

SAI GON THUONG TIN REAL ESTATE JOINT STOCK COMPANY



DOCUMENT

**ANNUAL GENERAL MEETING OF
SHAREHOLDERS
FOR FISCAL YEAR 2019**

HCMC, June 29, 2020



**LIST OF DOCUMENTS
ANNOUNCING INFORMATION ABOUT THE ANNUAL GENERAL
MEETING OF SHAREHOLDERS
FOR FISCAL YEAR 2019**

Monday, June 29, 2020 - 3rd Floor Hall - 253 Hoang Van Thu St.

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12	(12) Statement of dismissal of members of the BOD (attaching the resignation letter);	
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**ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019
SAI GON THUONG TIN REAL ESTATE JOINT STOCK COMPANY**

Friday June 29, 2020 – 3rd Floor Hall - 253 Hoang Van Thu St.

No.	TIME	TIME LIMIT	CONTENT	PERSON IN CHARGE	NOTES
WELCOME - SHAREHOLDERS REGISTER TO PARTICIPATE IN THE MEETING (From 7:45 am - 8:30 am)					
1	7:45	8:30	0:45	Welcome	Receptionist
				Shareholders register to attend the meeting, receive votes	Supervisory Board of shareholder status
				Check the participants of the meeting	Supervisory Board of people attended the meeting
PART I: OPENING OF THE MEETING (From 08:30 am- 09:00 am)					
2	8:30	8:33	0:03	Declare the reason Introduce participants	MC
3	8:33	8:38	0:05	Report the results of the examination of the status of shareholders attending the meeting	Ms. Le Thi Xuan Duc Head of Supervisory Board of people attended the meeting Head of voting committee
4	8:38	8:43	0:05	- Work regulations of the Meeting - Regulations for candidacy, nomination, additional election of member for the Board of Directors	
5	8:43	8:48	0:05	Approve: - Agenda of Annual General Meeting of Shareholders for fiscal year 2019; - Composition of the Chairman, the Secretariat and the Voting Committee.	MC
6	8:48	8:50	0:02	MC transferred the program to the Chairman of the Executive Board of the meeting. - Invite the Chairman to take the stage to run the Meeting Agenda - Invite the secretariat and voting committee to perform the task. - Inform Shareholders to use the Comments form and send to the	MC

				origination Board to ensure the time limit of the Meeting		
PART II: CONTENT OF THE MEETING (08h50 am to 11h05 am) - CHAIRMAN OPERATE THE CONGRESS						
1. Meeting Report						
7	8:50	8:55	0:05	Report on the operation situation of the Board of Directors in 2019, goals - action plan 2020	Mr. Nguyen Dang Thanh Chairman of the Board	
8	8:55	9:00	0:05	Report on the operation results in 2019 & Mission directions for 2020 of the Executive Board	Mr. Vu Quoc Thai General Director	
9	9:00	9:20	0:20	Report on the inspection and control activities in 2019 & orientation in 2020	Mr. Lam Minh Chau Member of BOD - In charge of control	
2. Through the Meeting about the contents of the statements:						
10	9:20	9:55	0:35	(1) Statement of Approval of audited financial statements for 2019;	Mr. Bui Tien Thang Vice chairman of the Board	
				(2) Statement of authorization to the Board of Directors to select the auditing unit of the financial statements in 2020;		
				(3) Statement of Approval of profit distribution plan for 2019;		
				(4) Statement of the Approval of the business plan for 2020;		
				(5) Statement of the Approval of the policy of repurchasing stocks as treasury shares;	Mr. Vu Quoc Thai General Director	
				(6) Statement of Approving the BOD's remuneration for the fiscal year 2019 and proposing the remuneration and operating costs of the BOD for the fiscal year 2020;		
				(7) Statement of the Approval of the guideline on investment activities, mergers, acquisitions and mergers of real estate projects;		

				(8) Statement of the Approval of the policy of signing related transaction contracts of the Company;		
				(9) Statement of the adoption of the establishment of a strategic sub-committee under the Board of Directors;	Ms. Pham Thi Khue – Deputy General Director	
				(10) Statement of the Approval of amendments and supplements to the Internal Regulations on corporate governance;		
				(11) Statement of the Approval of amendments and supplements to the Charter of the Company;		
				(12) Statement of dismissal of members of the BOD (<i>attaching the resignation letter</i>);		
				(13) Statement on the Approval of the number of BOD members and the number of additional BOD elected;		
				(14) Statement of the approval of the list of candidates to elect additional members of the Board of Directors. (Attachment of nomination form and resume of candidates);		
3. Discussion						
11	9:55	10:25	0:30	Meeting discussion	Chairman	
12	10:25	10:30	0:05	The Meeting voted on items 7, 8, 9 and 10 including:	Chairman	
13	10:30	11:00	0:30	Electing additional members of the Board of Directors:	MC	
				Approving the regulations on candidates, nominations, additional election of the Board of Directors and voting		
				Shareholders start to elect.		
INTERMISSION– Chariman transferred to MC to continue the Meeting program						

14	10:50	10:55	0:05	Counting votes and announcing the results of additional election of the Board of Directors	Ms. Le Thi Xuan Duc Head of Voting Committee	
PART III: SUMMARY OF MEETING (From 11:05 am - 11:30 am)						
15	11:05	11:10	0:05	Approve the draft Meeting minutes	Ms. Le Thi Khuyen Secretariat	
16	11:10	11:15	0:05	Vote through the meeting minutes	Chairman	
17	11:15	11:25	0:10	<ul style="list-style-type: none"> - Announcing the results of Chairman of the Board election - Introduce new Board of Directors (6 members) - Representative of shareholders gave flowers to thank Board of Directors resigned. - Resigne Chairman congratulate 6 new Board members 	MC	
18	11:25	11:30	0:05	New Chairman of the Board makes a speech to accept the duties	New Chairman of the Board	
PART V: END OF MEETING (From 11:30 am- 11:35 am)						
19	11:30	11:35	0:05	Statement to end the Meeting & Thanks to Shareholders for attending the Meeting	MC	

**INVITATION LETTER
TO FISCAL YEAR 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholder:

Address:

Identify No.:

Shareholder Number:

- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company (JSC) (TTC Land);
- Pursuant to the Resolution No. 17/2020/NQ-HDQT of The Board of Directors (BOD) on May 7th, 2020 regarding the approval of time and venue for the 2019 Annual General Meeting of Shareholders (AGM),

The BOD of TTC Land would like to invite Shareholders to attend 2019 Fiscal Year AGM, as below:

1. **Time:** Monday June 29th, 2020 at 08.00 AM.
2. **Venue:** Meeting Hall at 3rd Floor, Tay Nam Building, 253 Hoang Van Thu Street, Tan Binh District, Ho Chi Minh City (HCMC).
3. **2019 AGM attendance's condition:** All Shareholders owning SCR shares at the record date on May 29th, 2020 or Authorized Parties.

4. **Authorization to attend:**

Shareholders please select the box "**Authorization to attend**" and choose/fill in the information of Authorized Person in accordance with the attached *Confirmation form of attendance or authorization to attend* and send via post to the following address no later than **June 22th, 2020 at 16.00 PM:**

SAI GON THUONG TIN REAL ESTATE JSC (TTC LAND)

- Location: 12A Floor, Tay Nam Building, 253 Hoang Van Thu Street, Ward 2, Tan Binh District, HCMC
- Business Registration Certificate No: 0303315400
- Phone number: (+8428) 28 3824 9988 - Ext: 1202 _- Fax: (+8428) 3824 9977

5. **Confirmation to attend 2019 AGM:**

For well preparation, Shareholders are requested to confirm your attendance according to the attached *Confirmation form of attendance or authorization to attend* and send no later than June 22th, 2020 at 16.00 PM via:

- Post to the address specified in Section 4
- Email to thanghq@ttcland.vn or phone number of (+84)908.408.040

6. Shareholders or group of Shareholders holding voting rights over 10% ordinary shares for at least 6 months up to the record date have the right to propose issues to be discussed at the AGM. The proposals must be made in writing and sent to TTC Land no later than 3 days before June 29th, 2020.
7. Shareholders would like to apply or nominate candidates for additional election of Members of the BOD, please submit the Nomination / Candidacy Application and Curriculum vitae as Registered form on the Website and send to the Company no later than June 22th, 2020 at 16.00 PM.
8. Shareholders or Authorized Person attending the AGM need to bring Invitation letter, Identity card or Passport or Citizen Identity card, *Confirmation form of attendance or authorization to attend* in case of authorization to attend the AGM.
9. Meeting documents have been posted on the Company's Website at the link <https://ttcland.vn/en/co-dong/dai-hoi-co-dong-2.html> since June 18th, 2020. Shareholders may contact for guidance as described on Section 4 when assistance is required.

10. This Invitation will replace for the Invitation letter via post which have not been received by the Shareholders.

Your faithfully.

Attached:

- *Confirmation form of attendance or authorization to attend the Fiscal year 2019 AGM*

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN
NGUYEN DANG THANH**

Disclaimer: In case of any difference between Vietnamese and English, Vietnamese is considered the original version.

NOTIFICATION

CORONAVIRUS prevention - when attending the Annual General Meeting of Shareholders for fiscal year 2019

Before the situation of Severe acute respiratory syndrome of Coronavirus (COVID - 19) has not really ended, in order to prevent the spread and ensure the health of our shareholders and guests when attending the General Meeting Annual shareholder in fiscal year 2019 (General Meeting of Shareholders) takes place on June 29, 2020, Saigon Thuong Tin Real Estate Joint Stock Company (TTC Land) respectfully announces to Shareholders, authorized persons and guests attend to the General Meeting of Shareholders as follows:

1. To have Shareholders, authorized persons and guests perform mandatory procedures such as measuring temperature, wearing a mask (when necessary) and disinfecting hands when entering the Building and the Meeting area.
2. In case there are signs of body temperature above 37°C, the Organization Board hopes that the shareholders will not attend the General Meeting of Shareholders and authorize other individuals to vote, to protect the community as well as guarantee benefits for shareholders

Best regard!

ORGANIZATION BOARD OF GENERAL MEETING

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

**Confirmation of attendance or authorization to attend the Fiscal year 2019 Annual General Meeting of
Shareholders (AGM)
June 29th, 2020**

Dear AGM Organizing Committee,

1. Shareholders information:

Full name of Shareholder:.....
Address:
ID Card No./ Business Registration Certificate No. :.....Date of issue:Place of issue:.....
Total number of shares owned:shares (By text:)
 Confirmation of attendance to the AGM of Sai Gon Thuong Tin Real Estate JSC (TTC Land)
 Authorization to attend

2. Authorization to attend to the AGM

2.1. Authorize to Mr./ Ms.:

ID Card No./ Business Registration Certificate No. : Date of issue:
Place of issue:
Address:
Phone number:
Number of authorized shares: (By text:)

2.2. Or authorize to one of TTC Land BOD or Executive members as below:

<input type="checkbox"/> Mr. Nguyen Dang Thanh	Chairman of the Board of Directors (BOD)
<input type="checkbox"/> Mr. Bui Tien Thang	Permanent Vice Chairman of the BOD
<input type="checkbox"/> Mr. Lam Minh Chau	Member of the BOD
<input type="checkbox"/> Mrs. Tran Thien Thanh Thuy	Independent member of the BOD
<input type="checkbox"/> Mrs. Tran Yen Duyen	Independent member of the BOD
<input type="checkbox"/> Mr. Vu Quoc Thai	General Director

Number of authorized shares:(By text:)

2.3. Authorized content:

The authorized party has the rights to represent the authorizing party to attend TTC Land AGM which hold on June 29th2020 and execute all rights and obligations at the AGM regarding the number of authorized shares. This authorization letter is only valid during the time of AGM. The authorized person to attend the AGM is not allowed to authorize for any third party. The authorized person to attend the AGM has to submit this authorization letter to the AGM Organizing Committee before entering the meeting hall.
We are committed to strictly comply with the provisions of TTC Land Charter and take all responsibility under the Vietnamese law for the implementation of this authorization.

Date.....month, 2020

AUTHORIZED PERSON

(Sign and write full name)

SHAREHOLDER

(Sign, write full name, seal apply for company)

**WORK REGULATIONS
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
FOR FISCAL YEAR 2019**

Article 1. Working principles at the General Meeting of Shareholders

1. To ensure the principle of public, fair and democratic work.
2. For the benefit of shareholders and to meet the Company's sustainable development needs.

Article 2. Order at the General Meeting of Shareholders

Shareholders attending the General Meeting of Shareholders must comply with the following regulations:

1. To dress politely and elegantly when attending the General Meeting of Shareholders.
2. To sit in the right position and area prescribed by the Organization Board of the General Meeting of Shareholders prescribed.
3. No smoking in the meeting room of the General Meeting of Shareholders, no disruption or disorder at the General Meeting of Shareholders.
4. To limit personal conversations and use of mobile phones during the GMS.
5. To comply with the governance of the Chairman and the AGM Organization Committee.

Article 3. Rights and obligations of shareholders or authorized representatives

1. A shareholder or an authorized representative of a shareholder of the Company named in the list of registered shareholders may directly attend the meeting or authorize another person to attend.
2. Shareholders or authorized representatives must abide by this Regulation and follow the instructions of the Chairman.
3. Each shareholder or his authorized representative, when attending the meeting of the General Meeting of Shareholders, must bring his/her identity card or other personal papers, invitations, power of attorney (if any) to the Supervisory Board of shareholder status collated and received a public vote and vote (applied in case of electing members of the Board of Directors).
4. Shareholders or authorized representatives are entitled to vote on all issues at the General Meeting of Shareholders in accordance with the Charter and the provisions of law.
5. Shareholders or authorized representatives have the right to contribute their opinions by writing their opinions on the opinions form and sending them to the GMS Organization Board for settlement. The written comments are as valid as the direct statements at the General Meeting

of Shareholders. When wishing to speak directly at the Meeting Hall, shareholders or authorized representatives must register with the GMS Organization Board. When being invited to speak, shareholders must clearly state the name and present the content to speak. The content of the speech should be concise and in line with the agenda of the General Meeting of Shareholders. The chairman will arrange for shareholders to speak in the order of registration, and answer questions of shareholders.

In case shareholders or authorized representatives express their opinions not for the purpose of constructing suggestions for the Company or not in accordance with the content and agenda of the General Meeting of Shareholders, the Chairman has the right to refuse to respond or the Secretariat will summarize opinions and will be responded in writing or email or on the Company's website after the closing of the General Meeting of Shareholders.

6. Shareholders who come to the meeting late may attend and participate in voting immediately, have no right to request to stop the General Meeting of Shareholders and do not have the right to request to vote for the approved issues (the validity of the previous voting sessions is not affected)

Article 4. Rights and obligations of the Chairman

1. To control the General Meeting of Shareholders in accordance with the agenda, the rules and regulations approved by the General Meeting of Shareholders. Chairman works according to the principle of democratic centralism and decides by majority.
2. To instruct the General Meeting of Shareholders to discuss and collect opinions on issues that are in the agenda of the General Meeting of Shareholders and related issues during the General Meeting of Shareholders.
3. The chairman of the meeting may postpone the meeting even if the necessary number of delegates has been reached at another time and at a venue decided by the chairman without seeking the opinion of the meeting if he/she finds that:
 - a) Meeting venue does not have enough convenient seats for all participants;
 - b) The information media at the meeting location does not guarantee the attending shareholders to participate, discuss and vote;
 - c) There are meeting participants who obstruct, disturb the order and risk of preventing the meeting from being conducted fairly and legally.

In addition, the Chairman of the General Meeting of Shareholders may postpone the meeting upon agreement or request of the General Meeting of Shareholders with a sufficient number of attending delegates. The maximum time for postponement is no more than three days from the intended date of opening the meeting. The General Meeting of Shareholders will only consider tasks which should have been legally resolved at the previous delayed General Meeting of Shareholders.

4. Resolve issues that arise during the course of the GMS.

Article 5. Rights and obligations of the Voting Committee

1. To instruct how to use votes;
2. To check and supervise voting of shareholders and authorized representatives of shareholders;
3. To count votes and votes, to sum up and announce voting results of each issue and election rate;
4. To collect votes after shareholders conduct voting and election;
5. To hand the vote counting minutes and all votes and votes to the Chairman or the Secretariat.

Article 6. Tasks of the Secretariat

1. To record fully and truthfully the contents of the General Meeting of Shareholders;
2. To receive the votes of shareholders;
3. To draft minutes of meetings and Resolutions on issues approved at the General Meeting of Shareholders;
4. To carry out supporting works as assigned by the Chairman.

Article 7. Voting to approve issues at the General Meeting of Shareholders

1. All issues on the agenda of the General Meeting of Shareholders must be approved by collecting public voting of all shareholders by voting cards (except for cases where the issues are passed by way of ballot). Each shareholder is granted a Voting Card, which specifies the number of shareholders and number of shares to be voted (owned and/or authorized).
2. Shareholders vote by raising Votes.
3. In the course of the General Meeting of Shareholders, if the shareholder needs to go out, he/she must carry out the procedure of authorizing the Chairman to represent and vote on the issues at the General Meeting of Shareholders, if it does not perform the authorization, it is considered that the shareholder automatically agrees to the Chairman voting on his behalf at the General Meeting of Shareholders.
4. The voting is conducted by determining the number of votes for approval, then determining the number of votes against, finally determining the number of votes for no opinion. For each content of voting, shareholders who do not vote are considered to have no opinion.

Article 8. Conditions for approving Resolutions of Shareholders Meeting

1. The resolution of the General Meeting of Shareholders is adopted at the meeting when it is approved by the shareholders representing at least 51% of the total votes of all attending shareholders, except for the issues mentioned in Clause 2 of this Article.
2. The resolution of the General Meeting of Shareholders passed at the meeting on the following contents must be approved by the number of shareholders representing at least 65% of the total votes of all attending shareholders:
 - (i) Decide on the type of shares and the total number of shares of each type to be offered;

- (ii) Change of business lines, trades and fields;
- (iii) Restructuring and dissolution of the Company; Change of the organizational structure of management of the Company;
- (iv) Decision on invest or sell assets with a value equal to or greater than 70% of the total value of assets recorded in the latest audited financial statements of the audited company.

Article 9. Additional election of members of the Board of Directors

1. The election of members of the Board of Directors must be conducted by the method of cumulative voting according to the Provisions, nominations and additional election of members of the Board of Directors.
2. The method of voting and approving the minutes of election of additional members of the Board of Directors shall be implemented in accordance with the Provisions, nominations, and additions of members of the Board of Directors approved by the General Meeting of Shareholders for fiscal year 2019 passed.

ORGANIZATION BOARD OF THE MEETING

No.:/...../BBH-DHDCD

Ho Chi Minh City, June 29, 2020

DRAFT

MEETING MINUTES

ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019

I. Company information:

- Company name: Saigon Thuong Tin Real Estate Joint Stock Company (TTC Land)
- Head office address: 253 Hoang Van Thu St., Ward 2, Tan Binh District, Ho Chi Minh City
- Enterprise registration certificate of joint stock company No. 0303315400 issued by Department of Planning and Investment on March 29, 2004, registered for the 33rd change on May 05, 2020

II. Time, location, attendance rate:

- Time: [08] g [00], Monday, June 29, 2020
- Venue: 3rd Floor Hall, Tay Nam Office Building, No. 253 Hoang Van Thu St., Ward 2, Tan Binh District, Ho Chi Minh City
- Attendance Rate:
 - Total shareholders with the right to attend the meeting: [...] Shareholders, owning [...] Shares, equivalent to [...] % of voting shares.
 - Proportion of shareholders attending: [...] Shareholders, owning [...] Shares, accounting for [...] % of total voting shares.
 - Absent rate: [...] Shareholders, owning [...] Shares, accounting for [...] % of total voting shares.

The meeting was eligible to conduct lawfully and legally in accordance with the company's charter and the law.

III. Content of the meeting:

1. Approve the list of Presidium, Secretariat and Voting Committee

- Presidium include:
 1. Mr. Nguyen Dang Thanh - Chairman of the Board of TTC Land
 2. Mr. Lam Minh Chau - Member of the Board of TTC Land
 3. Mr. Vu Quoc Thai - General Director of TTC Land

- The Secretariat, including:
 1. Ms. Le Thi Khuyen - Chief of Office of TTC Land Company - Head of the Department
 2. Mr. Tran Trieu Nhan - Acting Finance Manager - TTC Land - Member
 3. Mr. Nguyen Huu Uoc - Deputy Head of Legal Department of TTC Land - Member
- The Voting Committee and the Supervisory Board of the participants in the meeting include:
 1. Ms. Le Thi Xuan Duc - Head of Internal Auditing of TTC Land - Head of Department
 2. Ms. Doan Thi Thu Oanh - Head of System Management Department of TTC Land - Member
 3. Mr. Huynh Quoc Thang - Head of Investment Relations Department of TTC Land - Member.

2. The meeting took time to listen to the following reports:

- Mr. Nguyen Dang Thanh – Report on the activities of the Board of Directors in 2019, goals - action plan 2020;
- Mr. Vu Quoc Thai - Report on Operational Results in 2019 & Direction of Mission in 2020 of the Executive Board;
- Mr. Lam Minh Chau - Member of the BOD is in charge of the audit subcommittee Report on inspection and control activities in 2019 & orientation for 2020.

3. The Board of Directors and the Board of General Directors read the statements, including:

- Statement of the approval of audited financial statements for 2019;
- Statement of authorization to the Board of Directors to select the auditing unit of the financial statements in 2020;
- Statement of the approval of profit distribution plan for 2019;
- Statement of the approval of the business plan for 2020;
- Statement of the approval of the policy of repurchasing stocks as treasury shares;
- Statement of the approval the BOD's remuneration for the fiscal year 2019 and proposing the remuneration and operating costs of the BOD for the fiscal year 2020;
- Statement of the approval of the guideline on investment activities, mergers, acquisitions and mergers of real estate projects;

- Statement of the approval of the policy of signing related transaction contracts of the Company;
Statement of the adoption of the establishment of a strategic sub-committee under the Board of Directors;
- Statement of the approval of amendments and supplements to the Internal Regulations on corporate governance;
- Statement of the approval of amendments and supplements to the Charter of the Company;
- Statement of dismissal of members of the BOD (attaching the resignation letter);
- Statement on the approval of the number of BOD members and the number of additional BOD elected;
- Statement of the approval of the list of candidates to elect additional members of the Board of Directors. (Attached to the nomination form and CV of candidates);

4. The meeting conducts discussions

The meeting conducted discussions focusing on issues related to the 3 Reports and 14 Statements mentioned above. The attending shareholders posed a number of questions, questions and were answered at the meeting by the Chairman of the Presidium. Summary of some of the most typical questions answered as follows:

- **Questions 1: [...]**
- **Answer question 1: [...]**
- **Question 2: [...]**
- **Answer to question 2: [...]**

5. The meeting conducts voting on reports and reports:

After the discussion, the Meeting voted and passed the Reports and Proposals of the Board of Directors, Inspection and Control Department and the Board of Management, specifically:

Voting content	Agree rate
Report on the operation situation of the Board of Directors in 2019, goals - action plan 2020%
Report on the operation results in 2019 & Mission directions for 2020 of the Executive Board%
Report on the inspection and control activities in 2019 & orientation in 2020%
(1) Statement of the approval of audited financial statements for 2019;%

(2) Statement of authorization to the Board of Directors to select the auditing unit of the financial statements in 2020;%
(3) Statement of the approval of profit distribution plan for 2019;%
(4) Statement of the approval of the business plan for 2020;%
(5) Statement of the approval of the policy of repurchasing stocks as treasury shares;%
(6) Statement of the approval the BOD's remuneration for the fiscal year 2019 and proposing the remuneration and operating costs of the BOD for the fiscal year 2020;%
(7) Statement of the approval of the guideline on investment activities, mergers, acquisitions and mergers of real estate projects;%
(8) Statement of the approval of the policy of signing related transaction contracts of the Company;%
(9) Statement of the adoption of the establishment of a strategic sub-committee under the Board of Directors;%
(10) Statement of the approval of amendments and supplements to the Internal Regulations on corporate governance;%
(11) Statement of the approval of amendments and supplements to the Charter of the Company;%
(12) Statement of dismissal of members of the BOD (attaching the resignation letter);%
(13) Statement on the approval of the number of BOD members and the number of additional BOD elected;%
(14) Statement of the approval of the list of candidates to elect additional members of the Board of Directors. (<i>Attached to the nomination form and CV of candidates</i>);%

Details of the vote counting results are shown in the vote counting minutes, which have been read by the vote counting committee and approved by the General Meeting of Shareholders.

6. The Secretariat read and meeting approved the Meeting Minutes:

- Representative of the Secretariat read the draft Meeting minutes.
- After listening to the representative of the Secretariat reading the draft Minutes, the draft Resolution of the Annual General Meeting of Shareholders in 2019, the Meeting approved the full text of the Minutes and Meeting Resolution with % of the total votes of shareholders attending the meeting and agree to authorize the Board of Directors to decide and implement all the contents 14 Statements has been approved by the General Meeting of Shareholders.

7. Summary speech of Mr./Ms. [..... ..] - Chairman of the Meeting:

IV. End of the Meeting:

The Annual General Meeting of Shareholders for fiscal year 2019 ends at hour minute the same day. The General Meeting agreed to assign the Board of Directors and Board of Management to implement the decisions approved by the Annual General Meeting of Shareholders in fiscal 2019.

**ON BEHALF OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR
FISCAL YEAR 2019**

CHAIRMAN

NGUYEN DANG THANH

LAM MINH CHAU

VU QUOC THAI

SIGNATURE OF SECRETARY

LE THI KHUYEN

TRAN TRIEU NHAN

NGUYEN HUU UOC

Tp. Ho Chi Minh City, June 29, 2020

REPORT ON THE OPERATION SITUATION OF THE BOARD OF DIRECTORS IN 2019, GOALS - ACTION PLAN 2020

I. OPERATION SITUATION IN 2019:

1. Activities of the Board of Directors in 2019

- During the year, the Board of Directors convened regular and irregular meetings to focus on resolving financial, debt and corporate governance issues to suit the requirements and actual business operations of the company as well as market fluctuations.
- Plan the strategy and implementation plan to ensure the successful completion of the Resolution has been approved by the General Meeting of Shareholders.
- Orient the development investment and support the Executive Board's access to financial institutions, investment funds, potential sources and land funds, and at the same time make decisions on investment plans to increase revenue for company.
- Monitor the activities of the Board of Directors on business operations and administration in compliance with the provisions of law.
- Plan the organizational structure and personnel to implement the proposed plans.

2. Evaluation of the results of the company's operations and the Executive Board in 2019

- In 2019, the Executive Board has successfully completed the tasks assigned by the General Meeting of Shareholders and the Board of Directors, regularly offering optimal solutions to improve the performance of the Company, in which, the core activity of the company has maintained quite well when the proportion of real estate revenue accounted for 77.5% of total revenue, mainly from projects such as Jamona Heights, Jamona Home Resort, Jamona City, Chamington La Pointe, TTC Plaza Binh Thanh.
- Despite the general difficult situation of the real estate industry in 2019, the Company's activities have been strengthened and maintained positive growth, especially maintaining the total profit before tax of VND 347 billion increased by 12.1% compared to 2018 and reached 101.9% compared to the 2019 plan.
- The Board of Directors praised and highly appreciated the efforts of the Executive Board with the business results achieved. However, the Executive Board should enhance the promotion of the following tasks:
 - (i) Search investment funds, investment funds from abroad and make full use of internal resources, in order to push up the real estate projects.
 - (ii) Accelerate the legal completion of projects that are behind schedule to soon put projects into implementation according to the set plan.

3. Results of implementation of key financial and business targets in 2019:

- Total assets is VND 10,885 billion, up 0.1% compared to 2018.
- The charter capital is VND 3,392 billion, equal to 100% compared to 2018.
- Equity is VND 4,738 billion, up 5.9% compared to 2018.
- Net revenue in 2019 reached VND 1,030 billion, equal to 35.2% compared to 2018 and reached 34.7% of the plan.
- Profit before tax in 2019 reached VND 347 billion, up 12.1% compared to 2018 and reached 101.9% of the plan.

II. FORECAST OF MACROECONOMIC SITUATION & REAL ESTATE INDUSTRY TRENDS IN 2020:

1. Forecast of Macroeconomic in 2020:

- The main macroeconomic indicators are forecast to decrease compared to the Government's plans set at the beginning of the year, in which:
 - GDP increased by about 4.5% compared to 2019 (the plan from the beginning of the year increased by 6.8%)
 - CPI increased by 4.5% (CPI is planned from the beginning of the year to be <4%).
 - Total export turnover will increase by 4% (the plan from the beginning of the year is 7%)
 - Total state budget revenue decreased by VND 163 trillion compared to the assigned estimate
 - State budget deficit equals to about 4.75% of GDP (an increase of 1.31% compared to the set target).

(Source Electronic Government Newspaper on May 15, 2020)

- A number of difficulties and limitations are affecting directly the domestic economy:
 - The Coronavirus disease, which started in early 2020 and has not yet stopped, has been pushing the global economy to the brink of recession and directly affecting the economy and people's lives in Vietnam.
 - External risks are increasing in complexity (US-China trade war, Middle East tensions, Korean peninsula, oil price wars, natural disasters, epidemics ...), which have been strongly affecting to the oil price, the exchange rate, the gold price and the Vietnamese economy.
 - Export growth is slowing down and decelerating (from 20% in the previous years to less than 8% and possibly lower), while imports are growing, imbalances in the balance of payments.
 - The economic structure is not really solid, the process of reforming public administration institutions, the capital increase for banks is still slow, and public debt is rising.
 - The technological level is backward, service quality improves slowly, leading to the competitiveness of enterprises and the economy is still low compared to other countries in the region.
 - Urban management planning is still inadequate, infrastructure development has not met requirements.
 - The living environment and atmosphere are under threat, the business environment has not had many breakthroughs, which limits the ability to attract investment.

Summary: In 2020, although Vietnam's economy still aims to keep the momentum of growth. However, in general, the difficulties will be more favorable, especially the resonance of the raging epidemic factor, the trade war, the unending oil price war, natural disasters ..., and the politics on the time of preparation for the US elections as well as the Party Congress of our country in early 2021.

2. Challenges and Opportunities of Real Estate Market 2020

- **Challenge**

- The legal system of real estate is not comprehensive, especially issues related to public land.
- The government strictly controlled it, or rather reviewed all the licensing of new projects, so the project legal procedures could not be accelerated.
- The issuance of the State Bank's ratio of short-term capital to medium and long-term loans, increased risk factors for real estate loans, control of real estate consumer loans, control of credit room, application of Basel 2 ... has and will continue to make accessing real estate capital more difficult and commercial banks will have more facilities to corner real estate businesses in terms of conditions and prices.
- Customer confidence is affected by the status of unknown legal projects that have raised capital, illegal plot sales (Alibaba), and the "fall" in Cocobay's recent profit commitment.
- Especially the psychology and views of the authorities after a series of real estate cases involving a series of officials.

- **Opportunity:**

- People's housing demand is still very high when the population has reached nearly 100 million people; supply and demand still have many gaps;
- In any case, although up or down, but subconsciously, real estate is still a popular commodity and has a strong attraction for the people of Vietnam and is the most common type of wealth to get rich;
- FDI capital into real estate business increased sharply, especially from Asian countries. Vietnam is still an attractive destination for foreign investors, the market is still in the early stages, the room for development is huge for all real estate segments: Civil, Commercial, Tourism, Hospitality, Industry.
- Transportation system, regional connection and urban planning are getting more and more focused, so the real estate market is no longer clustered in some key provinces and cities, but the phenomenon of "oil spill" has been expanded all provinces and cities nationwide.

III. GOALS AND ACTION PLAN FOR 2020

Based on the macroeconomic situation, the challenges and opportunities identified in 2020, TTC Land's mission objectives in the 2016-2020 Strategy, TTC Land Board of Directors proposes key targets and action plans for 2020 are as follows:

1. Key targets in 2020:

Follow the orientations as: BOTH CONSOLIDATION AND DEVELOPMENT. Inside:

- *Consolidation is a priority and focus, as a basis for development;*
- *Take advantage of development opportunities when conditions are favorable and clear.*

Accordingly, the Company needs to focus on completing some of the main financial and business targets as follows:

- Total assets is VND 11,171 billion, up 2.6% compared to 2019;
- Equity is VND 4,844 billion, up 2.2% compared to 2019;
- Charter capital is VND 3,664 billion, up 8.0% compared to 2019;
- Net revenue: VND 2,056 billion, up 99.5% compared to 2019;
- Profit before tax: VND 120 billion, equal to 34.6% compared to 2019.

2. Action plan for 2020:

- *"Consolidation" action plan:*
 - Structure and consolidate the entire operation of the Company to ensure maximum investment efficiency of all shareholders of the Company;
 - Restructure capital and management of cash flow and liquidity;
 - Restructure efficiency of capital use, portfolio and optimal tax work;
 - Restructure costs and ways of managing and controlling costs;
 - Restructure the way of business management, revenue management;
 - Restructure ways of doing PR and IR;
 - Restructure payroll method, KPI governance, capacity building.
- *"Taking advantage of development opportunities" action plan:*
 - Focus on project legal work throughout.
 - Focus on strengthening the project development capacity (Design, Estimation, Project Management) and business capacity.
 - Focus on professionalizing investment analysis, M&A methodically to get ready to take advantage of market opportunities when conditions are favorable as well as real estate strategy implementation.
 - Focusing on taking advantage of the investment value of the current technology system to maximize its usefulness, and considering investing in the Digital Transformation Strategy when appropriate conditions and strategic management capabilities have been ready.
 - Focus on considering and selecting the time to equitize TTC Land M Company & TTC Land S Company in order to improve and enhance efficiency to avoid subsidies and proceed to capital allocation model and cost price and professional management mechanism. Study and put into operation TTC land Retail Company.
 - Focus on continuing to expand domestic and international cooperation, to improve TTC Land and take advantage of each other's advantages. Proceed to search and select the right strategic partners for each specific goal: project investment, financial support, stake participation ...

III. CONCLUSION

In order to successfully implement the GOALS AND TARGETS according to the plan set for 2020, On behalf of the TTC Land Board of Directors, I request the Management Board and all employees of the Company thoroughly implement the above-mentioned orientations, objectives and action plans and organize the effective and creative implementation of these solutions so that they not only fulfill the tasks of 2020 but also serve as a premise for develop and implement the next 5-year strategy (period 2021-2025).

On behalf of the Board of Directors, we wish you and our shareholders Health, Happiness and Success. We wish the congress great success.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN

NGUYEN DANG THANH

**REPORT ON THE OPERATION RESULTS IN 2019 & MISSION
DIRECTIONS FOR 2020 OF THE EXECUTIVE BOARD**

A. OPERATION SITUATION IN 2019

I. RESULTS OF IMPLEMENTING A NUMBER OF INDICATORS 2019: (Merge)

- Total assets is VND 10,885 billion, up 0.1% compared to 2018.
- The charter capital is VND 3,392 billion, equal to 100% of 2018.
- Equity is VND 4,738 billion, up 5.9% compared to 2018.
- Net revenue in 2019 reached VND 1,030 billion, equal to 35.2% compared to 2018 and reached 34.7% of the plan.
- Profit before tax in 2019 reached VND 347 billion, up 12.1% compared to 2018 and reached 101.9% of the plan.

II. EVALUATION OF THE SITUATION OF IMPLEMENTATION OF SIGNIFICANT TASKS:

1. Sales activities:

In 2019, 634 products were sold & raised, mainly from Jamona Heights, Carillon 7, Charmington La Pointe, Panomax, Charmington Iris, Charmington Dragonic & The West City projects.

2. Financial activities:

- In 2019, TTC Land always takes the initiative in mobilizing capital to ensure funding for its projects.
- Cooperate with Lotte Land to invest in Charmington Dragonic project.
- Work with credit institutions and a number of other investment funds to diversify and take the initiative in company capital.
- Make dividend payment in 2018 at the rate of 8% by share.
- In October 2019, TTC Land was ranked in the Top 30 annual reports of the average capitalization group for the first time by the SSC & HOSE.

3. Inspection and control activities

In 2019, the inspection and control work was carried out synchronously to each department unit and affiliated companies, thereby preventing errors, as well as warning in order not to occur the above risks in the Company's activities.

By the end of 2019, the Internal Audit Committee has implemented a total of 62 inspections, reaching 129% of the plan at TTC Land Company and its subsidiaries, including:

- 17 inspections of compliance;
- 05 inspections of financial statements;

- 40 inspections of construction investment and field inspection.

4. Restructuring operational model:

- Promulgate and apply a new personnel structure in a streamlined orientation, while enhancing the roles and responsibilities of the Executive Board.
- Review and issue the core processes, the system of normative documents suitable to the new model.
- Develop mechanisms, forms and instructions in managing the company's cash flow to run the liquidity.
- Review and re-evaluate the entire portfolio, unprofitable assets that are not in the "core business" to have an effective liquidation and transfer plan.
- Develop a project management mechanism, a project meeting method, and a project reporting manner.

5. Human resource management and training:

- In 2019, TTC Land will restructure and complete the personnel structure, which focuses on senior management personnel.
- Conduct a review and updating of personnel management regulations and procedures in accordance with the new situation and meeting the current development requirements of the company, namely: Recruitment process, Training Regulations, Regulations Emulation, commendation, leave time....
- Conduct surveys to develop new welfare policies for employees: TTC Land products, shares, ...

6. Investment promotion, project management and development

- Charmington Iris: Completed acceptance test of foundation and basement.
- Jamona Heights: Completed 100% of the construction of Block A and B Apartments (except floors 3 & 4).
- Jamona Golden Silk: Accepted and handed over 216/222 apartments to customers.
- Panomax River Villas: Lot J on April 22, 2019, licensed XD, December 21, 2019 opened Block J for sale (83 units)
- TTC Plaza Duc Trong: has submitted the environmental protection plan document, is adjusting the design document for construction permit (Scale: increased from 3 floors to 4 floors).
- Charmington Tamashi: Approved technical design appraisal on August 9, 2019.
- Jamona River Pearl: Dong Nai People's Committee signed a decision on land allocation on October 22, 2019.

7. Standardization of information technology

- Continue to standardize IT systems for the entire company system and its subsidiaries, ensuring smooth operation.
- During the year, the company has completed the implementation: Sales subsystem, customer care, marketing in CRM projects, Eoffice management, etc. to meet the development requirements of the company.

- Improve and complete the residential mobile phone App in buildings managed by TTC Land M, improve service quality and bring utilities to residents.

B. PLAN FOR 2020:

I. SOME TARGETS 2020:

- Total assets is VND 11,171 billion, up 2.6% compared to 2019
- Equity is VND 4,844 billion, up 2.2% compared to 2019
- Charter capital of VND 3,664 billion, up 8.0% compared to 2019
- Net revenue: VND 2,056 billion, up 99.5% compared to 2019
- Profit before tax: VND 120 billion, equal to 34.6% compared to 2019.

II. SOLUTION:

In 2020, following the orientation of "Both consolidation and development" and the business plan objectives that TTC Land Board of Directors has assigned, the Management Board proposes specific implementation solutions as follows:

1. Sales Solutions:

In 2020, TTC Land aims to sell over 1,121 residential real estate products and lease new business on 6,799 m2 of commercial floor. Accordingly, the solutions should be implemented:

- (i) Focus resources to promote sales of more than 1,121 residential real estate products in projects: Panomax, Jamona Heights, Belleza (floors 1-6), Charmington Tan Son Nhat, Charmington IRIS, The West Binh Chanh. Accordingly, building sales programs for flexible products, consistent with the legal progress of each project, using smart sales tactics and strategies, minimizing the cost of sales.
- (ii) Enhance the sale of more than 14 inventory products, including townhouses, Semi-detached house, apartments ... at Carillon 1, Carillon 3 and Carillon 7, Jamona Heights, Jamona Golden Silk ... projects
- (iii) Liquidate existing assets to focus resources on developing existing projects effectively.
- (iv) Continue to floors exploit the existing commercial, thereby striving to maintain the occupancy rate of 100% of the total area such as: TTC Plaza Binh Thanh, TTC Plaza Au Co, TTC Plaza Duc Trong ...
- (v) In parallel with the above solutions, it is necessary to review and select the sales agents and associates with the scale and prestige in order to accelerate the sales progress according to the new business model; promote the development of new and specific ideas for each product to enhance the value of sales.
- (vi) The above business activities should be closely linked with practical marketing programs on the basis of integrating customer information, product information, contract progress ..., in order to provide timely information to the Board of Management to orient and devise solutions to ensure effective sales progress

- (vii) In addition, it is necessary to research and seek to provide an appropriate payment method, and also provide financial support solutions for customers through funding packages from the Bank, besides continuing to improve the service. Customer care by specific programs, practical, customer-focused.

2. Financial solutions:

- (i) Focus on analyzing and assessing the situation of market economy fluctuations, the real estate industry's policies to formulate the Company's budget plan and development strategy under appropriate and comprehensive scenarios ...
- (ii) Balance the transfer of a number of projects, assets or discounting the inflow of current assets, will work to pave the way for the current capital restructuring.
- (iii) Research and implement the optimal plan for real estate industry M&A,
- (iv) Strict management of cash flow and liquidity plans to take the initiative in business and investment decisions.
- (v) Develop norms, cost control models and aim to reduce costs from 20% to 30%, contributing to increased business efficiency.
- (vi) Increase credit limit expansion at banks; Promote relationships with banks with large credit room like Vietcombank, Vietinbank, BIDV ...
- (vii) Reserve a short-term credit limit through personal and internal capital mobilization of employees. Proactively mobilize capital through the method of early sales from customers.
- (viii) Review and restructure the financial resources of each subsidiary company and for each project, ensure the financial plan for the on-going and new development projects. Negotiate with contractors who advance construction capital, take advantage of using the contractor's room of credit, pay for construction by the method of receiving products.
- (ix) Strengthen financial management, asset management to improve the efficiency of capital use, asset efficiency and liquidity throughout the Company.
- (x) Balance and coordinate profits to ensure the completion of the set plan; Quarterly signing, checking and reviewing financial statements of TTC Land & subsidiaries.
- (xi) Strengthen IR activities to meet the requirements of listed companies, provide transparent and timely information to shareholders and investors. Also working with securities companies to have plans and plans to take care of SCR stock market price.
- (xii) Promote negotiation and association with investment funds, large real estate investors at home and abroad to increase business efficiency and investment cooperation.

3. Project development and land fund solution:

- (i) It is necessary to focus on perfecting the ongoing projects to put into business, building for the 2020 plan and preparing for the following years such as: Panomax, Charmington Iris, Charmington Tan Son Nhat, Charmington Dragonic, The West Binh Chanh, Chamington Tamashi, River Pearl, ...
- (ii) Focus on exploiting suitable land fund to develop Smart-Office, take advantage of market opportunities in the context of increasingly fierce public land control.

- (iii) Create land fund for the coming years, it is necessary to develop at least 3 - 7 new projects for the subsequent years.

4. Construction schedule and construction quality solution:

- (i) Deploy, apply the general contractor model for all projects to control the construction time, handover and arising costs.
- (ii) Strengthen the inspection and supervision at the construction site, ensure product quality and labor safety. Focus on training teams at projects to improve project management efficiency.

5. After-sales solutions, building management:

- (i) Continue to improve the information technology system in order to specialize in managing and supporting customers' residents in the requirements of reflecting, complaining, supporting the collection and payment, fee notification, ... a quickly and accurately.
- (ii) Continue to improve the management module for the operation and maintenance of technical systems in the building.
- (iii) Deploy the application of Mobile App widely in projects, in order to improve the professionalism in the operation management, as well as provide additional services, bring utilities to residents' customers.
- (iv) Develop operational management standards and conduct training to improve the professionalism of building operation management activities.

6. Human resource solution:

- (i) Build management tools: capacity dictionaries, detailed and quantitative KPIs for each position.
- (ii) Improve labor productivity through strict management of monthly KPI/quarter/year KPIs and provide timely incentives
- (iii) Train and develop inheritance team. The percentage of personnel appointed from internal sources (the number of personnel appointed on the number of appointed positions in the period) reaches 40% -45%.
- (iv) Strengthen the Company's human resources according to the new organizational structure, and at the same time create a dynamic working environment, adequate remuneration to retain talents and reduce voluntary resignation rates (Level from 10% - 20%).
- (v) Organize training programs and professional fostering for employees, encourage the types of self-training.

7. System management solution:

- (i) Promote the application of IT solutions to the operation and administration of units/departments such as civil real estate CRM systems, ERP financial accounting systems and budget planning management, BI business, financial BI, BI EO, BI human resources, financial statements according to IFRS international standards.
- (ii) For project management: deploying software applications of BIM 3D, 4D, 7D and project progress management.

- (iii) Build the capacity of IT service management and administration, thereby maintaining the Project/IT Services implementation rate according to IT Roadmap on schedule - the budget set out to apply the project management process according to PMI.
- (iv) Ensure the capacity and IT service delivery meet the requirements of Business activities, maintaining the number of down time of the IT system/service at the lowest level.

8. TTC Land brand development solution:

- (i) In 2020, the company will continue to focus on completing 7 core values set by the Board of Directors.
- (ii) Deploy to build and uniformly identify TTC Land brand name in the market, and simultaneously identify brand names of member companies across the system.
- (iii) For marketing activities: creating a difference in the media message, product images and implementation methods for each project in order to create a media effect through which to promote the investor's brand, branding products and attracting customers interested in the product.
- (iv) Increase frequency of the number of Company's SPDV appearing in the programs, events, activities, means of promotion are implemented.
- (v) Maintain the image of TTC Land brand during operation with specific programs, ensure that no incident will affect the Company's image/brand in the market.

On behalf of the Executive Board of the Company, we wish you and our shareholders Health, Happiness and Success. We wish the congress great success.

Best regard,

GENERAL DIRECTOR

VU QUOC THAI

REPORT ON THE INSPECTION AND CONTROL ACTIVITIES IN 2019 & ORIENTATION IN 2020

Pursuant to:

- *Enterprise Law of the Socialist Republic of Vietnam;*
- *Charter of organization and operation of Saigon Thuong Tin Real Estate Joint Stock Company;*

On behalf of the Audit Committee of Saigon Thuong Tin Real Estate Joint Stock Company, I would like to report to the General Meeting of Shareholders the results of the inspection and supervision of the Company's activities in 2019 on the following main contents:

I. ACTIVITIES OF THE AUDITING COMMITTEE IN 2019

At the Annual General Meeting of Shareholders last year, Saigon Thuong Tin Real Estate Joint Stock Company was approved by the Congress to establish an Audit Committee under the Board of Directors (BOD) to support the activities of BOD.

With the function of supervising and organizing the implementation of control over the management and operation of the company, the Audit Committee will be chaired by independent members of the Board of Directors and an internal audit office under its management.

- **Mr. Lam Minh Chau** - Chairman of Audit Committee;
- **Ms. Tran Yen Duyen** - Member of Audit Committee;
- **Ms. Tran Thien Thanh Thuy** - Member of Audit Committee.

In 2019, the Audit Committee has accompanied with the units in the inspection and supervision, gradually improving the work of the unit through the development and adjustment of operational processes, normative documents that have been put into practice. At the same time, it also strictly dealt with cases of violating the labor rules and regulations of the Company in order to ensure order and discipline, thereby preventing many risks in many fields of operation of the Company.

The Audit Committee conducted in the year with 62 inspections and reviews reaching 129% of the plan (*of which: 17 inspections of compliance; 05 inspections on financial statements; 40 inspection of construction investment and field inspection*).

II. SUPERVISION RESULTS OF BUSINESS PRODUCTION AND FINANCIAL ACTIVITIES

The Audit Committee approved the control report of the responsible member & Internal Audit Department and agreed on the contents of the separate financial statements and the consolidated financial statements 2019 prepared by the Board of Directors and the Finance Department, the Accounting Department of the company, was audited by Ernst & Young (EY) Limited.

The financial statements truthfully and reasonably reflect on the material aspects, the financial position of the Company as at 31 December 2019, business results and cash flow in the year ended on the same day, in accordance with Vietnamese Accounting Standards, Vietnamese Accounting System for Enterprises and legal regulations related to the preparation and presentation of financial statements.

Regarding the Company's business results in 2019 (Consolidated)

Target	Unit	Plan	Implementation	%
Net sales	Million VND	2.968,54	1.030,49	34,71%
Profit before tax	Million VND	340,04	346,53	101,91%

III. EVALUATION OF THE RESULTS OF IMPLEMENTING RESOLUTIONS OF THE ANNUAL GENERAL MEETING

The management and administration of the Company's operations were followed by the Board of Directors and the Management Board in compliance with Resolutions approved by the General Meeting of Shareholders. Business activities and risk management have been concerned by the unit properly and flexibly in each appropriate time to achieve the highest performance but still ensure its own brand. As follows:

1. Issuance of shares with dividend payment: The unit will complete in January 2020 the issuance of shares to pay dividends at the rate of 8%: 27,137,814 shares, equivalent to VND 271,378,140,000;

2. Change of the Company's Organizational Structure: On April 25, 2019, the Board of Directors issued Decision No. 36/2019/QD-HĐQT on changing the organizational and operational regulations of the Company accordingly the internal regulations on corporate governance adopted by the 2018 Annual General Meeting of Shareholders;

3. In addition, other Statements were adopted by the 2018 Annual General Meeting of Shareholders by the Resolution of the General Meeting of Shareholders No. 01/2019/NQ-DHDCD dated April 23, 2019 such as: amending and supplementing some contents of the Charter by changing the new Charter in accordance with the organizational structure as well as updating the new regulations on corporate governance which has been completed by the unit in 2019.

In addition to the above results, the Audit Subcommittee recorded a number of comments in the inspection and control work during the year as follows:

1. Compliance audit

- Issuing house numbers for apartment buyers has discrepancies between the purchase and sale contract and the decision to grant house numbers of state agencies due to the lack of coordination among related units;
- Legal document: in some cases, the unit has not implemented the actual review and updating, leading to practically no conformity.

2. Auditing activities

- The Head of the Unit has not reviewed and revised the Job Description Table, the assignment of jobs in accordance with changes in the Company's organizational chart, operation regulations.
- Action plan in the period (*year, quarter, month or week*) of each Division/Board has not been disseminated to each member of that Division/Department in order to motivate or strive to achieve the unit's own targets. .
- The Company's production and business plan has not been disseminated to each Employee (Employee) in order to create the strength of solidarity in the whole Company, together to strive to accomplish the goals of the year.
- The hand-over and record-keeping of resigned employees have not been fully received by the Head of Unit and employees, resulting in misplaced files and the recipient of the next job has difficulty and takes time to find documents and records.
- Asset management is still inadequate, the coordination units are not good.
- For construction activities: The sanctioning of labor safety violations when a labor safety violation occurs is still lacking grounds; The Contractor's responsibilities have not been clarified when violating the progress and quality for sanctions; The quantity and quality were checked and accepted but not true to reality ...

3. Financial Audit

- Advances that have been overdue according to regulations/approved but have not yet been completed or made a request for extension of the time for refund.
- Accounting staff at building management/residential area has not yet ensured the collection of service fees incurred at the project, there are still overdue status. It is necessary to identify specific parts of work between the Investor (TTC Land) and TTC Land M.
- The accountant has not regularly reviewed, compared and verified the products sold; unsold products of each project with the Sales Division.

IV. ACTION PLAN FOR 2020

1. Objective of Inspection - Control

Perform the task of supervising the management and administration of the Company & its member companies in accordance with the Law, the Charter and the Resolution of the General Meeting of Shareholders; Monitor the implementation of the production and business plan in 2020.

2. Solution of implementation

- Step up inspection and control activities from the pre-inspection stage; especially high risk areas. Detect, rectify and strictly handle violations, improve the efficiency of using capital and assets, save costs.
- Focus on checking and reviewing the Financial Statements to ensure the timeliness and honesty of the Company's quarterly and annual financial statements and its members.
- Audit the compliance in the operation of the company; supervise the work of issuing regulatory document. Check the compliance of regulatory document units.

- Check the financial statements of TCT & CTTV; Focus on receivables, overdue or bad debts and supervise the inspection of asset and inventory liquidation.
- Check operation management activities of the Management Board of buildings and residential areas in projects invested by TTC Land or managed by TTC Land-M.
- Build information and communication systems to raise awareness of the core purpose of inspection and control.

**ON BEHALF OF AUDIT SUBCOMMITTEE
CHAIRMAN OF AUDIT SUBCOMMITTEE**

LAM MINH CHAU

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019**

Re: approving audited financial statements 2019

Implementing the Resolution of the 2018 Annual General Meeting of Shareholders on the approval of the selection of auditors for financial statements in 2019, Ernst & Young Vietnam Limited performs the audit of financial statements 2019 of the Company.

The Board of Directors presents the Annual General Meeting of Shareholders to approve the Financial Statements 2019 audited by Ernst & Young Vietnam Limited, including:

- 1/Audited Parent Company Financial Statements 2019;
- 2/Audited consolidated financial statements 2019.

Ernst & Young Vietnam Limited has confirmed the parent company's financial statements 2019 and the consolidated financial statements in 2019 as follows: *“In our opinion, the financial statements of the Parent Company (and the Report) Consolidated financial statements) honestly and reasonably reflect the material aspects, financial status of the Parent Company (and consolidation) as at 31 December 2019 as well as the results of its operations (and the results of consolidated business operations) and the cash flow situation of the Parent Company (and the consolidated cash flow situation) for the financial year ended on the same day as in accordance with the Standards Vietnamese Accounting, Vietnamese Business Accounting System and legal regulations related to the preparation and presentation of financial statements”*.

(Audited Parent Company Financial Statements 2019 and audited consolidated financial statements for are posted on www.ttcland.vn)

Proposing to the 2019 Annual General Meeting of Shareholders for consideration and approval.

Recipients:

- GMS;
- Archives.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

NGUYEN DANG THANH

No.: 02/2020/TT – HĐQT

Ho Chi Minh City, June 29, 2020

STATEMENT OF

ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019

Re: Authorizing the Board of Directors to select the auditing unit of financial statements in 2020

- *Pursuant to the Enterprise Law No. 60/2005/QH11 dated November 29, 2005;*
- *Based on the rights and duties of the General Meeting of Shareholders specified in Section 2, Clause d, Article 14 of the Charter of Saigon Thuong Tin Real Estate Joint Stock Company.*

The Board of Directors proposes to the General Meeting of Shareholders to consider and approve:

Authorizing the Board of Directors (BOD) to invite and decide to select one of the independent auditing companies to perform the audit of financial statements in 2020 as follows:

1. KPMG Limited;
2. PWC (Vietnam) Limited;
3. Ernst & Young Viet Nam Limited;
4. Deloitte Vietnam Co., Ltd.
5. Other auditing companies on the list approved by the State Securities Commission are eligible for auditing for listed companies.

Best regard./.

Recipient:

- GMS;
- Archives.

**MEMBER OF BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN DANG THANH

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**
Re: Approving the plan of profit distribution in 2019

Based on the 2019 financial statement of Saigon Thuong Tin Real Estate Joint Stock Company audited and confirmed by Ernst & Young Vietnam Limited., the Board of Directors respectfully presents to the General Meeting of Shareholders. Considering and approving the 2019 profit distribution plan, specifically as follows:

Profit distribution plan for 2019

No.	Content	Value (VND)
1	Profit after tax in 2019	207,980,235,866
2	Appropriations for development investment fund: [5% x (1)]	10,399,011,793
3	Deduction for reward fund: [5% x (1)]	10,399,011,793
4	Deduction of welfare fund: [5% x (1)]	10,399,011,793
5	Profit after tax remaining after distribution of funds [(1) - (2) - (3) - (4)]	176,783,200,487
6	Profit after tax remaining after distribution of accumulated funds transferred from the previous year	274,336,359,009
7	Net profit after tax of accumulated funds until December 31, 2019 [(5) + (6)]	451,119,559,496

In order to increase the value of enterprise accumulation and support the Board of Management to overcome the difficult period of the real estate market due to the impact of the Coronavirus disease, the Board of Directors presents to the General Meeting of Shareholders for consideration, through:

1. The profit distribution plan in 2019 mentioned above;
2. The plan does not pay dividends in 2019. The remaining profit after tax of 2019 after the distribution of funds is VND 176,783,200,487, will be used to supplement the investment capital for production and business activities of Company.

Best regard./.

Recipient:

- GMS;
- Archives.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN DANG THANH

No.: 04/2020/TT – HDQT

Ho Chi Minh City, June 29, 2020

STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019

Re: approving the business plan in 2020

Based on the company's development strategy for the 2016-2020 period and the actual situation and the orientation of the work plan for 2020, the Board of Directors respectfully presents to the General Meeting of Shareholders for consideration and approval:

Business Plan for 2020 (Consolidated Statement):

No.	Content	Value
1	Net sales	2,056 million VND
2	Profit before tax	120 million VND

Best regard./.

Recipient:
- GMS;
- Archives.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN DANG THANH

No.: 05/2020/TT – HDQT

Ho Chi Minh City, June 29, 2020

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**

Re: Approving the policy of repurchasing stocks as treasury stocks

- Pursuant to current law provisions;
- Pursuant to the current charter of Saigon Thuong Tin Real Estate Joint Stock Company;
- Based on the actual situation.

In order to stabilize the share price of the Company, reduce the number of outstanding shares and increase the profitability ratio per share for shareholders, on the other hand, the repurchase of shares to make treasury shares is considered a first investing in a potentially profitable asset in the future, the Board of Directors presents to the General Meeting of Shareholders for consideration and approval of the policy of repurchasing stocks as treasury shares, with the following contents:

1. Agreeing on the policy of repurchasing stocks as treasury stocks as follows:

- Stock name: Stock of Saigon Thuong Tin Real Estate Joint Stock Company;
- Stock code: SCR
- Face value of stock: 10,000 dong/share.
- Total treasury shares held before trading: 0 shares, equivalent to 0% of charter capital.
- Total number of shares registered to buy back for treasury stocks: up to 73,271,260 shares, equivalent to 20% of the charter capital.
- Purpose of stock repurchase: Reducing the number of circulating shares, increasing shareholder value.
- Source of capital for stock repurchase: Share premium, undistributed after-tax profit, other equity funds are used to supplement charter capital as prescribed by law (According to financial statements 2019 has been audited).
- Expected trading time: After getting approval from the State Securities Commission, the Company registers to buy back shares of the Company and the Company has made a disclosure according to the law, but the time limit is not more than thirty (30) days from the start date of the transaction. Specific time authorized the Board of Directors to decide.
- Trading method: Matching / or put through.
- Price determination principle: According to the provisions of Circular 203/2015/TT-BTC dated 21/12/2015 of the Ministry of Finance, the Regulation on securities trading of Ho Chi Minh Stock Exchange and Other current regulations of law.
- Daily order quantity: according to the Current charters of Ho Chi Minh Stock Exchange Ho Chi Minh.

- Price (price range): According to the Circular No. 203/2015/TT - BTC dated December 21, 2015 of the Ministry of Finance and relevant legal documents and Current charters on securities transactions of the Ho Chi Minh City Stock Exchange.

2. Authorizing the Board of Directors to repurchase stocks as treasury stocks:

The General Meeting of Shareholders authorizes the Board of Directors to decide all matters related to the repurchase of stocks as treasury shares in accordance with the policy in Section 1 above, including but not limited to the following tasks.

- Decide whether or not to redeem shares for treasury stock depends on the Company's resources, the market situation and/or the decision of the State Securities Commission.
- Decide on the time of stock repurchase, the specific number of shares to be registered for repurchase, the repurchase price, the transaction method so as to ensure the best interests of the Company, shareholders and investors and appropriate in accordance with the law and the Charter of the Company.
- Decide the plan to repurchase stocks as treasury stocks.
- To select securities companies to conduct stock repurchase transactions as treasury stocks.
- Prepare reports and carry out procedures to apply for permission of the State Securities Commission and competent state agencies as prescribed by law.
- Decide and carry out all necessary procedures related to the repurchase of stocks as treasury stocks in accordance with law.

Best regard./.

**ON BEHALF OF BOARD OF
DIRECTORS
CHAIRMAN**

Recipients:

- *GMS;*
- *HDQT, TBKT;*
- *Archives*

NGUYEN DANG THANH

STATEMENT OF

ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019

*Re: Approving the Board of Directors' remuneration for fiscal year 2019,
Proposing remuneration and operating expenses of the Board of Directors for the fiscal year
2020*

- Pursuant to the current Charter of Saigon Thuong Tin Real Estate Joint Stock Company;
- Pursuant to the audited financial statements of 2019 and the business plan of the Company in 2020;
- Based on the requirements of the management of business activities in 2020 of the Board of Directors,

The Board of Directors (BOD) presents to the General Meeting of Shareholders for approval of the remuneration for the Board of Directors in the fiscal year 2019; Proposals for remuneration and operating expenses of the Board of Directors for the fiscal year 2020, specifically as follows:

1. Payment of remuneration to the Board of Directors for the fiscal year 2019:

Based on the Resolution of the Annual General Meeting of Shareholders No. 11/2019/NQ_DHDCD_TTCLAND in 2018, the remuneration of the Board of Directors is VND 680,000,000/month (Six hundred and eighty million VND) including the 13th month. This remuneration does not include personal income tax. The Board of Directors would like to report that, in the fiscal year 2019, the remuneration paid to the Board members is VND 6,462,232,842 (equivalent to VND 497,094,834/month). This remuneration does not include personal income tax.

2. Proposal of remuneration and operating expenses of the Board of Directors for the fiscal year 2020:

The Board of Directors forecasts the remuneration and operational expenses of the Board of Directors to perform the tasks assigned by the General Meeting of Shareholders according to the functions and duties of VND 8,392,000,000 (Eight billion, three hundred and ninety two million Vietnamese Dong), equivalent to VND 680,000,000/month, in which:

2.1 The remuneration of the BOD: VND 230,000,000/month (Two hundred and thirty million Vietnamese Dong); including the 13th month and exclusive of personal income tax, specifically distributed as follows:

Title	Number of members	Remuneration/month/member
Chairman of the Board	01	60,000,000 đ
Vice Chairman of the Board	01	50,000,000 đ
Member of the BOD	02	40,000,000 đ
Independent Member of BOD	02	20,000,000 đ

2.2 Operating costs of the Board of Directors: VND 450,000,000/month (Four hundred and fifty million Vietnamese Dong).

Sincerely respect the Congress. /.

Recipient:

- GMS;
- Archives.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN DANG THANH

No.: 07/2020/TT – HDQT

Ho Chi Minh City, June 29, 2020

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**
Re: approving the policy of investing, buying, selling and merging real estate projects

- Pursuant to the Enterprise Law No. 68/2014/QH13 passed by the 13 National Assembly of the Socialist Republic of Vietnam on November 16, 2014;
- Pursuant to the current Charter of Saigon Thuong Tin Real Estate Joint Stock Company on November 28, 2018;
- Based on actual status of production and business activities of Saigon Thuong Tin Real Estate Joint Stock Company.

In order to ensure the initiative and timely meet the needs in seeking opportunities, promoting investment activities, mergers and acquisitions of real estate projects of the Company, the Board of Directors presents to the general meeting of shareholders reviews and approves the policy on real estate investment, purchase and merger activities in 2020, specifically as follows:

- 1) Purpose: The Company participates in real estate investment, purchase, sale, and merger to create and exploit potential land fund, develop land fund and own real estate projects to serve the sustainable development strategy for the period 2020 - 2025.
- 2) Approve the authorization to the Board of Directors to decide the investment, purchase, sale and merger of real estate projects with a value equal to or greater than 70% of the total asset value of the Sai Gon Thuong Tin Joint Stock Company and its branches are recorded in the latest audited financial statements.
- 3) Subjects: Real estate projects, companies with potential land funds, companies that own real estate projects or other investment activities (collectively referred to as real estate projects) in accordance with product development strategy and development strategy orientation of the Company.
- 4) This authorization is valid for the period from the date of resolution of the General Meeting of Shareholders to the next annual general meeting of shareholders.
- 5) The Board of Directors is responsible for reporting the implementation of the General Meeting of Shareholders in the next Annual General Meeting of Shareholders.

Proposing to the General Meeting of Shareholders for approval./.

Recipient:
- GMS;
- Archives.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN DANG THANH

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**

Re: Approving the policy of signing related contracts and transactions of the company

- *Pursuant to the Enterprise Law No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014 and its guiding documents;*
- *Pursuant to Circular No. 155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance providing guidelines for information disclosure on the stock market.*
- *Decree No. 71/2017/ND-CP dated June 6, 2017 of the Government providing guidance on corporate governance applicable to public companies.*
- *Pursuant to the Charter of Saigon Thuong Tin Real Estate Joint Stock Company;*
- *Based on the actual situation of the Company.*

In order to meet the needs and general development orientation of the Company, to use the capital appropriately and effectively for the business activities of Saigon Thuong Tin Real Estate Joint Stock Company, the Board of Directors now presents to the General meeting of Shareholders consider and approve the following issues:

- 1) Through the policy of signing contracts, transactions between Saigon Thuong Tin Real Estate Joint Stock Company ("the Company") are equal to or greater than 35% of the total value of assets of Sai Gon Thuong Tin Real Estate Joint Stock Company is recorded in the most recent financial statements:
 - Objects to sign contracts and transactions: Legal entities according to Appendix 01 attached.
 - The contracting and transaction contents include: borrowing/lending, loan guarantee and other loan security measures (mortgage, mortgage), except for loan granting and guarantee transactions shareholders and related persons of shareholders that the Company is not allowed to comply with the law.
 - Form of granting amounts of loan, loans or guarantees: Authorizing the Board of Directors to decide whether or not to have collaterals for this transaction on the basis of ensuring the interests of the Company.
 - Value of contracts and transactions: According to the value at each specific time and each contract, based on the interests of the Company.
- 2) Through granting loans or guarantees and other transactions to members of the Board of Directors, the General Director, Deputy General Directors, Chief Accountant, Other

Managers, and company's staff (if any) and individuals and organizations related to the above members; legal entities that have financial interests, except for loans, guarantees and other transactions of shareholders and related persons of the shareholders that the Company is not allowed to comply with the law.

- Value of each loan or guarantee: According to the price from time to time and each specific contract, on the basis of ensuring the interests of the Company.
- 3) Implementation time: from the date approved by the General Meeting of Shareholders to the date of the General Meeting of Shareholders passing another Resolution.
- 4) Authorize the Board of Directors to decide on each specific contract/transaction based on the actual situation of the Company and carry out the procedures related to the signing and implementation of the above contracts/transactions. The authorization is effective from the date of the resolution of the General Meeting of Shareholders until it is decided by the General Meeting of Shareholders

Proposing to the General Meeting of Shareholders for consideration and approval./.

Recipient:

- GMS;
- Archives.

**ON BEHALF OF BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN DANG THANH

APPENDIX

(Attached to Report No. 07/2020/TT-HĐQT dated June 29, 2020)

No.	Company name
1	Thuong Tin Tau Cuoc Joint Stock Company
2	Mailan Joint Stock Company
3	Dong Saigon Real Estate Development Investment Corporation
4	Binh Tay Packaging And Warehouse Joint Stock Company
5	Tienphat Garment Company
6	Thuong Tin - CJ Cau Tre Company Limited
7	Sai Gon Thuong Tin Real Estate Service Business Company Limited
8	Sacomreal Property Management Company Limited
9	Thanh Thanh Cong Industrial Zone Joint - Stock Company
10	Dang Huynh Industrial Zones Exploitation And Management Joint Stock Company
11	Toan Hai Van Joint Stock Company
12	Thanh Thanh Cong Investment Joint Stock Company
13	Hung Anh Nam Real Estate Business Investment Company Limited
14	Nguyen Kim Da Nang Trading Joint Stock Company
15	66 Real Estate Investment Joint Stock Company
16	TTC Land Retail Management Company Limited
17	TTC Land Long An Real Estate Investment Joint Stock Company
18	TTC Land Phu Quoc Real Estate Investment Joint Stock Company
19	TTC Land Hung Dien Real Estate Investment Joint Stock Company
20	Thanh Thanh Nam Joint Stock Company
21	An Son Nhat Development Investment Joint Stock Company

22	Hoa Dong Production Construction Service Joint Stock Company
23	Kim Thanh Real Estate Investment Joint Stock Company
24	SVG Investment Corporation

No.: 09/2020/TT – HDQT

Ho Chi Minh City, June 29, 2020

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**

Re: approving the establishment of Strategy Subcommittee under Board of Directors

- *Pursuant to the Enterprise Law No. 68/2014/QH13 dated November 26, 2014 ("Enterprise Law");*
- *Pursuant to Decree 71/2017/ND-CP guiding corporate governance applicable to public companies on June 6, 2017 ("Decree 71") and guiding documents;*
- *Pursuant to the current charter of Saigon Thuong Tin Real Estate Joint Stock Company;*
- *Based on practical requirements in the management and administration of the Company.*

In order to ensure the development of the Company in the right direction and in line with the development trend of the market, the Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company presents to the General Meeting of Shareholders for consideration and approval. Establishing the Strategy Subcommittee, specifically as follows:

1. Establishing a Strategic Subcommittee under the Board of Directors in order to support the Board of Directors' activities in formulating development strategies and plans of the Company;
2. Assigning the Board of Directors to formulate, decide on the organizational structure, tasks and directions of the Strategy Subcommittee;
3. Assigning the Board of Directors to adjust and supplement the internal regulations on corporate governance and related regulations on the Strategic Subcommittee, including the addition, clarification and adjustment of the order of Articles and Clauses, points for compliance with legal provisions and the actual situation.

Proposing to the General Meeting of Shareholders for consideration and approval.

Best regards./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Recipient:

- GMS

- Archives.

NGUYEN DANG THANH

No.: 10/2020/TT – HDQT

Ho Chi Minh City, June 29, 2020

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**

Re: amending and supplementing internal regulations on corporate governance

- *Pursuant to the Enterprise Law No. 68/2014/QH13 dated November 26, 2014 ("Enterprise Law");*
- *Pursuant to Decree 71/2017/ND-CP guiding corporate governance applicable to public companies on June 6, 2017 ("Decree 71") and guiding documents;*
- *Pursuant to the current charter of Saigon Thuong Tin Real Estate Joint Stock Company;*
- *Pursuant to the internal regulations on corporate governance adopted by the General Meeting of Shareholders on April 23, 2019.*

The Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company has reviewed the internal regulations on corporate governance. On the basis of the review, the Board of Directors found that some provisions of the Internal Regulations on corporate governance need to be amended and supplemented in accordance with the provisions of the Enterprise Law, Decree 71, documents guiding the implementation and administration and operation requirements of the Company.

From the above reasons, the Board of Directors proposes to the General Meeting of Shareholders to consider and approve the following:

1. Approving the amendments and supplements to a number of articles of the Internal Regulations on corporate governance detailed according to the Table of Contents of amendments and supplements to the Internal Regulations on corporate governance attached to this Proposal; and
2. Assigning the Board of Directors to amend and supplement the internal regulations on corporate governance in Section 1 above, including adjusting, supplementing, clarifying and changing the order of articles, clauses and points in accordance with the provisions of law and the actual situation.

Proposing to the General Meeting of Shareholders for approval.

Best regards./.

Recipients:

- *GMS;*
- *Archives.*

**ON BEHALF OF THE BOARD OF
DIRECTOR
CHAIRMAN**

NGUYEN DANG THANH

A TABLE OF STATISTICS ON AMENDMENTS AND SUPPLEMENTS TO INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

No.	Terms <i>(Subject to the Current regulations)</i>	Current regulations	Revised regulations	Explanation
1	Points c, d, f, Clause 1, Article 4	<p>(c) "BOD" means the Board of Directors of the Company.</p> <p>(d) "TBKT" means the Audit Subcommittee under the Board of Directors of the Company. Audit subcommittee is an internal audit committee as prescribed at Point b, Clause 1, Article 134 of the Enterprise Law".</p> <p>(f) "Company Manager" is the General Director, Deputy General Director, and Chief Accountant.</p>	<p>(c) "BOD" means the Board of Directors of the Company, <i>which is the governing body elected by shareholders. The Board of Directors is responsible for developing the Company's strategy and determining the business priorities of the Company as well as the direction and control of management, and making decisions on matters that are not within the scope of authority of GMS.</i></p> <p>(d) "TBKT" means the Audit Subcommittee under the Board of Directors of the Company as stipulated in Point b, Clause 1, Article 134 of the Enterprise Law.</p> <p>(f) "Manager of the Company" is the General Director, Deputy General Director, Chief Accountant and other executives as stipulated in the Company's Charter.</p>	Adding content to clarify terms
2	Adding definitions to Clause 1 of Article 4	No specified	<ul style="list-style-type: none"> - "Executive Board Member" means a member of the Board of Directors responsible for participating in the day-to-day operations of a part or the whole of the Company. - "Manager of the Company": is the Chairman of the Board, member of the Board of Directors, CEO and other individuals holding managerial positions authorized on behalf of the Company to sign transactions of the Company in accordance with the provisions of the Company's Charter ty. 	

			- "Related party interests" of any organization, individual or community in general may affect and/or be affected by the Company's strategies, policies, decisions and business operations. This includes customers, creditors, investors, governments and the community where the Company operates.	
3	Point d, Clause 3, Article 8	No specified	The minutes made in Vietnamese and English (if any) have the same legal effect. In case of any discrepancies between the Vietnamese and English versions, the Vietnamese version will prevail.	For convenience, if the shareholder is a foreign organization or individual.
4	Clause 1, Article 9	The Board of Directors has the right to consult shareholders in writing to <i>pass the Resolution of the General Meeting of Shareholders</i> at any time if deemed necessary for the benefit of the Company. Written opinions of shareholders include issues specified in Clause 2, Article 143 of the Enterprise Law.	The Board of Directors has the right to consult shareholders in writing to approve the issues under the authority of the General Meeting of Shareholders as specified in the Charter at any time if deemed necessary for the benefit of the Company. Written opinions of shareholders include issues specified in Clause 2, Article 143 of the Enterprise Law.	Adding to clary content
5	Clause 1, Article 12	The number of members of the Board of Directors is at least three (03) and at most eleven (11) people. The specific number of Board members in each period is decided by the General Meeting of Shareholders. The term of office of members of the Board of Directors shall not exceed five (05) years; members of BOD can be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total members of the Board of Directors.	The number of members of the Board of Directors is at least three (03) and at most eleven (11) people. The specific number of Board members in each period is decided by the General Meeting of Shareholders. The term of office of members of the Board of Directors shall not exceed five (05) years; members of BOD can be re-elected for an unlimited number of terms. The total number of independent members of the Board of Directors must account for at least one-third (1/3) of the total members of the Board of Directors. The total number of non-executive members of the BOD must account for at least one-third (1/3) of the total members of the Board of Directors.	Adding to clary content

6	Article 20	<p>1. Structure, components and standards of TBKT members</p> <p>(a) TBKT has from 3 to 5 members or the specific number decided by the Board in each period.</p> <p>(b) The composition of TBKT consists of at least one (01) person with qualifications, certificates or experience related to finance, accounting or auditing.</p> <p>(c) Members of TBKT are appointed by the Board of Directors and may be reappointed without limitation. The Board of Directors appoints one person to be the head of the TBKT.</p> <p>2. Criteria for being a member of TBKT</p> <p>(d) Having full civil act capacity;</p> <p>(e) Having professional qualifications and experience in business management of the Company and not necessarily being a shareholder of the Company.</p> <p>3. Members of TBKT are dismissed in the following cases:</p> <p>(a) No longer qualified as a TBKT member or prohibited by law from being a TBKT member;</p> <p>(b) Having resignation letter and approved by the Board of Directors;</p> <p>(c) According to a decision of the BOD.</p> <p>4. Rights and obligations of TBKT</p> <p>(a) Upon request of a shareholder or group of shareholders as stipulated in Clause 3, Article 11 of the Company's Charter, perform and conduct the inspection within seven (07) working days from the date of receipt of the request. Within fifteen (15) working days from the date of the end of the examination, the TBKT must report to explain the issues that are required to check to the Board of Directors and the shareholder or group of shareholders required. The inspection</p>	<p>1. TBKT is responsible for assisting the BOD in fulfilling the roles and responsibilities of the BOD.</p> <p>2. Organizational structure, criteria of members of TBKT, functions - tasks - powers of TBKT are defined by the BOD in the Regulation on operation of TBKT.</p>	<p>For the convenience of regulating, adjusting (if any) issues related to technical efficiency.</p>
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	<p>of TBKT prescribed in this Clause must not hinder the normal operation of the Board of Directors, nor cause disruption of the Company's business operations;</p> <p>(b) When detecting that the General Director violates the obligations of the Company manager prescribed in Article 160 of the Enterprise Law, Article 34 and Article 35 of the Company's Charter, the violator must be requested to immediately stop the act and also sent a written notice to the BOD within 48 hours for the BOD to decide to handle;</p> <p>(c) Checking the rationality, legality, honesty and degree of caution in the management and administration of business activities; systematizes, consistency and suitability of accounting work, statistics and financial reporting;</p> <p>(d) Examining the Company's accounting books and other documents, the management and administration tasks of the Company according to the decision of the Board of Directors or at the request of the shareholder or group of shareholders prescribed in Clause 3, Article 11 of the Company's Charter;</p> <p>(e) Proposing to the Board of Directors measures to amend, supplement and improve the organizational structure of management and administration of the Company's operations;</p> <p>(f) Assessing the completeness, legality and honesty of the Company's business situation, annual financial statements, and annual financial statements. Preparing this content in the BOD's report to submit to the General Meeting of Shareholders at the annual meeting.</p> <p>(g) Being responsible for internal audit activities of the Company.</p> <p>(h) In the accounting and auditing activities of the Company:</p> <ul style="list-style-type: none"> - Proposing the selection of an independent auditing company, the audit fee and all related issues for the Board of 		
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	<p>Directors to submit to the General Meeting of Shareholders for approval in accordance with the Company's Charter;</p> <ul style="list-style-type: none"> - Discussing with independent auditors about the nature and scope of the audit before starting the audit; - Discussing the difficult and existing issues discovered from the mid-term or final audit results as well as any issues that the independent auditor wants to discuss; - Examining management letters of independent auditors; - Monitoring the independence and objectivity of the independent audit. <p>(i) Having the right to use independent consultants to perform the assigned tasks.</p> <p>(j) Having the right to attend and discuss at meetings of the Board of Directors and other meetings of the Company if invited, to participate in the discussion but without voting rights.</p> <p>(k) The CEO and other Executives must provide all information and documents related to the Company's operations as requested by TBKT.</p> <p>(l) Complying with the BOD's regulations and be responsible to the BOD for its activities.</p> <p>5. Meetings, operational costs of TBKT</p> <p>(a) The BOD may issue a regulation on a meeting of TBKT and how it works. TBKT must meet at least once a quarter and the meeting is conducted when two-thirds of the TBKT members or more attend the meeting and pass a decision when a majority of the members vote for approval.</p> <p>(b) Operating costs of technical equipment</p>		
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		<ul style="list-style-type: none"> - Salary and other operating expenses (if any) of TBKT members will be decided by the Board in accordance with the labor laws and internal regulations of the Company. - Members of TBKT are paid for food, accommodation, travel and expenses for using independent consulting services at a reasonable level. This total salary and expense does not exceed the total annual operating budget of TBKT approved by the Board of Directors, unless otherwise decided by the Board of Directors; - Wages and operating costs of TBKT are included in the costs of production and business activities of the company in accordance with the law. 		
7	Clause 2, Article 13	<p>“A member of the Board of Directors of the Company may also be a member of the Board of Directors of another company. The Chairman of the Board must not concurrently hold the position of General Director of the Company unless this concurrent position is approved at the Annual General Meeting of Shareholders.”</p>	<p>“A member of the Board of Directors cannot concurrently be a Board member at more than 05 of other companies. The Chairman of the BOD must not concurrently hold the position of General Director of the Company”.</p>	<p>In accordance with the provisions of Article 12, Article 37 of Decree 71/2017/ND-CP.</p>
8	Article 22	<p>“Secretary of the Company is in charge of corporate governance</p> <p>1. The BOD will appoint one (or more) Company Secretary to be in charge of corporate governance to support the company's corporate governance effectively. The term of the Secretary who is in charge of corporate governance is decided by the Board of Directors, a maximum of five (05) years.</p> <p>2. The Secretary of the Company who is in charge of corporate governance must be knowledgeable about the law, and not concurrently work for the independent auditing</p>	<p>“The person in charge of corporate governance</p> <p>1. The BOD will appoint one (or more) people to perform the duties of the Person in charge of corporate governance to support the corporate governance activities to be conducted effectively. The person in charge of corporate governance may concurrently act as a company secretary in accordance with Clause 5 Article 152 of the Enterprise Law and the Charter of the Company. The term of the Person in charge of corporate governance is decided by the Board of Directors, a maximum of five (05) years.</p>	<p>To be more consistent with the provisions of Decree 71 and convenient for corporate governance.</p>

	<p>company which is auditing the Company's financial statements.</p> <p>3. <i>The Company Secretary, who is in charge of corporate governance</i>, has the following rights and obligations:</p> <p>a. Advising the Board of Directors in organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;</p> <p>b. Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;</p> <p>c. Advising vic on procedures of meetings;</p> <p>d. Attending meetings;</p> <p>e. Advising on procedures for making resolutions of the Board in accordance with the law;</p> <p>f. Providing financial information, a copy of the Board meeting minutes and other information for the Board members;</p> <p>g. Monitoring and reporting to the Board of Directors on the information disclosure activities of the Company;</p> <p>H. Confidentiality of information in accordance with the laws and the Company's Charter;</p> <p>i. Other rights and obligations in Clause 5, Article 152 of the Enterprise Law.</p> <p>4. The Board of Directors may dismiss the Secretary of the Company, who is in charge of corporate governance, when necessary, but not contrary to the applicable labor laws.</p> <p>5. Notice of appointment and dismissal of the Secretary of the Company who is in charge of corporate governance shall be implemented in accordance with the law. "</p>	<p>2. <i>The person in charge of corporate governance</i> must be knowledgeable about law, concurrently work for the independent auditing company which is auditing the Company's financial statements.</p> <p>3. <i>The person in charge of corporate governance</i> has the following rights and obligations:</p> <p>(a) Advising the BOD in organizing the General Meeting of Shareholders in accordance with the regulations and related work between the Company and shareholders;</p> <p>(b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;</p> <p>(c) Advising on procedures for meetings;</p> <p>(d) Attending meetings;</p> <p>(e) Advising on procedures for making resolutions of the Board in accordance with the law;</p> <p>(f) Providing financial information, copies of the Board meeting minutes and other information to the Board members;</p> <p>(g) Monitoring and reporting to the Board of Directors about the Company's information disclosure activities;</p> <p>(h) Confidentiality of information in accordance with the law and the Charter of the Company;</p> <p>(i) Other rights and obligations as prescribed by law and the Company's Charter.</p> <p>4. The Board of Directors may dismiss the person in charge of Public Administration when necessary but not contrary to the provisions of law.</p>	
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			5. Notice of appointment and dismissal of the person in charge of corporate governance shall comply with the law."	
9	Clause 1, Article 23	The Executive Board includes the General Director, Deputy General Director (s), Chief Accountant and other Executives (if any).	The Executive Board is composed of the General Director, Deputy General Director (s), Chief Accountant and other Executives as stipulated in the Company's Charter.	For convenience in applying, add specific reference sources.

No.: 11/2020/TT – HDQT

Ho Chi Minh City, June 29, 2020

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**
Re: amending and supplementing the Company's Charter

- *Pursuant to the Enterprise Law No. 68/2014/QH13 dated November 26, 2014 ("Enterprise Law");*
- *Pursuant to Decree 71/2017/ND-CP guiding corporate governance applicable to public companies on June 6, 2017 ("Decree 71") and guiding documents;*
- *Pursuant to the current charter of Saigon Thuong Tin Real Estate Joint Stock Company;*
- *Based on practical requirements in the management and administration of the Company.*

The Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company reviewed the Company's current charter. On the basis of the review, the Board of Directors found that some provisions of the Charter of the Company need to be amended and supplemented in accordance with the provisions of the Enterprise Law, Decree 71, guiding documents and require administration and operation of the Company.

Therefore, the Board of Directors proposes to the General Meeting of Shareholders to consider and approve the amendment and supplement of the Company's Charter, with the following specific contents:

1. Approved the amendments and supplements to a number of articles of the Charter in details according to the List of the amendments and supplements to the Charter attached to this Statement; and in addition to the above amendments, the other contents of the current Charter of the Company remain the same, unchanged;
2. Assigned to the Board of Directors to amend and supplement the Charter in section 1 above, including adjusting, supplementing, clarifying and changing the order of terms, clauses and points in accordance with the rule of law and the actual situation.

Proposing to the General Meeting of Shareholders for approval.

Best regards./.

**ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

Recipients:

- *GMS;*
- *HDQT, TBKT;*
- *Archives.*

NGUYEN DANG THANH

A TABLE OF STATISTICS FOR AMENDMENTS AND SUPPLEMENTS TO THE COMPANY'S CHARTER

No.	Clause	Current charter	Revised charter	Explanation
1.	Clause 2, Article 13	“The Board of Directors organizes the convening of the Annual General Meeting of Shareholders and chooses the appropriate location. The Annual General Meeting of Shareholders decides issues in accordance with the law and the Charter of the Company, especially through the annual financial statements and financial budget for the next fiscal year. Independent auditors may be invited to attend the meeting to advise the approval of the annual financial statements.”	The Board of Directors convenes the Annual General Meeting of Shareholders and selects an appropriate location. The Annual General Meeting of Shareholders decides issues in accordance with the law and the Charter of the Company, especially through the annual financial statements and financial budget for the next fiscal year. Representatives of independent auditing firms may be invited to attend the meeting to advise the approval of the annual financial statements.”	Standardize terminology.
2.	Point e Clause 1 Article 14	No specified.	e) Other issues within its authority.	In accordance with the provisions of Article 136 of the Enterprise Law.
3.	Point n Clause 2 Article 14	"The General Director is concurrently the Chairman of the Board of Directors".	Skip this content.	In accordance with the provisions of Article 12, Article 37 of Decree 71 and the actual situation.
4.	Point a Clause 3 Article 14	"The contracts prescribed at Point o , Clause 2 of this Article when such shareholder or person related to that shareholder is a party to the contract".	"The contracts prescribed at Point n , Clause 2 of this Article when such shareholder or person related to that shareholder is a party to the contract".	Adjust the reference accordingly.
5.	Clause 1, Article 15	Article 15. Authorized representatives	"Article 15. Exercise the right to attend the General Meeting of Shareholders	In order to comply with the provisions of

		1. "Shareholders who have the right to attend the General Meeting of Shareholders in accordance with the law may directly attend or authorize their representatives to attend. In case more than one authorized representative is appointed, the number of shares and votes of each representative must be specified.	1. Shareholders who have the right to attend the General Meeting of Shareholders in accordance with law may directly attend or authorize their representatives to attend or through one of the forms prescribed in Clause 6 of this Article. In case more than one authorized representative is appointed, the number of shares and votes of each representative must be specified.	Clause 2, Article 140 of the Enterprise Law and have a basis for organizing online congresses and voting.
6.	Clause 6, Article 15	No specified.	"6. Shareholders are considered attending and voting at the General Meeting of Shareholders in the following cases: a) Attend and vote directly at the meeting; b) Authorize another person to attend and vote at the meeting; c) Attend and vote via online conferences, electronic voting or other electronic forms; d) Send votes to the meeting via mail, fax, email. "	In order to comply with the provisions of Clause 2, Article 140 of the Enterprise Law and have a basis for organizing online congresses and voting.
7.	Title of Clause 2 Article 24	"The nomination of a Member of the Board of Directors is done as follows".	"The nominations and candidates for members of the Board of Directors are as follows".	Adjust the title to match the content.
8.	Clause 1, Article 26	"The Board of Directors must select among the members of the Board of Directors to elect a Chairman and from time to time, one or more Vice Presidents may be elected. <i>The Chairman of the Board of Directors can hold the position of General Director of the</i>	"The Board of Directors must select among the members of the Board of Directors to elect a Chairman and from time to time, one or more Vice Presidents may be elected."	In accordance with the provisions of Article 12, Article 37 of Decree 71/2017/ND-CP.

		<i>Company if approved annually at the Annual General Meeting of Shareholders. ”</i>		
9.	Article 33	<p>Article 33. Company secretary is in charge of corporate governance</p> <p>1. The Board of Directors will appoint one (or more) <i>Company Secretary to be in charge of corporate governance</i> to support the company's corporate governance effectively. <i>The term of the Secretary who is in charge of corporate governance is decided by the Board of Directors, a maximum of five (05) years.</i></p> <p>2. <i>The Secretary of the Company who is in charge of corporate governance</i> must be knowledgeable about the law, and not concurrently work for the independent auditing company which is auditing the Company's financial statements.</p> <p>3. <i>The Company Secretary, who is in charge of corporate governance</i>, has the following rights and obligations:</p> <p>a) Advising the BOD in organizing the General Meeting of Shareholders in accordance with the regulations and related tasks between the Company and shareholders;</p> <p>b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;</p> <p>c) Advising on procedures of meetings;</p> <p>d) Attending meetings;</p> <p>e) Advising on procedures for making resolutions of the BOD in accordance with the law;</p>	<p><i>Move Article 33 to Article 30 and adjust the contents as follows:</i></p> <p>Article 30. Person in charge of corporate governance</p> <p>1. The Board of Directors will appoint one (or more) <i>people to perform the duties of the Person in charge of corporate governance</i> to support the corporate governance activities to be conducted effectively. <i>The person in charge of corporate governance may concurrently act as a company secretary in accordance with Clause 5 Article 152 of the Enterprise Law and the Charter of the Company. The term of the Person in charge of corporate governance is decided by the Board of Directors, a maximum of five (05) years.</i></p> <p>2. <i>The person in charge of corporate governance</i> must be knowledgeable about law, concurrently work for the independent auditing company which is auditing the Company's financial statements.</p> <p>3. <i>The person in charge of corporate governance</i> has the following rights and obligations:</p> <p>a) Advising the BOD in organizing the General Meeting of Shareholders in accordance with the regulations and related tasks between the Company and shareholders;</p>	<p>In accordance with legal regulations and convenience for corporate governance.</p>

		<p>f) Providing financial information, copies of the Board meeting minutes and other information for the Board members;</p> <p>g) Monitoring and reporting to the Board of Directors on the information disclosure activities of the Company;</p> <p>h) Keeping information confidential in accordance with the law and the Charter of the Company;</p> <p>i) Other rights and obligations in Clause 5, Article 152 of the Enterprise Law.</p> <p>4. The Board of Directors may dismiss the Secretary of the Company, who is in charge of corporate governance, when necessary, but not contrary to the applicable labor laws.</p>	<p>b) Preparing meetings of the Board of Directors and the General Meeting of Shareholders at the request of the Board of Directors;</p> <p>c) Advising on procedures of meetings;</p> <p>d) Attending meetings;</p> <p>e) Advising on procedures for making resolutions of the BOD in accordance with the law;</p> <p>f) Providing financial information, copies of the Board meeting minutes and other information for the Board members;</p> <p>g) Monitoring and reporting to the Board of Directors on the information disclosure activities of the Company;</p> <p>h) Keeping information confidential in accordance with the law and the Charter of the Company;</p> <p>i) Other rights and obligations as prescribed by law and the Company's Charter.</p> <p>4. The Board of Directors may dismiss the person in charge of Public Administration when necessary but not contrary to the provisions of law.</p>	
10.	The name of Chapter VIII	"General Manager, Other Executives and Secretary of the Company"	"General Manager, Other Executives"	Adjust the name to suit the content of the Chapter.
11.	Adjust the order of terms	<ul style="list-style-type: none"> - Article 30 - Article 31 	<p>Adjust the ordinal numbers of the terms (without changing the content) as follows:</p> <ul style="list-style-type: none"> - Article 30 is amended to Article 31 	Because of moving Article 33 into Article 30, there is a change

			- Article 31 becomes Article 32	in the order of the terms (without changing the content).
12.	Clause 2, Article 32	Term of office: <i>According to Article 26 of this Charter, the General Director may not be the Chairman of the Board of Directors.</i> The term of the General Director shall not exceed 5 (five) years unless otherwise stipulated by the Board of Directors and may be reappointed for an unlimited number of terms. The appointment may be invalid based on the provisions of the labor contract. The General Director is not allowed to be a person banned from holding this position by law.	<ul style="list-style-type: none"> - <i>Adjust the ordinal number: Article 32 to Article 33</i> - <i>The content in Clause 2 of this Article is amended as follows:</i> <p>“Term: The term of the General Director does not exceed 05 (five) years unless the Board of Directors stipulates otherwise and can be reappointed with an unlimited number of terms. The appointment may be invalid based on the provisions of the labor contract. The General Director is not allowed to be banned from holding this position by law. ”</p>	In accordance with the provisions of Article 12, Article 37 of Decree 71

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**
Re: dismissing members of the Board of Directors

- Pursuant to the current Charter of Saigon Thuong Tin Real Estate Joint Stock Company;
- Pursuant to the Enterprise Law No. 68/2014/QH13 dated November 26, 2014;
- Pursuant to the resignation letter on May 29, 2020 of Mr. Nguyen Dang Thanh;
- Pursuant to the resignation letter on June 3, 2020 of Mr. Lam Minh Chau;
- Based on the resignation letter on June 12, 2020 of Ms. Tran Yen Duyen,

The Board of Directors (BOD) submits to the General Meeting of Shareholders voting for the dismissal of members of the BOD from the following members:

1. Mr. **Nguyen Dang Thanh** - According to the resignation letter on May 29, 2020;
2. Mr. **Lam Minh Chau** - According to resignation letter on June 3, 2020;
3. Ms. **Tran Yen Duyen** - According to resignation letter on June 12, 2020.

(Attached to resignation letters)

Proposing to the General Meeting of Shareholders for approval./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

Recipient:

- GMS

- Archives.

NGUYEN DANG THANH

SOCIALIST REPUBLIC OF VIETNAM

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Ho Chi Minh City, May 29, 2020

RESIGNATION LETTER

**To: - General Meeting of Shareholders (GMS) Saigon Thuong Tin Real Estate Joint Stock Company (TTC Land);
- TTC Land Board of Directors (BOD),**

Based on the Charter of Organization and Operation of TTC Land,

My name is: **Nguyen Dang Thanh**, Citizen ID card No.: **048076000058**, date of issue: **May 8, 2017**, place of issue: **Police Department of Registration and Management of Residence and National Population Data**

Position: **Chairman of the Board- Legal representative**

I am now making this letter to the General Meeting of Shareholders, the TTC Land Board of Directors to approve for me to resign from the position of Chairman of the Board- Legal representative of TTC Land:

Reason: Personally, I do not have the conditions to continue to participate in the Board of Directors and take on the role of Chairman of the Board- Legal representative of Saigon Thuong Tin Real Estate Joint Stock Company. Therefore, I have made this letter to resign from my role as Chairman of the Board- Legal representative and handing over to the Board of Directors to assign personnel to receive and complete the procedures and documents submitted the General Meeting of Shareholders dismissed. Within 30 days from the date of signing this resignation, I will support to complete the procedures to make the personnel change happen quickly and in accordance with the law.

Time: Since June 30, 2020

I hope that the General Meeting of Shareholders and the Board of Directors of TTC Land will approve my resignation letter.

Sincere thanks,

Yours sincerely

Nguyen Dang Thanh

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RESIGNATION LETTER

To: - General Meeting of Shareholders of Saigon Thuong Tin Real Estate Joint Stock Company;
- Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company

- Pursuant to the Charter on Organization and Operation of Saigon Thuong Tin Real Estate Joint Stock Company

- Based on personal needs and aspirations

My name is: **LAM MINH CHAU**

Citizen ID Card No.: 079065012459, date of issue: March 3, 2020, place of issue: HCMC Public Security.

Position: Member of the BOD - Controlling

I am now making this letter to the General Meeting of Shareholders and the Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company to approve for me to resign from the position of Member of the Board of Directors of the Company.

Reason: Personal aspirations

Time: Since June 29, 2020 (after the end of the Annual General Meeting of Shareholders 2019)

Proposal to the General Meeting of Shareholders & the Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company for approval according to My Resignation Letter.

Sincere thanks,

Ho Chi Minh City, June 3, 2020

APPLICANT

LAM MINH CHAU

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RESIGNATION LETTER

To: - General Meeting of Shareholders of Saigon Thuong Tin Real Estate Joint Stock Company;
- Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company

Based on the Organization and Operation Charter of TTC Land,

My name is: **Tran Yen Duyen**

ID card No.: **025764104**, date of issue: **May 18, 2013**, place of issue: HCMC Public Security

Position: **Independent Member of BOD**

I now send this letter to General Meeting of Shareholders and the Board of Directors of TTC Land for my approval to resign from the position of Independent Member of BOD of TTC Land:

Reason: Personal aspirations

Time: From date: June 12, 2020

I hope that the General Meeting of Shareholders and the Board of Directors of TTC Land will approve my resignation letter.

Sincere thanks,

Ho Chi Minh City, June 12, 2020

Best regard,

Tran Yen Duyen

**STATEMENT OF
ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**
*Re: Approving the change of the number of members of BOD and the additional number of Board
members elected*

- Pursuant to the current charter of Saigon Thuong Tin Real Estate Joint Stock Company;
- Pursuant to the Enterprise Law No. 68/2014/QH13 dated November 26, 2014;
- Pursuant to the resignation Letter on May 29, 2020 of Mr. Nguyen Dang Thanh;
- Pursuant to the Resignation Letter on June 3, 2020 of Mr. Lam Minh Chau;
- Pursuant to resignation on June 12, 2020 of Ms. Tran Yen Duyen.

The Board of Directors ("BOD") presents to the General Meeting of Shareholders for consideration and approval: the number of Board members is 6 (Six) members. In which: 02 (Two) Independent Board members and an additional number of elected Board members are 04 (four) members.

Proposing to the General Meeting of Shareholders for consideration and approval.

Best regards./.

Recipients:

- GMS;
- Archives.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN DANG THANH

NOTICE

Re: Criteria and conditions for nomination and candidacy of members of the Board of Directors

To: SHAREHOLDERS

- Pursuant to the Enterprise Law No. 68/2014/QH13 passed by the XIII National Assembly of the 8th National Assembly on November 26, 2014;
- Pursuant to the Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,

Board of Directors - Sai Gon Thuong Tin Real Estate Joint Stock Company respectfully announces to Shareholders about the criteria and conditions for nominations and candidates for the Board of Directors as follows:

At the Annual General Meeting of Shareholders 2019, Saigon Thuong Tin Real Estate Joint Stock Company is expected to elect four (four) members of the Board of Directors. The Board of Directors would like to inform the Shareholders about the election, nomination for additional election to the Board of Directors of the Company, with the following specific contents:

I. Target:

- Ensuring principles of openness, fairness and democracy;
- Creating favorable conditions for the organization of the General Meeting of Shareholders. and
- Enhancing the professional management and develop the business activities of the company in accordance with the strategic objectives.

II. Self-nomination and nomination to the Board of Directors (BOD):

- Number of members of the Board of Directors who need additional election: 04 people.

1. Conditions for self-nomination and nomination to the Board of Directors:

a) Meet Clause 2, Article 24 of the Company's Charter:

A shareholder or group of shareholders holding voting shares for a continuous period of at least six (06) months may include the number of voting rights of each person together to nominate candidates for the Board of Directors and must notify the Board of Directors at least 3 working days before the opening of the General Meeting of Shareholders. A shareholder or group of shareholders holding from 10% to less than 20% of total voting shares may nominate at most one (01) candidate; from 20% to less than 30% may nominate at most two (02) candidates; from 30% to less than 40% may nominate up to three (03) candidates; from 40% to less than 50% may nominate up to four (04) candidates; from 50% to less than 60% may nominate up to five (05) candidates; 60% or more may nominate a sufficient number of candidates.

b) Meet Clause 1, Article 151 of the Enterprise Law and Clause 3, Article 12 of Decree No. 71/2017/ND-CP on corporate governance applicable to current public companies:

Board members must meet the following criteria:

- *Having full civil act capacity and not prohibited from managing an enterprise under Clause 2, Article 18 of the Enterprise Law;*
- *Having professional qualifications and experience in business management of the company and not necessarily a shareholder of the company*
- *Members of the Board of Directors of a public company must not concurrently be a member of the Board of Directors at more than 05 other companies.*

III. Documents about candidates for election to the Board of Directors:

1. Application for candidacy or nomination to join the Board (according to form);
2. Curriculum vitae, appendix of information supply by the candidate themselves (according to the form);
3. Authenticated copy of permanent residence registration (or long-term temporary residence registration certificate), passport, for overseas Vietnamese and foreigners.

The time to close the list of self-nominated and nominated dossiers to the Board of Directors is at 16:00 on June 22, 2020 (by postmark) at the address:

SAIGON THUONG TIN REAL ESTATE JOINT STOCK COMPANY

- Address: Floor 12A, Southwest Office Building, No. 253 Hoang Van Thu St., Ward 2, Tan Binh District, Ho Chi Minh City
- Business registration certificate No.: 0303315400
- Phone: (028) 28 3824 9988 - Ext: 1202 - Fax: (028) 3824 9977.

In addition to the envelope, it is required to clearly state "Application for candidacy/nomination to the BOD"

Note: Those who are nominated and self-nominated to the Board of Directors must be responsible before the Laws and the General Meeting of Shareholders for the accuracy and truthfulness of their self-nomination and nomination dossiers.

The Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company is pleased to announce. /.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN

NGUYEN DANG THANH

**SAI GON THUONG TIN REAL
ESTATE JOINT STOCK
COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM
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Ho Chi Minh City, date2020

APPLICATION FOR NOMINATION

Candidates join the Board of Directors of Sai Gon Thuong Tin Real Estate Joint Stock Company

**To: - GMS OF SAI GON THUONG TIN REAL ESTATE JOINT STOCK COMPANY
- BOD OF SAI GON THUONG TIN REAL ESTATE JOINT STOCK COMPANY**

Shareholder's name:
Business license/ID Card/Passport No.: Date of issue: .../.../.....at:
Address:
Full name of representative (if shareholder is an organization):
Total number of Shares owned continuously for at least six months at the end of the closing date of the list of shareholders: shares occupied: %/charter capital (in words: shares occupied percent of charter capital).

Now nominating to add Mr./Ms. below to the Board of Directors members SAI GON THUONG TIN REAL ESTATE JOINT STOCK COMPANY:

No.	Full name of candidates	Date of birth	Number, Date, place of issue of ID Card/ Passport	Permanent address
1.				
2.				
....				

I / We hereby declare that we are eligible to nominate a member of the Board of Directors in accordance with the provisions of the Company's Charter and the election rules for the Board of Directors members at the General Meeting of Shareholders SAI GON THUONG TIN REAL ESTATE JOINT STOCK COMPANY. I/We undertake to take responsibility for the accuracy, truthfulness and reasonableness of the content of this document and the accompanying documents, commitment to comply with the provisions of the Charter and rules for election of members of the BOD. If elected as a member of the Board of Directors, I/We commit that members of the Board of Directors will carry out their duties honestly, faithfully, prudently and in the best interests of the Company.

Please attach with your Curriculum vitae, Appendix to provide information and a valid copy of permanent residence registration (or long-term temporary registration certificate), identity card or passport.

Note: This application must be submitted to the Organization Board of Meeting before 16:00 on June 22, 2020.

Best regards.

Recipient:
- As above;
- Archives.

NOMINATED SHAREHOLDERS
(Signature and full name)

Ho Chi Minh City, date 2020

APPLICATION FOR CANDIDACY

Joining Members of the BOD of Sai Gon Thuong Tin Real Estate Joint Stock Company,

**To: - GMS OF SAI GON THUONG TIN REAL ESTATE JOINT
STOCK COMPANY
- BOD OF SAI GON THUONG TIN REAL ESTATE JOINT
STOCK COMPANY**

My name is:

ID Card/Passport No.: Date of issue: .../.../..... at:

Address:

Tel.....

Academic level: Major

Total number of Shares owned continuously for at least six months at the end of the closing date of the list of shareholders: shares occupied: %/charter capital (in words: the shares aoccupied percent of charter capital).

Based on the provisions of the Enterprise Law and the Charter of the Company, I would like to stand for the position of member of the BOD of SAI GON THUONG TIN REAL ESTATE JOINT STOCK COMPANY, term 2020 - 2025

I hereby declare that I am eligible to stand for the position of member of the BOD in accordance with the Charter of the Company and the Board of Directors election rules at the Annual General Meeting of Shareholders 2019 of the Company.

I hereby undertake to take responsibility for the accuracy, truthfulness and reasonableness of the content of this document and the attached documents, and I undertake to abide by the provisions of the Charter and the Election of Members. Board of Directors 2020-2025 term at the Annual General Meeting of Shareholders for the fiscal year 2019 of the Company. If I elected as a member of the Board of Directors, I commit to perform the duties honestly, faithfully, carefully and in the best interests of the Company.

Please attach with your Curriculum vitae, Appendix to provide information and a valid copy of permanent residence registration (or long-term temporary registration certificate), identity card or passport.

Note: This application must be submitted to the Organization Board of Meeting before 16:00 on June 22, 2020.

Best regards./.

Recipients:

- As above;
- Archives.

CANDIDATES

(Signature and full name)

Ho Chi Minh City, June 29th, 2020

**REGULATIONS ON
CANDIDACY, NOMINATION, AND ELECTION OF ADDITIONAL
MEMBERS OF THE BOARD OF DIRECTORS AT THE ANNUAL
GENERAL MEETING OF SHAREHOLDERS FOR FISCAL YEAR 2019**

- *Pursuant to the Enterprise Law No. 68/2014/QH13 issued by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014 and take effect from July 1, 2015;*
- *Pursuant to the Government's Decree No. 71/2017/ND-CP dated June 6, 2017, guiding corporate governance applicable to public companies;*
- *Pursuant to the current Charter of Saigon Thuong Tin Real Estate Joint Stock Company;*
- *Pursuant to the resignation letter dated May 29, 2020 of Mr. Nguyen Dang Thanh - Chairman of the Board of Saigon Thuong Tin Real Estate Joint Stock Company;*
- *Pursuant to resignation dated the June 3, 2020 of Mr. Lam Minh Chau - Member of the Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company;*
- *Pursuant to the resignation letter of June 12, 2020 of Ms. Tran Yen Duyen - member of the Board of Directors of Saigon Thuong Tin Real Estate Joint Stock Company;*

The Annual General Meeting of Shareholders for fiscal year 2019 of Saigon Thuong Tin Real Estate Joint Stock Company (Company) elects an additional 04 (four) members of the Board of Directors according to the following contents:

Part I. General provisions

Article 1. Scope of adjustment

This Regulation guides how to candidate, nominate and elect additional members of the Board of Directors (BOD) of the Company.

Article 2. Subjects entitled to nomination and election

Shareholders owning shares have voting rights and authorized representatives of shareholders owning voting shares according to the list of shareholders attending the General Meeting of Shareholders on June 29, 2020 (collectively referred to as "shareholders").

Article 3. Additional number of elected members

The number of elected members of the Board of Directors is 04 (four) people.

Part II. Candidates, nominations for additional members of the BOD

Article 4. Criteria and conditions for being a member of the BOD

1. Having full civil act capacity, not being subjects not allowed to manage enterprises according to the provisions of Clause 2, Article 18 of the Enterprise Law.
2. Having professional qualifications and experience in business management of the company and not necessarily a shareholder of the company, unless otherwise provided for by the company's charter.
3. A member of the Board of Directors of a company must not concurrently be a member of the Board of Directors at more than 05 other companies.

Article 5. Principles of candidacy, nomination for additional members of the Board of Directors

1. Principles of candidacy and nomination of members of the Board of Directors (*based on Articles 24.2 and 24.3 of the Charter*):

A shareholder or group of shareholders holding voting shares for a continuous period of at least six (06) months may include the number of voting rights of each person together to nominate candidates for the Board of Directors and it must notified to the Board of Directors at least 03 working days before the opening of the General Meeting of Shareholders. If the shareholder or group of shareholders holding the number of shares with voting rights:

- From 10% to less than 20%, they may nominate 01 candidate;
 - From 20% to less than 30%, they may nominate 02 candidates;
 - From 30% to less than 40%, they may nominate 03 candidates;
 - From 40% to less than 50%, they may nominate 04 candidates;
 - From 50% to less than 60%, they may nominate 05 candidates;
 - From 60% or more, they may nominate a sufficient number of candidates for the Board of Directors.
2. In case the number of Board of Directors candidates who are nominated are still not enough, the incumbent Board of Directors may nominate more candidates or organize nominations according to a mechanism due to Company regulations. The nomination mechanism or the way in which the current Board of Directors nominates candidates for the Board of Directors must be clearly announced and must be approved by the General Meeting of Shareholders before conducting the nomination.

Part III. Election of additional members of the BOD

Article 6. Election principles

1. Election principles: public, direct and secret vote
2. Method of election:
 - a) The election of additional members of the Board of Directors shall be conducted by the method of cumulative voting (specific instructions are attached);
 - b) Each shareholder attending the meeting of the General Meeting of Shareholders may only give one vote of the Board member corresponding to the number of shares owned and represented.

Shareholders cannot replay the vote if the vote is lost. When receiving votes, shareholders must check the information on the vote if there are errors must immediately notify the GMS Organization Committee at the time of receiving votes.

- c) Each shareholder has the total number of votes corresponding to the number of voting shares (including ownership and representation) multiplied (x) by the number of additional elected BOD members.
- d) A shareholder may accumulate the total number of votes for one or several candidates provided that the total number of votes for the candidates cannot exceed the total number of votes of that shareholder and not to elect more than the number of members of the Board of Directors. Specifically:
 - Vote all of your votes to only one candidate; or
 - Vote for a number of candidates with equal votes for each candidate; or
 - Vote for a number of candidates has an unequal vote for each candidate; or
 - Do not vote for any candidate. Shareholders who do not vote for anyone in the candidate list must leave the number of votes cast box for that person blank.
- e) The election results are calculated on the total number of votes of shareholders attending the General Meeting of Shareholders.

Article 7. Voting

1. Voting form
 - Vote are printed consistently according to the form of the Company;
 - Each vote has a stamp of the Company.
2. Content of the vote: On the vote, the following content is included:
 - Shareholder code;
 - Total shares;
 - The total number of elected Board members;
 - Total number of votes;
 - The list of candidates for the Board of Directors is sorted alphabetically, with full names.
3. How to record votes:
 - Shareholders must write down the number of votes for each candidate by themselves in the blank box of that candidate on the vote.
 - In case of making a mistake, the shareholder must request the GMS's organization Board to change another vote and must return the wrongly and mistakenly recorded vote.
4. Invalid vote: when one of the following occurs:

- The vote is not in the form prescribed by the Company;
- Votes without the red stamp of the Company;
- The vote has the number of elected candidates that exceeds the number of members of the BOD approved by the General Meeting of Shareholders;
- The vote has the total number of votes completed by shareholders for the candidates whose total is greater than the total number of votes owned by that shareholder and/or authorized;
- The vote is erased, shaved, and additionally written in addition to its contents;
- The vote is not intact.

Article 8. Principles for voting and counting votes

- The vote counting committee conducts the inspection of the ballot box in the presence of shareholders;
- Voting begins when the voting is completed and ends when the last shareholder votes in the ballot box;
- The vote counting is conducted immediately after the voting ends....

Article 9. Principles for election

- The elected members of the Board of Directors are determined according to the number of votes cast from high to low, starting from the candidate with the highest number of votes until there are enough members of the Board as prescribed.
- In case there are candidates who have an equal percentage of shareholders who need to be eliminated to reach the required number of elected members, the person who owns or represents to own more shares will be selected. If the number of shares owned or owned by representatives is also equal, a vote will be held between these candidates to choose.
- If there are not enough members of the Board of Directors, the General Meeting of Shareholders will conduct the next election among the remaining candidates until the required number of members.

Article 10. Preparation and announcement of the vote counting minutes

- After counting votes, the vote counting committee must make a vote counting record. The content of the vote counting minutes includes: Total number of shareholders attending the meeting, the total number of shareholders participating in the vote, the percentage of votes of the shareholders participating in the vote compared to the total number of votes of attending shareholders (by method of cumulative ballots), valid votes and percentage, invalid votes, blank votes; number and percentage of voting rights for each candidate who is a member of the Board of Directors.

- The full text of the vote counting minutes must be announced before the General Meeting of Shareholders.
- All complaints about the voting results will only be considered at the General Meeting of Shareholders, shareholders may not respond to this validity at any other time. In case of disagreement about election procedures or voting results, the Voting Committee will check again and consult the General Meeting of Shareholders for decision.

Part IV. Records and submission time

Article 11. Application file for nomination, additional candidacy of members of the BOD:

- Application for nomination or candidate to join the Board of Directors;
- Curriculum vitae made by the candidate (according to form).
- Authenticated copy of permanent residence or long-term temporary residence registration certificate, passport (*for overseas Vietnamese, foreigners*) and diplomas and certificates certifying the educational level and qualification.

Article 12. Time to send nomination and candidate dossiers

- The latest time for submission is before 08:30 am on June 25, 2020. Shareholders who do not nominate, or the candidate does not meet the criteria and conditions as prescribed, the current Board of Directors under its authority will nominate the candidate (*based on Article 24 of the Company's Charter*).

Article 13. Receiving dossiers:

- Recipients: Company's Office - Saigon Thuong Tin Real Estate Joint Stock Company.
- Address: Floor 12A - No. 253 Hoang Van Thu, Tan Binh District, Ho Chi Minh City.
- Phone: 028 3824 9988 Fax: 028 38249977

Part V. Implementation provisions

Article 14. Effect

This regulation consists of 14 articles and is read publicly before the General Meeting of Shareholders to vote for approval.

ORGANIZATION BOARD OF THE MEETING

APPENDIX - INSTRUCTIONS

METHOD OF COLLECTION OF VOTES

Suppose that the General Meeting of Shareholders votes to select 04 members of the Board of Directors from a total of 05 candidates.

1. Method of voting: determining the total number of voting rights of a shareholder (and/or authorized representative of a shareholder):

Total voting rights = total number of shares owned and/or represented x 4

2. Method of recording votes:

Example: Electing additional members of the Board of Directors

If shareholder A holds (*including owns and/or is authorized*) **2,000 voting shares** and elects 04 members of the Board of Directors, the total number of votes of shareholder A is:

2.000 x 4 = 8.000 voting rights
--

Shareholder A conducts cumulative voting in several ways as follows:

No.	Candidate name	Number of votes					
		Method 1	Method 2	Method 3	Method 4	Method 5	Method 6
1	Mr./Ms. A	2.000	4.000	3.000	-	6.000	1.000
2	Mr./Ms. B	2.000	2.000	1.000	-	2.000	5.000
3	Mr./Ms. C	2.000	2.000	2.000	-	-	-
4	Mr./Ms. D	2.000	-	2.000	-	-	2.000
5	Mr./Ms. E						
Total		8.000	8.000	8.000	-	8.000	8.000

VOTE (front)

**ELECTION OF ADDITIONAL MEMBERS OF THE BOARD OF DIRECTORS
AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS FOR THE FISCAL
YEAR 2019**

SESSION JUNE 29, 2020

<u>VOTE CODE:</u>		
(a)	Total shares: <i>(including number of shares owned and authorized shares)</i>	
(b)	The total number of members of BOD to vote	<u>04 members</u>
(c)	Total votes (c) = (a) x (b)	
<ul style="list-style-type: none"> ➤ Each shareholder gets a unique Vote for all shares owned. In case of authorization, the authorized shareholder will receive the vote of the proxy. ➤ Each shareholder has the total number of votes corresponding to the total number of shares multiplied by the number of members of the Board of Directors to be elected is 04 people. Shareholders have the right to accumulate the total number of their votes for 01 candidate. ➤ Shareholders enter the number of votes they want to vote for each member of the Board of Directors in the box to the right of each candidate's name in the table below. ➤ The total number of votes cast for the BOD candidates must not be greater than the total number of votes specified in (c) above. 		
No.	Full name of candidate	Number of votes are elected
01	Mr./Ms.
02	Mr./Ms.
03	Mr./Ms.
04	Mr./Ms.
05	Mr./Ms.
	Total (not to exceed (c) (total votes)	

Shareholder

(Signature and full name)

APPENDIX - INSTRUCTIONS
METHOD OF COLLECTION OF VOTES

Suppose GMS voted to select 04 members of the BOD out of 05 candidates.

1. Method of voting: determining the total number of voting rights of a shareholder (and/or authorized representative of a shareholder):

Total voting rights = total number of shares owned and/or represented x 4

2. Method of recording votes:

For example: Electing additional members of the Board of Directors

If shareholder A holds (*including owns and/or is authorized*) **2,000 shares**, he has the right to vote to elect 04 members of the Board of Directors, the total number of votes of shareholder A is:

2.000 x 4 = 8.000 voting rights
--

Shareholder A conducts cumulative voting in several ways as follows:

No.	Candidate name	Number of votes					
		Method 1	Method 2	Method 3	Method 4	Method 5	Method 6
1	Mr./Ms. A	2.000	4.000	3.000	-	6.000	1.000
2	Mr./Ms. B	2.000	2.000	1.000	-	2.000	5.000
3	Mr./Ms. C	2.000	2.000	2.000	-	-	-
4	Mr./Ms. D	2.000	-	2.000	-	-	2.000
5	Mr./Ms. E						
Total		8.000	8.000	8.000	-	8.000	8.000

FORM

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019
SAI GON THUONG TIN REAL ESTATE JOINT STOCK
COMPANY**

VOTING CARD

SHAREHOLDER CODE

080001

TOTAL NUMBER OF SHARES REPRESENTED: 1200

IN PARTICULAR, THE NUMBER OF AUTHORIZED SHARES: 1000

Effective date: June 29, 2020