

No.: -15/NQ-ĐHĐCĐ

HCMC, ...../...../ 2015

**(Draft)**

**RESOLUTION OF SHAREHOLDERS' MEETING**  
**DUC THANH WOOD PROCESSING JOINT STOCK COMPANY**

(Approved by the consulting shareholders's opinion in writing)

- Pursuant to enterprise law 68/2014/QH13 of the National Assembly of Vietnam on Nov. 29<sup>th</sup>, 2014.
- Pursuant to the organization and operation Charter of Duc Thanh Wood Processing JSC on July 1<sup>st</sup>, 2015.
- Pursuant to the consultation written submission to the shareholders on Sept. 30<sup>th</sup>, 2015 of Duc Thanh Wood Processing JSC.
- Pursuant to the minutes of vote counting on ..../..../2015 of the Board of Directors of Duc Thanh Wood Processing JSC.

**RESOLUTION**

**Article 1:** Through the amending Charter of Duc Thanh Wood Processing JSC., such as:

Content	Existing charter	Amending charter
Right & duty of shareholders meeting  Point I, clause 2, article 17	Annual shareholders congress and irregular through written decision of following issues::  <u>Point I:</u> Decide sale action of company property or branch or buying action with valued <b>from 20% upon the total company property</b> and all branches are showed on audited financial report with latest version.	Annual shareholders congress and irregular through written decision of following issues:  <u>Point I:</u> Decide sale action of company property or branch or buying action with valued <b>from 35% upon the total company property</b> and all branches are showed on audited financial report with latest version.
Through decision of shareholders meeting.  Point h, clause 2, article 23	<u>Point h:</u> Decide approval or not approval one or some transactions related to sale property with resonable price or target price in limited transaction <b>exceed 20% in the total company property</b> at the closest financial year.	<u>Point h:</u> Decide approval or not approval one or some transactions related to sale property with resonable price or target price in limited transaction <b>exceed 35% in the total company property</b> at the closest financial year.
Through decision of shareholders meeting.  Point i, clause 2, article 23	<u>Point i:</u> 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 occur with the value <b>equal or more 20% the total company property</b> 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	<u>Point i:</u> 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 occur with the value <b>equal or more 35% the total company property</b> 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;	parties according to the purpose of this clause;
The right of the board of Directors  Point o, 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 <b>exceed 10% the total company property</b> 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 <b>lower than 35% the total company property</b> at the closest financial year..

- Shareholders meeting authorized the board of Directors carrying amending charter company according to submission.
- The percentage of voting agreement ..... shares, make up .....%/ total shares voting.

**Article 2:** If the transfer of land in the 2nd My Phuoc Industrial Park is successful:

- Be increasing of planned dividend in 2015 from 30% to 50% of par value common share, by cash, by share, or both cash and share.
- The shareholders meeting will continue authorizing the Board of Directors to suitable periods of advance dividend by cash in complied with the actual business condition of the company.
- The percentage of voting agreement ..... shares, make up .....%/ total shares voting.

**Article 3:** This resolution was absolutely adopted by consulting the Shareholders' Meeting in written and shall be effective from the signing date.

**Article 4:** The members Board of Directors, Board of Executives, The Board of Supervisors and the concerned Departments of Duc Thanh Wood Processing JSC. shall implement this resolution.

**On behalf of Board of Directors  
Chairperson**

***Recipients:***

- Like Article 4;
- Website: [www.goducthanh.com](http://www.goducthanh.com);
- Save in the Office of Company

**LE HAI LIEU**