

STATEMENT TO COLLECT OPINION OF SHAREHOLDERS

(v/v: Amending charter company and increasing level of dividends in 2015)

Dear: Shareholders of Duc Thanh Wood Processing Joint Stock Company (Stock code: GDT)

I. COMPANY INFORMATION

- Company name : Duc Thanh Wood Processing Joint Stock Company
- Abbreviated name : Duc Thanh Joint Stock Company
- Headquarter : 21/6D Phan Huy Ich Str., Ward 14, Go Vap Dis., HCMC.
- Tel : 84-8 3589 4287 Fax: 84-8 3589 4288
- Registration certification number 0301449014 the 1st issued on August 8th, 2000 by Department of Planning and Investment of HCMC and 19th change on July 27th, 2015.
- Enterprise code : 0301449014

II. PURPOSE

The board decided to send the letter to shareholders to vote two contents.

1. Amend point I, clause 2, article 17, point h & point I clause 2, article 23, point o clause 28 of Duc Thanh Wood Processing Joint Stock Company's charter organization and operations.
2. Propose increasing level of dividends in 2015 estimated from 30% to 50% on par value of common share, by cash, by share, or both cash and share.

III. CONTENT

1. Point 1: Amend the charter company

- Pursuant to enterprise law in 2014 (effective date July 1st, 2015) and circular 121/2012/TT-BTC dated July 26th, 2012 of the Ministry of Finance on administrator regulation applied to public company.
- To ensure current law regulation, the board manages company flexibility in order to suitable with enterprise law dated July 1st, 2015. Now, the board consults shareholders amending charter company as following:

Content	Existing charter	Amending charter
Right & duty of shareholders congress Point I, clause 2, article 17	Annual shareholders congress and irregular through written decision of following issues: Point I: Decide sale action of company property or branch or buying action with valued from 20% upon the total company property and all branches are showed on audited financial report with latest version.	Annual shareholders congress and irregular through written decision of following issues: Point I: Decide sale action of company property or branch or buying action with valued from 35% upon the total company property and all branches are showed on audited financial report with latest version.
Through decision of shareholders congress Point h, clause 2, article 23	Point h: Decide approval or not approval one or some transactions related to sale property with reasonable price or target price in limited transaction exceed 20% in the total company property at the closest financial year.	Point h: Decide approval or not approval one or some transactions related to sale property with reasonable price or target price in limited transaction exceed 35% in the total company property at the closest financial year.
Through decision of shareholders congress Point i,	Point i: Decide sign all transactions with related parties but do not limit loan or debt, sale or buy property agreement, sale or buy stock in company agreement, guarantee or obligare finance maybe	Point i: Decide sign all transactions with related parties but do not limit loan or debt, sale or buy property agreement, sale or buy stock in company agreement, guarantee or obligare finance maybe

clause 2, article 23	occur with the value equal or more 20% the total company property and company branches was showed on audited financial report in the nearest. The transfer among shareholders and third party will not be considered as a transaction with related parties according to the purpose of this clause.	occur with the value equal or more 35% the total company property and company branches was showed on audited financial report in the nearest. The transfer among shareholders and third party will not be considered as a transaction with related parties according to the purpose of this clause.
The right of the board of Directors Point 0, clause 3, article 28	<u>Point o:</u> decide approval or not approval any sale property which the target price in sale transaction reasonable comparing with the market or target price in sale transaction exceed 10% the total company property at the closest financial year.	<u>Point o:</u> decide approval or not approval any sale property which the target price in sale transaction reasonable comparing with the market or target price in sale transaction lower than 35% the total company property at the closest financial year.

Shareholders congress authorized the board carrying amending charter company according to submission.

2. Point 2: Increase dividend rate in 2015

- Resolution No. 7-15/ĐHĐCĐ-GDT dated 04.25.2015 has mentioned the dividend in 2015 is expected to be 30% on the par value of common shares by cash, by shares or both cash and shares.
- Currently, the Board has potential partners for the transfer of land in the 2nd My Phuoc Industrial Park as discussed at the Annual General Shareholders Meeting on April 25th, 2015. If the transfer is successful, the estimated profit after tax of the company will further increase over 20 billion. With this extra profit, the Board of GDT proposes Shareholders for adjusting an increase of planned dividend in 2015 from 30% to 50% of par value common share, by cash, by share, or both cash and share.
- In case of successful transfer of 2nd My Phuoc land, the shareholders congress will continue authorizing the Board to suitable periods of advance dividend by cash in complied with the actual business condition of the company.

In addition, the company has attached Draft resolution of shareholders' meeting. The content official resolution will be issued by the Company and posted on the company's website after the voting result.

(This written submission is posted on the Company's Website <http://www.goducthanh.com>).

IV. SENDING VOTE DEADLINE

- To ensure the rights as well as regulations, we kindly request Shareholders to consider and comment on above contents on written consultation document (as attached form) and send it to Duc Thanh Company before **16h00, Tuesday 27th October 2015 (based on postmark)**
- All votes after above-specified deadline or opened envelope will be invalid. We kindly request Shareholders to let voting shares in a sealed envelope and send to our Company.

Duc Thanh Wood Processing Joint Stock Company

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Fax: 84-8 3589 4288

Board secretary: Mrs. Tuyet Van 0903 732 089

Thank you for your attention!

Recipients

- Like Art II
- Save office


 HCMC, September 30, 2015
 On behalf of the board
 Chairperson

LE HAI LIEU