annual General Meeting of Shareholders in 2017 agreed to authorize the Board of Management to decide the time to pay dividends in 2016 (the remaining

12% / Charter capital) and to pay dividends in 2017 according to the financial situation of the Company.

Voting results:

- + The number of votes in favor: 99.92%.
- + The number of disapproval votes: 0%.
- + The number of votes with no opinion: 0.08%.

5. Content 5: Remuneration for the Board of Management, Board of Supervisors, Corporate Secretary, members of the Subcommittees of the Board of Management in 2016 and the Plan of Remuneration in 2017 as follows:

5.1. Remuneration for the Board of Management, Board of Supervisors, Corporate Secretary, members of the Subcommittees of the Board of Management in 2016 is 2% of Profit after tax of 2016, equivalent to $93,326,589,044 \times 2\% = 1,866,531,781$ VND.

5.2. The plan of Remuneration for the Board of Management, Board of Supervisors, Corporate Secretary, members of the Subcommittees of the Board of Management in 2016 is 2% of Profit after tax.

Voting results:

- + The number of votes in favor: 99.96%.
- + The number of disapproval votes: 0%.
- + The number of votes with no opinion: 0.04%.

6. Content 6: Issuance of shares to existing shareholders to increase charter capital of the company (issuing bonus shares) with details as follows:

- Name of stock: Construction Investment Corporate 3-2
- Type of stock: Common stock
- Face value of shares: 10,000 VND / share
- Current charter capital: 112,000,000,000 dong
- Number of shares issued: 11,200,000 shares

Where: + *Outstanding shares: 11,200,000 shares*

+ *Number of treasury shares: 0 shares*

- Expected charter capital's increase

+ *Charter capital before issuance: 112,000,000,000 dong*

+ *Expected charter capital to increase:* 22,400,000,000 dong

+ *Charter capital after issuance:* 134,400,000,000 dong

- Form of issue: shares are issued to increase share capital from equity in 2016.

- Objects of issuance: Existing shareholders in the list of shareholders at the closing date of the shareholder. The time to close the list of shareholders is authorized by the General Meeting of Shareholders to authorize the Board of Management to decide.

- Number of shares to be issued: 2,240,000 shares

- Value of issued shares at face value: 22,400,000,000 VND (In words: *Twenty two billion, four hundred million Vietnamese dong only*).

- Proportion of number of shares expected to be issued / total outstanding shares: 20%

- Exercise ratio: 10:2, every shareholder owning 01 share shall have 01 right to receive additional shares. Ten rights of receiving additional shares will receive 02 new shares. The number of additional shares will be rounded down to the unit, the decimal fraction (if any) will be canceled.

- Plans for dealing with odd shares arising (if any): The number of shares issued to increase share capital from owners' equity will be rounded down to the units, the decimal fraction (if any) will be canceled.

*Example: Shareholder A owns 108 shares at the closing date of the shareholder list. With the exercise ratio of 10:2, shareholder A receives $(108/10 * 2 = 21.6)$ 21 new shares. According to the calculation principle, shareholder A receives 21 new shares. The odd number of 0.6 shares will be canceled.*

- Capital: Development Investment Fund in accordance with the audited financial statements of 2016.

- Implementation time: After the approval of SSC, it is expected to implement in the second and third quarter of 2017

- Approved the change of charter capital on the company charter and authorized the Board of Management to amend the certificate of business

registration with the Department of Planning and Investment of Binh Duong province after the report on the result of offering to the SSC.

- Approved the additional securities registration with the VSD and additional listing registration with the Ho Chi Minh Stock Exchange (HSX)

- General Meeting of Shareholders authorizes the BOM to perform the following issues related to the issuance:

- + *Select the date of closing the list of shareholders to implement the Plan as above;*

- + *Complete the amendment of the Charter of organization and operation of the Company (due to change of charter capital) after reporting on issuance to the SSC.*

- + *Carry out the procedure for changing charter capital and adjusting the business registration certificate at the Department of Planning and Investment of Binh Duong Province after reporting on issuance to the SSC.*

- + *Carry out related procedures with State Securities Commission, Securities Depository Center, Ho Chi Minh City Stock Exchange and Binh Duong Department of Planning and Investment.*

- + *Other matters related to the issuance of shares to ensure the successful issuance of shares to increase the charter capital.*

Voting results:

- + The number of votes in favor: 100%.

7. Content 7: Issuing the shares under Employee Stock Option Program (ESOP) with details as follows.

- Name of stock: Construction Investment Corporation 3-2
- Type of stock: Common stock
- Denomination: 10,000 VND / share
- Total number of outstanding shares: 11,200,000 shares
- Number of shares expected to issue: 224,000 shares, representing 2% of the total number of outstanding shares
- Issue price: 20,000 VND / share



- Principles of determining the selling price: Authorizing the Board of Directors to set up the principle of determining the selling price.

- Total value of issuance at face value: 2,240,000,000 VND

- Total volume of mobilized capital at the estimated selling price: 4,480,000,000 VND

- Expected Charter capital increase:

+ *Charter capital before issuance:* 112,000,000,000 dong

+ *The number of Charter capital is expected to increase:* 2,240,000,000 dong

+ *Charter capital after issue:* 114,240,000,000 dong

- The plan to use the proceeds from the issuance: All proceeds from the issuance will be used to supplement working capital for the company's production and business activities. The detailed capital use plan will authorize the BOM to decide.

- Issuance method: Issuance of shares under Employee Stock Option Program (ESOP).

- Object of issuance: BOM is authorized to approve the criteria and list of employees eligible to participate in the share issue program for employees, the principle of determining the number of shares distributed to each employee.

- Purpose of release: Recognize the contribution and sticking of the employees, stabilized personnel, improve the working spirit and dedication of employees so that they can contribute to the development of the Company;

- Implementation time: Expected in 2017 after being approved by the State Securities Commission.

- Transfer Terms: Shares issued under the ESOP are limited to transfer within two years from the date of completion of the offering.

- Handling of unsold shares: The General Meeting of Shareholders authorizes the BOM to distribute the shares to other employees in accordance with the purpose of the program.

- General Meeting Shareholders authorizes the BOM to:

+ Carry out the necessary procedures related to the implementation of the plan of issuing shares under the ESOP in accordance with the applicable laws and the Company's Charter.

+ Decide to approve the principle of determining the selling price, the number of shares to be distributed to each object and the list of employees eligible for participation in the program.

+ Deal with the number of unsold shares and re-distribute the number of shares purchased under the conditions and ways that the BOM found appropriate.

+ Carry out procedures for additional securities registration at the Vietnam Securities Depository Center;

+ Carry out the procedures for listing additional shares issued at the Ho Chi Minh City Stock Exchange. Ho Chi Minh;

+ Complete the amendment of the Charter of organization and operation of the Company (due to change of charter capital) after reporting on issuance to the SSC.

+ Carry out the procedure for changing charter capital and adjusting the business registration certificate at the Department of Planning and Investment of Binh Duong Province after reporting on issuance to the SSC.

+ Carry out related procedures with State Securities Commission, Securities Depository Center, Ho Chi Minh City Stock Exchange and Binh Duong Department of Planning and Investment.

+ Other matters related to the issuance of shares to ensure the successful issuance of shares to increase the charter capital.

Voting results:

+ The number of votes in favor: 98.42%.

+ Number of disapproval votes: 1.58%.

+ Number of unconfirmed votes: 0%.

8. Content 8: Use the electronic voting service (E-voting) to collect shareholders' opinions in writing, pass the contents of the General Meeting of Shareholders and the Regulation on the conduct of electronic voting.

Voting results:

+ The number of votes in favor: 100%.

9. Content 9: Approval of the position of Chairman and General Director of the Company in 2017.

Voting results:

+ The number of votes in favor: 98.37%

+ The number of disapproval votes: 1.54%.

+ The number of unconfirmed votes: 0.09%.

10. Content 10: AASC Auditing Company Limited is selected to be independent auditing company to review the financial report for the first 6 months of 2017 and auditing the financial statement of 2017.

Voting results:

+ The number of votes in favor: 100%.

11. Content 11: Dismissing members of the Board of Management to Mr. Nguyen The Su, Mr. Phan Thanh Duc and Mr. Huynh Huu Hung.

Voting results:

+ The number of votes in favor: 99.92%.

+ The number of disapproval votes: 0%.

+ Number of votes with no opinion: 0.08%.

12. Content 12: Dismissing the members of the Board of Supervisors to Mr. Nguyen Mai Khanh Trinh and Mr. Ly Thanh Chau.

Voting results:

+ The number of votes in favor: 99.92%.

+ The number of disapproval votes: 0%.

+ Number of votes with no opinion: 0.08%.

13. Content 13: Results of additional election of members of the Board of Management and the Board of Supervisors for the term 2014-2019, including:

❖ **Results of election of additional members of the BOM:**

- Total votes released: 146 votes;
- Total number of votes received: 146 votes;
- Valid votes: 144 votes;

- Invalid votes: 0 votes;
- Blank votes: 2 votes.

No.	Full name	Number of votes	Rate
1	Mr. Tran Van Binh	6,229,663	32.88%
2	Mr. Nguyen Xuan Hieu	6,239,533	32.93%
3	Ms. Le Thi Quyet	6,429,013	33.93%

❖ **Results of election of additional members of the BOS:**

- Total votes released: 146 votes;
- Total number of votes received: 146 votes;
- Valid votes: 145 votes;
- Invalid votes: 1 vote;
- Blank votes: 0 votes.

No.	Full name	Number of votes	Rate
1	Ms. Pham Thi Thuy Tien	6.279.853	49,71%
2	Ms. Phan Thi Thanh Xuan	6.157.973	48,75%

❖ **The results of the election of members of the Board of Management**

No.	Full name	Year of birth	Qualification
1	Mr. Tran Van Binh	1965	Bachelor of Economics
2	Mr. Nguyen Xuan Hieu	1982	Bachelor of Economics in Accounting Auditing
3	Ms. Le Thi Quyet	1961	Bachelor of economics in finance and accounting

❖ **The results of the election of members of the Board of Supervisors**

No.	Full name	Year of birth	Qualification
1	Ms. Pham Thi Thuy Tien	1986	Bachelor of Economics, Bachelor of Laws, Auditor Certificate (CPA Vietnam)
2	Ms. Phan Thi Thanh Xuan	1962	Bachelor of Economics in Accounting

Thus, the General Meeting of Shareholders approved all 13 contents.

BOM and BOS debuted the Meeting.

3. Closing the Meeting:

➤ On behalf of the Secretariat, Mr. Duong Van Quoc passed the Minutes and Draft of Resolution of the Annual General Meeting of Shareholders in 2017.

➤ Chairperson took ideas to passes the Minute and Resolution of the Meeting.

❖ The Meeting unanimously approved the Minute and Resolution of the Meeting at the rate of 100% in the form of voting cards and no other opinion.

The meeting ends at 12:20 am on the same day, the Chairperson and the Secretariat undersigned together.

ON BEHALF OF THE
SECRETARIAT
HEAD OF SECRETARIAT



Lu Minh Quan

ON BEHALF OF THE
GENERAL MEETING OF
SHAREHOLDERS
CHAIRPERSON



Vo Van Lan



**XÁC NHẬN CỦA CÔNG TY TNHH
DỊCH THUẬT CHUẨN**

**CONFIRMATION OF EXACT
TRANSLATION COMPANY LIMITED**

Xác nhận ông Ngô Ngọc Ánh, CMND số 011943796 do Công an Tp Hà Nội cấp ngày 07/05/1996, đã ký trước mặt tôi tại Công ty Cổ phần Dịch Thuật Chuẩn đã dịch văn bản đính kèm trên.

This is to certify that Mr. Ngo Ngoc Anh, ID card No. 011943796 issued by Hanoi Public Security dated 07/05/1996, signed in my presence in Exact Translation Company Limited for translation of the above attached documents.

Tôi Ngô Ngọc Ánh, CMND số 011943796 do Công an Tp Hà Nội cấp ngày 07/05/1996, cam kết đã dịch chính xác, phù hợp nội dung văn bản đính kèm từ Tiếng Việt sang Tiếng Anh và hoàn toàn chịu mọi trách nhiệm về bản dịch.

I, Ngo Ngoc Anh, ID card no. 011943796 issued by Hanoi Public Security dated 07/05/1996, guarantee that translated document is accurate and appropriate to attached document contents from Vietnamese to English and I am completely responsible for the translated document.

Số chứng nhận: 2404 /DTC-CK

Certification No.: 2404 /DTC-CK

Ngày: 24/04/2017

Date: 24/04/2017

THAY MẶT GIÁM ĐỐC

ON BEHALF OF DIRECTOR

**TRƯỞNG ĐẠI DIỆN VĂN PHÒNG SÀI GÒN
CHIEF REPRESENTATIVE OF SAI GON OFFICE**

**NGƯỜI DỊCH
TRANSLATOR**

(Ký và ghi rõ họ tên)

(Signed and full name)



NGUYỄN THỊ HẢO

NGÔ NGỌC ÁNH