

No.: 01/BB-ĐHĐCĐ

**MINUTES OF
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019**

At 07:30, today, April 6, 2019 at the Hall of Phu Tai Joint Stock Company, the address: 278 Nguyen Thi Dinh, Nguyen Van Cu Ward, Quy Nhon City, Binh Dinh, Phu Tai Joint Stock Company has held the Annual General Meeting of Shareholders of 2019 (hereinafter referred to as the Meeting):

I. PART 1 – ORGANIZATION OF GENERAL MEETING:

1. Approval for the list of personnel to Shareholders’ eligibility verification committee, Vote counting group.

1.1 Members of Shareholders’ eligibility verification committee: 03 persons named as follows:

1. Mr. Tran Thanh Cung – Member of the Board– Head of committee
2. Mr. Bui Thuc Hung – Head of Internal Audit Department – Member
3. Mr. Truong Cong Hoang – Human Resources & Administration Department – Member

1.2 Members of Vote counting group: 05 persons named as follows:

1. Mr. Bui Thuc Hung – Head of Internal Audit Department – Group leader
2. Mr. Hoang Anh Tuan– Director of Phu GD. Phu Tai Real Estate Company – Member
3. Mr. Mai Van Tan – shareholder – Member
4. Mr. Truong Huy Danh– shareholder – Member
5. Ms.Vo Phuong Thao – Finance & Accounting Assistant Manager – Member

2. Approval for Meeting Agenda.

Mr. Truong Cong Hoang - Assistant HR Manager – Assistant Manager of Human Resources & Administration Department reports on the Meeting agenda.

3. Election of Presidium, Secretariat:

- Presidium include:

1. Mr. Le Vy – Chairman of the Board – Chairman of the Meeting
2. Mr. Le Van Thao – Vice chairman of the Board, Member of the Presidium
3. Mr. Tran Thanh Cung – Member of the Board, Member of the Presidium
4. Mr. Phan Quoc Hoai – Member of the Board, Member of the Presidium
5. Mr. Tran Huu Duc – Independent member of the Board, Member of the

Presidium

- Secretariat include:

1. Ms. Huynh Thi Hue - Business Planning Assistant Manager and Company secretary

2. Ms. Nguyen Thi My Hoa – Assistant Secretary

The Meeting votes the content in sections I.1,I.2,I.3:

Total shares in voting	: 34,606,859 shares
Voting method	: Directly voting by raising voting ballot
Affirmative voting	: 34,606,859 shares
Ratio	: 100% total voting cards of shareholders attending the meeting
Negative voting	: 0 shares
Ratio	: 0% total voting cards of shareholders attending the meeting
Other opinions	: 0 shares
Ratio	: 0% total voting cards of shareholders attending the meeting
Conclusion: The Meeting agrees on the approval of 34,606,859 share, achieving the ratio 100%	

4. Report on shareholders' eligibility verification.

Mr. Tran Thanh Cung – Member of the Board – Head of Shareholders' eligibility verification committee reports on shareholder structure and representatives of the shareholders present at the Meeting:

4.1 Company's shareholder structure:

According to the list of rights to attend the Annual General Meeting of Shareholders 2019 closed by the Vietnam Securities Depository Center on March 15th, 2019:

- Total number of Company's shareholders: 2,458 shareholders
- Total owned shares: 48,599,441 shares

No.	Shareholders	Quantity	Owned shares	Ratio
1	Shareholder of legal person	65	7,682,957	15.81%
1.1	Foreign legal person	33	6,816,279	
1.2	Domestic legal person	32	866,678	
2	Individual shareholder	2,393	40,916,484	84.19%
2.1	Foreign individual	61	864,466	
2.2	Domestic individual	2,332	40,052,018	

4.2 Shareholders attending the Meeting:

At the time of report, the number of shareholders attending the Meeting is 69 shareholders, the total number of owned shares and the number of authorized shares to attend is 34,606,859 shares, equivalent to 71.21% the number of shares with voting right of the company.

Pursuant to:

- Article 141 Enterprise Law No. 68/2014/QH13 dated November 26th, 2014;
- Article 19 in the Charter on organization and operation of Phu Tai Joint Stock Company

Phu Tai Joint Stock Company is eligible to hold the Annual General Meeting of Shareholders 2019 in accordance with the regulation.

5. Approval for Meeting Regulation:

Mr. Tran Thanh Cung – Member of the Board reports on the Meeting Regulation.
The Meeting votes the content in sections I.4, I.5:

Total shares in voting	: 34,606,859 shares
Voting method	: Directly voting by raising voting ballot
Affirmative voting	: 34,606,859 shares
Ratio	: 100% total voting cards of shareholders attending the meeting
Negative voting	: 0 shares
Ratio	: 0% total voting cards of shareholders attending the meeting
Other opinions	: 0 shares
Ratio	: 0% total voting cards of shareholders attending the meeting
Conclusion: The Meeting agrees on the approval of 34,606,859 share, achieving the ratio 100%	

II. PART 2 – CONTENTS, DISCUSSION AND VOTES APPROVED AT THE MEETING:

**** The General Meeting listens to the report by***

1. Mr. Le Vy – Chairman of the Board on operation of the Board at the Annual General Meeting of Shareholders 2019;
2. Mr. Le Van Thao – Vice Chairman of the Board on:
 - Financial statement 2018 (Audited);
 - Plans for profit distribution; plans for dividend payment 2018;
 - Report on the status of capital usage gained from the shares issuance to increase the charter capital from 259,201,940,000 VND to 323,997,480,000 VND (audited).
3. Mr. Phan Quoc Hoai – Member of the Board on:
 - Audit announcement letter;
 - Draft of remuneration plan for the Board of Director 2019;
 - Statement on selection of **independent auditing company** 2019.

**** The Meeting’s discussion and voting:***

1. Approval for Report on operation of the Board at the Annual General Meeting of Shareholders 2019

1.1. Result of production and business in 2018:

Target of holding company

- Total revenue: 2,711 billion VND, Increase by 29% compared to the same period
- Profit before tax: 424 billion VND, Increase by 14% compared to the same period
- Profit after tax: 370 billion VND, Increase by 14% compared to the same period

Consolidated target:

- Total revenue: 4,758 billion VND, Increase by 18% compared to the same period
- Profit before tax: 475 billion VND, Increase by 12% compared to the same period

- Profit after tax: 400 billion VND, Increase by 11% compared to the same period

1.2. Result of production and business in 2019:

Target of holding company

- Total revenue: 3,150 billion VND, Increase by 16% compared to the same period

- Profit before tax: 480 billion VND, Increase by 13% compared to the same period

- Profit after tax: 410 billion VND, Increase by 11% compared to the same period

-Dividend $\geq 30\%$ Charter capital

payment:

Consolidated target:

- Total revenue: 5,865 billion VND, Increase by 23 % compared to the same period

- Profit before tax: 555 billion VND, Increase by 17% compared to the same period

- Profit after tax: 458 billion VND, Increase by 15 % compared to the same period

The Meeting's voting:

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Affirmative voting	: 34,606,859 shares
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Other opinions	: 0 shares
Ratio	: 0% total voting cards of shareholders attending the meeting
Conclusion: The Meeting agrees on the approval of 34,606,859 shares, achieving the ratio 100%	

2. Approval for the Financial statement 2018 audited by AASC Auditing Firm Company Limited.

The Meeting's voting:

Total shares in voting	: 34,606,859 shares
Voting method	: Directly voting by raising voting ballot
Affirmative voting	: 34,606,859 shares
Ratio	: 100% total voting cards of shareholders attending the meeting
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3. Approval for plans for profit distribution; plans for dividend payment 2018

3.1. Plans for profit distribution.

<u>Holding Company's profit before tax</u>	<u>424,391 million VND</u>
Corporate income tax payables	54,822 million VND
<u>Undistributed profit after tax</u>	<u>369,569 million VND</u>
- Extraction funds of bonus and welfare fund (5%)	18,478 million VND
- Dividend payout ratio /charter capital at the time of closed list	32%
- Cash dividend payment	150,718 million VND
- Supplement to owner's equity	200,373 million VND

3.2. Plans for dividend payment 2018

- Method of dividend payment: In cash
- Dividend payout ratio: 32% of charter capital at the time of closed list

*** Approval for the authorization to the Board of Director**

- Determine the time of cash dividend payment
- Implement the procedures related to dividend payment in accordance with the law and the Company's Charter on organization and operation.
- Perform other related jobs as prescribed.

The Meeting's voting:

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Conclusion: The Meeting agrees on the approval of 34,606,859 shares, achieving the ratio 100%	

4. Approval for Report on the status of capital usage gained from the shares issuance to increase the charter capital from 259,201,940,000 VND to 323,997,480,000 VND (audited).

The Meeting's voting:

Total shares in voting	: 34,606,859 shares
Voting method	: Directly voting by raising voting ballot
Affirmative voting	: 34,038,482 shares
Ratio	: 98.36% total voting cards of shareholders attending the meeting
Negative voting	: 568,377 shares
Ratio	: 1.64% total voting cards of shareholders attending the meeting
Other opinions	: 0 shares
Ratio	: 0% total voting cards of shareholders attending the meeting

Conclusion: The Meeting agrees on the approval of 34,038,482 shares, achieving the ratio 98,36%

5. Approval for Draft of remuneration plan for the Board of Director 2019

The Meeting's voting:

Total shares in voting	: 34,606,859 shares
Voting method	: Directly voting by raising voting ballot
Affirmative voting	: 34,038,482 shares
Ratio	: 98.36% total voting cards of shareholders attending the meeting
Negative voting	: 0 shares
Ratio	: 0% total voting cards of shareholders attending the meeting
Other opinions	: 568,377 shares
Ratio	: 1.64% total voting cards of shareholders attending the meeting
Conclusion: The Meeting agrees on the approval of 34,038,482 shares, achieving the ratio 98,36%	

6. Approval for Audit announcement letter, Statement on selection of independent auditing company 2019.

Authorize the Board of Directors to select AASC Auditing Firm Company Limited or Deloitte Vietnam Company Limited as an independent auditing company

The Meeting's voting:

Total shares in voting	: 34,606,859 shares
Voting method	: Directly voting by raising voting ballot
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III. PART 3 – PROCEDURES FOR CLOSING THE MEETING:

1. Approval for the Meeting Minutes and Resolution

Secretariat reads the Meeting Minutes and Resolution.

The Meeting's voting:

Total shares in voting	: 34,606,859 shares
Voting method	: Directly voting by raising voting ballot
Affirmative voting	: 34,606,859 shares
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2. Summary of the Meeting's content:

- Mr. Le Vy – Chairman, on behalf of the Presidium, summarizes the Meeting's content.

- The General Meeting of Shareholders agrees to assign the Board of Directors to direct and organize the effective implementation of content approved by the Annual General Meeting of Shareholders 2019, ensuring the interests of shareholders, enterprises in accordance with the law and Company's Charter on organization and operation.

This minutes includes six (06) pages, the minutes' content is approved by the General Meeting with 34,606,859 shares, the ratio of 100% shares with voting rights at the General Meeting.

The Meeting ends at **11:30** on the same day with signatures of the Presidium and Secretariat.

SECRETARY

CHAIRMAN
(signed and stamped)

(signed)

Huynh Thi Hue Nguyen Thi My Hoa

LE VY

Member of the Presidium:

1. Mr. Le Van Thao **(signed)**
2. Mr. Phan Quoc Hoai **(signed)**
3. Mr. Tran Thanh Cung **(signed)**
4. Mr. Tran Huu Duc **(signed)**