

No.: 01/2020/BBH-DHDCD

*Ho Chi Minh City, June 29, 2020*

**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] h [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: **11.280 Shareholders**, owning **366,356,303 shares**, equivalent to 100% of voting shares.
  - Proportion of shareholders attending: **106 Shareholders**, owning **222.418.210 Shares**, accounting for **60,71%** of total voting shares.
  - The meeting was eligible to conduct lawfully and legally in accordance with the company's charter and the law.
- Honored guests:
  - Representatives of Thanh Thanh Công Investment JSC.  
+ Madam Huynh Bich Ngoc – Vice Chairwoman cum General Director
  - Representative of E&Y Auditing Company Limited  
+ Mr Le Vu Truong – Deputy Director  
+ Mr Tran Nhat Tuong – Audit manager

**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 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. **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.
- Mr. **Vu Quoc Thai** - Report on Operational Results in 2019 & Direction of Mission in 2020 of the Executive Board;

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

- (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.

#### **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: Does the company have a policy / plan on discounts for shareholders when buying products?**
- **Answer question 1:** Currently, TTC Land hasn't had buying policy for shareholders. However, the company may develop some incentive programs to buy products of TTC Land for long-term investors in SCR in the future
- **Question 2: How about TTC Land's the debt ratio? Does BOD have any measures to control risks?**
- **Answer to question 2:**
  - + By the end of 2019, short-term and long-term loan decreased by 4% and 11% compared to 2018. Debt / Total Assets and Debt / Equity ratios decreased slightly by 0.21 times and 0.48 times, lower than the same period and equivalent to the industry average.
  - + Currently, the projects capital structure is on 30% of the equity capital, 40% of prepayments from customers and 30% of loan. For short-term prepayments reached VND 1,231 billion, accounting for 12% of total assets, to ensure the capital structure is always in a safe level when the Company maintains positive sales volume. Current and Quick Payment ratios reached 1.8 times and approximately 1 time, increased slightly by 5% and 9% over the same period, ensuring the repayment ability was controlled.

+ Debt / Equity ratio is at a quite safe level, create favorable conditions for capital mobilization in the coming time. Currently, all under development projects are financed by Credit Institutions. In addition to strategic cooperation with OCB, the company has been promoting cooperation with other credit institutions such as LienViet Post Bank, Vietinbank, BIDV, VIB, TPB, ... in financing. capital for the project.

.....

#### 5. The meeting conducts voting on reports and reports:

After the discussion, the Meeting voted and passed the 3 Reports and 14 Proposals of the Board of Directors, Inspection and Control Department and the Board of Management, specifically:

Voting content	Agree rate
(1) Report on the operation situation of the Board of Directors in 2019, goals - action plan 2020	99,99%
(2) Report on the operation results in 2019 & Mission directions for 2020 of the Executive Board	99,99%
(3) Report on the inspection and control activities in 2019 & orientation in 2020	99,99%
(4) Statement of the approval of audited financial statements for 2019;	99,99%
(5) Statement of authorization to the Board of Directors to select the auditing unit of the financial statements in 2020;	99,99%
(6) Statement of the approval of profit distribution plan for 2019;	99,98%
(7) Statement of the approval of the business plan for 2020;	99,99%
(8) Statement of the approval of the policy of repurchasing stocks as treasury shares;	99,99%
(9) 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;	99,98%
(10) Statement of the approval of the guideline on investment activities, mergers, acquisitions and mergers of real estate projects;	99,99%
(11) Statement of the approval of the policy of signing related transaction contracts of the Company;	99,99%
(12) Statement of the adoption of the establishment of a strategic sub-committee under the Board of Directors;	99,99%
(13) Statement of the approval of amendments and supplements to the Internal Regulations on corporate governance;	99,99%
(14) Statement of the approval of amendments and supplements to the Charter of the Company;	99,99%
(15) Statement of dismissal of members of the BOD (attaching the resignation letter);	99,99%

(16) Statement on the approval of the number of BOD members and the number of additional BOD elected;	100%
(17) 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> );	100%

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. AGM elect additional members of the Board of Directors, elected members of the Board of Directors including:**

No	Full Name	Agree rate
1	Mr. Nguyen Thanh Chuong	99,721%
2	Mr. Vu Quoc Thai	100,055%
3	Mr. Pham Phu Tuan	99,595%
4	Mrs. Nguyen Thuy Van	100,077%

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.

**7. The Secretariat read and meeting approved the Meeting Minutes:**

After listening to the representative of the Secretariat reading the draft Meeting Minutes of the Annual General Meeting of Shareholders in 2019, the Meeting approved the full text of the Meeting Minutes with 100% of the total votes of shareholders attending the meeting and agree to authorize the Board of Directors to decide and implement all the contents of 3 Report and 14 Proposal which has been approved by the General Meeting of Shareholders.

**8. Summary speech of Mrs Nguyen Thuy Van – New Chairwoman of Board of Director.**

**IV. END OF THE MEETING:**

The Annual General Meeting of Shareholders for fiscal year 2019 ends at 11 hour 45 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**

**(SIGNED)**

**LAM MINH CHAU**

**NGUYEN DANG THANH**

**VU QUOC THAI**

**SIGNATURE OF SECRETARY**

**(SIGNED)**

**LE THI KHUYEN**

**TRAN TRIEU NHAN**

**NGUYEN HUU UOC**

No.: 01/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS  
SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the financial statements 2019 audited by Ernst & Young Viet Nam Limited, including:

1/Audited Separated Financial Statements 2019;

2/Audited Consolidated Financial Statements 2019.

Ernst & Young Vietnam Limited has confirmed the Separate financial statements 2019 and the consolidated financial statements in 2019 as follows: *“In our opinion, the Separate financial statements (and Consolidated financial statements) honestly and reasonably reflect the material aspects, financial status of the Separate Company (and consolidation) as at 31 December 2019 as well as the business results of Parents company (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 ”.*

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**

**NGUYEN DANG THANH**

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

**SOCIALIST REPUBLIC OF VIETNAM**  
Independence - Freedom - Happiness

No.: 02/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** 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.

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**

**NGUYEN DANG THANH**



No.: 03/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1. Approval of 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

The remaining 2019 profit after tax which after the fund distribution is VND 176,783,200,487, will be used to supplement the investment capital for production and business activities of the Company.

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**

No.: 04/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1. Approval the business plan for 2020 (Consolidated Statement):**

<b>No.</b>	<b>Content</b>	<b>Value</b>
1	Net Revenue	2,056 million VND
2	Profit before tax	120 million VND

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**

**NGUYEN DANG THANH**

No.: 05/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1. Approval the the policy of repurchasing stocks as treasury shares as follows:**

**1) Repurchase stocks as treasury stocks:**

- Stock name: Stock of Saigon Thuong Tin Real Estate Joint Stock Company;
- Stock code: SCR
- Par value share: VND10,000 per share.
- Total treasury shares before trading: 0 shares, equivalent to 0% of charter capital.
- Total registered number of shares to buy as treasury shares: up to 73,271,260 shares, equivalent to 20% of the charter capital.
- Purpose of repurchase: Reducing the free float, increasing shareholder value.
- Capital source for stock repurchase: Surplus equity, 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, and the Company has made a disclosure according to the law, the time limit is not more than thirty (30) days from the start date of the transaction. Board of Directors (BOD) are authorized to decide the time.
- 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 BOD to repurchase stocks as treasury stocks:**

The General Meeting of Shareholders authorizes the BOD 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 repurchase shares as treasury shares depends on the Company's financial situation, the market situation and/or the decision of the State Securities Commission.
- Decide on the time of stock repurchase, the specific number of repurchase shares, the repurchase price, the transaction method 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.

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

***Recipients:***

- *Above (for implementation);*
- *Archives: Office*

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**

**NGUYEN DANG THANH**

No.: 06/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1. Approval to pay remuneration for the Board of Directors (BOD) for the fiscal year 2019 and operating expenses for the BOD for the fiscal year 2020**

**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 BOD is VND 680,000,000/month (Six hundred and eighty million VND) including the 13<sup>th</sup> month. This remuneration does not include personal income tax. The BOD would like to report that the remuneration paid to the Board members was VND 6,462,232,842 (equivalent to VND 497,094,834/month) in fiscal year 2019. This remuneration does not include personal income tax.

**2. Proposal of remuneration and operating expenses of the BOD for the fiscal year 2020:**

The remuneration and operational expenses of the BOD to perform the tasks assigned by the General Meeting of Shareholders is VND 8,392,000,000 (Eight billion, three hundred and ninety two million Vietnam 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 13<sup>th</sup> month and exclusive of personal income tax, specifically distributed as follows:

Title	Number of members	Remuneration/month/member
Chairman of the BOD	01	60,000,000 đ
Vice Chairman of the BOD	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 BOD:** VND 450,000,000/month (Four hundred and fifty million Vietnamese Dong).

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**

**NGUYEN DANG THANH**

No.: 07/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the policy of investing, buying, selling and merging real estate projects in 2020 as follows:

- 1) Purpose: The Company participates in real estate investment, purchase, sale, and merger to create and exploit potential land bank, develop land bank 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 (BOD) 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 of the Sai Gon Thuong Tin Real Estate 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 to the next annual general meeting of shareholders.

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**

No.: 08/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the following issues:

- 1) Approval the policy of signing contracts, transactions between Saigon Thuong Tin Real Estate Joint Stock Company ("the Company") are equal or greater than 35% of the total assets of Sai Gon Thuong Tin Real Estate Joint Stock Company which 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 (pledge, 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 approve 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 to the date of the General Meeting of Shareholders approve another Resolution.

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

***Recipients:***

- *Above (for implementation);*
- *Archives: Office*

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)  
NGUYEN DANG THANH**

## APPENDIX

*(Attached to Resolution No. 08/2020/NQ-DHDCD dated June 29<sup>th</sup>, 2020)*

<b>No.</b>	<b>Company name</b>
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 Join Stock 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	Tan 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/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the establishment of Strategy Subcommittee as follows:

- 1) Establishing a Strategic Subcommittee under the Board of Directors (BOD) in order to support in development strategies and plans of the Company;
- 2) Assigning the BOD 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..

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**

No.: 10/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the issues as follows:

- 1) To approve the amendments and supplements of the Internal Regulations on corporate governance detailed according to the attached Table of Contents of amendments and supplements to the Internal Regulations on corporate governance; and
- 2) To assign 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

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**

No.: 11/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the amendments and supplements of the Company's Charter as follows:

- 1) Approved the amendments and supplements to a number of articles of the Company's 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.

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**

No.: 12/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the dismissal of BOD members as follows:

- 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.

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**

No.: 13/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the issues as follows:

- The number of Board of Director (BOD) members are 6 (Six) members. In which: 02 (Two) Independent Board of Director members and
- The additional number of elected BOD members are 04 (four) members.

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**



No.: 14/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the list of candidates to elect additional members of the Board of Directors as follows:

- Mrs. Nguyen Thuy Van – according to nomination letter dated June 22<sup>nd</sup>,2020
- Mr. Vu Quoc Thai - according to nomination letter dated June 22<sup>nd</sup>,2020
- Mr. Nguyen Thanh Chuong - according to nomination letter dated June 22<sup>nd</sup>,2020
- Mr. Pham Phu Tuan - according to nomination letter dated June 22<sup>nd</sup>,2020

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**

No.: 15/2020/NQ-DHDCD

*Ho Chi Minh City, June 29, 2020*

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

**GENERAL MEETING OF SHAREHOLDERS**  
**SAI GON THUONG TIN REAL ESTATE COMPANY**

- Pursuant to the Business Registration Certificate No. 0303315400, issued by the Department of Planning and Investment of Ho Chi Minh City on March 29<sup>th</sup>, 2004, amended registration on the 32<sup>nd</sup> on May 05<sup>th</sup>, 2019;
- Pursuant to the current Charter of Sai Gon Thuong Tin Real Estate Joint Stock Company,
- Pursuant to the meeting minutes AGM for fiscal year 2019 No. 01/2020/BBH-DHDCD on June 29<sup>th</sup>, 2020

**RESOLVED**

**Article 1.** Approval the list of elected and additional election Board of Directors, including as follows:

- Mrs. **Nguyen Thuy Van.**
- Mr. **Vu Quoc Thai.**
- Mr. **Nguyen Thanh Chuong.**
- Mr. **Pham Phu Tuan.**

**Article 2.** To assign the BOD to organize and direct the implementation, monitoring, the BOD is responsible for reporting the situation and results of Resolution implementing in the next General Meeting of Shareholders (annual).

**Article 3.** This Resolution takes effect from the signing date. Members of the BOD, Board of Management and employees are responsible for implementing this Resolution

**Recipients:**

- Above (for implementation);
- Archives: Office

**ON BEHALF OF THE GENERAL  
MEETING OF THE SHAREHOLDERS  
CHAIRMAN**

**(SIGNED)**  
**NGUYEN DANG THANH**