

## REPORT OF SUBMISSION CONTENTS FOR ANNUAL GENERAL SHAREHOLDERS MEETING 2009

(Date 22/04/2010)

- Based on Charter of Thuduc Housing Development Corporation approved on April 7<sup>th</sup> 2008.

- Based on the documents submitted to General Shareholders' Meeting.

Board of Directors of Thuduc Housing Development Corporation submits to General Shareholders' Meeting for approval the following contents:

### **1/ Article 1: Approval of business performance for 2009 and business plan for 2010.**

Based on business performance for 2009, business plan for 2010 and attached documents (audited financial statement, report of Board of Supervisors); the company submits to General Shareholders' Meeting to approve report of business performance for 2009 and business plan for 2010, simultaneously recommend additional solutions (if any) so that Board of Management has basis to implement and contribute success in general target.

### **2/ Article 2: Distributing profit for 2009**

#### **a/ Consolidated financial performance for 2009:**

Unit: VND

Items	Plan for 2009	Performance for 2009	Ratio of Performance/ Plan	Ratio of Performance for 2009/performance for 2008
Turnovers	550,000,000,000	618,091,849,755	112.38%	94.75%
Profit before tax	225,000,000,000	357,071,578,846	158.70%	126.54%
Profit after tax	185,000,000,000	299,012,375,069	161.63%	141.02%

Profit after tax of shareholders of parent company (after excluding interests of minority shareholders and distributing profits for joint venture and associate companies)	172,000,000,000	<b>229,953,306,713</b>	133.69%	121,29%
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*(Profit after tax may be changed, depending on the result of tax balance sheet. Board of Directors will report this change (if any) to General Shareholders' Meeting in latest Meeting).*

**b/ Financial performance of Thuduc House (the parent company) for 2009 :**

**1. Financial performance of Thuduc House (the parent company) for 2009:**

Unit: VND

Items	Plan for 2009	Performance for 2009	Ratio of Performance/ Plan	Ratio of for 2009/performance for 2008
Turnovers	472,836,000,000	<b>537,773,457,830</b>	113.73%	114.83%
Profit before tax	216,048,000,000	<b>336,758,990,279</b>	155.87%	143.06%
Profit after tax	178,220,000,000	<b>283,023,801,437</b>	158.81%	150.44%
Profit after tax of shareholders of parent company (after excluding interests of minority shareholders and distributing profits for joint venture and associate companies)	172,000,000,000	<b>218,595,032,235</b>	127.09%	121.89%

## **2. Distributing profit:**

Unit: VND	
<b>- Total profit before tax</b>	<b>336,758,990,279</b>
- Pay business income tax	78,977,379,446
+ <i>Business income tax payable</i>	58,898,444,742
+ <i>Business income tax exempted</i>	(5,163,255,900)
+ <b>Business income tax was exempted under Circular No. 03 /2009 (**)</b>	25,242,190,604
<b>- Profit before tax</b>	<b>257,781,610,833</b>
<b>- Deduction</b>	<b>65,196,769,202</b>
+ <i>Remunerations to the BOD, Board of supervisors</i>	768,000,000
+ <i>Interests of minority shareholders</i>	
- <i>Business cooperation earnings prepayment</i>	64,428,769,202
<b>- Distribution remaining profit</b>	<b>192,584,841,631</b>
+ <i>Bonus and welfare fund (10%)</i>	19,258,484,163
+ <i>Financial reserve fund (5%) (*)</i>	9,629,242,082
+ <i>1<sup>st</sup> dividend payment (on charter capital of VND 252.5 billion)</i>	35,999,661,000
+ <i>2<sup>nd</sup> expected dividend payment (15%)</i>	56,812,500,000
+ <i>Remunerations to the BOD, Board of supervisors and Board of Management (according to article 3)</i>	4,037,503,224
+ <i>Extraction of 2% for diplomatic activities</i>	3,851,696,833
+ <i>Investment and Development Fund</i>	62,995,754,330

### Notes:

- These extraction accounts may be changed; depending on the result of tax balance sheet which will affect distribution profits. Board of Directors will report this change to Shareholders' Meeting in latest Meeting.

- (\*) Financial reserve fund was VND 25.25 billion as of December 31<sup>st</sup> 2009. According to the regulations, financial reserve fund only extracts the maximum of 10% on charter capital (VND 37.875 billion); the remaining amount will be transferred to Investment and Development Fund.

### **3/ Article 3: Business plan for 2010**

#### **3.1- Consolidated financial targets for 2010:**

+ Consolidated turnovers: **VND 709.183 billion.**

+ Consolidated profit before tax: **VND 298.038 billion.**

+ Consolidated profit after tax: **VND 223.239 billion.**

- Profit after tax (corporation) of shareholders' parent company (after excluding distributed profits to minority shareholders and joint venture & associate partners): **VND 193.739 billion.**

#### **3.2- Financial targets of Thuduc House (the parent company) and the expected distributing profits:**

##### **a/ Financial targets of Thuduc House for 2010:**

+ Turnovers: **VND 630.220 billion.**

+ Profit before tax: **VND 347.720 billion.**

+ Profit after tax: **VND 265.72 billion.**

+ After-tax profit after excluding profit to joint venture and associate partners (if any): **VND 240.72 billion.**

##### **b/ Plan of distributing profits for 2010:**

- Expected turnovers	<b>630.220</b>	<b>Billion VND</b>
- Expected profit before tax	<b>347.720</b>	<b>Billion VND</b>
- Expected profit after tax	<b>265.720</b>	<b>Billion VND</b>
- Deductions:	<b>25.768</b>	<b>Billion VND</b>
- Remunerations to the BOD, Board of supervisors	768	Million VND
- Business cooperation earnings prepayment	25.000	Billion VND
- Expected distributing profits:	<b>239.952</b>	<b>Billion VND</b>
- Bonus and welfare fund (10%)	23.995	Billion VND
- Financial reserve fund * (5%)	11.998	Billion VND
- Dividend payment (18%)	43.191	Billion VND

- Extraction of 2% for diplomatic activities	4.799	Billion VND
- Investment and development fund**	155.969	Billion VND

Notes:

- These extraction accounts may be changed; depending on the result of tax balance sheet which will affect distribution profits. Board of Directors will report this change to Shareholders' Meeting in latest Meeting.

- (\*) Financial reserve fund only extracts the maximum of 10% on charter capital, the remaining amount will be transferred to Investment and Development Funds .

- (\*\*) Remunerations to the BOD, Board of Supervisors and Board of Management for 2010: will be considered on the basis of the business performance in General Shareholders' Meeting 2010.

**c/ Total wage-fund:**

+ Wage unit for property and other activities: **5%/ turnovers**

+ Wage unit for financial activities: **10%/ gross profit**

**4/ Article 4: Approval of remunerations to the Board of Director (BOD), Board of Supervisors and Board of Management**

According to the Resolution of Annual General Shareholders' Meeting 2008 on April 11<sup>th</sup> 2009 on remunerations to BOD, Board of Supervisors and Board of Management, based on business performance for the year 2009; BOD submits to General Shareholders' Meeting for extracting bonus of 10% on exceeding amounts of after-tax profit of Thuduc House; as follows:

*Unit: VND*

- Expected after-tax profit:	178,220,000,000
- After-tax profit is used for calculating the difference between plan and performance for 2009 ( <i>after-tax profit minus distributed accounts to joint venture and associate partners for 2009</i> ):	218,595,032,235
- The difference between performance and target:	40,375,032,235
- Total suggested bonus extraction amount (10%/ the adjusted plan):	<b>4,037,503,224</b>

- The specific distribution remuneration plan is submitted to General Shareholders' Meeting and authorized for Board of Directors to make decision.

**5/ Article 5: The plan of 2<sup>nd</sup> dividend payment for 2009.**

According to Resolution of Annual General Shareholders' Meeting 2008 on April 11<sup>th</sup> 2009, the expected dividend ratio for 2009 is 30%.

The company paid 1<sup>st</sup> dividend payment for 2009 with the ratio of 15% on charter capital and record date is September 15<sup>th</sup> 2009. Total budget payment is VND 35.999 billion.

Although the company issued bonus share to current shareholders with the ratio of 2:1 in 2009; the business performance of Thuduc House is good, the earnings exceeded the target of the year, and Board of Directors decides to submit the plan of 2<sup>nd</sup> dividend payment to Shareholders' Meeting, as follows:

- + Ratio of payment: 15% on charter capital.
- + Form of payment: in cash.
- + Payment time: after Shareholders' Meeting approves and the relevant departments pass.

**6/ Article 06: Issuance of convertible bonds in 2010.**

Based on business plan for 2010 and investment capital need for projects; we respectfully submit convertible bonds' plan to Shareholders' Meeting with minimum mobilized target of VND 500 billion (*please see the attached plan*).

After passing the policy, we respectfully request Shareholders' Meeting to authorize for Board of Directors to carry out procedures related to issuance completion.

**7/ Article 7: Approval of remuneration of Board of Directors and Board of Supervisors.**

To support members of Board of Directors and Board of Supervisors in company's management, we respectfully submit Shareholders' Meeting to approve remuneration of Board of Directors and Board of Supervisors; this figure equals to the remuneration approved in 2009:

ITEMS	2010
Chairman of BOD	VND 10,000,000/month
Vice chairman of BOD	VND 8,000,000/month
Commissioner of BOD	VND 7,000,000/month

Chief of Board of Supervisor	VND 7,000,000/month
Commissioner of Board of Supervisor	VND 6,000,000/month
Secretary of BOD	VND 6,000,000/month

**8/ Article 8: Approval of Audit Company**

In 2009, Shareholders' Meeting approved to choose Auditing and Accounting Financial Consultancy Service Company Limited (AASC), is the company to audit finance for Thuduc Housing Development Corporation for fiscal year 2009.

During working time, we realize that Auditing and Accounting Financial Consultancy Service Company Limited (AASC) has carried out consultancy, audits financial activities of our company fully, timely with high responsibility.

Therefore, we respectfully request Shareholders' Meeting to continue to choose Auditing and Accounting Financial Consultancy Service Company Limited (AASC) as a company, which will audit finance for Thuduc Housing Development Corporation for fiscal year 2010.

**9/ Article 9: Approval of Chairman and CEO**

According to resolution of AGM 2008, Mr. Le Chi Hieu continued to be nominated as Chairman, CEO again.

Based on regulations of Charter; in case Chairman is also in charge of Chief Executive Officer (CEO), Shareholders' Meeting must vote for approval annually. Therefore, we respectfully submit for approval of Shareholders' Meeting on Mr. Le Chi Hieu – Chairman and CEO.

**10/ Article 10: Approval of movement of company's head office to center of HCMC**

Based on human structure and development model of Thuduc House, during the past time, company's head office of Thuduc Housing Development Corporation, located at 384 Vo Van Ngan Street Binh Tho Ward Thuduc District, is very narrow and not match with image and position of Thuduc House.

By reality surveying at some locations in District 1 and District 3, we see that 13-15-17 Truong Dinh Building, District 3, HCMC (at the corner of Truong Dinh street and Nguyen Thi

Minh Khai street), which invested by Nguyen Hoang Anh Trading-Services Ltd, is a suitable place to set up the new company's office.

- *Size*: 02 basements, 1 groundfloor and 10 storeys with total floor area of 2,484 sqm. In which, excluding drawing-room, the remaining usage is 1,937.75 sqm. Rental time is 05 years.

- *Rental fee*: After the discussion, the owner agreed with rental fee of USD 42,000 per month for the whole building. This fee is reasonable (about USD 21.67/sqm/month, excluding VAT) and preferential in comparison with other rental buildings in near areas, for example:

No	Building	Location	Rental fee (sqm/month)	Note
1	Estar Building	Vo Van Tan Street, District 3	USD 23	Not including VAT and service fee
2	Alpha Tower Building	Nguyen Dinh Chieu, District 3	USD 25	

*Especially, in Truong Dinh Street, almost rental buildings are full; or investors construct new buildings to use for their offices and do not rent.*

- *Preference from owner*:

+ Rental fee for the first 2 months is free so that Thuduc House has enough time to prepare and move the whole company's office.

+ Not pay management and service fee.

+All equipments, instruments are new and have a two-year warranty and maintenance.

+ The owner permits us to use outside building (whereas other owners do not accept this article, they use outside for rent, excluding logo and name of rental companies).

+ *Rental fee*: The company only use 60% of total floor area, the remaining area will rent. On the other hand, when the whole company gathers at 13-15-17 Truong Dinh, the company may use the whole of the house No. 74 Pham Ngoc Thach, Ward 6, District 3, HCMC (this house is a current branch of the company) and part of house No. 384 Vo Van Ngan street Binh Tho Ward Thuduc District HCMC (this house is a current head office) for rent. Therefore, remaining rental fee per month is only about USD 15,000 – USD 18,000.

These are contents submit to get voting idea of Shareholders' Meeting at AGM 2009; we respectfully request Shareholders' Meeting to vote.

**On Behalf of BOARD OF DIRECTOR  
THUDUC HOUSING DEVELOPMENT CORPORATION  
CHAIRMAN**

**(Signed)**

**LE CHI HIEU**