

## PAN: Resolution of AGM 2013

PAN Pacific Corporation announced the resolution of the 2013 annual general meeting as follows:

**Article 1:** AGM approved the report of the Board of Directors and the Board of Supervisors on business and investment in 2012; The audited financial statements; Business result and profit distribution plan for 2012.

AGM approved the audited financial statements (consolidated and parent company)

*By: billion dongs*

No.		The audited consolidated financial statements	The audited financial statements of parent company
1	Total assets	369.3	266.5
2	Net revenue	283.7	39.6
3	Profit before tax	88.5	18.5
4	Profit after tax	81.4	19.6
5	Profit after tax of parent company	80.9	19.6

AGM approved profit distribution in 2012:

- Dividend pay-out ratio: 10%/ par value (VND1,000/ share)  
Record date: November 29, 2012  
Payment date: December 24, 2012
- Bonus & welfare fund: 10% of profit after tax
- Remuneration of the Board of Directors, the Board of Supervisors: 539,542,500 dongs.
- Investment & Development fund & Financial reserve fund: 0 dongs.
- Bonus fund of the Senior management for exceeding profit target: 610 billion dongs.

**Article 2:** AGM approved the report of the Board of Supervisors in 2012.

**Article 3:** AGM approved business plan for 2013 and profit distribution plan for 2013:

Business plan for 2013:

- Revenue from service supply & selling: 675 billion dongs

- Consolidated profit before tax: 65 billion dongs
- Profit after tax of parent company: 38 billion dongs

Profit distribution plan for 2013:

- Dividend: 10% of charter capital
- Remuneration of the Board of Directors, the Board of Supervisors: 2 billion dongs.
- Bonus fund of the Senior management for exceeding profit target: 10% of the exceeded profit from 45 billion dongs.
- Bonus & welfare fund: 10% of profit

**Article 4:** AGM approved the plan for private placement:

A. AGM approved working capital maximum: 650 billion dongs

Plan to use the proceeds from the offering: improving financial capability

B. Contents:

1. Private placement: 20,312,500 shares

- Stock type: common stock
- Par value: VND10,000/share
- Offering method: private offering
- Object of the private placement: investors
- Estimated offering volume: 20,312,500 shares
- Total value offering: 203,125,000,000 dongs
- Estimated offering price: not lower than VND32,000/share.
- Transfer restriction: the new shares will be restricted from transfer within 01 year from the finish date of this offering.

2. The plan of offering 650,000 convertible bonds

- Stock type: convertible bonds
- Par value: VND1,000,000/bond
- Offering price: 100% of par value
- Bond form: book-entry
- Offering method: private offering
- Object of the private placement: investors
- Estimated offering volume: 650,000 bonds
- Total value offering: 650,000,000,000 dongs

- Bond term: 02 years
- Bond interest: 5%/ year
- Offering price: not lower than VND20,312,500/bond.
- Payment interest date: maturity of bonds
- Transfer restriction: the bond will be restricted from transfer within 01 year from the finish date of this offering.

**Article 5:** Choosing an auditing firm for fiscal year 2013 in 4 auditing firm: (A&C, E&Y, PWC, KPMG).

**Article 6:** Amending the company's regulation

**Article 7:** AGM approved the resignation member of the BOD and member of the Supervisory Board:

- Nguyen Manh Hung – Chairman of the BOD
- Ha Thi Thanh Van – Member
- Nguyen Van Khai – Member
- Nguyen Vu Thuy Huong – Member
- Nguyen Xuan Thuy – Member
- Bui Van Truong – Head of the Supervisory Board
- Bui Thanh Van – Member
- Ta Thi Ngu Linh – Member
- AGM approved to elect member of the BOD and member of the Supervisory Board in the term 2013-2017:
  - + The BOD: Nguyen Duy Hung, Michael Louis Rosen, Tran Dinh Long, Nguyen Thi Tra My, Le Thi Le Hang, Ha Thi Thanh Van, Nguyen Van Khai
  - + The Supervisory Board: Ngyen Duy Hung, Ngyen Thi Thanh Ha, Nguyen Thai Hanh Linh.

**Article 8:** This resolution takes effect from April 26, 2013.