**QNC: Board resolution**

On 8th May, 2017, Quang Ninh Construction and Cement Joint Stock Company announced the Board resolution as follows:

**1. The Board of Directors agreed:**

+ To approve the audited finance statements in 2016; Production and business plan in 2017;

+ To approve the production and business performance and the financial statements of the 1st quarter, 2017; the production and business plan of the 2nd quarter, 2017.

**2. The Board of Directors agreed to assign the Executive Board:**

+ To invest in improving and upgrading infrastructure of Cai Lan Industrial Park, phase 1 according to the roadmap.

+ To invest in automatic environmental monitoring station in Cai Lan Industrial Park and line 2 - Lam Thach II Cement Plant at the request of State agencies.

+ Involving Cai Lan Industrial Park expansion, to further follow, work with the Provincial People's Committee to select and agree on the investment plan accordingly.

**3. The Board of Directors:**

Agree on the policy and assign the Executive Board to research the investment in production of artificial sand, lime and concrete brick and submit to the Board of Directors for consideration and implementation.

**4. The Board of Directors agreed to approve the plan of holding the Annual General Meeting of Shareholders in 2017 with the following contents:**

\* Time: In June, 2017 (expected on 19th June, 2017)

\* Expected venue: *Halong Palace Hotel (Address: No. 1 Lot 20, Dong Hung Thang, Bai Chay Ward, Ha Long City, Quang Ninh).*

\* Time for closing the list of shareholders who attend the General Meeting of Shareholders (the last registration date): May, 2017 (expected on 23rd May, 2017).

\* Contents:

- Report on operation of the Board of Directors and the Supervisory Board in 2016, the direction and mission in 2017.

- Report on production and business performance in 2016 and the production and business plan in 2017.

- Audited financial statements in 2016; Proposal for selection of auditing company in 2017.

- To approve the restructuring of members of the Board of Directors, Supervisory Board of Quang Ninh Construction and Cement Joint Stock Company in 2015 - 2020.

- To amend and supplement the Articles of Association.

- To approve the plan to issue shares to increase the charter capital of the Company.

- Other contents under the authority of the General Meeting of Shareholders.

**5. The Board of Directors agreed:**

+ To approve the dismissal of Mr. Pham Van Dien and Mr. Cao Quang Duyet from the members of the Board of Directors according to their aspirations.

+ The dismissal of Mr. Pham Van Dien and Mr. Cao Quang Duyet from the members of the Board of Directors will be submitted at the nearest General Meeting of Shareholders for approval.

**6.** **The Board of Directors agreed:**

+ To approve the additional election of Mr. Vandara Din - Swiss nationality, (currently the Director of KONEX Company), the total number of QNC shares held by Konex Company is 4,402,208 shares.

+ The additional election of Mr. Vandara Din to be a member of the Board of Directors of Quang Ninh Construction and Cement Joint Stock Company for the term 2015 - 2020 will be submitted at the 2017 Annual General Meeting of Shareholders for approval.

**7. The Board of Directors agreed to restructure members of the Board of Directors and the Supervisory Board for the term 2015 - 2020.**

The restructuring of members of the Board of Directors and Supervisory Board will be submitted at the 2017 Annual General Meeting of Shareholders for approval.

**8. The Board of Directors agreed to approve the plan to issue shares to increase charter capital, specifically:**

- Total number of additional shares issued: 20,000,000 shares, equivalent to capital: VND 200,000,000,000.

- Total charter capital after issue: VND 451,811,090,000.

- Form of issue:

+ Issue to existing shareholders or private placement.

- Purpose of issue: To increase the charter capital, supplement the capital for production and business activities of the Company.

The Chairman of the Board of Directors and the General Director will formulate the plan to issue shares to submit to the 2017 Annual General Meeting of Shareholders for approval.

**9. The Board of Directors agreed:**

To modify the Articles of Association due to restructuring of the number of members of the Board of Directors, the Supervisory Board; change the operating model, increase the charter capital and other related contents, submit at the 2017 Annual General Meeting of Shareholders.

The Board of Directors of Quang Ninh Construction and Cement Joint Stock Company, 7/7 members agreed to approve 100% of the contents of the resolution and jointly sign below./.