

BT6: Resolution of Annual General Meeting 2015

Beton 6 Corporation announced the resolution of Annual General Meeting 2015 dated June 25, 2015 as follows:

Resolved

- I. To approve the report of the Board of Directors on the business performance in 2014 and directions for 2015

The Annual General Meeting of shareholders approved some key items as follows:

1. To approve the letter of resignation of three members of the Board of Directors:
 - a. Mr. Trinh Ngoc Hien, date of resignation 01/01/2015
 - b. Mr. Ha Thanh Man, date of resignation 01/01/2015
 - c. Mr. Nguyen Nam Thang, date of resignation 01/09/2014
2. To approve the appointment of two members of the Board of Directors as follows:
 - a. Mr. Nguyen Ngoc Dung, date of appointment 01/01/2015
 - b. Mr. Chau Anh Tuan, date of appointment 01/01/2015
3. To approve Mr. Tran Van Cau as the Chairman of the Board of Directors from 01/01/2015.
4. To approve reduction in the number of members of the Board of the Directors from six to five.
5. To approve the election of Mr. Nguyen Ngoc Dung as CEO from 01/01/2015.

Accordingly, at present the list of the Board of Directors (for the period 2011-2016) shall include 5 members as follows:

1. Mr. Tran Van Cau as the Chairman of the Board
2. Mr. Nguyen Ngoc Dung as member of the Board cum CEO
3. Mr. Nguyen Hung Quoc as member of the Board
4. Mr. Trinh Thanh Huy as member of the Board
5. Mr. Chau Anh Tuan as member of the Board

- II. To approve business results in 2014 and business plan for 2015

1. Some key financial indicators in 2014

• Parent company:

- Revenue in 2014 was VND 770 billion, equaling 73% of its plan and equaling 75% compared to the same period in 2013 due to the tough economy including two main items of Beton 6 as follows:

+ Revenue on industrial products was VND 421 billion, accounting for 54%, it reached 70% compared to its plan, decreased by 6% compared to 2013.

+ Revenue on construction and installation is VND 274 billion, accounting for 35%, it reached 61% compared to its plan, decreased by 14% compared to 2013.

- Profit before tax was VND 9,133 billion, equaling 27% of its plan, decreased by 32% compared to 2013.0

- The consolidated financial statement

- Profit after tax in 2014 was VND 48 billion, increasing compared to 2013.

- Earnings per share in 2014 was VND 1,513, a five- fold increase compared to 2013.

2. Business plan for 2015:

- Revenue is VND 1,250 billion, EBITDA \geq 10%

- Recovery of loans/ total loan decreases 20%, inventory/ total inventory decreases 20%

- Decreasing production and logistic costs: min 5%

- Achieving more than VND 100 billion to new products, its growth rate is 20% per annum

III. To approve the report of the Board of Supervisors in 2014

IV. To approve the financial statement of parent company and the 2014 consolidated financial statement audited by Auditing and Consulting Co. Ltd., including:

- Independent auditing statement

- Balance sheet as of 31/12/2014

- Income statement in 2014

- Cash Flow Statement in 2014

- Financial Statement in 2014 (Explanation)

Below are some key financial indicators:

No.	Basic indicators	Unit	Parent company	Consolidated company
1	Total assets	Billion dongs	1,618	1,625
2	Net revenue	Billion dongs	770.5	779.9
3	Profit before tax	Billion dongs	9.13	50.36
4	Profit after tax	Billion dongs	6.93	48.15

V. To approve the profit distribution plan in 2014

Items	% of allocation	Amount	% of payment	Upon
<u>Profit after tax in 2014</u>	100%	<u>6,930,689,411</u>		
Bonus shares Funds for employees	0%	-	0%	Charter Capital
Bonus and Welfare Funds	0%	-	0%	Profit after tax

Development Funds	5%	346,534,471	5%	Profit after tax
Dividend	0%		0%	Chartered Capital
Retained profit in 2014	95%	<u>6,584,154,940</u>	95%	Profit after tax

VI. To approve remuneration for the Board of Directors/ The Board of Supervisors in 2014/2015

1. Remuneration for the Board of Directors/ The Board of Supervisors in 2014:

- Actual remuneration in 2014 was VND 188 million (payment from Jan to April 2014)
- No remuneration payment for the remaining 8 months (from May to December 2014)

2. Remuneration for the Board of Directors/ The Board of Supervisors in 2015:

- Remuneration for the Board of Directors/ The Board of Supervisors in 2015 is 0.1% upon its revenue of VND1,250 billion, equivalent to VND 1.25 billion
- If the company does not complete its plan, the Board of Directors/ The Board of Supervisors shall be got 50% upon the rate of the above mentioned revenue.
- If the company exceeds its plan, the Board of Directors/ The Board of Supervisors shall be rewarded more than 30% of the exceeded part of after-tax profit.

VII. Investment plan

To continue to implement the investment plan for the period 2014-2016 as follows:

No.	Investment budget	Amount (Billion dong)
1	Invest in infrastructure projects (Binh Duong factory, BT6 Long Hau firm or others)	250
2	Invest in machinery and equipments, technology and new products	100
3	Supplement the working capital	50
	Total	400

To authorize the Board of Directors and the Executive Board to implement feasible investment plans for each project.

VIII. Plans for raising capital

To authorize the Board of Directors to implement plans for raising capital in the term 2014-2016 as follows:

1. Issue shares to existing shareholders or financial investors or strategic partners:

- Purpose of issue: supplement the working capital, purchase machinery and equipments, expand manufacturing plant.
- Type of share: common share
- Par value: VND 10,000
- Number of shares expected to be issued: 40,000,000 shares

- Issue price: to authorize the Board of Directors to choose the issue price, but no less than par value.
 - Expected time: for the period 2014-2016
 - Expected amount to be got: VND 400,000,000,000
 2. Issue bonds or convertible bonds with a term of more than one year.
 - Purpose of issue: supplement the working capital, purchase machinery and equipments, expand manufacturing plant.
 - Type of bonds: common bonds or convertible bonds
 - Par value: VND 100,000
 - Number of shares expected to be issued: 4,000,000 bonds
 - Expected time: for the period 2014-2016
 - Expected amount to be got: VND 400,000,000,000
 3. Medium and long-term loans:
 - Purpose of issue: supplement the working capital, purchase machinery and equipments, expand manufacturing plant.
 - Loan amount: max VND 400,000,000,000
- To authorize the Board of Directors to choose one in three or whole above plans
- IX. To authorize the Board of Directors to choose the following auditing firms for semi-annual financial statement and the financial statement for 2015:
1. Nexia Acpa Auditing and Consulting Company Limited.
 2. DTL Auditing Company (member RSM Network)
 3. Auditing and Consulting Joint Stock Company
- X. To approve the letter of resignation of Mr. Bui Dang Bao, member of the Board of Supervisors. Thus, at present, the list of the Board of Supervisors shall include 2 members as follows:
- a. Mr. Nguyen Van Dua, Head of the Board of Supervisors.
 - b. Mr. Tran Thanh Dung, member of the Board of Supervisors.
- XI. To approve to delist its shares
1. Plan for delisting at Hochiminh Stock Exchange as follows:
 - Name of company: Beton 6
 - Chartered capital: VND 329,935,500,000
 - Number of shares: 32,993,550 shares
 - Type of share: common share
 - Par value: VND 10,000 / share
 - Stock code: BT6
 - Hochiminh Stock Exchange (HOSE)
 - Time of share delisting: after approved by the Annual General Meeting
 - Reason for delisting: focus on corporate restructuring in order to enhance the business' effect.
 2. Shareholder rights plan after delisting

- To approve the Board of the Directors to implement the following plans:
- a. The company can buy back its shares from small shareholders
 - Sources of finance: the remaining undistributed profit and/or development funds.
 - Purchase price is an average closing price in the last 4 months (from 01/01/2015 to 30/04/2015), max VND 8,210 / share
 - Method of trading: matching or put through
 - Expected time: within 10 trading days
 - b. Member of the Board of Directors and/or major shareholders can buy back shares of small shareholders
 - c. Incorporate whole above (a) and (b) plans
3. To approve some problems after delisting
 4. To authorize the Board of Directors to implement the next work
- XII. The resolution takes effect from the date of signing. All its shareholders, member of the Board of Directors, member of the Board of Supervisors and the Executive Board and employees are responsible for executing this resolution.