

Code **KSB**
Company name Binh Duong Mineral and Construction Joint Stock Company
Date 04/20/2018
Subject Resolution of Annual General Meeting 2018

Content:

Binh Duong Mineral and Construction Joint Stock Company announced the resolution of the 2018 annual general meeting dated April 18, 2018:

Article 1: AGM approved business performance in 2017 and business plan for 2018:

1.1 Business performance in 2017 (after audited):

- Total assets (Dec 31, 2017):	1,430,530,349,688 dongs
- Owner's equity:	758,407,388,840 dongs
- Revenue:	1,122,781,227,291 dongs
- Profit before tax:	347,238,418,155 dongs
- Profit after tax:	277,208,577,730 dongs

1.2 Business plan for 2018:

- Revenue:	1,168,300,000,000 dongs
- Profit before tax:	400,000,000,000 dongs
- Profit after tax:	320,000,000,000 dongs

Article 2: AGM approved report of the Board of Directors in 2017 and operation plan of the Board of Directors for 2018.

Article 3: AGM approved report of the Board of Supervisors in 2017 and operation plan of the Board of Supervisors for 2018.

Article 4: AGM approved the financial statements of parent company and the consolidated financial statements in 2017 audited by Delloitte Vietnam Co., Ltd.

Article 5: AGM approved the profit distribution in 2017 and plan for 2018:

1. The profit distribution in 2017:

- Profit for distribution:

- Fund distribution:

- Investment development fund (10%): dong
- Bonus, welfare fund (15%): dong
- Remuneration of the Board of Directors, Board of Supervisors: dong
- Bonus for the Board of Directors, Board of Supervisors, managers (20% of the exceeded profit): dong
- Dividend payment (25%/charter capital): dong

Of which:

- ❖ Paid 7% cash dividend for 2017: dong
- ❖ To pay 8% cash dividend for 2018: dong
- ❖ To pay 10% stock dividend for 2018: dong
- Remaining undistributed profit: dong

2. The profit distribution plan for 2018:

- Fund distribution:

- Investment development fund: 10%/profit after tax
- Bonus, welfare fund: 15%/profit after tax
- Remuneration of the Board of Directors, Board of Supervisors: 2%/profit after tax
- Dividend payment: from 20% to 25%/charter capital

Article 6: AGM approved remuneration of the Board of Directors, the Board of Supervisors in 2017: 2%/profit after tax.

Article 7: AGM approved to authorize the Board of Directors to choose an audit firm for fiscal year 2018 from the following companies:

- Ernst & Young Vietnam;
- Deloitte Vietnam;

- PWC Vietnam;
- KPMG Vietnam.

Article 8: AGM approved to elect the BOD Chairman concurrently as CEO.

Article 9: AGM approved to amend the Articles of Association.

Article 10: AGM approved the corporate governance regulation.

Article 11: AGM approved to authorize the Board of Directors to decide transactions, investment, capital mobilization, mortgage of the Company or branches with the value no more than 70% of the total assets of the Company in the latest financial statements.

Article 12: AGM approved the plan for raising the charter capital from issuing shares to pay dividend and ESOP:

Plan for capital increase:

- Charter capital before issuance: 468,000,000,000 dongs
- Number of shares before issuance: 46,800,000 shares
- Number of treasury shares: 0 shares
- Number of outstanding shares: 46,800,000 shares
- Number of shares expected to be issued: 6,980,000 shares
- Of which:
 - For dividend payment: 4,680,000 shares;
 - For ESOP: 2,300,000 shares.
- Charter capital after issuance: 537,800,000,000 dongs

1. Plan for stock dividend payment:

- Stock type: common stock
- Number of shares expected to be issued: 4,680,000 shares

- Exercise ratio: 10:1 (Those who own 10 shares will receive 01 new share)

2. The Employee Stock Ownership Plan (ESOP):

- Stock type: restricted stock
- Number of shares expected to be issued: 2,300,000 shares
- Issue price: 10,000 dongs/share
- Total issue value: 23,000,000,000 dongs

Article 13: AGM approved to elect Mr. Ton That Dien Khoa as Independent Member of Board of Directors for the term of 2017 – 2022.

Article 14: This resolution shall take effect from April 18, 2018.