Code BTT

Company name Ben Thanh Trading & Service Joint Stock Company

Date 04/13/2017

Subject Resolution of Annual General Meeting 2017

Content:

Ben Thanh Trading & Service Joint Stock Company (BEN THANH TSC) has announced the resolution of Annual General Meeting 2017 as follows:

<u>Article 1</u>: Approving the report of the Board of Directors.

<u>Article 2</u>: Approving the report of the CEO on the business performance in 2016 and the targets for 2017. Some targets for 2017 as follows:

- The parent company's profit before tax: 35 billion dongs
- Dividend for 2017: 15% of charter capital

<u>Article 3</u>: Approving the report of the Supervisory Board.

Article 4: Approving the 2016 financial statements and the 2016 audited consolidated statements.

<u>Article 5</u>: Approving the 2016 profit distribution:

- Consolidated profit before tax in 2016 : VND 39,008,870,889
- Consolidated corporation income tax : VND 7,871,064,549
- Consolidated profit after tax : VND 31,137,806,340
- Parent company's profit after tax : VND 31,603,605,553

- Profit distribution, remuneration of the Board of Directors and the Supervisory Board: VND 11,408,739,911

Financial reserve fund (5%)
Welfare fund (5%)
Wond 948,108,167
Bonus fund (10%)
VND 2,212,252,389
Bonus fund of the BOD and the Supervisory Board
VND 684,379,355
Remuneration of the BOD and the Supervisory Board
VND 564,000,000

- The remaining profit for dividend payment : VND 25,037,381,076 - Dividend : VND 19,079,596,800

- Total stock which was listed until 12/31/2016 : 10,600,000 shares

• Outstanding shares : 10,599,776 shares

Treasury shares

The parent company's undistributed profit

: 224 shares

: VND 5,957,784,276

<u>Article 6</u>: Approving the plan for stock issuance to raise capital and additional listing on Hochiminh Stock Exchange in 2017:

6.1. Plan for stock issuance: including two phases:

6.1.1. Phase 1: Issuing shares to the existing shareholders

- Stock code: BTT

- Number of bonus shares expected to issue: 2,278,951 shares

- Object of stock issuance: the existing shareholders

- Exercise ratio: 200: 43 (Those who own 200 shares will receive 43 new shares.)

- The bonus shares will be rounded down. The fractional part (if any) will be cancelled.

- Number of outstanding shares after stock issuance (estimated): 12,878,727 shares

- Issue date: in Quarter 2 or Quarter 3.2017

<u>6.1.2. Phase 2: Issuing shares to key staff via ESOP:</u>

- Stock code: BTT

- Number of bonus shares expected to issue: 621,273 shares

Of which:

• Issuing new shares: 621,049 shares

• Treasury shares: 224 shares

Par value: 10,000 VND/share

- Offering value: VND 6,212,730,000

Of which:

• Issuing new shares: VND 6,210,490, 000

• Treasury shares: VND 2,240,000

Total number of shares after two phases: 13,500,000 shares

Of which:

• Outstanding shares: 13,500,000 shares

• Treasury shares: 0 shares

- Issue date: in Quarter 3 Quarter 4.2017, after the first phase.
- Issue price: no lower than the par value and no more than 60% of market price on the date when the Board of Directors issues the resolution executing the ESOP.
- Transfer restriction: 100% for the first year, 50% for the second year.
- The proceeds from ESOP will be added to the Company's working capital.
- 6.2. Approving to list the new shares on the Hochiminh Stock Exchange.

<u>Article 7</u>: Approving the remuneration of the BOD and the Supervisory Board in 2017:

- a. Remuneration in 2017:
- Remuneration of the Board of Directors: VND 408,000,000
- Remuneration of the Supervisory Board: VND 156,000,000
- b. Bonus fund for exceeding the plan to the BOD and the Supervisory Board: 15% of the exceeded profit before tax.

Article 8: Approving the distribution to the bonus fund and welfare fund in 2017:

- Bonus fund in 2017: 3%
- Welfare fund in 2017: 7%
- Dividend for 2017: 15%/charter capital

Article 9: Approving the list of independent audit firms in 2017:

- Auditing & Informatics Services Company (AISC)

Article 10: The resolution is valid as from April 11, 2017.