

Code CEE
Company name CII Engineering and Construction JSC
Date 04/29/2020
Subject Resolution of Annual General Meeting 2020

Content:

CII Engineering and Construction JSC announces the resolution of Annual General Meeting 2020, which was convened on April 28, 2020, as follows:

Article 1: Approving the regulations of organization for the annual general meeting.

Article 2: Approving the 2019 financial statements; the report of the Board of Directors; the report of the Board of Supervisors.

Article 3: Approving the reports on business performance in 2019 and business plan for 2020.

Article 4: Approving the profit distribution plan for 2019 and 2020.

- a. Profit distribution plan for 2019: The Company did not make the fund distribution and transferred the entire profit after tax to the undistributed profit after tax on the separate and consolidated financial statements in 2019.
- b. Business plan for 2020:
 - Charter capital: 415,000 million dongs
 - Revenue: 1,362.725 million dongs
 - Profit before tax: 104.469 million dongs
 - Profit after tax: 83.575 million dongs
- c. Profit distribution plan for 2020:
 - Development and Investment fund: 5% on profit after tax
 - Welfare and Reward fund: 6% on profit after tax
 - Remuneration of Board of Directors and Board of Supervisors: 2% on profit after tax
 - The dividend plan for 2020 (if any) will be submitted in the 2021 Annual General Meeting.

Article 5: Approving to authorize the Board of Directors to choose an audit firm in 2020.

Article 6: Approving the share purchase and increase in the ownership ratio in CII Engineering and Construction JSC (HOSE: CEE) without public tender offer.

- Transferee: Ho Chi Minh City Infrastructure Investment Joint Stock Company (HOSE: CII)
- Owning volume at present: 26,663,402 shares (67.50% of the outstanding volume of CEE)
- Allowing CII to purchase/receiving the transfer of CEE shares to raise the ownership ratio to 99.00% of the outstanding volume of CEE.
- Trading time: after the general meeting of shareholders of CEE approves
- Trading method: order-matching or put-through

Article 7: Approving the voluntary delisting on the Hochiminh Stock Exchange and register to trade on the Hanoi Stock Exchange.

1. Plan for the voluntary delisting on the Hochiminh Stock Exchange:

- Stock code: CEE
- Number of shareholders at 03/30/2020: 228 shareholders
- Number of outstanding shares: 39,500,000 shares
- Stock type: common stock
- Par value: 10,000 dongs/share
- Number of shares registered for delisting: 39,500,000 shares
- Total value of shares registered for delisting: 395,000,000,000 dongs
- Reason: to restructure the Company
- After the delisting on the Hochiminh Stock Exchange, the Company will prepare procedures to register for trading on Upcom.

2. Plan for shareholders when delisting on the Hochiminh Stock Exchange:

- a. Plan 1: The Company will repurchase shares from shareholders**
 - Name of stock: Stock of CII Engineering and Construction JSC
 - Stock code: CEE
 - Stock type: common stock
 - Par value: 10,000 dongs/share

- Number of treasury shares at present: 2,000,000 shares (4.82% of the issued shares)
 - Number of shares expected for repurchase: 2,150,000 shares (5.18% of the issued shares)
 - Number of owning shares after trading: 4,150,000 shares (10% of the issued shares)
 - Financial resource: the capital surplus or the investment development fund or the undistributed profit after tax or other capital under the law.
 - Trading method: order-matching or put-through
 - Trading time: after the State Securities Commission approves the documents of share buyback of CEE.
- b. Plan 2: Ho Chi Minh City Infrastructure Investment Joint Stock Company will increase the ownership ratio at CEE to 72.95%**
- Name of stock: Stock of CII Engineering and Construction JSC
 - Stock code: CEE
 - Stock type: common stock
 - Par value: 10,000 dongs/share
 - Owning volume at present: 26,663,402 shares (67.50% of the outstanding volume of CEE)
 - Number of shares expected for transfer: 2,150,000 shares
 - Number of owning shares after trading: 28,813,402 shares (72.95% of the outstanding volume of CEE)
 - Trading method: order-matching or put-through

Article 8: Approving the resignation of Mr. Nguyen Anh Tuan from the Board of Directors.

Article 9: This resolution shall take effect from the date of signing.