

**CÔNG TY CỔ PHẦN THẾ GIỚI SỐ  
DIGIWORLD CORPORATION**

**CỘNG HOÀ XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness**

Số/No.: 52/2019/DGW-ĐT

TP.HCM, ngày 25 tháng 04 năm 2019  
HCMC, day 25 month 04 year 2019

**CÔNG BỐ THÔNG TIN  
TRÊN CÔNG THÔNG TIN ĐIỆN TỬ  
CỦA ỦY BAN CHỨNG KHOÁN NHÀ  
NƯỚC VÀ SGDCK TP.HCM**

**DISCLOSURE OF INFORMATION ON THE  
STATE SECURITIES COMMISSION'S PORTAL  
AND HOCHIMINH STOCK EXCHANGE'S  
PORTAL**

Kính gửi/ To:

- Ủy ban Chứng khoán Nhà nước/ *The State Securities Commission*
- Sở Giao dịch chứng khoán TP.HCM/ *Hochiminh Stock Exchange*

- Tên tổ chức / *Organization name*: CÔNG TY CỔ PHẦN THẾ GIỚI SỐ/DIGIWORLD CORPORATION
  - Mã chứng khoán/ *Securities Symbol*: DGW
  - Địa chỉ trụ sở chính/ *Address*: Tầng 8, Tòa nhà Ngân hàng Nam Á,  
Số 201 – 203 Cách Mạng Tháng Tám, Phường 4, Quận 3, TP.HCM
  - Điện thoại/ *Telephone*: (84.28) 3929 0059 Fax: (84.28) 3929 0060
  - Người thực hiện công bố thông tin/ *Submitted by*: Đoàn Hồng Việt  
Chức vụ/ *Position*: Phó Tổng Giám đốc/Deputy General Director
- Loại thông tin công bố:  định kỳ  bất thường  24h  theo yêu cầu  
*Information disclosure type*:  Periodic  Irregular  24 hours  On demand

**Nội dung thông tin công bố/ Content of Information disclosure:**

Công bố Nghị quyết và Biên bản họp Đại hội đồng cổ đông thường niên năm 2019/Resolution and Meeting Minutes of the 2019 Annual General Meeting of Shareholders.

Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 25/04/2019 tại đường dẫn: <http://digiworld.com.vn>.

*This information was disclosed on Company/Fund's Portal on date April 25<sup>th</sup>, 2019 Available at: <http://digiworld.com.vn>.*

Tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

*I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.*

**Đại diện tổ chức**

**Organization representative**

Người được ủy quyền công bố thông tin  
*Party authorized to disclose information*



**TÔ HỒNG TRANG**

DIGIWORLD CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom - Happiness

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No.: 02/2019/NQ-ĐHĐCĐ

Ho Chi Minh City, April 25<sup>th</sup>, 2019

## RESOLUTION

### THE 2019 ANNUAL GENERAL SHAREHOLDERS MEETING DIGIWORLD CORPORATION

- Pursuant to The Law on Enterprise No. 68/2014/QH13, stipulated by National Assembly of Socialist Republic of Vietnam on 26<sup>th</sup> November 2014;
- Pursuant to Charter of Digiworld Corporation ("the Company"); and
- Pursuant to the Minute of the Annual General Meeting of Shareholders 2019 dated April 25<sup>th</sup> 2019.

The Annual General Meeting of Shareholders 2019 ("AGM") of Digiworld Corporation (Digiworld) was held in Ho Chi Minh City on April 25<sup>th</sup> 2019, the AGM has approved this Resolution with the contents below:

## DECISION

### **ARTICLE 1. REPORTS OF THE BOARD OF DIRECTORS OF THE COMPANY'S OPERATION IN 2018**

*The AGM accepts and approves on Reports of the Board of directors in 2018:*

- Evaluation of Business Results
- The Board of Directors' Evaluation of Activities of the Board of Management
- Plans and Direction of the Board of Directors

### **ARTICLE 2. REPORTS OF THE SUPERVISORY BOARD IN 2018**

*The AGM accepts and approves on Reports of the Supervisory Board in 2018*

### **ARTICLE 3. THE 2018 AUDITED FINANCIAL STATEMENTS**

*The AGM accepts and approves on The 2018 Financial Statements audited by Ernst & Young Vietnam.*

In which: (Unit: VND)

Total Revenue	5,998,266,652,845
Net Revenue	5,937,370,646,801
Profit before tax	139,635,983,564
Profit after tax	109,524,789,262
<b>Earnings per share (VND/share)</b>	<b>2,735</b>
Current Assets	2,118,332,560,076
Non-current Assets	105,003,553,530
<b>Total Assets</b>	<b>2,223,336,113,606</b>
Liabilities	1,456,856,633,785
Owner's Equity	766,479,479,821
<b>Total Resources</b>	<b>2,223,336,113,606</b>

### **ARTICLE 4. BUSINESS PLAN FOR 2019**

The AGM accepts and approves on the Business Plan for 2019:

- Total revenue: VND 7,150 billion
- Profit after tax: VND 137 billion
- Annual General Meeting authorized the Board of Directors based on the 2019 business performance to develop the Profit distribution plan for 2019 for submitting at the soonest Annual General Meeting.

#### **ARTICLE 5. APPROPRIATION OF 2018 EARNINGS**

The AGM accepts and approves on the 2018 Profit distribution plan as follows:

	Unit	Value	Percentage (%)
✓ Cash Dividend: VND 500 per share			
✓ Time of Implementation: within 6 months from AGM	VND billion	20.9	5%

The General Meeting of Shareholders authorises the Board of Directors to implement the followings:

- Prepare and consider financial fund for dividend payment 2018 in accordance to the Law and regulations.
- To implement the related procedures regulated by Law and the Authorities.
- To fully report to the General Meeting of Shareholders.

#### **ARTICLE 6. EMPLOYMENT STOCK OWNERSHIP PLAN FOR 2019 (ESOP 2019)**

The AGM accepts and approves on the Employment Stock Ownership Plan for 2019 (ESOP 2019)

##### **I. Approving employment stock ownership plan for 2019 (ESOP 2019)**

<b>1. Name of share</b>	Share of Digiworld Corporation
<b>2. Type of share</b>	Ordinary share
<b>3. Face value</b>	VND 10,000/share
<b>4. Issuance Method</b>	Issuing bonus share for employees according to the list prepared by the Board of Directors.
<b>5. Issuance Subjects</b>	Employees of the Company The Board of Directors is authorized to produce and establish the list of employees and issuing method.
<b>6. Current Charter Capital</b>	VND 419,517,470,000
<b>7. Number of outstanding shares</b>	41,800,278 shares
<b>8. Expected number of shares issued</b>	1,200,000 shares
<b>9. Total value of ESOP at par value</b>	VND 12,000,000,000
<b>10. Sales Value</b>	VND 10,000/ share
<b>11. Transfer restriction</b>	01 year locked-up for 50% of the total issued shares In case the employee finishes the labor contract for any reason during the transfer restriction period, the Company will buy back that number of shares at the issuing price to as treasury shares.
<b>12. Inheritance Right</b>	Employees listed to receive bonus shares have the right to make a will to manage their

	properties, leaving their properties to the lawful heir. In the case that a will is not written, the inheritance will be governed by the Law on Inheritance.
<b>13. Estimated time of implementation</b>	Authorise the Board of Directors to decide appropriate time and date for implementation.

## **II. INCREASING CHARTER CAPITAL CORRESPONDING TO THE TOTAL PAR VALUE OF ISSUED SHARES**

By increasing charter capital corresponding to the total par value of issued shares in accordance to guidelines stated in Section I above.

## **III. ADDITIONAL LISTING FOR THE ISSUED BONUS SHARE**

By additional depository registration at Vietnam Securities Depository ("VSD") and additional listing registration at Ho Chi Minh Stock Exchange ("HOSE") all of the actual issued shares in ESOP 2019, after producing result of share issuance report to the SSC.

## **IV. AUTHORIZATION TO BOARD OF DIRECTORS**

- 1. Implementing bonus employment share ownership plan**
  - Promulgating Regulation for the issuance of bonus shares to the Company's employees;
  - Making detailed plans for the issuance;
  - Specifying criteria, list of employees, and the number of shares distributed to each employee;
  - Choosing an appropriate time to implement the issuance plan
- 2. Compiling addition listing registration and addition depository registration files:** approving necessary files, performing all the necessary procedures to list và register for additional depository the number of actual shares at the VSD and the HOSE;
- 3. To amend Clause 1, Article 5 of the Company Charter concerning changing charter capital in accordance with the actual results of the above issuance.**
- 4. Performing all the necessary procedures to modify the Business Registration of the Company concerning changes to charter capital in accordance with the results of the above issuance at an authoritative government agency;**
- 5. Depending on the specific situation, the Board of Director may authorize the Chief Executive Officer to perform one or more of the above tasks.**

## **ARTICLE 7. BOND WITH WARRANT PRIVATE PLACEMENT PLAN**

- 1. Approving the issuance of bond with warrant private placement plan** of 1,500 bonds attached with warrant with par value of VND 100,000,000 / bond, total value of VND150,000,000,000 (under 100 investors excluding professional share investors). Detailed content will follow the separate issuance plan 1,500 bonds attached with warrant enclosed to this Decision ("Issuance Plan").
- 2. Authorize the Board of Directors to decide the detailed contents and implement the issuance plan, including but not limited to:**
  - Prepare, amend and supplement the detailed issuance plan including detailed terms and conditions of the Bonds and Warrants, including: (i) number of Bonds and Warrants, maturity, coupon rates (for Bonds); (ii) term, exercise price and time of execution, procedures for exercising the Warrants to purchase common shares (for the Warrants), and other terms and conditions as prescribed by laws.

- Select Investors matched to the criteria; negotiate and sign Bonds attached with Warrants subscription agreement with Investors;
- Negotiate and sign bond transaction documents, and necessary documents with consultancy agent, issuing agent and agent bank;
- Prepare plans to handle the number of bonds not to be subscribed (if any);
- Amend and supplement the purpose of issuance and plan for using the capital (if necessary) so that the capital mobilization of the company is ensured to succeed and in accordance with laws. Amendments and supplements must comfort the best benefits of shareholders and the Company.
- Execute the issuance according to the approved plan, including the supplements, amendments, finalization or adjustments to this plan according to the request of the competent authorities so that the capital mobilization of the Company is carried out legally and in accordance with laws.
- Decide on collaterals for bonds, sign agreements for securing assets with related parties, and decide on the change, withdrawal and supplementation of the pledged assets under regulations in security agreements.
- Prepare, approve and implement the share issuance plan when exercising the Warrants, ensure the compliance with the ownership ratio of foreign investors in accordance with laws.
- Decide the details of the Terms and Conditions of the Bonds, the Terms and Conditions of the Warrants attached to the Bonds, and other contents in the issuance dossier and ensure it does not conflict with the Issuance Plan.
- Adjust the charter capital and Business Registration Certificate corresponding to the number of newly-issued common shares, registration, depository and listing of additional shares after that the Company completes the shares issuance according to the Warrants exercise plan. The Board of Directors submits to the General Meeting of Shareholders the amendment of the charter relating to the increase of charter capital at the nearest General Meeting of Shareholders as prescribed.

**ARTICLE 8. APPROVING LIST OF AUDIT FIRMS FOR FINANCIAL YEAR 2019**

Approval on list of Audit firms and authorizing Board of Directors to select audit firm for the financial year 2019 based on the list of audit approved by The State Securities Commission as follows:

No	Audit Firm	Address
1	Vietnam Ernst & Young Co. Ltd	Add: Bitexco Financial Tower 28 <sup>th</sup> floor, No. 2 Hai Trieu, District 1, HCM City Tel: 028 38245252 Fax: 028 38245250
2	Vietnam KPMG Co. Ltd	Add: 10 <sup>th</sup> floor, Sunwah Tower, No. 115 Nguyen Hue, District 1, HCM City Tel: 028 38219266 Fax: 028 38219267
3	Vietnam Deloitte Co. Ltd	Add: 18 <sup>th</sup> floor, Times Square Building, No 57,69F Dong Khoi Street, Ben Nghe Ward, District 1, HCM City Tel: 028 39100751 Fax: 028 39100750
4	Vietnam Price Waterhouse Coopers Co. Ltd	Add: 8 <sup>th</sup> floor, Saigon Tower, No 29 Le Duan, District 1, HCM City Tel: 028 38230796

## **ARTICLE 9. REMUNERATION OF BOARD OF DIRECTORS AND SUPERVISORY BOARD 2019**

*The AGM accepts and approves on the remuneration of board of directors and supervisory board 2019:*

- Numer of members:
  - ✓ Number of members of Board of Directors : 05 persons
  - ✓ Number of members of Supervisor Board: 03 persons
- Remuneration plan to the Board of Directors and Supervisor Board for 2019
  - ✓ Remuneration to member of the Board of Directors: VND 10,000,000 / person / month
  - ✓ Remuneration to member of Supervisor Board: VND 5,000,000 / person / month

*(Note: Remuneration to the Board of Directors and Supervisory Board for 2019 specified above is only applied to members of the Board of Directors and Supervisory Board who are full time employed (non-executive) by Digiworld Corporation)*

## **ARTICLE 10. APPROVING CHAIRMAN OF THE BOARD OF DIRECTORS HOLDING CHIEF EXECUTIVE OFFICER POSSITION FOR 2019**

*The AGM accepts and approves on Chairman of the board of directors holding chief executive officer possition for 2019.*

According to Clause 1 Article 26 of Digiworld Corporation Regulations, Chairman of the Board of Directors taking the job of General Manager must be approved annually at the Annual General Meeting. Thus, the General Meeting of Shareholders allows the Chairman of the Board of Directors to be the General Manager in 2019.

## **ARTICLE 11. AMENDING THE COMPANY CHARTER**

*The AGM accepts and approves on the amendment and supplement of the current Charter of the Company as follow:*

1. Approval the amendment of the charter:

<b>Amended content</b>	<b>Current Charter</b>	<b>Amended Charter content</b>
Name of the Company	2.1. Name of the Company (a) Full name in Vietnamese: CÔNG TY CỔ PHẦN THẾ GIỚI SỐ (b) English name: DIGIWORLD JOINT STOCK COMPANY (c) Abbreviated name: DIGIWORLD CORPORATION	2.1. Name of the Company (a) Full name in Vietnamese: CÔNG TY CỔ PHẦN THẾ GIỚI SỐ (b) English name: DIGIWORLD CORPORATION (c) Abbreviated name: DIGIWORLD CORPORATION
Registered office of the company	2.3. Registered office of the company (a) Nam A Bank Building, 8 <sup>th</sup> floor, No. 201-203 Cach Mang Thang 8, Ward 4, District 3, Ho Chi Minh City. (b) Telephone: (84-28) 3929 0059 (c) Fax: (84-28) 3929 0060	2.3. Registered office of the company Address: No. 201-203 Cach Mang Thang 8, Ward 4, District 3, Ho Chi Minh City.

	(d) Website: <a href="http://www.digiworld.com.vn">http://www.digiworld.com.vn</a>	
Charter Capital, Shares and other stocks	5.1. The Company's Charter Capital is the Charter Capital written on the Business Registration Certificate issued by the Department of Planning and Investment of Ho Chi Minh City to the Company (subject to change from time to time). The par value of each share shall be VND 10,000 (ten thousand Vietnamese dong)/share. The total number of shares of the Company shall be calculated by dividing the Company's Charter Capital by the par value of each share.	5.1. The Company's Charter Capital is VND 419,517,470,000 (Four hundred and nineteen billion, five hundred and seventeen million, four hundred and seventy thousand Vietnamese dong)  The par value of each share is 10,000 (ten thousand) dong / share. The total number of shares of the Company is calculated by dividing the Company's Charter Capital by the par value of each share.

2. The amendments and supplements to the Charter of the Company mentioned in Section 1 above taking effect from the date of signing.

**ARTICLE 12. IMPLEMENTATION OF DECISIONS**

The above decisions are through at Annual General Meeting and come to effect from the date of signing. General Shareholders Meeting agreed to authorize Board of Directors the responsibility for implementing the tasks set out in this Decision.

To:

- Shareholders;
- The State Securities Commission, HOSE
- Company's website;
- For Archive.

**FOR & ON BEHALF OF SHAREHOLDERS  
MEETING CHAIRMAN**



**DOAN HONG VIET**

**MEETING MINUTES OF THE 2019 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS****DIGIWORLD CORPORATION**

Today, on 25<sup>th</sup> April 2019, at Ballroom 2, 1st Floor, Pullman Saigon Centre, 148 Tran Hung Dao St., District 1, HCMC, the Annual General Meeting of Shareholders ("the AGM") of Digiworld Corporation was held.

**A. THE ATTENDANTS AND LEGAL VALIDITY OF THE AGM:****1. The attendants:**

- The shareholders listed on shareholder book closing on March 25<sup>th</sup>, 2019 of Digiworld Corporation.
- The Board of Directors leads the AGM, includes:
  - ✓ Chairman of the AGM: Mr. Doan Hong Viet
  - ✓ Member: Mrs. To Hong Trang
  - ✓ Member: Mr. Doan Anh Quan

Mrs. Dang Kien Phuong – Member of BOD was absent due to an urgent commitment.

Mr. Tran Bao Minh – Member of BOD was absent due to an urgent commitment.

- The Supervisory Board ("SB")
  - ✓ Head of the Supervisory Board: Mr. Hoang Thong
  - ✓ Member: Mr. Nguyen Tuan Thanh
  - ✓ Member: Mrs. Phan Ngoc Bich Hang
- Independent Auditor: Mr. Le Vu Truong, Deputy General Director, Audit Partner from Ernst & Young Limited.

**2. The legal validity of the AGM:**

From the expected time of AGM opening at 9:00 AM to be present at 9:15 AM, there was 82.06% of the total outstanding shares attending the AGM. The AGM 2019 was legally and lawfully convened and shall continue in according to the Law and the Charter of the Company.

**B. THE MEETING DETAILS****I. The AGM opening procedures: (At 9:15 AM)**

Mr. Lu Tran Anh Dung – on behalf of the AGM organizer, proclaimed the reason to hold the meeting and introduced the attendants.

Mr. Hoang Thong – Head of the Supervisory Board announced the shareholders attendance as follows:

- ✓ Total shareholders of the Company: 1,539 persons who presented for 40,600,278 shares, which accounted for 100% of the Company's total outstanding shares.

- ✓ Total shareholders attend the AGM at 9:15 AM: 36 persons, who presented for 33,318,495 shares, which accounted for 82.06% of the Company's total outstanding shares, in which:
  - + Direct attendants: 14 persons
  - + Authorized persons: 22 persons

**Pursuant to sub-article 1 of Article 141 of the 2014 Enterprise Law and sub-article 1 of Article 18 of the Company's Charter, with the shareholder's attendance of 82.06%, the AGM is legally and lawfully convened and shall continue.**

Mr. Lu Tran Anh Dung – on behalf of the AGM organizer would like the AGM to approve the meeting's agenda and regulations.

**The AGM votes on the meeting's agenda and regulations: 100% agreed**

## **II. Introduction the Chairman of the AGM, the Secretary**

1. Chairman: Mr. Doan Hong Viet – Chairman of BOD  
Members:
  - Mrs. To Hong Trang – Member of BOD
  - Mr. Doan Anh Quan – Member of BOD
  - Mr. Hoang Thong – Head of the Supervisory Board
2. Secretary of the AGM: Ms. Le Kha Tu – Secretary
3. The chairman recommends the voting ballot Counting committee, includes:
  - ✓ Mr. Nguyen Quoc – Head of the voting ballot Counting committee
  - ✓ Ms. Le Kha Tu – Member of the voting ballot Counting committee
  - ✓ Mr. Dong Truong Giang – Secretary of the voting ballot Counting committee

**The AGM votes on the Chairman of the AGM, the Secretary and the voting ballot Counting committee: 100% agreed**

## **III. The Meeting:**

### **ISSUE 1: PRESENTATION OF REPORTS OF THE BOARD OF DIRECTORS OF THE COMPANY'S OPERATION IN 2018.**

Mr. Doan Hong Viet presented the summary of the BOD's reports (*Kindly review the details of BOD's reports in the AGM documents*)

### **ISSUE 2: PRESENTATION OF REPORTS OF THE SUPERVISORY BOARD IN 2018**

Mr. Hoang Thong – Head of the Supervisory Board presents the summary of the SB's reports. (*Kindly review the details of BOD's reports in the AGM documents*)

### **ISSUE 3: PRESENTATION OF THE 2018 AUDITED FINANCIAL STATEMENTS**

Mr. Hoang Thong – Head of the Supervisory Board presented the 2018 Financial Statements of Digiworld Corporation which were audited by Ernst & Young Vietnam.

In which: (Unit: VND)

Total Revenue	5.998.266.652.845
Net Revenue	5.937.370.646.801
Profit before tax	139.635.983.564
Profit after tax	109.524.789.262
<b>Earnings per share (VND/share)</b>	<b>2.735</b>
Current Assets	2.118.332.560.076
Non-current Assets	105.003.553.530
<b>Total Assets</b>	<b>2.223.336.113.606</b>
Liabilities	1.456.856.633.785
Owner's Equity	766.479.479.821
<b>Total Resources</b>	<b>2.223.336.113.606</b>

Mr. Lu Tran Anh Dung presented the proposals as the meeting's agenda which was approved by the AGM.

#### **ISSUE 4: BUSINESS PLAN FOR 2019**

Based on the current market situation, operation activities and financial status of the Company, the Board of Directors proposed to the General Meeting of Shareholders to consider and approve on the proposed consolidated business plan for 2019 as follows:

- Total revenue: VND 7,150 billion
- Profit after tax: VND 137 billion
- Annual General Meeting authorized the Board of Directors based on the 2019 business performance to develop the Profit distribution plan for 2019 for submitting at the latest Annual General Meeting.

#### **ISSUE 5: APPROPRIATION OF 2018 EARNINGS**

According to the business performance in 2018 and the Audited Financial Statements, the Board of Directors proposed to the General Meeting of Shareholders for discussing and approving the 2018 Profit distribution plan as follows:

	Unit	Value	Percentage (%)
✓ Cash Dividend: VND 500 per share	VND billion	20.9	5%
✓ Time of Implementation: <i>within 6 months from AGM</i>			

The General Meeting of Shareholders authorised the Board of Directors to implement the followings:

- Prepare and consider financial fund for dividend payment 2018 in accordance to the Law and regulations.
- To implement the related procedures regulated by Law and the Authorities.
- To fully report to the General Meeting of Shareholders.

## **ISSUE 6: EMPLOYMENT STOCK OWNERSHIP PLAN FOR 2019 (ESOP 2019)**

### **I. Approving the Share issuance plan for raising capital:**

<b>1. Name of share</b>	Share of Digiworld Corporation
<b>2. Type of share</b>	Ordinary share
<b>3. Face value</b>	VND 10,000/share
<b>4. Issuance Method</b>	Issuing bonus share for employees according to the list prepared by the Board of Directors.
<b>5. Issuance Subjects</b>	Employees of the Company The Board of Directors is authorized to produce and establish the list of employees and issuing method.
<b>6. Current Charter Capital</b>	VND 419,517,470,000
<b>7. Number of outstanding shares</b>	41,800,278 shares
<b>8. Expected number of shares issued</b>	1,200,000 shares
<b>9. Total value of ESOP at par value</b>	VND 12,000,000,000
<b>10. Sales Value</b>	VND 10,000/ share
<b>11. Transfer restriction</b>	01 year locked-up for 50% of the total issued shares In case the employee finishes the labor contract for any reason during the transfer restriction period, the Company will buy back that number of shares at the issuing price to as treasury shares.
<b>12. Inheritance Right</b>	Employees listed to receive bonus shares have the right to make a will to manage their properties, leaving their properties to the lawful heir. In the case that a will is not written, the inheritance will be governed by the Law on Inheritance.
<b>13. Estimated time of implementation</b>	Authorize the Board of Directors to decide appropriate time and date for implementation.

### **I. INCREASING CHARTER CAPITAL CORRESPONDING TO THE TOTAL PAR VALUE OF ISSUED SHARES**

By increasing charter capital corresponding to the total par value of issued shares in accordance to guidelines stated in Section I above.

### **II. ADDITIONAL LISTING FOR THE ISSUED BONUS SHARE**

By additional depository registration at Vietnam Securities Depository ("VSD") and additional listing registration at Ho Chi Minh Stock Exchange ("HOSE") all of the actual issued shares in ESOP 2019, after producing result of share issuance report to the SSC.

### **III. AUTHORIZATION TO BOARD OF DIRECTORS**

#### **1. Implementing bonus employment share ownership plan**

- Promulgating Regulation for the issuance of bonus shares to the Company's employees;
- Making detailed plans for the issuance;
- Specifying criteria, list of employees, and the number of shares distributed to each employee;

- Choosing an appropriate time to implement the issuance plan
- 2. **Compiling addition listing registration and addition depository registration files:** approving necessary files, performing all the necessary procedures to list và register for additional depository the number of actual shares at the VSD and the HOSE;
- 3. **To amend Clause 1, Article 5 of the Company Charter concerning changing charter capital in accordance with the actual results of the above issuance.**
- 4. **Performing all the necessary procedures to modify the Business Registration of the Company concerning changes to charter capital in accordance with the results of the above issuance at an authoritative government agency;**
- 5. **Depending on the specific situation, the Board of Director may authorize the Chief Executive Officer to perform one or more of the above tasks.**

#### **ISSUE 7: BOND WITH WARRANT PRIVATE PLACEMENT PLAN**

1. **Approving the issuance of bond with warrant private placement plan** of 1,500 bonds attached with warrant with par value of VND 100,000,000 / bond, total value of VND150,000,000,000 (under 100 investors excluding professional share investors).  
Detailed content will follow the separate issuance plan 1,500 bonds attached with warrant enclosed to this Decision ("Issuance Plan").
2. **Authorize the Board of Directors to decide the detailed contents and implement the issuance plan, including but not limited to:**
  - Prepare, amend and supplement the detailed issuance plan including detailed terms and conditions of the Bonds and Warrants, including: (i) number of Bonds and Warrants, maturity, coupon rates (for Bonds); (ii) term, exercise price and time of execution, procedures for exercising the Warrants to purchase common shares (for the Warrants), and other terms and conditions as prescribed by laws.
  - Select Investors matched to the criteria; negotiate and sign Bonds attached with Warrants subscription agreement with Investors;
  - Negotiate and sign bond transaction documents, and necessary documents with consultancy agent, issuing agent and agent bank;
  - Prepare plans to handle the number of bonds not to be subscribed (if any);
  - Amend and supplement the purpose of issuance and plan for using the capital (if necessary) so that the capital mobilization of the company is ensured to succeed and in accordance with laws. Amendments and supplements must comfort the best benefits of shareholders and the Company.
  - Execute the issuance according to the approved plan, including the supplements, amendments, finalization or adjustments to this plan according to the request of the competent authorities so that the capital mobilization of the Company is carried out legally and in accordance with laws.
  - Decide on collaterals for bonds, sign agreements for securing assets with related parties, and decide on the change, withdrawal and supplementation of the pledged assets under regulations in security agreements.
  - Prepare, approve and implement the share issuance plan when exercising the Warrants, ensure the compliance with the ownership ratio of foreign investors in accordance with laws.
  - Decide the details of the Terms and Conditions of the Bonds, the Terms and Conditions of the Warrants attached to the Bonds, and other contents in the issuance dossier and ensure it does not conflict with the Issuance Plan.

Adjust the charter capital and Business Registration Certificate corresponding to the number of newly-issued common shares, registration, depository and listing of additional shares after that the Company completes the shares issuance according to the Warrants exercise plan. The Board of Directors submits to the General Meeting of Shareholders the amendment of the charter relating to the increase of charter capital at the nearest General Meeting of Shareholders as prescribed.

**ISSUE 8: APPROVING LIST OF AUDIT FIRMS FOR FINANCIAL YEAR 2019**

Approval on list of Audit firms and authorizing Board of Directors to select audit firm for the financial year 2018 based on the list of audit firms approved by The State Securities Commission as follows:

No	Audit Firm	Address
1	Vietnam Ernst & Young Co. Ltd	Add: Bitexco Financial Tower 28 <sup>th</sup> floor, No. 2 Hai Trieu, District 1, HCM City Tel: 028 38245252 Fax: 028 38245250
2	Vietnam KPMG Co. Ltd	Add: 10 <sup>th</sup> floor, Sunwah Tower, No. 115 Nguyen Hue, District 1, HCM City Tel: 028 38219266 Fax: 028 38219267
3	Vietnam Deloitte Co. Ltd	Add: 18 <sup>th</sup> floor, Times Square Building, No 57,69F Dong Khoi Street, Ben Nghe Ward, District 1, HCM City Tel: 028 39100751 Fax: 028 39100750
4	Vietnam Price Waterhouse Coopers Co. Ltd	Add: 8 <sup>th</sup> floor, Saigon Tower, No 29 Le Duan, District 1, HCM City Tel: 028 38230796

**ISSUE 9: REMUNERATION OF BOARD OF DIRECTORS AND SUPERVISORY BOARD 2019**

- Number of members:
  - ✓ Number of members of Board of Directors: 05 persons
  - ✓ Number of members of Supervisor Board: 03 persons
- Remuneration plan to the Board of Directors and Supervisor Board for 2019
  - ✓ Remuneration to member of the Board of Directors: VND 10,000,000 / person / month
  - ✓ Remuneration to member of Supervisor Board: VND 5,000,000 / person / month

*(Note: Remuneration to the Board of Directors and Supervisory Board for 2019 specified above is only applied to members of the Board of Directors and Supervisory Board who are full time employed (non-executive) by Digiworld Corporation)*

**ISSUE 10. APPROVING CHAIRMAN OF THE BOARD OF DIRECTORS HOLDING CHIEF EXECUTIVE OFFICER POSSITION FOR 2019**

According to Clause 1 Article 26 of Digiworld Corporation Regulations, Chairman of the Board of Directors taking the job of General Manager must be approved annually at the Annual General Meeting. Thus, the General Meeting of Shareholders allows the Chairman of the Board of Directors to be the General Manager in 2019.

## **ISSUE 11: AMENDING THE COMPANY CHARTER**

For the purpose of shortening the address information of Digiworld corporation on VAT invoices to limit the error of information in invoicing from business partners, and amending the current Charter of the Company to be in compliance with Circular No. 95/2017/TT-BTC, the Board of Directors presents the General Meeting of Shareholders approved the adjustment of the company's registered office address in the Charter as follows:

1. Approval the amendment of the charter

<b>Amended content</b>	<b>Current Charter</b>	<b>Amended Charter content</b>
Name of the Company	2.1. Name of the Company (a) Full name in Vietnamese: CÔNG TY CỔ PHẦN THẾ GIỚI SỐ (b) English name: DIGIWORLD JOINT STOCK COMPANY (c) Abbreviated name: DIGIWORLD CORPORATION	2.1. Name of the Company (a) Full name in Vietnamese: CÔNG TY CỔ PHẦN THẾ GIỚI SỐ (b) English name: DIGIWORLD CORPORATION (c) Abbreviated name: DIGIWORLD CORPORATION
Registered office of the company	2.3. Registered office of the company (a) Nam A Bank Building, 8 <sup>th</sup> floor, No. 201-203 Cach Mang Thang 8, Ward 4, District 3, Ho Chi Minh City. (b) Telephone: (84-28) 3929 0059 (c) Fax: (84-28) 3929 0060 (d) Website: <a href="http://www.digiworld.com.vn">http://www.digiworld.com.vn</a>	2.3. Registered office of the company Address: No. 201-203 Cach Mang Thang 8, Ward 4, District 3, Ho Chi Minh City.
Charter Capital, Shares and other stocks	5.1. The Company's Charter Capital is the Charter Capital written on the Business Registration Certificate issued by the Department of Planning and Investment of Ho Chi Minh City to the Company (subject to change from time to time). The par value of each share shall be VND 10,000 (ten thousand Vietnamese dong)/share. The total number of shares of the Company shall be calculated by dividing the Company's Charter Capital by the par value of each share.	5.1. The Company's Charter Capital is VND 419,517,470,000 (Four hundred and nineteen billion, five hundred and seventeen million, four hundred and seventy thousand Vietnamese dong)  The par value of each share is 10,000 (ten thousand) dong / share. The total number of shares of the Company is calculated by dividing the Company's Charter Capital by the par value of each share.

2. The amendments and supplements to the Charter of the Company mentioned in Section 1 above taking effect from the date of signing

#### **IV. DISCUSSION (At 9:40 AM)**

Mr. Lu Tran Anh Dung – on behalf of the AGM organizer informs the AGM to start the discussion section. Below are some key contents discussed:

**Question 1. Why did the Mobile phone business not performed well?**

Reason, in Quarter 1 of 2018 DGW did have a very successful flash sales on Lazada, selling more than 100,000 handsets while there was no such ad-hoc sales in Quarter 1 this year.

However, Digiworld is confident with the 2019 plan VND 3,000 billion of this segment with Nokia – a new brand in its portfolio. The company revealed to keep expanding in mobile phone if there was opportunities.

**Question 2. The purpose of VND 150 billion fund to be raised?**

In regard to the VND 150 billion bond to be mobilized, Digiworld needs working capital to facilitate sales growth, so DGW actively sought capital. It was not that only mobilize capital after finding supplying partner.

**Question 3. The intention to sell Xiaomi TV?**

Vietnam TV market valued at VND 40 trillion with CARG of 10% per annum, about half size of mobile phone market. In addition, Xiaomi TV had been successful in India and Indonesia.

Digiworld was in discussion with Xiaomi, new capital would facilitate next phase growth.

**Question 4. The target of 25% growth per annum for office equipment under “digital transformation” theme?**

In the theme of “Digital transformation”, DGW would provide hardware, software, cloud computing service, facilitating digitization of the SMEs.

In 2018, revenues of the office equipment business surpassed VND 1 trillion, more than 40% growth. In the coming years, the Company set the target of 25% growth per annum, this would be a large figure.

Regarding cloud computing, DGW had signed to sizable contract with Trung Nguyen and a finance company.

Mr. Dung kindly requested that if any shareholder has questions, please send them to the Secretary, the Company will reply after the AGM or via email.

**V. VOTING (At 10:25 AM)**

Mr. Hoang Thong announced the shareholders’ attendance prior to the voting is 48 persons, presenting for 33,530,985 shares, accounting for 82.59% of the total voting rights.

The shareholders will vote on 11 issues including reports and proposals. The voting has been done by secret ballot.

The AGM has a break-time while awaiting the voting election results.

**VI. THE VOTING RESULTS**

Mr. Nguyen Quoc announced the voting results as follows:

Total number of granted votes: 48 representing 33,530,985 shares, equivalent to 100% of total voting shares.

Total number of invalid votes: 5 representing 818 shares, equivalent to 0.002% of total voting shares.

ISSUES	Approval		Disapproval		Blank votes		Invalid votes	
	Shares	%	Shares	%	Shares	%	Shares	%
Report of the Board of Directors on company's activities in 2018	33,530,167	100.00%	-	0.00%	-	0.00%	818	0.00%
Report of the Supervisory Board 2018	33,530,167	100.00%	-	0.00%	-	0.00%	818	0.00%
Audited Financial Statements 2019	33,530,167	100.00%	-	0.00%	-	0.00%	818	0.00%
Business plan for 2019	33,530,167	100.00%	-	0.00%	-	0.00%	818	0.00%
Appropriation of 2018 earnings	33,526,777	99.99%	1,000	0.00%	2,000	0.01%	1,208	0.00%
Employment stock ownership plan for 2019 (ESOP 2019)	33,521,717	99.97%	6,060	0.02%	2,390	0.01%	818	0.00%
Bond with warrant private placement plan	33,516,715	99.96%	6,850	0.02%	6,602	0.02%	818	0.00%
Approving list of audit firms for financial year 2019	33,497,125	99.90%	-	0.00%	33,042	0.10%	818	0.00%
Remuneration for the Board of Directors and Supervisory Board in 2019	33,525,135	99.98%	-	0.00%	5,032	0.02%	818	0.00%
Approving chairman of the board of directors holding chief executive officer position for 2019	33,336,337	99.42%	193,000	0.58%	830	0.00%	818	0.00%
Additional business on business registration.	33,485,316	99.86%	-	0.00%	44,851	0.13%	818	0.00%
Amending the company charter	33,530,167	100.00%	-	0.00%	-	0.00%	818	0.00%

### C. ISSUES APPROVED BY THE AGM:

According to the Clause 2 and Clause 3 of Article 20 of the Company's Charter, the following issues are approved by the AGM:

No	Approved issues	% approved
1	Report of the Board of Directors on company's activities in 2018	100.00%
2	Report of the Supervisory Board 2018	100.00%
3	Audited Financial Statements 2019	100.00%
4	Business plan for 2019	100.00%
5	Appropriation of 2018 earnings	99.99%
6	Employment stock ownership plan for 2019 (ESOP 2019)	99.97%
7	Bond with warrant private placement plan	99.96%
8	Approving list of audit firms for financial year 2019	99.90%
9	Remuneration for the Board of Directors and Supervisory Board in 2019	99.98%

10	Approving chairman of the board of directors holding chief executive officer position for 2019	99.42%
11	Additional business on business registration.	99.86%
12	Amending the company charter	100.00%

**D. THE APPROVAL ON THE AGM'S RESOLUTION** (At 11:15 AM)

Ms. Le Kha Tu – Secretary of the AGM presents the Resolution to the AGM and the Resolution is approved by 100% of the shareholders at the AGM.

The AGM ends at 11:20 AM on the same day.

**SECRETARY OF THE AGM**

**LE KHA TU**

**CHAIRMAN**



**DOAN HONG VIET**

