

REE CORPORATION

No.: 02/2018/DHCD-REE

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

Ho Chi Minh City, 29 March 2018

**ANNUAL GENERAL MEETING'S RESOLUTION
OF REE CORPORATION**

*Re: Approval of reports and proposals submitted to the
Annual General Meeting for fiscal year 2017 on 29 March 2018*

THE ANNUAL GENERAL MEETING OF REE CORPORATION

- Pursuant to the Law on Enterprises No. 68/2014/QH13 approved by the National Assembly of Vietnam on 26 November 2014;
- Pursuant to the Charter of Ree Corporation (the “Company”);
- Pursuant to the Meeting Minutes of the Annual General Meeting for fiscal year 2017 held on 29 March 2018;

RESOLVED THAT

Article 1: Approval of the 2017 business results (audited by Ernst & Young) and 2018 business plan

2017 business results:

- Revenue : VND 4,995 billion, an increase of 36.5% over 2016
- Profit after tax : VND 1,377 billion, an increase of 26% over 2016

2018 business plan:

- Revenue : VND 5,695 billion, an increase of 14% over 2017
- Profit after tax : VND 1,369 billion, a decrease of 0.5% over 2017

Voting results:

Approval	214,884,900 Voting rights	Equivalent to 100% of the total voting rights attending the AGM
Disapproval	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM
Other opinion	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM

Article 2: Approval of the Report of the Inspection Committee on results of REE Group's businesses for financial year 2017

- Voting results:

Approval	214,884,900 Voting rights	Equivalent to 100% of the total voting rights attending the AGM
Disapproval	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM

Other opinion	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM
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Article 3: Approval of the proposal on 2017's profit distribution and dividend plan 2018

Profit distribution for FY 2017:

Unit: VND

- FY 2017 Profit after tax (1)	1,377,087,391,977
- Add cash dividends from associates received in 2017	487,639,947,016
- Exclude FY 2017 associates' profit under equity accounting method	(231,291,415,161)
- FY 2017 Distributable profit	1,633,435,923,832
- FY 2017 dividend at 16% of charter capital (2)	496,081,481,600
- Retained earnings (1) – (2)	881,005,910,377

Dividened for 2017:

Resolved that dividends for 2017 of 16% on charter capital be and is hereby approval to be paid in cash with the total amount of VND 496,081,481,600 on 27 April 2018 for shareholders who names have been finalized on 1 March 2018.

Dividend Plan 2018:

For long-term development strategy and sustainable growth in the coming years with suitable dividend paid to the shareholder, the AGM resolved that the Board of Directors be and is hereby authorized to determine the dividend for 2018 not lower than 16% of the charter capital.

- Voting results:

Approval	214,884,900 Voting rights	Equivalent to 100% of the total voting rights attending the AGM
Disapproval	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM
Other opinion	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM

Article 4: Approval of REE corporation's corporate governance structure and amendments and update of Charter and Internal Regulations on corporate governance

❖ Resolved that REE Corporation's corporate governance structure under the Point b, Clause 1, Article 134 of the Enterprises Law No. 68/2014/QH13 includes AGM, BOD and CEO. And the establishment of committees that are Internal Audit Committee, Remuneration Committee and Development Strategy Committee directly to the BOD.

- Voting results:

Approval	214,884,900 Voting rights	Equivalent to 100% of the total voting rights attending the AGM
Disapproval	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM
Other opinion	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM

- ❖ Resolved that REE Corporation’s Charter and the Internal Regulations on Corporate Governance be amended and updated to be consistent with the new corporate governance structure and the Decree No. 71/2017/NĐ - CP on 06 June 2017 of Government which guidelines on corporate governance of public companies and the Circular No. 95/2017/TT-BTC on 22 September 2017 of the Ministry of Finance.

- Voting results:

Approval	198,542,951 Voting rights	Equivalent to 92.40% of the total voting rights attending the AGM
Disapproval	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM
Other opinion	16,341,949 Voting rights	Equivalent to 7.60% of the total voting rights attending the AGM

Article 5: Approval of Remuneration of the Board of Directors and Subcommittees

Resolved that the total remuneration of the Board of Directors and Subcommittees paid in 2018 is VND 5,000,000,000.

- Voting results:

Approval	198,542,951 Voting rights	Equivalent to 92.40% of the total voting rights attending the AGM
Disapproval	16,341,949 Voting rights	Equivalent to 7.60% of the total voting rights attending the AGM
Other opinion	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM

Article 6: Approval of Chairperson cum General Director

Resolved that Chairperson will hold the position of General Director of REE Corporation for fiscal year 2018 if the person that will be elected Chairperson is also General Director.

- Voting results:

Approval	214,201,584 Voting rights	Equivalent to 99.68% of the total voting rights attending the AGM
Disapproval	683,316 Voting rights	Equivalent to 0.32% of the total voting rights attending the AGM
Other opinion	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM

Article 7: Approval of the Independent candidate nominated by the current Board of Directors

Resolved that the following nominated candidate be the candidate for the position of independent member of the Board of Directors:

Full name: Mr. Dang Hong Tan

Date of birth: 24/11/1957 - Nationality: Viet Nam

ID number: 020062435 - Issuing date: 09/09/2008

Address: 29/2 No Trang Long Street, Ward 7, Binh Thanh District, Ho Chi Minh City

Education: Master of Business Administration

Own/Authorized to represent: 0 shares, equivalent to 0% of the total shares with voting rights of the Company.

- Voting results:

Approval	214,884,900 Voting rights	Equivalent to 100% of the total voting rights attending the AGM
Disapproval	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM
Other opinion	0 Voting rights	Equivalent to 0% of the total voting rights attending the AGM

Article 8: Board of Directors Election results for the term 2018-2022

The candidates list in the election of Board of Directors for the term 2018-2022

1. **Full name: Mr. Adrian Teng Wei Ann**

Date of birth: 03/05/1971 - Nationality: Singapore

Passport number: E6484379D

Address: 47 Dyson Road, Singapore 309390

Tobe nominated by the shareholder owner 74,123,100 shares, equivalent to 23.91% of the Company shares.

2. **Full name: Mr. Nguyen Ngoc Thai Binh**

Date of birth: 29/08/1982 - Nationality: Viet Nam

ID number: 023664202

Address: 12/5 Huynh Tinh Cua Street, Ward 8, District 3, Ho Chi Minh City

Own/Authorized to represent: 16,914,062 shares, equivalent to 5.46% of the total 310,050,926 shares with voting rights of the Company (not including 7,915 treasury shares).

3. **Full name: Mr. David Alexander Newbigging**

Date of birth: 25/07/1972 - Nationality: British

Passport number: 517601129

Address: 61 Belmont Road, Singapore 269894

Tobe nominated by the shareholder owner 74,123,100 shares, equivalent to 23.91% of the Company shares.

4. **Full name: Ms. Nguyen Thi Mai Thanh**

Date of birth: 25/12/1952 - Nationality: Viet Nam

ID number: 022321063

Address: 12/5 Huynh Tinh Cua Street, Ward 8, District 3, Ho Chi Minh City

Own/Authorized to represent: 22,711,925 shares, equivalent to 7.36 % of the total 310,050,926 shares with voting rights of the Company (not including 7,915 treasury shares).

5. Full name: Mr. Dang Hong Tan

Date of birth: 24/11/1957 - Nationality: Viet Nam

ID number: 020062435

Address: 29/2 No Trang Long Street, Ward 7, Binh Thanh District, Ho Chi Minh City

Own/Authorized to represent: 0 shares, equivalent to 0% of the total shares with voting rights of the Company.

In that, the position of the Independent Candidate that Mr. Dang Hong Tan nominated by REE's BOD.

Election results:

Name of candidate	Total shares of election	% elected
Mr. Adrian Teng Wei Ann	211,158,503	98.27
Mr. Nguyen Ngoc Thai Binh	211,556,353	98.45
Mr. David Alexander Newbigging	211,260,042	98.31
Ms. Nguyen Thi Mai Thanh	212,754,008	99.01
Mr. Dang Hong Tan	211,047,526	98.21

The clause 3 of Article 144 of the Enterprise Law specified: The voting of the members of the Board of Directors must be done by the method of cumulative voting whereby each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of elected members of the Board. Shareholders have the right to place all or part of their votes in one or more candidates. The elected members of the Board of Directors shall be determined according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until sufficient number of members is obtained as prescribed in the company charter.

AGM for fiscal year 2017 approved the candidates as representatives for shareholders to participate in the Board of Directors for the term of 2018-2022.

2017 AGM Resolution will be uploaded at www.reecorp.com

**REE CORPORATION
ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS**

Chairperson

(signed)

Nguyen Thi Mai Thanh