

BẢN DỊCH

No: 01 /TTr-HĐQT

Binh Duong, March 23, 2018

LETTER OF REPRESENTATION

At the Annual General Meeting of Shareholders in 2018

To: General Assembly of Construction Investment Corporation 3-2.

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

Pursuant to the Charter of Construction Investment Corporation 3-2 (C32);

According to Resolution No. 05 / NQ-HĐQT dated March 19, 2018 of the Board of Directors approving the content of the Annual General Meeting of Shareholders (GMS) in 2018. Now, The administration council submit General Meeting of Shareholders as following:

Content 1: The company's 2017 financial statements have been audited by AASC Auditing Company Limited (*see attached report for details*).

Content 2: Corporate administration situation Report in 2017 (*See detailed report attached to the meeting documents*).

Content 3: Report on activities of the administration council in 2017 and orientation and plan in 2018 with the following main targets: (*see detailed report attached to the meeting documents*).

1. Business results according to the audited financial statement in 2017:

No	INDICATOR	UNIT PRICE	PLAN	PERFORM	RATING (TH/KH)
I. Financial indicators:					
1	Charter capital	Billions	112,000	136,640	122%
2	Turnover from production and business activities	Billions	620,00	560,10	90%
3	Profit before tax	Billions	114,00	114,68	101%
4	Profit after tax	Billions	90,00	91,65	102%
5	Basic earnings per share	Dong/share	6.587	6.763	102%
6	Dividend payout ratio	%/ Charter capital	24	24	100%
7	Corporate income tax	Billions	24,00	23,00	96%
II. The total value of investment:		Billions	Billions	195,57	114%

Stamp: * M.S.V.P. Đ.Đ. 0107046
VĂN PHÒNG ĐẠI BIỂU
TẠI THÀNH PHỐ HỒ CHÍ MINH
TRÁCH NHIỆM DỊCH THƯ
QUẬN 3 - TP. HCM

1	Basis construction investment	Billion	72,02	22,91	-70%
2	Đầu tư MM, equipments, Tools	Billion	15,56	43,50	180%
3	Financial investment	Billion	107,99	36,50	-66%
	- Invest in the same business	Billion	107,99	36,50	-66%
	- Investment in the same Organizations / enterprise	Billion	0	0	

III. Labor norms, income and training:

1	Average labor productivity	Billion/person /year	1,246	1,422	14,1%
2	Average income	Billion/person /year	9,50	9,70	2%
3	Training	Course	13	18	38%
		Millions	108,83	136,00	24%

Content 4: Report on activities of the Supervisory Board (BOS) in 2017 and direction of activities in 2018.

Content 5: Profit distribution plan and payment for dividends in 2017; The dividend payment plan in 2018 as follows:

1. Profit distribution plan and dividend payment in 2017:

Unit: VND

No	Indicator	rate	amount
1	Profit after tax		91,653,298,035
2	Appropriate funds	34%/ LNST	31,162,121,332
-	<i>Development investment Fund</i>	<i>27%/ LNST</i>	<i>24,746,390,469</i>
-	<i>Bonus and welfare fund</i>	<i>5%/ LNST</i>	<i>4,582,664,902</i>
-	<i>Reward Fund of Management Board of general meeting</i>	<i>2%/ LNST</i>	<i>1,833,065,961</i>
3	Dividend payment in cash	24%/ VDL	32,793,580,800
4	Rest profit after tax is not distributed		27,697,595,903
5	Rest profit after tax was not distributed cumulatively until the end of last year		120,580,966,047
6	Total after tax profit is not distributed		148,278,561,950

Note:

(Dividend payment in 2017 12% / share, 01 shares received 1,200 VND on 22/11/2017).

1. Profit distribution plan and dividend payment in 2018:

Đơn vị tính: Đồng VN

No	Indicator	rate	amount
1	Total net revenue		680,000,000,000
2	Profit before tax		144,000,000,000
3	Corporate income tax		29,000,000,000
4	Profit after tax		115,000,000,000
5	Appropriate funds	34%/ LNST	39,100,000,000
-	Development investment Fund	27%/ LNST	31,050,000,000
-	Bonus and welfare fund	5%/ LNST	5,750,000,000
-	Reward Fund of Management Board of general meeting	2%/ LNST	2,300,000,000
6	Share the Dividend of company	24%/ VDL	32,793,580,800
7	Remaining profit not yet distributed		43,106,419,200

Note:

Company dividend in 2018 is expected to pay at the rate of 24% / charter capital, the form of payment in cash. (It is expected that the dividend payment for the company in 2018 will increase from VND 32,793,580,800 to VND 36,072,938,880 if the General Meeting of Shareholders approves the issuance of 1,366,399 bonus shares for existing shareholders, will increase from 136,639,920,000 to 150,303,912,000 VND).

Annual General Meeting of Shareholders in 2018, agreed to authorize the Administration council to decide the dividend payment period in 2017 (the rest 12% / chartered capital) and decide the time to pay advance dividends in the first time in 2018 up to 12%.

Content 6: remuneration of the administration council, Board of Supervisors, Secretary of the Company and members of Subcommittees under the administration council in 2017; The remuneration payment plan in 2018 is as follows:

1. Remuneration for Board of Directors, Board of Supervisors, Corporate Secretary and Board members in 2017 is 2% of profit after tax..

The equivalent amount is: $90,000,000,000 \times 2\% = 1,800,000,000$.

2. Remuneration payment plan of the board of directors, The Board of Supervisors or Board of Internal Auditors, Company Secretary and Board members in 2018 are: 2% / profit after tax.

Content 7: Plan to issue the bonus shares to existing shareholders to increase charter capital of Company:

1. Name of share: Shares of Construction Investment Corporation 3-2
2. Type of stock: Common stock
3. Par value of stock: 10,000 dong/stock
4. The current charter capital: 136,639,920,000 dong
5. Number of issued shares: : 13,663,992 stock

In which :

- Number of shares are in circulation: 13,663,992 shares
- - Number of treasury shares: 0 share

6. Expected charter capital increase

+ Chartered capital before issuance:	136,639,920,000 dong
+ The charter capital is expected to increase:	13,663,992,000 dong
+ Charter capital after issuance:	150,303,912,000 dong

7. Issuance method: Issuance of shares to increase share capital from owners' equity.

8. Issue objects: Existing shareholders are listed on the last registration date of the shareholders list. The time for closing the list is authorized by the General Meeting of Shareholders to the board of directors

9. Number of shares which is expected to issue: 1,366,399 shares

10. Issued value which is calculated according to par value: VND 13,663,992,000 (In words: *Thirteen billion, six hundred and sixty three million, nine hundred and ninety two thousand Vietnamese dongs only*).

11. Number of shares expected to be issued / total shares is in circulation: 10%

12. Tỷ lệ quyền thực hiện Ratio: 10:01. Every shareholder who owns 01 share, receives 01 right to receive more shares. Ten right which is received to add shares, will be received 01 new share. The number of issuing shares will be rounded down to the nearest unit, the decimal fraction (if any) will be canceled.

13. Plan to deal with odd stocks arising (if any): The number of shares to be issued to increase the share capital from the owner's equity will be rounded down to the units, the decimal fraction (if any) will be canceled.

For Example: Shareholder A owns 139 shares at the closing date of the shareholder list. With the right executing ratio of 10: 1, shareholder A received $(139/10 * 1 = 13.9)$ 13 new shares. According to the calculation principle, shareholder A receives 13 new shares. Odd share of 0.9 shares will be canceled.

14. Capital resource: Undistributed profit after tax according to the audited financial statement in 2017.

15. Time of implementation: After the approval of the State Securities Commission (SSC), the second and third quarter of 2018 is expected..

16. Approving the change in the charter capital of the company and authorizing the Board of directors to adjust the enterprise registration certificate at the Department of Planning and Investment of Binh Duong Province after the result is reported to the State Securities Commission

17. Approved the registration of additional securities with Vietnam Securities Depository (VSD) and additional transaction registration with Ho Chi Minh Stock Exchange (HOSE).

18. Authorize the Board of Directors

Content 14: exoneration and additional election of 01 Board of Directors member for the term of 2014-2019

Content 15: Other contents under the authority of the General Meeting of Shareholders in accordance with the Law on Enterprises and the Charter of the Company (if any).

Content 16: Draft Resolution of the Annual General Meeting of Shareholders in 2018.

The Board of Directors submit to the General Meeting of Shareholders to approve.

Recipients:

- To;
- Save VT, TK.

**ON BEHALF OF
ADMINISTRATIVE COUNCIL
CHAIRMAN**