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**VIETNAM DAIRY PRODUCTS JOINT STOCK
COMPANY**
(Securities Code: VNM)

Documents

for

**ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

2019

MEETING ADENDA
THE ANNUAL GENERAL MEETING OF 2019
19 April 2019

No.	Agenda	Time
I. PROCEDURES		
1	- Welcoming guests	7h30
2	- Proclaiming the reason for AGM and introducing delegates	8h30
3	- Announcing an eligible shareholder quorum for AGM (% of shareholders' attendance)	8h35 – 8h45
4	- Introducing the Chairperson of the AGM	
5	- Nominating and approving the AGM's secretary	
6	- Approving the AGM's agenda	
7	- Electing the Ballot-count Committee	
II. AGM AGENDA		
	The BoD presents their report <ul style="list-style-type: none"> - Operation of the Company in 2018 - Board's activities in 2018 - Report of the Audit Committee 	8h45 – 9h
	The BoD submits the issues to the AGM for approval	9h – 11h
1	The 2018 audited financial statements	
2	BoD's report	
3	Dividend payment for the fiscal year of 2018	
4	Revenue & profit plan for 2019	
5	Dividend payment plan for the fiscal year of 2019	
6	Selection of the independent auditor for the fiscal year of 2019	
7	BoD's fees in 2019	
8	Additional business line	
9	Amendment of the Charter	
	Questions & Answers	
III. VOTING		
1	Voting	11h – 11h45
2	Voting result	
IV. CLOSING		
1	Approving the resolution of the AGM of 2018	11h45
2	Closing the AGM	12h00

1. THE AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR OF 2018

(Please refer to the Annual Report of 2018)

2. REPORTS OF THE BOARD

(Please refer to the Annual Report of 2018)

- Operation of the Company in 2018
- Board's activities in 2018
- Report of the Audit Committee

3. DIVIDEND PAYMENT FOR THE FISCAL YEAR OF 2018

Based on the 2018 AGM resolution, the BOD has made two interim dividend payments as follows:

- Completed the 1st interim dividend payment as follows:
 - Dividend ratio : 2,000 VND/share.
 - Record date : 06 September 2018.
 - Payment date : 26 September 2018.
- Completed the 2nd interim dividend payment as follows:
 - Dividend ratio : 1,000 VND/share.
 - Record date : 28 December 2018.
 - Payment date : 28 February 2019.
- Therefore, the BoD would like to propose to the AGM 2019 to approve the final dividend for the fiscal year of 2018 as follows:
 - Dividend ratio : 1,500 VND/share.
 - Record date : 06 June 2019.
 - Payment date : 26 June 2019.

The dividend policy as approved by the AGM is at least 50% of the net profit. The actual pay-out ratios of 2017 – 2018 are as follows (dividend announced for each fiscal year):

Year	Dividend (billion dong)	Conso. net profit (billion dong) (*)	Pay-out ratio
2017	7,256	10,296	70%
2018	7,256	10,227	71%

Note: () profit attributable to the parent company's shareholders*

4. PLAN OF 2019 REVENUE AND PROFIT (CONSOLIDATED)

- According to VAS

(Billion VND)	2019 Plan	2018 Actual	Growth	
			Billion dong	%
Total Revenue	56,300	52,629	3,671	7.0%
Profit before tax	12,650	12,052	598	5.0%
Profit after tax (*)	10,480	10,227	253	2.5%

Note: (*) profit attributable to the parent company's shareholders.

5. DIVIDEND PAYMENT PLAN FOR THE FISCAL YEAR OF 2019

Dividend shall be paid in cash at a minimum of 50% of net profit. The details are as follows:

- The 1st interim dividend payment: 2,000 VND/share, to be paid in September 2019
- The 2nd interim dividend payment: 1,000 VND/share, to be paid in February 2020
- The final dividend: To be decided by the AGM during the AGM of next year

6. SELECTION OF INDEPENDENT AUDITOR FOR THE FISCAL YEAR OF 2019

The BoD proposes to the AGM to select KPMG Vietnam Ltd Co (KPMG) as the Independent Auditor for the fiscal year of 2019.

7. BOARD'S FEE FOR THE FISCAL YEAR OF 2019

The BOD proposes to the AGM to approve the BoD's fees of 25 billion dong, based on the number of 11 Board members, equal to the fee of 2018. This fee shall be calculated and paid based on actual number of Board members.

8. AMENDING THE BUSINESS LINES

Propose to supplement the activities of "*buying and selling sugar (not operating at the head office)*" into the business line of "Wholesaling food" (Code 4632).

Code	Business line
4632	Wholesaling food Details: Wholesaling cakes, canned milk, powdered milk, nutrition powder and other dairy products. Buying and selling processed food (not operating at the head office), buying and selling drinking tea (not operating at the head office), buying and selling roasted-grinded-filtered-dissolved coffee (not operating at the head office); <i>buying and selling sugar (not operating at the head office).</i>

Madam Mai Kieu Lien, the Chief Executive Officer and the legal representative of the company, is responsible for implementing the procedures to amend the business lines with the relevant authorities in accordance with laws & regulations.

9. AMENDING THE CHARTER

The BoD proposes to the AGM to pass the new Charter, replacing the current Charter adopted on March 31st 2018, with the updated and amended contents as below:

No.	Issues that are amended	Current Charter	Recommended changes <i>(the bold, italic words are the amendment, supplementation)</i>	Reasons
1	Business lines of the Company	<p>Article 3. Lines of business, business philosophy and objective of the Company</p> <p>“1. Lines of business of the Company shall be: Retailing food products in specialized stores (Details: Retailing sugar, milk and dairy products, cakes, jam, candies, and other products made of food grains, powder, starch in specialized stores; Retailing other food products in specialized stores); Retailing beverages in specialized stores (Retailing alcoholic and non-alcoholic beverages in specialized stores (beverages which are not for use at stores) such as: Retailing alcoholic beverages: brandy, wine, beer; Retailing non-alcoholic beverages: soft drinks with sugar, gas or no gas, such as: Cola cola, Pepsi cola, orange, lemon or other fruit juice...; Retailing natural mineral water or other pure water contained in sealed bottle; Retailing wine and beer with low alcohol content or no alcohol); Wholesaling food (Details: Wholesaling cakes, canned milk, powdered milk, nutrition powder and other dairy products. Wholesaling in processed food, drinking tea, roasted-grinded-filtered-dissolved coffee); Wholesaling beverages (Details: Wholesaling soymilk, beverages, alcohol, beer, drinks); Producing various types of pastry from flour (Details: pastry production)...”</p>	<p>Article 3. Lines of business, business philosophy and objective of the Company</p> <p>“1. Lines of business of the Company shall be: Retailing food products in specialized stores (Details: Retailing sugar, milk and dairy products, cakes, jam, candies, and other products made of food grains, powder, starch in specialized stores; Retailing other food products in specialized stores); Retailing beverages in specialized stores (Retailing alcoholic and non-alcoholic beverages in specialized stores (beverages which are not for use at stores) such as: Retailing alcoholic beverages: brandy, wine, beer; Retailing non-alcoholic beverages: soft drinks with sugar, gas or no gas, such as: Cola cola, Pepsi cola, orange, lemon or other fruit juice...; Retailing natural mineral water or other pure water contained in sealed bottle; Retailing wine and beer with low alcohol content or no alcohol); Wholesaling food (Details: Wholesaling cakes, canned milk, powdered milk, nutrition powder and other dairy products. Wholesaling in processed food, drinking tea, roasted-grinded-filtered-dissolved coffee, sugar); Wholesaling beverages (Details: Wholesaling soymilk, beverages, alcohol, beer, drinks); Producing various types of pastry from flour (Details: pastry production)...”</p>	To amend in conjunction with the supplementation of “buying and selling sugar” into the business line "Wholesaling Food" (code 4632) as stated in Item 1.
2	Charter capital	Article 5. Charter Capital, Shares and Founding	Article 5. Charter Capital, Shares and Founding	- The Company has completed the

No.	Issues that are amended	Current Charter	Recommended changes <i>(the bold, italic words are the amendment, supplementation)</i>	Reasons
		<p>Shareholders</p> <p>“1. The Company’s Charter Capital shall be VND14,514,534,290,000 (In words: Fourteen thousand five hundred fourteen billion five hundred thirty four million two hundred ninety thousand Vietnamese dong).”</p>	<p>Shareholders</p> <p>“1. The Company’s Charter Capital shall be VND17,416,877,930,000 (In words: <i>Seventeen thousand four hundred sixteen billion eight hundred seventy seven million nine hundred thirty thousand Vietnamese dong</i>)...”</p>	<p>procedures to increase charter capital with the SSC for the shares issuance at ratio of 1:5 (approved by the 2018 AGM). The Company has also completed the registration procedures to increase the charter capital with the DPI and as the result of that action, the Company obtained the 27th amended Business Registration Certificate, in which the new charter capital accordingly was updated.</p> <p>- Therefore, based on this capital increase result, the Charter Capital shall be updated accordingly in Clause 1, Article 5.</p>