

CTD: Resolution of Annual General Meeting 2015

Cotec Construction Joint Stock Company announced the resolution of Annual General Meeting 2015 on April 14, 2015 as follows:

The Annual General Meeting 2015 unanimously resolved:

Article 1: The Meeting approved annual report 2014 including report of the Management Board, report of the Board of Directors, report of the Board of Supervisors, the audited financial report with some main as follows:

Unit: VND

No.	Item	Worth
1	Consolidated revenue	7,633,621,860,050
2	Profit before tax	464,287,418,714
3	Profit after tax of the parent company's shareholders	327,353,295,195
4	Total assets	4,863,061,865,449
5	Owners' equity	2,527,241,186,661

Article 2: The Meeting approved the 2014 profit distribution plan and the 2014 dividend plan:

Unit: VND

No.	Item	Worth
I.	Profit after tax of parent company's shareholders	327,353,295,195
a	Allocation for funds	292,505,043,799
-	Bonus & welfare fund (5%)	16,367,664,760
-	Development & Investment fund (20%)	65,470,659,039
-	Dividend payment (50% of stake capital)	210,666,720,000
b	Retained earnings after allocation	34,848,251,396

Article 3: The Meeting approved the 2015 business plan and the 2015 profit distribution plan

1. Business plan for 2015:
 - Total consolidated revenue: VND9,200 billion
 - Profit after tax of parent company's shareholders: VND400 billion
2. The 2015 profit distribution plan:
 - Bonus & welfare fund: 5%
 - Investment & development fund: 40%
 - Dividend: 30%

Article 4: The Annual General Meeting 2015 approved that Mr. Nguyen Ba Duong, BOD Chairman, would concurrently hold the post of CEO in 2015.

Article 5: The Meeting approved to choose an auditing firm to audit financial statements for year 2015.

Article 6: The Meeting approved the remuneration of the Board of Directors and the Board of Board of Supervisors in 2015: 0.5% of profit after tax

Article 7: The Meeting approved a bonus of 3% on the exceeded profit after tax to the Managing Board if the profit after tax in 2012 is higher than target

Article 8: The Meeting approved the resignation of 03 members of the Board of Directors and the additional appointment of 03 members to the Board of Directors for 2012-2017 period including:

1. Mr. Tony Xuan Diep
2. Mr. Giuseppe Maniscalco Ferrara
3. Mr. Hoang Xuan Chinh

Article 9: The Meeting approved plan of issuing new shares to its employees under the employee stock ownership plan (ESOP) as follows:

- Stock type: common stock
- Par value: VND10,000/share
- Number of estimated issue shares as follows:
 - + Phase 01: To issue 1,053,000 ESOP shares in 2015 or 2.5% of its outstanding shares as of March 31, 2015. Issue price: VND35,000/share
 - + Phase 02: To issue new ESOP shares at 2.5% of its outstanding shares as of at the time of new share issuance and with condition that CTD's consolidated net revenue

growth will reach 40%. Issue price: as 60% of book value stated at its latest financial statements at the time of new share issuance

- Total issue value: Phase 01: VND10,530,000,000
- Transfer restriction period: 03 years as of the issuing time
- Authorized the Board of Directors to implement all procedures relating to the issuing shares

Article 10: The Meeting approved plan to exchange with its outstanding shares of UNICONS

Article 11: The Meeting approved plan of issuing 3,604,608 new shares to exchange with all outstanding shares of Uy Nam Investment Construction JSC (UNICONS) at 1:0.745 (shareholders holds 1 UNICONS will receive 0.745 CTD share). The Meeting approved additional lodging at Vietnam Securities Depository and listing at Hochiminh Stock Exchange.