**DC1: Annual General Mandate**

On 21st April, 2017, Development Investment Construction Number 1 Joint Stock Company announced the Annual General Mandate as follows:

**Article 1:** The total number of shareholders and representatives of shareholders present are 27 shareholders representing 1,074,618 votes at the General Meeting, accounting for 71.64% of charter capital.

**Article 2:** The General Meeting of Shareholders has voted on the following contents:

**Content 1:** The annual report in 2017, business and production performance in 2016 and production and business plan in 2017, in which:

**\* Business and production performance from 01/01/2013 to 31/12/2016**

*Unit: million VND*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Item** | **Plan under Resolution of the 2016 Annual General Meeting of Shareholders** | **Performance in 2016** | **Percentage of performance against the plan** |
| 1 | Total output value | 220,000 | 231,500 | 105.2% |
| 2 | Net revenue | 190,000 | 200,194 | 105.4% |
| 3 | Profit before tax  Profit after tax | 5,000  4,000 | 10,976  8,722 | 219.52%  218.02% |
| 4 | Dividend in cash | Non-dividend | Non-dividend |  |
| 5 | - Remuneration for members of the Board of Directors and Supervisory Board in 2016  - Full-time salary of the Chairman of the Board of Directors in 2016, of which:  + Salary: VND412 million  + Remuneration: VND48 million | 186  460 | 186  470  422  48 |  |

**\* Business and production plan in 2017**

|  |  |  |  |
| --- | --- | --- | --- |
| **NO.** | **CONTENT** | **UNIT** | **BUSINESS AND PRODUCTION PLAN IN 2017** |
| 1 | Total output value | Million VND | 230,000 |
| 2 | Revenue | Million VND | 205,100 |
| 3 | - Profit before tax  - Profit after tax | Million VND  Million VND | 7,200  5,760 |
| 4 | **Dividend payment in cash is expected 10%** *(the ratio and form of payment based on the business and production performance will be submitted to the 2018 General Meeting of Shareholders)* | Million VND | **1,500** |

***\*99.98% of the votes at the General Meeting have approved.***

**Content 2:** Audited financial statements in 2016.

+ Total net revenue: VND200,194,451,024

+ Profit before tax: VND10,976,788,724

+ Profit after tax: VND8,721,802,193

+ Owner’s equity as of 31/12/2016: VND15,907,052,305

+ Total assets as of 31/12/2016: VND89,870,671,056

**Details of Assets – Capital as of 31/12/2016** (According to the 2016 Audited Financial Statements)

**Unit: Million VND**

|  |  |  |  |
| --- | --- | --- | --- |
| **Items** | **Value** | **Items** | **Value** |
| **ASSETS** |  | **RESOURCES** |  |
| **A – Current assets** | **83,245** | **A - Liabilities** | **73,964** |
| 1 – Cash and cash equivalent | 4,832 | 1 – Current liabilities  *Of which:*  *+ Payables to bank: 20,341*  *+ Trade payables: 22,586*  *+ Taxes payables: 3,122* | 73,964 |
| 2 – Accounts receivable | 34,874 | 2 – Long-term liabilities | 0 |
| 3 – Inventories | 43,445 | **B – Owner’s equity** | **15,907** |
| 4 – Other current assets | 92 | 1 – Owner’s equity | 15,907 |
| **B – Non-current assets** | **6,625** | 1.1 - Owner's investment | 15,000 |
| 1 – Fixed assets | 4,718 | 1.2 - Undistributed profit after tax | 907 |
| 2 – Other non-current assets | 1,907 | 2 – Other capital and funds | 0 |
| **Total assets** | **89,870** | **Total resources** | **89,870** |

***99.93% of the votes at the General Meeting have approved.***

**Content 3:** Control Report of the Supervisory Board in 2016 and the operation plan of the Supervisory Board in 2017 (attached report).

***100% of the votes at the General Meeting have approved.***

**Content 4:** Report on settlement of full-time salary of the Chairman of the Board of Directors and remuneration of members of the Board of Directors, Supervisory Board and Secretary in 2016 and the full-time salary and remuneration plan of the Chairman of the Board of Directors in 2017, as follows:

**1- Payment in 2016:**

- The remuneration of the Board of Directors, Supervisory Board and the Secretary of the Board of Directors is VND234,000,000.

- The full-time salary of the Chairman of the Board of Directors is VND423,002,088

**Total: VND 657,002,088**

**2- Expected payment in 2017:**

- The remuneration of the Board of Directors, Supervisory Board and the Secretary of the Board of Directors is VND234,000,000.

- The full-time salary of the Chairman of the Board of Directors does not exceed VND460,000,000

**Total: VND 694,000,000**

***99.94% of the votes at the General Meeting have approved.***

**Content 5:** Report on asset rental payment for bank guarantee in 2016 and plans to mobilize capital, assets and asset leasing expenses for bank guarantee in 2017, of which:

- Asset leasing expenses in 2016: VND215,744,667

- Plan to raise capital, assets and asset leasing expenses in 2017 (details in attached report).

***99.98% of the votes at the General Meeting have approved.***

**Content 6:** The General Meeting of Shareholders authorizes the Board of Directors and Supervisory Board to choose one of two auditing companies for the 2017 financial statements, including:

1 - Nam Viet Auditing & Accounting Financial Consulting Services Company Limited.

Address: No. 29, Hoang Sa, Da Kao Ward, District 1, Ho Chi Minh City.

2 - TTP Auditing Company Limited (formerly known as ASC Auditing Company Limited)

Address: 12th Floor, West Tower, Hancorp Plaza Building, No. 72 Tran Dang Ninh, Dich Vong Ward, Cau Giay District - Hanoi.

***99.96% of the votes at the General Meeting have approved.***

**Content 7:** Settlement of deduction from reward fund because of the 2016 profit after tax in excess of the plan for Board of Directors and Executive Board, and reward plan for the Board of Directors and Executive Board in case of the 2017 profit after tax in excess of the plan assigned by the General Meeting of Shareholders. Specifically:

**a- Settlement of reward for the Board of Directors, Executive Board in 2016:**

VND 4,721,802,193 x 10% = VND 472,180,219

**b- Agreement on reward for the Board of Directors and Executive Board from the 2017 after-tax profit in excess of the plan assigned by the General Meeting of Shareholders, specifically:**

- Profit after tax exceeding 10% - The maximum reward is VND 57.6 million.

- Profit after tax exceeding 20% - The maximum progressive reward is VND 172.8 million.

- Profit after tax exceeding 30% - The maximum progressive reward is VND 345.6 million.

- Profit after tax exceeding 40% - The maximum progressive reward is VND 576 million.

- Profit after tax exceeding 50% - The maximum progressive reward is VND 835.2 million.

***99.98% of the votes at the General Meeting have approved.***

**Content 8:** Agreement on modification of Article 42 of the Articles of Association with the following contents:

**Article 42: Appropriation to funds**

Total profit after tax of the company is distributed as follows:

- Deduction of fines and non-deductible expenses for corporate income tax;

- Deduction of previous losses carried forward.

- After deduction above, the remaining profit shall be appropriated to the funds as follows:

Investment and development funds: between 5% and 15% of profit after tax.

Reward and welfare funds: between 10% and 15% of profit after tax.

+ Total amount of the two funds will not exceed 30% of total profit after tax. The specific annual appropriation rate will be submitted by the Board of Directors to the General Meeting of Shareholders for determination.

+ The remaining profit after appropriation to funds will be distributed to shareholders; the specific dividend rate will be submitted by the Board of Directors to the General Meeting of Shareholders for determination.

***100% of the votes at the General Meeting have approved.***

**Content 9: Recognition of the results of election of members of the Board of Directors, Supervisory Board and Director in term III (2017-2022), including the following persons:**

**1- Board of Directors (with attached meeting minutes):**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Full name** | **Date of birth** | **Qualification** | **Position** |
| 01 | Nguyen Van Tho | 1963 | Bachelor of Economics | Chairman of the Board of Directors |
| 02 | Tran Duy Anh | 1972 | Civil Engineer | Member of the Board of Directors, Director of the company and legal representative |
| 03 | Hoang Thi Ha | 1976 | Bachelor of Business Administration | Member of the Board of Directors |
| 04 | Nguyen Thi Bich Thu | 1958 |  | Member of the Board of Directors |

**2- Supervisory Board (with the attached meeting minutes):**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **No.** | **Full name** | **Date of birth** | **Qualification** | **Position** |
| 01 | Nguyen Thi Hien | 1967 | Bachelor of Accounting and Finance | Chief of the Supervisory Board |
| 02 | Phan Thi Thanh Loan | 1992 | Bachelor - Major in Business Accounting | Member of the Supervisory Board |
| 03 | Nguyen Thi Bao | 1986 | Construction economics engineer | Member of the Supervisory Board |

**Article 3:** The General Meeting of Shareholders assigns the Board of Directors to implement the contents of this Resolution so that the Executive Board shall implement and disclose information according to regulations; the Supervisory Board supervises and inspects in accordance with its functions and tasks.

**Article 4:** This Resolution consists of 05 pages, is made in 02 copies, and takes effect from the date of signing. The Board of Directors, Supervisory Board, Executive Board and shareholders of Development Investment Construction Number 1 Joint Stock Company shall implement this Resolution./.