

KSS: Resolution of the 2013 Annual General Meeting

Nari Hamico Minerals Joint Stock Corporation announced the resolution of the 2013 Annual General Meeting on August 01, 2013 as follows:

Article 1: Approving the reports on profit and loss in 2012 and business plan for 2013:

By: billion dongs

Item	Plan for 2012	Reality 2012
Revenue	410	447.9
Profit after tax	10	2.6
Estimated dividend (%)	5%	0%

Business plan for 2013:

Item	Unit	Plan
Charter capital	Billion dongs	600
Revenue	“	600
Profit after tax	“	35
Dividend	%	5

Article 2: Approving the reports of the Board of Directors in 2012.

Article 3: Approving the audited financial statements in 2012 and authorized to the BOD to choose an auditing company to audit KSS's financial statements in 2013.

Article 4: Approving the reports of the Board of Supervisors in 2012.

Article 5: Approving the remuneration of the Board of Directors, the Board of Supervisors in 2012 and 2013:

	2012	2013
Remuneration of the Board of Directors	120,000,000	120,000,000
Remuneration of the Board of Supervisors	36,000,000	36,000,000

Total	156,000,000	156,000,000
-------	-------------	-------------

Article 6: Approving the distribution profit in 2012:

- Profit after tax in 2012: 2,630,847,796 dongs
- Remuneration of the BOD and BOS: 156,000,000 dongs
- Dividend in 2012: 0 dong

Article 7: Approving that the BOD Chairman concurrently holds the position of Director General.

Article 8: Approving to change in Business Registration Certificate and company name:

- New name company in Vietnamese: Công ty Cổ Phần Tập đoàn Công nghiệp Khoáng sản Bắc Kạn
- New Name Company in English: Bac Kan Mining Industry Group Joint Stock Company.
- Short name: BKMI Group

Article 9: Approving to issue shares to increase its charter capital:

I. To issue new shares to increase its charter capital

- Number of shares to be issued: 6,047,500 shares
- Par value: VND10,000/share
- Exercise ratio: 25% (04 shares will receive 01 new share)

(Each shareholder owning 01 share will receive 01 right. 04 rights will receive 1 new share)

- The number distributed to each shareholder will be rounded down, and fractional part will be bought back at VND10,000/share.

*For example, if shareholder A owns 1,845 shares at the record date, he will receive: $1,845/4*1=461.25$ shares. However, because of rounding down, he will receive only 461 new shares and VND2,500 ($=0.25\text{share}*VND10,000$).*

- Financial resource: the undistributed after-tax profit until 31, 2012
- The new shares are transferable.
- Right to receive share are transferred only once.

II. To offer shares to increase its charter capital:

- Current charter capital: 241,900,000,000 dongs

- Volume of outstanding shares: 24,190,000 shares
- Volume of offering shares: 12,095,000 shares
- Stock type: common stock
- Par value: VND10,000/share
- Offering price: VND10,000/share
- Total value from offering shares: 120,950,000,000 dongs
- Objects: existing shareholders
- Estimated issue date: in Quarter 4.2013 – Quarter 1.2014
- Exercise ratio: 02:01 (Holders of the Company's common stock as on the record date will be entitled to receive one right per share. Each 02 rights will entitle its holder to purchase 01 new share).

- Plan for fractional and undistributed shares:

- + The distributed shares will be rounded down. 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.

For example, if shareholder A owns 1,441 shares at the record date, he will receive: 720.5 shares. However, because of rounding down, he will receive only 720 new shares.

- The new shares are transferable.
- Right to receive share are transferred only once.

III. Report use of proceeds from the offering:

- The proceeds from the offering of 120,950,000,000 dongs will used to invest for factory, to build Nhon Trach – Dong Nai Bridge; to add the company's working capital.

Article 10: Approving to issue plan of convertible bonds:

- Bond type: convertible corporate bond
- Par value: VND100,000/bond
- Bond term: 12 months
- Interest: 10%/year
- Total issue volume: 1,000,000 bonds
- Offering price: par value
- Distribution method: strategic partners

- Issue date: in 2013
- Date of conversion: on the due date
- Rate of conversion: 01:10 (Each bond will be converted to 10 common shares.)
- The proceeds from the issuing bonds will used to invest Ngan Son project – second tranche.