

Ho Chi Minh City, June 24th 2020**RESOLUTION****ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2020****AN GIA REAL ESTATE INVESTMENT AND DEVELOPMENT
CORPORATION**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter of An Gia Real Estate Investment and Development Corporation;
- Pursuant to the Meeting Minutes of the Annual General Meeting of Shareholders of An Gia Real Estate Investment and Development Corporation dated 24 June 2020;
- Pursuant to the Minutes of Vote-counting of the Annual General Meeting of Shareholders of An Gia Real Estate Investment and Development Corporation dated 24 June 2020,

The Annual General Meeting of Shareholders in 2020 of An Gia Real Estate Investment and Development Corporation

HEREBY RESOLVES

Article 1: To approve of the report on the operation of the Board of Directors.

Article 2: To approve of the report of the Audit Sub-committee.

Article 3: To approve of the Report on the operation of the General Director and the Business plan for 2020 with the following targets:

NO.	Target	Plan for 2020
1	Net sales revenue and net service revenue (dong)	2,400,000,000,000
2	After-tax profit of the Shareholders in the parent company (dong)	410,000,000,000

To authorize the Board of Directors to decide on detailed structure of the Company's asset portfolio (including joint venture, affiliation, cooperation, the sale and purchase of Company's assets) in accordance with the regulations and perform necessary tasks to reach the targets set forth.

Article 4: To approve of the 2019 separate Financial Statements and the 2019 consolidated Financial Statements audited by Ernst & Young Vietnam Limited.

Article 5: To approve of the list of Companies expected to audit the 2020 Financial Statements including:

1. Ernst & Young Vietnam Limited;

2. PwC (Vietnam) Limited;
3. KPMG Limited;
4. Deloitte Vietnam Company Limited.

To authorize the Board of Directors to appoint one of the above Companies to audit the Company's 2020 Financial Statements.

Article 6: To approve of the remuneration of the Board of Directors in 2020, which is 1,400,000,000 dong (One billion and four hundred million dong).

Authorize the Board of Directors to allocate remuneration for the members in compliance with the regulation and budget.

Article 7: To approve of the amendments to the Charter and the Internal Regulations on Corporate Governance of the Company as follows:

1. Amendments and supplements to the Charter of the Company:
 - Make amendments and supplements to certain provisions in the Charter of the Company (*refer to the attached Appendix 07*).
 - Approve of the new Charter of the Company (including the amended, supplemented provisions). The new Charter shall come into effect upon the approval of the General Meeting of Shareholders and shall supersede the former Charter ratified by the General Meeting of Shareholder on 09 September 2019 as well as its attached Appendices (if any).
2. Amendments and supplements to the Internal Regulations on Corporate Governance of the Company:
 - Make amendments and supplements to certain provisions in the Internal Regulations on Corporate Governance of the Company (*refer to the attached Appendix 07*).
 - Approve of the new Internal Regulations on Corporate Governance of the Company (including the amended, supplemented provisions). The new Internal Regulations on Corporate Governance of the Company shall come into effect upon the approval of the General Meeting of Shareholders and shall supersede the former Internal Regulations on Corporate Governance of the Company ratified on 09 September 2019.

Article 8: To approve of the profit distribution plan in 2019 as follows:

No.	Target	IN 2019 (dong)
1	After-tax profit of the Parent Company in 2019	164,892,751,514
2	Establish the Funds:	9,000,000,000
	Bonus and welfare fund (5.5% of the after-tax profit of the Parent company in 2019)	9,000,000,000
3	Residual profit after the establishment of funds (1)-(2)	155,892,751,514
4	Dividends by shares at the ratio of 10%	74,925,250,000
5	Retained profit of the Parent Company in 2019	80,967,501,514

Assign the Board of Directors to establish and use the Funds as prescribed.

Article 09: To approve of the plan for issuing shares as a way to pay dividends to the Shareholders as follows:

1. The plan of issuance:

- *Name of share certificate:* An Gia Real Estate Investment and Development Corporation.
- *Type of share:* ordinary share, subject to unrestricted transfer.
- *Par value of share:* 10,000 dong per share.
- *Rate of right exercising:* **100:10** (on the record date for the list of shareholders regarding exercising their rights, any shareholder holding 01 share shall be entitled to 01 right to receive dividend and every 100 rights to receive dividend shall be entitled to 10 newly-issued shares by rounding down to the nearest integer).
- *Rate of issuance:* 10% of the outstanding shares at the time of issuance. At the time by which this plan is made, the number of the Company's issued shares is **75,000,000** and the number of Company's treasury shares is **74,750**, the number of outstanding shares is **74,925,250**. Thus, the number of shares to be issued is **7,492,525**. The number of shares issued as a way to pay dividends to the shareholders shall be based on the rate of right exercising of the outstanding shares of the Company on the related record date.
- *Total value of issuance per par value:* **74,925,250,000** dong (Seventy-four billion nine hundred and twenty-five million two hundred and fifty dong).
- *Purpose of issuance:* to pay dividends.
- *Source for paying dividends by shares:* After-tax profit on December 31st 2019 per the audited Financial statements of the Company.
- *Issuance date:* The Board of Directors shall designate an appropriate point of time to issue after obtaining the approval from the competent state authorities.
- *Subjects receiving the shares:* The Shareholders named in the List of Shareholders of the Company up to the record date for the List of Shareholders eligible to receive dividends by shares issued by Vietnam Securities Depository in accordance with the laws.
- *Implementation:* The Shareholders shall receive dividends by exercising their rights to receive dividends by shares (non-transferable).
- *Handling of fractional shares:* the number of shares to be issued as a way of paying dividends by shares shall be rounded down to the nearest integer. Any fractional shares arising from such rounding down (if any) shall be void.

For example: On the record date for the List of Shareholders to issue new shares as a way of paying dividends, Shareholder A is holding 152 shares. By which time, Shareholder A shall be entitled to a number of shares equivalent to: $(512:100) \times 10 = 51.2$. Based on the handling of fractional shares, the number of shares entitled to Shareholder A shall be 51. The fractional 0.2 shares shall be void.

The difference in the total profit expected to pay dividends by shares (with the par value as 10,000 dong per share) and the total value of the actual number of shares distributed to the current shareholders (with the par value as 10,000 dong per share) shall be retained as the undistributed profit source of the Company.

2. To authorize the Board of Directors:

- To adjust and implement the issuance plan at the Board's discretion;
- To conduct necessary procedures to fulfill the issuance plan, register the listing, record of the supplement following the issuance plan to the competent state authorities;
- To adjust the provisions concerning the Charter Capital in the Charter of the Company in accordance with the outcome of the issuance (if any).

Article 10: To approve the plan of issuance of shares under the Employee Stock Ownership Plan held by the Company in 2020 as follows:

1. The plan of issuance

- *Subjects:* managerial employees of the Company or affiliated companies in accordance with a List approved by the Board of Directors;
- *Name of share:* An Gia Real Estate Investment and Development Corporation;
- *Type of share:* ordinary shares;
- *Par value of share:* 10,000 dong per share;
- *Number of share issued for the Plan:* not exceeding 1% of the total number if the outstanding shares at the time of issuance;
- *Expected price of issuance:* no lesser than 10,000 dong per share;
- *Method of issuance:* either of the following sources (or both if appropriate): (1) Treasury shares at the time of selling to the employees, (2) To issue shares to the employees;
- *Time of transfer restriction:* unrestricted;
- *Expect time of implementation:* after paying dividends by share, the specific time to implement shall be designated by the Board of Directors.

2. To authorize the Board of Directors:

- To make and approve the Regulations on the issuance of shares based on the Employee Stock Ownership Plan held by the Company in 2020 and approve the list of employees with the right to buy at the Board's discretion;
- To adjust and implement the issuance plan at the Board's discretion;
- To conduct necessary procedures to fulfill the issuance plan, register the listing, record of the supplements following the issuance plan to the competent state authorities at the Board's discretion;
- To adjust the provisions concerning the Charter Capital in the Charter of the Company in accordance with the outcome of the issuance (if any).

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Article 11: The Board of Directors and the Board of Management of An Gia Real Estate Investment and Development Corporation are responsible for the implementation of this Resolution. This Resolution shall come into effect from its signing date and shall be sent to all of the Shareholders of the Company.

Recipients:

- *Members of the Board of Directors;*
- *Board of Management;*
- *Shareholders (as an announcement);*
- *Archived,*

PP. THE BOARD OF DIRECTORS
CHAIRPERSON OF THE BOARD OF DIRECTORS



NGUYEN BA SANG

