

SOCIALIST REPUBLIC OF VIETNAM
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MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019

CMC CORPORATION

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The company registration certificate: 0100244112, initially registered on February 7, 2017, latest registered on October 18, 2018 for the 9th time.

Head office : CMC Tower, 11 Duy Tan, Dich Vong Hau, Cau Giay, Ha Noi.

TIME AND DATE: From 9:00 to 13:00 June 26, 2019

VENUE: Conference room, 17th Floor CMC Tower, 11 Duy Tan, Dich Vong Hau, Cau Giay, Ha Noi.

I – VALIDITY OF THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGM)

At 9:11, Ms. Tran Le Thu on behalf of Credentials Committee reported the capacity of the shareholders and representatives attending the meeting as followings:

- The total number of voting shares on June 5, 2019 of the Company was: **72,055,210**
- The total number of participating shareholders and representatives was: **75** corresponding to **64,750,948** voting shares which accounted for **89.86%** of the total number of the voting shares.

Pursuant to the Law on Enterprises 2014, and the Corporate Charter of the Company, the Annual General Meeting of Shareholders 2019 of CMC Corporation with the participation met the conditions to be convened.

II –MEETING COMPOSITION

On behalf of the organizers, Mr. Nguyen Thanh Luu announced the meeting composition:

- The list of participants



1. Board of Directors

- ✓ Mr. Nguyễn Trung Chính – Chairman of BOD
- ✓ Mr. Hoàng Ngọc Hùng – Vice Chairman of BOD
- ✓ Mr. Nguyễn Phước Hải
- ✓ Mr. Nguyễn Kim Cương
- ✓ Mr. Tạ Hoàng Linh
- ✓ Mr. Nguyễn Minh Đức
- ✓ Mr. Trương Tuấn Lâm
- ✓ Mr. Nguyễn Danh Lam
- ✓ Mr. Lê Việt Hà

2. Board of Supervisors

- ✓ Ms. Vũ Thị Phương Thanh – Head of BOS
- ✓ Mr. Trương Thanh Phúc
- ✓ Mr. Nguyễn Thành Nam

- The Presidium of the meeting:

1. Mr. Nguyễn Trung Chính, Chairman of BOD – Chairperson
2. Mr. Hoàng Ngọc Hùng – Vice Chairman of BOD
3. Mr. Nguyễn Phước Hải – Member of BOD

The AGM ratified the Presidium by salvo of applause

On behalf of the Presidium, Mr. Nguyễn Phước Hải introduced the Secretariat of the meeting:

1. Ms. Trần Mỹ Lê
2. Ms. Lâm Ngọc Tuyết
3. Ms. Đỗ Thảo Quyên

and nominated the Voting Committee:

1. Ms. Vũ Thị Phương Thanh – Head of BOS – Head of Voting Committee
2. Ms. Trần Lệ Thu – Shareholder - Member
3. Ms. Trịnh Đỗ Hồng Nga – Member.

The Voting Committee are ratified at rate of 100% of total voting shares attending the meeting.

III – MEETING AGENDA



Mr. Nguyễn Phước Hải, on behalf of the Presidium announced the working regulation of the meeting and the agenda as follows:

- Board of Directors' Report;
- Board of Management's Report;
- Board of Supervisors' Report;
- Submission 01 on the Audited financial statement and profit distribution in 2018; Business Plan and Profit Distribution Plan for the year 2019;
- Submission 02 on the adjustment of ESOP 2018;
- Submission 03 on issuance of shares to existing shareholders by the owner's equity;
- Submission 04 on Private placement to strategic investor;
- Submission 05 on amendment of business lines;
- Submission 06 on raising Charter capital and Charter amendment.
- Submission 07 on exemption and election of members of the Board of Directors;
- Submission 08 on remuneration package for Board of Directors & Board of Supervisors 2019.

The agenda was ratified at rate of 100% of total voting shares attending the meeting.

IV – PROGRESS OF THE MEETING

A – Presentation

All the submissions and reports were presented at the Meeting (Details are attached herewith).

- Mr. Lê Thanh Sơn presented Board of Management's Report on the 2018 result and plan for 2019 and Submission 01 on the Audited financial statement and profit distribution in 2018; Business Plan and Profit Distribution Plan for the year 2019;
- Mr. Hoàng Ngọc Hùng presented the Board of Directors' Report;
- Mr. Nguyễn Thành Nam presented the Board of Supervisors' Report.
- Mr. Hoàng Ngọc Hùng and Mr. Nguyễn Phước Hải presented the following submissions:
 - ✓ Submission 02 on the adjustment of ESOP 2018.
 - ✓ Submission 03 on issuance of shares to existing shareholders by the owner's equity;
 - ✓ Submission 04 on Private placement to strategic investor;



- ✓ Submission 05 on amendment of business lines;
- ✓ Submission 06 on raising Charter capital and Charter amendment.
- ✓ Submission 07 on exemption and election of members of the Board of Directors;
- ✓ Submission 08 on remuneration package for Board of Directors & Board of Supervisors 2019

B – Discussion

The AGM had discussion about the presented reports and submissions for 30 minutes.

The Presidium, the Board of Management and the leaderships of members answered the shareholders' questions about the strategy of digital transformation, margin, plan to develop 5G, risk management, the cooperation strategy with Samsung, the feasibility of the strategy and business targets in the next 5 years, the expected profit 2019, ESOP...

At 12:15, Ms. Tran Le Thu on behalf of Credentials Committee updated the capacity of the shareholders and representatives attending the meeting as followings:

The total number of participating shareholders and representatives was: **88** corresponding to **64,996,223** voting shares which accounted for **90.20%** of the total number of the voting shares.

C – Voting result

Content 1: Ratified the report of Board of Directors on activities in 2018 and Plan for 2019.

	Voting	Rate
Approval	64.937.764	99.910%
Disapproval	0	0,000 %
Blank Vote	58.459	0.090%

Content 2: Ratified the Report of BOM on Result 2018 and Plan for 2019.

	Voting	Rate
Approval	64.941.419	99,916 %
Disapproval	1.000	0,002 %
Blank Vote	58.804	0,083 %



Content 3: Ratified the Report of BOS on activities in 2018 and Plan for 2019

	Voting	Rate
Approval	64.937.764	99,910 %
Disapproval	0	0,000 %
Blank Vote	58.459	0,090 %

Content 4: Submission 01 on the Audited financial statement and profit distribution in 2018; Business Plan and Profit Distribution Plan for the year 2019, including:

(1) Content 4.1 – Ratified the combined and consolidated audited financial statements 2018

	Voting	Rate
Approval	64.942.419	99,917 %
Disapproval	0	0,000 %
Blank Vote	58.804	0,083 %

(2) Content 4.2 – Ratified Profit distribution 2018

	Voting	Rate
Approval	57.682.539	88,748 %
Disapproval	7.259.880	11,170 %
Blank Vote	58.804	0,083 %

(3) Nội dung 4.3 – Ratified Plan for 2019

	Voting	Rate
Approval	61.307.324	94,324 %
Disapproval	3.630.440	5,586 %
Blank Vote	58.459	0,090 %



Content 5: Ratified Submission 02/2019/TT-ĐHĐCĐ-CMC on the adjustment of issuance plan according to ESOP 2018.

	Voting	Rate
Approval	57.655.166	88,705 %
Disapproval	7.259.880	11,170 %
Blank Vote	81.177	0,125 %

Content 6 : Ratified Submission 03/2019/TT-ĐHĐCĐ-CMC on issuance of shares to existing shareholders by the owner's equity.

	Voting	Rate
Approval	57.655.166	99,885 %
Disapproval	0	0.000 %
Blank Vote	74.927	0,115 %

Nội dung 07 : Ratified Submission 04/2019/TT-ĐHĐCĐ-CMC on Private placement to strategic investor.

	Voting	Rate
Approval	60.705.860	93,399 %
Disapproval	3.630.440	5,586 %
Blank Vote	659.923	1,015 %

Content 8 : Ratified Submission 05/2019/TT-ĐHĐCĐ-CMC on the amendment of business lines

	Voting	Rate
Approval	64.942.419	99,917 %
Disapproval	0	0.000 %
Blank Vote	58.804	0,083 %

Content 9 : Ratified Submission 06/2019/TT-ĐHĐCĐ-CMC on raising Charter capital and Charter amendment.



	Voting	Rate
Approval	61.311.979	94,332 %
Disapproval	3.629.440	5,584 %
Blank Vote	58.804	0,083 %

Content 10: Ratified Submission 07/2019/TT-ĐHĐCĐ-CMC on exemption and election of members of the Board of Directors, including:

(1) Ratified content 10.1 on exemption of member of the Board of Directors

	Voting	Rate
Approval	64.942.419	99,917 %
Disapproval	0	0.000 %
Blank Vote	58.804	0,083 %

(2) Ratified content 10.2 on the nomination

	Voting	Rate
Approval	64.842.419	99,763 %
Disapproval	0	0.000 %
Blank Vote	153.804	0,237%

(3) Ratified content 10.3 on the voting result

No.	Nominee	Voting	Rate
	Mr. Hà Thế Vinh	64.926.979	99,89%

Content 11: Submission 08/2019/TT-ĐHĐCĐ-CMC on remuneration package for Board of Directors & Board of Supervisors 2019.

	Voting	Rate
Approval	64.909.283	99,866 %



Disapproval	0	0.000 %
Blank Vote	86.940	0,134 %

V- Ratification of the full text of meeting minutes

Ms. Tran My Le – on behalf of the Secretariat read the drafts of Minutes of the Meeting. The Minutes and Resolution were ratified at rate of 100 % total number voting shares attending the meeting.

Mr. Nguyen Trung Chinh, Chairperson of the Meeting concluded and closed the Meeting at 13:00 of the same day.

For and on behalf of Secretariat

For and on behalf of AGM 2019

Chairperson

Trần Mỹ Lê

Nguyễn Trung Chính

