

## KSA: Resolution of Annual General Meeting 2012

Binh Thuan Hamico Mineral Joint Stock Company announced the resolution of Annual General Meeting 2012 (AGM 2012), which was organized on March 16, 2013:

Article 1: The AGM approved reports of 2012 the Board of Directors.

Article 2: The AGM approved the income report of 2012 and business plan for 2013 with main items below:

Profit and loss in 2012:

No.	Item	Unit	Plan	Year 2012	Compared to	
					Plan (%)	Year 2010 (%)
1	Revenue	VND billion	362.0	52.1	14%	-15%
2	Profit before tax	VND billion	64.7	16.8	26%	41%
3	Profit after tax	VND billion	48.5	12.5	26%	44%
4	Total assets	VND billion		351.7		-2%
5	Owner's equity	VND billion		216.4		6%
6	Basic EPS	VND		739		35%

Business targets for 2013:

*By: VND billion*

No.	Item	Plan for 2012
1	Revenue	467.55
2	Profit after tax	42,176

Article 3: The AGM approved reports of 2012 by the Board of Supervisors.

Article 4: The AGM approved the audited financial statements of 2012.

Plan for profit distribution of 2012: the company will be retained all profit of 2012, the company does not make the payment of dividend as well as set up funds.

Article 5: The AGM approved allowances of the Board of Directors and the Board of Supervisors in 2012, plan for 2013:

- Chairman: VND3,000,000/person/month
- Member of the Board of Directors (including 04 persons): VND2,000,000/ person/month
- The Board of Supervisors (including 03 persons): VND1,500,000/ person/month

Article 6: The AGM approved the choosing Dong A Auditing Co., Ltd to audit 2013 financial statements. If the Company can not negotiate with Dong A Auditing Co., Ltd about the rate of progress and the auditing fee, the AGM will authorize the Board of Directors to choose auditing company to audit its 2013 financial statements.

Article 7: The AGM approved that the Chairman would concurrently hold the position of CEO of KSA.

Article 8: The AGM approved to adjust the company's regulation.

Article 9: The AGM approved the resignation of Mr. Nguyen Thanh Quang from member of the Board of Directors and approved to elect Mr. Vo Huu Tuan to the Board of Directors.

Article 10: The AGM approved the withdrawal of capital from subsidiaries:

No.	Name company	Charter capital (VND)	Ownership ratio (%)	Method of withdrawal
1	Bao Thu Industrial Development and Investment JSC	228,000,000,000	84	Transfer shares
2	Thien Loi Ceramic Co., Ltd	3,666,800,000	62	To transfer shares to partners in joint-venture
3	Binh Thuan Joton Mineral Building Material Co., Ltd	17,688,000,000	88	To transfer shares to partners in joint-venture

Article 11: The AGM approved the issuing shares to increase charter capital:

- Stock type: common share
- Par value: 10,000 dongs / share
- Volume of shares before issuing: 15,442,559 shares
- Issue volume: 18,531,070 shares
- Volume of shares after issuing: 33,973,629 shares
- Time of implementation: estimated in Quarter 2.2013
- Objects of the issue: Existing shareholders
- Offer price: VND10,000/share
- Exercise ratio: **1:1.2** (a shareholder owning 01 share will get 01 right, and owning every 01 right will be entitled to buy 01.2 new shares.). The distributed rights will be rounded to units. The fractional parts and undistributed shares will be offered to other objects by the Board of Directors at a price not less than the one offered to the existing shareholders.
- Rights to buy shares are transferred only once.
- Plan of using the capital from the issuance  
Total capital from the issuance by 185,310,700,000 dongs will be used to invest phase 1 of Xi Titan Processing Plant and additional working capital.
- Additional listing of new shares: All additional shares will be registered to be listed on the Hochiminh Stock Exchange and to be deposited in the Vietnam Securities Depository after the issuance is completed.

Article 12: The AGM approved the bonus issuing shares to Employee Stock Ownership Plan

- Name of stock: Stock of Binh Thuan Hamico Mineral Joint Stock Company
- Stock type: common stock
- Par value: VND10,000/share
- Number of shares expected to be issued: a maximum of 5%/ number of outstanding shares
- Transfer restriction: 02 years
- Financial resource for the issuance: the undistributed profit after tax

- Time of the issuance: estimated in 2014
- Objects of the issuance: authorized to the BOD to define feature and make list employees.

Article 13: The AGM approved the contribution capital to set up subsidiaries:

- Titan Binh Thuan Processing One Member Limited Company with charter capital 179 billion dongs and ownership ratio of KSA: 100%.
- Titan Hoa Thang Limited Company with charter capital 320 billion dongs and ownership ratio of KSSA:71.87%
- Binh Thuan Processing Zircon Limited Company with charter capital 54.700 million dongs and ownership ratio of KSA: 100%.

Article 14: The AGM assigned to the Board of Directors to implement this resolution.