

LCM: Resolution of the 2013 Annual General Meeting

Lao Cai Mineral Exploitation and Processing Joint Stock Company announced the resolution of the 2013 Annual General Meeting on April 24, 2013 as follows:

Article 1: Approved the reports of the Board of Directors in 2012 and business plan for 2013 of the Board of Directors

Article 2: Approved the profit and loss in 2012 and business plan for 2013 of the CEO:

Unit: VND

Item	2012
Profit and loss	
Total revenue	95,274,986,835
Profit after tax	46,530,076,812
Earnings per share (EPS)	4,444
Total assets	300,568,493,350
Short term assets	212,788,481,974
Long term assets	87,780,011,376
Total liabilities	300,568,493,350
Short term borrowing and debts	14,569,794,223
Long term borrowing and debts	
Owners' equity	285,998,699,127

2. Business plan for 2013:

Item	Unit	2013
Total revenue	Thousand dongs	180,000,000
Profit before tax	Thousand dongs	60,000,000
Dividend:		15%
In which: to pay dividend in cash	%	5%
To pay dividend in stock		10%

The Meeting authorized the Board of Directors to implement necessary procedure.

Article 3: Approved the reports of Board of Supervisors in 2012.

Article 4: Approved the 2012 audited financial statements.

Article 5: Approved to adjust the distribution profit in 2011 and to plan distribution profit in 2012.

1. To adjust the distribution profit in 2011:

Item	Amount
Profit after tax in 2011	22,231,760,670
To pay dividend to existing shareholders in 2011	21,420,000,000
In which: Charter capital	214,200,000,000
Dividend ratio (% charter capital)	10%
Earnings profit in 2011	811,760,670

The company finished to pay dividend of 2011 in cash with ratio 10% of charter capital.

2. To plan the distribution profit in 2012:

Unit: VND

Item	Amount
Profit after tax in 2012	46,530,076,812
Distribution profit	
Allotting 5% to reserve fund for supplementing charter capital	2,326,503,841
Allotting 5% to investment & development funds	2,326,503,841
Allotting 5% to bonus & welfare funds	2,326,503,841
Paying the 2012 dividend in stock	32,130,000,000
In which: Charter capital	214,200,000,000
Dividend ratio (% charter capital)	15%
Earnings profit in 2012	7,420,565,289

The Meeting authorized the Board of Directors to decide to record the list for the dividend payment under the Law.

Article 6: Approved to issue shares for the increase its charter capital.

a. To issue shares to pay dividend in 2012:

- Issue ratio: 15%
- Outstanding shares: 21,420,000 shares
- Treasury shares: 0
- Issue volume expected: 3,213,000 shares
- Total value: 32,130,000,000 dong
- Issue ratio: 12.5% charter capital
- Finance resource: the undistributed profit after tax
- Objects: LCM's shareholders are the shareholders list issued by VSD.
- Issue principle:

Shareholders whose shares have been deposited: new shares will be transferred to shareholders' accounts in securities firms.

Shareholders whose shares have not been deposited: shareholders will receive dividend at head office of Lao Cai Mineral Exploitation and Processing Joint Stock Company.

- Plan to deal with fractional shares: The one who owns 01 share at the record date will receive 01 right, 20 rights will receive 03 new shares. The distributed shares will be rounded down. The fractional shares will be bought by the company at the price of VND10,000/share.

*For example, if shareholder A owns 1,249 shares at the record date, he will receive: $(1,249 * 0.15) = 187.35$ shares. However, because of rounding down, he will receive only 187 new shares and VND3,500 ($= 0.35 \text{ share} * \text{VND10,000}$).*

The Meeting authorized the Board of Directors to choose time for the dividend payment in stock.

b. To issue shares for the increase its charter capital

- Name of stock: Lao Cai Mineral Exploitation and Processing Joint Stock Company

- Stock type: common share
- Par value: VND10,000/share
- Issue form: offering stock to the public
- Charter capital before issuing: 246,330,000,000 dongs
- Volume registered to issue: 12,316,500 shares
- Charter capital after issuing: 369,495,000,000 dongs
- Objects: the existing shareholders
- Exercise ratio: 2:1 (The one who owns 02 shares at the record date will receive 01 right, 01 right will receive 01 new share). The distributed rights will be rounded down. The fractional shares will be rounded 0.

For example, if shareholder A owns 235 shares at the record date, he will receive: $235/2 = 117.5$ shares. However, because of rounding down, he will receive only 117 shares.

- Issue price: VND10,000/ share
 - Issue date: expected in 2013 after issuing shares for the 2012 payment dividend.
 - Plan to deal with fractional shares: The distributed shares will be rounded down. The fractional shares (if any) will be issued to the public with price will be lower than price issue to existing shareholders by the Board of Directors. If shares are not sold, these shares will be canceled.
- c. The Meeting authorized the Board of Directors to implement necessary procedure.
- d. Plan for issuing the proceeds of the share offering:

Unit: VND

No.	Project	Plan of using the proceeds
1	Buying materials of building and investing to projects in Ha Tinh, Quang Nam, etc.	50,295,000,000
2	Investing for basalt mining project	75,000,000,000
3	Add to working capital	30,000,000,000

Article 7: Approved the registration Ms. Luu Thi Thanh Mai from the position member of the Board of Directors and to add appointment member of the Board of Directors in term 2011-2015.

Article 8: Approved to appoint Mr. Nguyen Huy Quang as a member of the Board of Directors.

Article 9: Approved the remuneration of the Board of Directors, the Board of Supervisors in 2012 and plan for 2013:

1. Remuneration of the Board of Directors and the Board of Supervisors in 2012:
 - The Board of Directors:
 - BOD Chairman: 2,000,000 dongs/month
 - Member of the BOD: 2,000,000 dongs/month
 - The Board of Supervisors:
 - Head of the Board of Supervisors: 2,000,000 dongs/month
 - Member of the Board of Supervisors: 2,000,000 dongs/month
 - Total remuneration for the Board of Directors and the Board of Supervisors in 2012: 168,000,00 dongs
2. Plan remuneration for 2013:
 - The Board of Directors:
 - BOD Chairman: 3,000,000 dongs/month
 - Member of the BOD: 2,500,000 dongs/month
 - The Board of Supervisors:
 - Head of the Board of Supervisors: 2,500,000 dongs/month
 - Member of the Board of Supervisors: 2,000,000 dongs/month
3. Total remuneration for the Board of Directors and the Board of Supervisors in 2012: 234,000,00 dongs

Article 10: Approved to choose auditing company for fiscal year 2013.

Article 11: Approved to change the company's business registration.

Article 12: Approved to adjust the company's regulation.

Article 13: This resolution takes effect as from April 24, 2013.