

CII: Resolution of 2014 Annual General Meeting

Hochiminh City Infrastructure Investment Joint Stock Company announced the resolution of 2014 Annual General Meeting, organized on April 22, 2015:

Article 1: Approving the Regulations of Organization for the annual general meeting of shareholders - the year of 2014 of Hochiminh City Infrastructure Investment Joint Stock Company.

Article 2: Approving the profit and loss in 2014 and plan for profit distribution of 2014 as follows:

- Profit and loss in 2014:
 - Revenue: VND3,235,135,979,771
 - Expenses: VND2,695,780,636,867
 - Consolidated profit before tax: VND600,373,972,577
 - Profit after tax: VND544,284,669,971
 - Profit after tax of minorities: VND156,116,180,748
 - Profit after tax of the parent company's shareholders: VND388,168,489,223
- The distribution plan of the year 2014 net profit as follows:
 - Deduct reserve fund for supplementing charter capital (5%): VND19,408,424,461
 - Deduct welfare and reward fund (4%): VND15,526,739,569
 - Remuneration of the Board of Directors (1%): VND3,881,684,892
 - Dividend payout (14%/year): VND273,407,265,600

In which:

- + Phase 01: The company paid on March 16, 2015 in cash with ratio 12%/ par value (VND1,200/share)
- + Phase 02: The company will pay in cash with ratio of 2%/par value (VND200/share) after getting approval from the 2014 General Meeting
- The remaining profit transfers the next year: VND75,944,374,701

Article 3: Approving business plan for 2015:

1. Approving the business plan for 2015. Assigning the Board of Directors and Management to achieve the financial targets of 2015 as follows:

- Revenue: VND3,145,000,000,000
- Expenses: VND2,475,000,000,000

Among them, the amount of direct expenses serving operations of the Company (not including depreciation expense for tolling expenses, expenses for maintaining bridges and roads, expense related to activity of general meeting of shareholders, expense for renting office for the Company, advertising expense, audit expense, brokerage expense to transfer all kinds of stocks owned by the Company) is 6.5% / total revenue (not including VAT).

- Profit after tax of the parent company's shareholders: VND462,000,000,000

Agreeing to approve the distribution plan of 2015 as follows:

- Deduct reserve fund for supplementing charter capital: 5% of net profit
- Deduct welfare and reward fund: 4% of net profit
- Remuneration of the Board of Directors: 1% of net profit
- Dividend payout: 14%

(Depend on the financial situation of the Company, authorizing Board of Directors to decide payment for dividend by cash or shares).

2. Authorizing the Board of Directors depending on characteristics of each project to decide the form of investment.
3. Based on the need of real capital for projects, authorizing Board of Directors to be responsible for negotiation, signing contract to loan capital with financial organizations, credit organization, including legal shareholders with equity capital at least or more than 2% of charter capital of the Company on the basis of interest rate mobilized in accordance with the market at the mobilizing time and ensuring benefits of shareholders.

Article 4: Approving to revise and add plan of issuing VND1,200 billion worth of convertible bonds via private placement as follows:

- Cutting volume of convertible bonds to be issued via private placement from VND1,200 billion to VND1,020 billion. Par value: VND1,000,000/bond
- Bond issuance will be made 02 phase:
 - + Phase 01: issuing of VND491.275 billion. The company finished in Quarter 1, 2015
 - + Phase 02: issuing of VND528.725 billion. The company will implement in Quarter 3 or Quarter 4, 2015 (within 06 months to 12 months as from the finished date of phase 01). The converting time will made starting from 13th month since the issuance date of phase 02)
 - + Adjusting price of conversion for 2 phase: conversion price: VND18,000 LGC share. Converting price may be adjusted in case of these is any increase in its charter capital from the completing bond issuance date in phase 01 to the converting date or any change par value of share

Article 5: Approving the adjustment of listing number on Hochiminh Stock Exchange

Article 6: Approving plan of issuing maximum of 2 million shares to employees under the 2015 ESOP at VND10,000/share in 2015 (phase 1) and 2016 (phase 2). The 2015 ESOP will be restricted to transfer within 02 years as from the completing issuance date.