**HD2: Annual General Mandate 2017**

On 24/04/2017, HUD2 Housing Development Investment Joint Stock Company announced the Annual General Mandate as follows:

RESOLUTION

**Article 1.** Approve the following reports

1. Business and production report for 2016 and business and production plan for 2017.
2. Report on management and supervision activity of the Management Board.
3. Report on the activities of the Control Board.
4. Summary report on the Company’s operation in 2012 - 2017 period and orientation for 2017 - 2022 period.

**Article 2.** Approve the business and production results and financial statement 2016 audited by An Viet Auditing Co., Ltd

|  |  |  |  |
| --- | --- | --- | --- |
| Item | Realized2015 | Year 2016 | % comparison rate |
| Planned | Realized | Realized in 2016/Planned in 2016 | Realized in 2016/ Realized in 2015 |
| Business and production value | 313.6 | 346.6 | 354.8 | 102% | 113% |
| Investment value | 286.1 | 375.5 | 291.1 | 78% | 102% |
| Revenue | 295.7 | 319.5 | 322.8 | 101% | 109% |
| Profit before tax | 29 | 21.1 | 48 | 227% | 166% |
| Profit after tax | 22.7 | 16.9 | 38.1 | 225% | 168% |
| Payable to the State Budget | 13.7 | 13.4 | 23.8 | 178% | 174% |
| Dividend distribution rate | 15% | 15% | 15% | 100% | 100% |

**Article 3.** Approve the profit distribution plan for financial year 2016

 Based on the financial statement audited by An Viet Auditing Co., Ltd, the business and production items of the Company in 2016 were as follows:

VND 16,699,000,000 VND 38,071,632,320 VND 362,285,592

VND 3,384,273,237 VND 35,049,644,675

* Profit after tax according to the plan of the Shareholders’ Meeting:
* Profit after tax realized in 2016:
* Undistributed profit after tax in the previous year:
* Profit distributed by cooperative contracts:
* Remaining profit to be distributed: >

Shareholders’ Meeting approved the distribution plan for profit after tax in 2016 as follows:

1. Dividend payment in 2016 with the rate of 15%: VND 13,443,529,500
2. Remuneration for Management Board and Control Board: VND 112,000,000
3. Extraction for Bonus Fund: VND 2,453,475,127
4. Welfare Fund: VND 2,453,475,127
5. Bonus for Management and Executive Boards: VND 500,000,000
6. Remaining profit after tax VND 16,087,164,921

**Article 4.** Approved business and production plan for 2017

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Item | Realized in 2016 | Planned for 2017 | Planned for 2017/Realized in 2016 | +/- |
| Business and production value (billion VND) | 354.8 | 385.3 | 109% | 8.6% |
| Investment value (billion VND) | 291.1 | 296.4 | 102% | 1.8% |
| Revenue (billion VND) | 322.3 | 352.1 | 109% | 9.2% |
| Profit before tax (billion VND) | 48.0 | 21.1 | 44% | -56.0% |
| Payable to the State Budget (billion VND) | 23.8 | 33.5 | 140.7% | 40.7% |
| Dividend distribution rate | 15% | 15% | 100% | 0% |

**Article 5.** Approve the profit distribution plan for financial year 2017

1. The remaining profit after tax of HUD2 Company in 2017 is expected at: VND 32,987,164,921. In which:

- The undistributed profit after in 2016 was: VND 16,087,164,921

- The planned remaining profit after tax in 2017 was: VND 16,900,000,000

1. The expected distribution plan for profit after tax of HUD2 Company in 2017 is as follows:
* The dividend payment in 2017: 15% /charter capital as of December 31, 2016.
1. In case the realized profit exceeds the plan approved by the annual Shareholders’ Meeting 2017, extract maximally 3% of the realized profit in 2017, but no more than VND 500,000,000 (five hundred million Vietnam dong) to bonus the Company’s Management and Executive Boards and shall assure the remaining profit after extracting the bonus is no less than the planned profit.
* Source for extraction: From profit after tax
* The extraction of bonus is implemented after the audited financial statement 2017 is released.

**Article 6.** Approve the proposal on the remuneration for unspecialized members in the Management Board and Control Board in 2017

|  |  |
| --- | --- |
| - Remuneration for Chairman of the Management Board:- Remuneration for members of the Management Board:- Remuneration for the Head of the Control Board:- Remuneration for members of the Control Board: | VND 7,000,000/month.VND 5,000,000/month.VND 5,000,000/month. VND 3,000,000/month. |

The remuneration for members of the Management Board and the Control Board working at HUD2 will be paid at the end of each quarter in the year. The remuneration for members of the Management Board who are working at HUD Corporation will be transferred to the account of the member company in December 2017.

**Article 7.** Approve the list of units auditing the financial statement 2017 and considering quarterly financial statements (if necessary)

* An Viet Auditing Co., Ltd;
* Deloitte Vietnam Co., Ltd.

The General Shareholders’ Meeting shall authorize the Management Board to negotiate with the above units to select a unit for auditing the financial statement.

In case of failing to reach an agreement with the above units on the services profited, the Shareholders’ Meeting authorizes the Company’s Management Board of the Company to select one of the remaining independent auditing companies in the list of auditing companies permitted by the Ministry of Finance to audit for units with public interests in 2017.

**Article 8.** Approve the stock listing guideline of the Company

1. Approve the stock listing guideline of Housing Development Investment Joint Stock Company HUD2 (HD2) on the Stock Exchange.
2. Authorize to the Management Board of the Company:
* Decide to list stocks at Ho Chi Minh City Stock Exchange or Hanoi Stock Exchange based on the real situation of the Company.
* Select an appropriate time for listing stocks of the Company.
* Complete necessary documents/procedures related to the stock listing at the Stock Exchange.

**Article 9.** Approve some contents related to the research and investment of new projects

1. Approve the guideline on investing in adjusted project of apartment and office work at No. 777, Giai Phong Street, Giap Bat Ward, Hoang Mai District, Hanoi; authorize the Management Board to decide on the issues under the power of the Shareholders’ Meeting related to the above project.
2. Approve the guideline on new project research and development of the Company:

+ Project on investing in apartment building and service after the sea enclosure at Lan Be, Column 8 in Hong Ha Ward, Ha Long City, Quang Ninh Province;

+ Investment cooperative project on urban area in the land plot of Nam Dinh Silk Plant, Nam Dinh City;

Authorize to the Management Board to decide issues under the authority of the Shareholders’ Meeting related to the above projects.

1. Authorize the Management Board to decide on issues under the authority of the Shareholders’ Meeting related to the investment activities of the Company on the principle of preserving the invested capital and interests of shareholders.

**Article 10.** Approve the results on election of members of the Management Board in 2017-2022 term

1. Mr. Ngo Van Thanh
2. Mr. Nguyen The Uoc
3. Mr. Nguyen Chien Thang
4. Mr. Bui Ngo Viet Cuong
5. Ms. Nguyen Thi Le Hang

**Article 11.** Approve the results on election of the Control Board in 2017-2022 term

1. Mr. Nguyen Ba Hung
2. Ms. Pham Thi Thu Mai
3. Ms. Ngo Viet Ha

**Article 12.** Execution provision

* This Decision takes effect from the date of signing.
* The Shareholders’ Meeting assigns the Management Board to deploy the implementation of the contents decided by the Shareholders’ Meeting on the basis of compliance with the applicable laws and the Charter of the Company.
* The Management Board and the Board of Directors of the Company shall report, analyze, assess and be responsible for explaining to shareholders and the Shareholders’ Meeting on the results and progress of all the contents authorized by the annual Shareholders’ Meeting to the Board of Directors of the Company to approve and deploy at the latest Shareholders’ Meeting (Including the extraordinary Shareholders’ Meeting if necessary as requested by shareholders provided in the charter of the Company and the laws of the State).
* Above is the full content of the resolution of the resolution of the annual Shareholders’ Meeting 2017 of Housing Development Investment Joint Stock Company HUD2, all the shareholders of the Company, members of the Management Board, members of the Control Board. All the official and staffs of the Company are responsible for implementing this Resolution.