

Ben Tre, June 26th, 2020

RESOLUTION
THE ANNUAL GENERAL SHAREHOLDERS MEETING 2020

- Pursuant to Business Law 2014;
- Pursuant to Charter of Dong Hai Joint Stock Ccompany of Ben Tre;
- Based on The Minutes of The Annual General Shareholders Meeting 2020 No 01/BB.DHĐCĐ dated June 26th, 2020.

RESOLVES

Article 1: Approve the report about result of business and activities in 2019

Rate: 99,98%

Article 2: Approve the report about activities of BOD in 2019

Rate: 99,98%

Article 3: Approve the 2019 Audited Financial Statements and profit distribution 2019

No	Target	Amount (VND)
1	Net Revenue from sale	1.429.886.106.551
2	Profit before tax	220.335.349.096
3	Business income tax	38.747.732.891
4	Profit after tax	181.587.616.205
4.1	Investment and development fund – 5% Profit after tax	9.079.380.810
4.2	Welware and reward fund 2% profit after tax	3.631.752.324
4.3	20% dividend on charter capital in cash	109.752.566.000
4.4	Bonus for Board, Supervisory Board, the Executive Board company	2.747.000.000
5	Undistributed profit in 2019	56.376.917.071

Rate: 99,98%

Article 4: Approve the report on the use of capital for the offering of shares to existing shareholders (Implement the offering of shares according to the Resolution of the 2018 Annual General Meeting of Shareholders No. 01/NQ-DHĐCĐ dated 07/06 /2018).

Rate: 99,98%

Article 5: Approve the Remuneration and Bonus for Board, Supervisory Board, the Executive Board company in 2019

- Remuneration for the Board, Supervisory Board: 790.000.000 VND
- Bonus for Board, Supervisory Board, the Executive Board company: 2.747.000.000 VND

Rate: 99,97%

Article 6: Approve the report of the Supervisory Board 2019:

Rate: 99,91%

Article 7: Approve the plan of business activities of the year of 2020:

1. Giao Long Paper Factory:
+ PM 1: Production Output: 57.900 ton. Consumption Output: 51.900 ton.
Revenue: 430 billion dong.
+ PM 2: Production Output: 201.700 ton. Consumption Output: 184.700 ton.
Revenue: 1.530 billion dong.
2. Carton Packaging Factory: Production Output: 41.900.000 products.
Consumption Output: 41.900.000 products. Revenue: 378 billion dong.
3. Total Net Revenue: 2.338 billion dong.
4. Profit after tax: 200 billion dong.

Rate: 99,98%

Article 8: Approve the profit distribution plan of 2020 as follows:

- Development investment fund 5% profit after tax
- Bonus and welfare fund 2% profit after tax
- Dividends to shareholders in cash or/and in shares: 30% charter capital

Rate: 99,91%

Article 9: Approve the plan for Remuneration and the bonus for BOD, BOM, BOS of 2020

- Remuneration for BOD and BOS: 790.000.000 VND.
- The bonus of BOD, BOS, BOM: If the plan is achieved, reward 1% of after-tax profit, if it exceeds the plan: reward 10% of after-tax profit in excess of the plan.

Rate: 99,91%

Article 10: Authorize the BOD to select a auditing firm for 2020 financial statements below:

- Deloitte Viet Nam Company
- Ernst & Young Viet Nam Company

Rate: 99,98%

Article 11: Approve the Chairman of the Board of Directors as CEO operating the Company from 01/01/2020 to 31/07/2020.

Rate: 99,34%

Article 12: Approve on additional voting results Mr Marco Martinelli is a member of BOD of Dong Hai Joint Stock Company of Ben Tre, term 2017-2021.

Rate: 99,25%

The BOD, BOM and relevant parties have responsibility to execute this Resolution. This resolution is effective since the signing date./.



THE CHAIRMAN

THE CHAIRMAN OF BOD



Lê Bá Phương



MEETING MINUTES OF 2020 ANNUAL GENERAL MEETING OF SHAREHOLDERS

A. COMPANY'S INFORMATION

- Company's Name : **DONG HAI JOINT STOCK COMPANY OF BEN TRE**
- Abbreviation : DHC
- Head office : Lot AIII, Giao Long Industrial Zone, An Phuoc Ward, Chau Thanh District, Ben Tre Province, Viet Nam
- Tel : 0275 3611666 - 0275 2470655
- Website : <http://www.dohacobentre.com.vn>
- Business Registration Certificate : No.1300358260, first registered on 2nd April 2003 and và 18th registration change on 18th February 2020 certified by Department of Planning and Investment of Ben Tre Province.

B. TIME AND LOCATION

- Time : at 8 : 00 AM , 26th June 2020.
- Location : Restaurant's Meeting Hall of Dong Khoi 2 – No.210B, Dong Khoi Avenue, Phu Khuong District, Ben Tre City, Ben Tre Province.

C. SHAREHOLDER PRESENT AT THE MEETING AND CONDITION TO PROCEED THE MEETING

- Shareholders of Dong Hai Joint Stock Company of Ben Tre (the “Company”) and delegates according to the Company’s Invitation for 2020 Annual General Meeting of Shareholders, the Board of Directors (the “BOD”) and the Board of Supervisors (the “BOS”).
- Total shareholders according to the list of shareholders entitled on 8th June 2020 of the Company is 1.868 shareholders and holding 55.995.783 shares, included:
 - ✓ Total shareholders presented at the meeting was 61 Shareholders, holding and representing 16.228.351 shares, took 28,98% of total share;
 - ✓ Total shareholders absented and authorized to attend the Meeting was 69 shareholders, holding and representing 28.734.048 shares, took 51,31% of total share;
 - ✓ Total shareholders absented and not authorized to attend the Meeting was 1.738 shareholders, holding and representing 11.033.384 shares, took 19,71% of total share.
- The Meeting was eligible to proceed according to Article 19 of the Charter of the Company.

D. CONTENTS OF ANNUAL GENERAL MEETING



- Mr. Luong Van Thanh represented the Organizing Committee to declared reason why the Meeting was held and introduced delegates.
- Mrs. Doan Thi Bich Thuy, Chief of the BOS, represented the Organizing Committee to reported on the Shareholder authentication and declared the Meeting was eligible to proceeded.
- Mr. Luong Van Thanh represented the Organizing Committee to nominated Chairman of Meeting, the Board of Secretaries, the Vote Counting Committee and approved by the Meeting as below:

Chairman of the Meeting:

1. Mr. Le Ba Phuong - Chairman of the BOD
2. Mr. Nguyen Thanh Nghia - Member of the BOD
3. Mr. Le Quang Hiep - Member of the BOD

Board of Secretaries:

1. Mrs. Le Thi Hoang Hue - Chief Accountant of the Company
2. Mrs. Nguyen Thi Hong Nhung -Accountant

Vote Counting Committee:

1. Mrs. Doan Thi Bich Thuy – Chief Executive
2. Mrs. Nguyen Thi Cam Thi – Member
3. Mrs. Ho Phuong Hai – Member

I. APPROVING THE REGULATION AND THE PROGRAM OF MEETING

Mr. Luong Van Thanh represented Chairman of the Meeting to approved the regulation and the program of Meeting and consulted the Meeting about some additional contents in the program of Meeting.

The Meeting has voted 100% for approving contents which are add-in at the Meeting:

- Nomination of Shareholders who nominated for appointment of members of the BOD.

- Increased the members of the BOD from 06 members to 07 members.

- Voted 01 member for appointment of the BOD at the Meeting.

REPORTS AND STATEMENT THAT NEED TO VOTE TO APPROVE AT THE MEETING:

1/Mrs. Ho Thi Song Ngoc – Vice General Director approved those reports: Summary Report on Production and Business Results in 2019 and Production and Business Plan in 2020, Report on Financial Audit in 2019 (attached document).

2/Mr. Luong Van Thanh – Vice Chairman of the BOD approved Report on the operation of the BOD in 2019 (attached document).

3/Mr. Luong Van Thanh – Vice Chairman of the BOD approved Report on performing results on Project “Giao Long Paper Factory – Phase II”, Report on the using status of Charter Capital of the share offering for shareholders in 2018 (attached

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1) Issue 1: Approved Summary Report on Production and Business Results in 2019

<i>Contents</i>	<i>Votes</i>	<i>Total number of shares to vote</i>	<i>Ratio (%)</i>
Vote "Agree"	118	44.955.399	99,98
Vote "Disagree"	0	0	0
Vote "No comments"	0	0	0
Invalid Vote	0	0	0
Total	118	44.955.399	99,98

Approved Issue 1: According to Vote Counting principle and Vote Approved Counting Ratio formula, total number of shares to voted "Agree" for Issue 1 was 118 votes, equal 44.955.399 shares, took 99,98%.

2) Issue 2: Approved Report on the Operation of the BOD in 2019

<i>Contents</i>	<i>Votes</i>	<i>Total number of shares to vote</i>	<i>Ratio (%)</i>
Vote "Agree"	118	44.955.399	99,98
Vote "Disagree"	0	0	0
Vote "No comments"	0	0	0
Invalid Vote	0	0	0
Total	118	44.955.399	99,98

Approved Issue 2: According to Vote Counting principle and Approved Voted Counting Ratio formula, total number of shares to voted "Agree" for Issue 2 was 118 votes, equal 44.955.399 shares, took 99,98%.

3) Issue 3: Approved Financial Audit and Profit Distribution Plan in 2019

No	Contents	Total amount (dong)
1	Net Revenue of Selling and Providing Services	1.429.886.106.551
2	Profit before tax	220.335.349.096
3	Corporate income tax	38.747.732.891
4	Profit before tax	181.587.616.205
4.1	Investment and development fund 5% of profit after tax	9.079.380.810
4.2	Bonus and welfare fund 2% / profit after tax	3.631.752.324
4.3	Distribute the dividends to shareholders: 20% / charter capital.	109.752.566.000
4.4	Bonus for Board of Directors, the Board of Supervisors and the Board of Chief Executives	2.747.000.000
5	Remaining profit haven't distributed yet in 2019	56.376.917.071

<i>Contents</i>	<i>Votes</i>	<i>Total number of</i>	<i>Ratio</i>
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		<i>shares to vote</i>	<i>(%)</i>
Vote "Agree"	118	44.955.399	99,98
Vote "Disagree"	0	0	0
Vote "No comments"	0	0	0
Invalid Vote	0	0	0
Total	118	44.955.399	99,98

Approved Issue 3: According to Vote Counting principle and Vote Approved Counting Ratio formula, total number of shares to voted "Agree" for Issue 3 was 118 votes, equal 44.955.399 shares, took 99,98%.

4) Issue 4: Approve Report on the using status of Charter Capital of the Share Offering for Shareholders (Delayed share offering according to the Annual General Meeting of Shareholders 2018's Resolution No.1/NQ-DHĐCĐ on 7th June 2018).

<i>Contents</i>	<i>Votes</i>	<i>Total number of shares to vote</i>	<i>Ratio (%)</i>
Vote "Agree"	118	44.955.399	99,98
Vote "Disagree"	0	0	0
Vote "No comments"	0	0	0
Invalid Vote	0	0	0
Total	118	44.955.399	99,98

Approved Issue 4: According to Vote Counting principle and Vote Approved Counting Ratio formula, total number of shares to voted "Agree" for Issue 4 was 118 votes, equal 44.955.399 shares, took 99,98%.

5) Issue 5: Remuneration and bonus for the Board of Directors, the Board of Supervisors and the Board of Chief Executives in 2019

- Remuneration for the BOD and the BOS: 790.000.000 dong.
- Bonus for the BOD, the BOS and the Board of Chief Executives: 2.747.000.000 dong.

<i>Contents</i>	<i>Votes</i>	<i>Total number of shares to vote</i>	<i>Ratio (%)</i>
Vote "Agree"	116	44.948.478	99,97
Vote "Disagree"	0	0	0
Vote "No comments"	2	6.921	0,01
Invalid Vote	0	0	0
Total	118	44.955.399	99,98

Approved Issue 5: According to Vote Counting principle and Vote Approved Counting Ratio formula, total number of shares to voted "Agree" for Issue 5 was 116 votes, equal 44.948.478 shares, took 99,97%.

6) Issue 6: Approved the Report of the Board of the Supervisors in 2019

Invalid Vote	0	0	0
Total	118	44.955.399	99,98

Approved Issue 8: According to Vote Counting principle and Vote Approved Counting Ratio formula, total number of shares to voted “Agree” for Issue 8 was 117 votes, equal 44.922.725 shares, took 99,91%.

9) Issue 9: Approved Remuneration and bonus for the Board of Directors, the Board of Supervisors and the Board of Chief Executives in 2020

- Remuneration for the BOD and the BOS: 790.000.000 dong.
- Bonus for or the Board of Directors, the Board of Supervisors and the Board of Chief Executives: bonus 1% of profit after tax, exceed the plan: 10% of profit after tax.

<i>Contents</i>	<i>Votes</i>	<i>Total number of shares to vote</i>	<i>Ratio (%)</i>
Vote “Agree”	116	44.916.204	99,91
Vote “Disagree”	0	0	0
Vote “No comments”	2	39.195	0,07
Invalid Vote	0	0	0
Total	118	44.955.399	99,98

Approved Issue 9: According to Vote Counting principle and Vote Approved Counting Ratio formula, total number of shares to voted “Agree” for Issue 9 was 116 votes, equal 44.916.204 shares, took 99,91%.

10) Issue 10: Authorize the Board of Directors to select an audit firm for the 2020 financial audit among the following audit firms:

- Deloitte Viet Nam Co., Ltd.
- Ernst & Young Viet Nam Co., Ltd.

<i>Contents</i>	<i>Votes</i>	<i>Total number of shares to vote</i>	<i>Ratio (%)</i>
Vote “Agree”	118	44.955.399	99,98
Vote “Disagree”	0	0	0
Vote “No comments”	0	0	0
Invalid Vote	0	0	0
Total	118	44.955.399	99,98

Approved Issue 10: According to Vote Counting principle and Vote Approved Counting Ratio formula, total number of shares to voted “Agree” for Issue 10 was 118 votes, equal 44.955.399 shares, took 99,98%.

11) Issue 11: Approve the Chairman of the Board of Directors and CEO of the Company from 1st January 2020 to 31st July 2020.

<i>Contents</i>	<i>Votes</i>	<i>Total number of shares to vote</i>	<i>Ratio (%)</i>
Vote “Agree”	114	44.666.299	99,34

Secretary



The Chairman of the Meeting



Lê Thị Hoàng Huệ

Lê Bá Phương

