**ACS: Annual General Mandate 2020**

On 18 Jul 2020, Architects & Construction Service Corporation announced the annual General Mandate 2020 as follows:

Article 1: Approve the report of the Board of Directors on the summary of business activities in 2019 and the summary of the term of 2015-2020 of the Board of Directors

Article 2: Approve the report of the Internal Audit on the inspection and supervision of activities in 2019 and the operation plan for 2020

Article 3: Approve the direction of operation in 2020 and the period 2020 - 2025 as follows:

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| No | Indicator | Plan 2020 | Compared to 2019 | Compared to 2019 | |
| Increase/ decrease | % Rate |
| 1 | Expected total revenue (VND billion) | 600 | 877 | -277 | -32% |
| 2 | Profit before tax (VND billion) | 4 | 5.3 | -1.3 | -25% |
| 3 | Profit after tax (VND billion) | 3.2 | 4.3 | -1.1 | -26% |
| 4 | Expected dividend payment to shareholders (%) |  | Expected 10% |  |  |
| 5 | Average income of employees (million VND/person/month) | ~ year 2019 | ~ VND 16.3 million |  | 0% |

Article 4: Approve the 2019 financial statement

Article 5: Approve the statement on profit distribution and dividend payment in 2019 as follows:

|  |  |  |  |
| --- | --- | --- | --- |
| No | Indicator | Rate | Value (VND) |
| 1 | Profit before tax according to the consolidated financial statement |  | 5,349,466,089 |
| 2 | Profit after tax according to the consolidated financial statement |  | 4,231,548,791 |
| 3 | Profit before tax of the holding company |  | 5,413,960,811 |
| 4 | After-tax profit of the holding company |  | 4,330,503,384 |
| 5 | Profit for distribution |  | 4,231,548,791 |
| 6 | Profit distribution | 100% | 4,231,548,791 |
| 6.1 | Profit for dividend payment (expected) 10%/year | 88% | 3,715,170,000 |
| 6.2 | Extracting to the Company’s fund (100%) | 12% | 516,378,791 |
| a | Investment and Development Fund | 50% | 258,189,396 |
| c | Welfare and Reward Fund | 50% | 258,189,396 |

Article 6: Approve the statement on selecting an Auditing Company in 2020 among the following companies:

1. AACS Auditing Firm Company Limited

2. Auditing and Consulting Co., Ltd (A&C)

3. KPMG Vietnam Company Limited

4. Southern Auditing and Accounting Financial Consulting Services Co., Ltd (AASCS)

Article 7: Approve the statement on changing the organizational structure of the Company in the model of having a Supervisory Board, specifically:

Changing the management and operation organization in accordance with the model specified in Article 134 of the Enterprise Law 2014, including: General Meeting of Shareholders, Board of Directors, Supervisor Board and General Director

Article 8: Approve the statement on amendment and supplement to the Charter of the Company to suit the actual operational situation and new operating model of the Company, including: General Meeting of Shareholders, Board of Directors, Supervisory Board and General Director. At the same time, it is suitable to relevant laws

Article 9: Approving the statement on offering ACSC treasury shares under private placement

1. Type of share: ACSC treasury share

2. Offering method: private placement

3. Restriction of transfer: restricted to transfer for at least one year from the end date of the offering

4. Expected offering price: Assign the Board of Directors to decide selling price at each time of implementing the offering procedures, but not lower than par value of share (VND 10,000/ share)

5. Number of shares registered to offer: 278,830 shares

6. Offering time: Expected in fiscal year of 2020

In case the fiscal year 2020 has not completed procedures for private placement, it will continue to be implemented in 2021 but it must be completed before the 2021 annual General Meeting of Shareholders

7. Estimated total proceeds: Depending on real selling price

8. Plan for using, schedule of using the proceeds from the offering:

+ Plan on using the proceeds: Supplementing capital sources to the production and business activities of the Company and raising the financial capacity of the Company

+ The schedule of using the proceeds from the offering: According to actual arising demand

9. Eligible buyer: Individual

Mr. Nguyen Quang Khanh Date of birth: 1966

ID card number: 021704776 Date of issue: July 21, 2009 Place of issue: Ho Chi Minh Public Security

The Board of Directors is authorized to decide the selection of Securities Company acting as an agent for transactions of selling treasury shares, decide the offering price, specific selling time in price bracket and selling time approved by the annual General Meeting of Shareholders; At the same time, directing the implementation of treasury shares in the form of private placement

In case, according to the law, it is impossible to conduct the offering of treasury shares through private placement, the Board of Directors is entitled to decide the offering of treasury stocks in other forms in accordance with the law

Article 10: Approve the statement on authorizing the Board of Directors actively to decide matters related to investment, buying, selling, borrowing, lending and other contracts of equal or greater value of 35% of total asset value recorded in the financial statement of 2019

Article 11: Adopting the statement on authorizing the Board of Directors to take initiative and decide the issues related to the organization, network, investment fields including finance, projects and measures to solve issues, other related issues under the authority of the General Meeting of Shareholders in 2020, except for issues under the authority of the General Meeting of Shareholders as required by law (compulsory approval of the General Meeting of Shareholders)

Article 12: Approve the statement on the number of members of the Board of Directors, the Supervisor Board for the 2020-2025 term and introduction of list of candidates to the Board of Directors and the Supervisory Board for the 2020-2025 term, specifically:

1. Regulation on candidacy, nomination and election of Members of the Board of Directors, Members of the Supervisory Board of Architects & Construction Service Corporation for the term of 2020 - 2025

2. Number of members of the Board of Directors for the term of 2020 - 2025: 05 members, including 01 independent member of the Board of Directors

3. Number of members of the Supervisory Board for the term of 2020 - 2025: 03 members

4. At the same time, the General Meeting of Shareholders exercised the right of electing members of the Board of Directors and members of the Supervisory Board for the term of 2020 - 2025 according to the votes distributed to the Shareholders

The results of electing personnel of the Board of Directors, the Supervisory Board for the term of 2020-2025 as follows:

1. Mr. Dang Le Dung - member of the Board of Directors

2. Mr. Le Duc Nguyen - member of the Board of Directors

3. Mr. Dinh Viet Duy - member of the Board of Directors

4. Mr. Vo Thanh Thuan - member of the Board of Directors

5. Mr. Dang Hong Phuoc - member of the Board of Directors

2. Member of the Supervisory Board for the term of 2020 - 2025:

- Mr. Huynh Minh Phuc - Member of the Supervisory Board

- Ms. Le Thi Mong Huyen - Member of the Supervisory Board

- Ms. Truong Thi Thuy Hang - Member of the Supervisory Board

Article 13: Approve the statement on remuneration for the Board of Directors in 2019 and the proposal of remuneration for the Board of Directors and the Supervisory Board for the fiscal year 2020 of 0.3% of the total revenue of the fiscal year of 2020

This budget includes: Remuneration of the Board of Directors, remuneration of the Supervisory Board, salary for the assisting apparatus of the Board of Directors and other operating expenses

Article 14: Implementation effect

This Resolution takes effect on July 18, 2020

All shareholders, Board of Directors, Supervisor Board, Management Board of Architects & Construction Service Corporation in tenure of 2020 - 2025 are responsible for implementing this annual General Meeting of Shareholders.