

F.I.T INVESTMENT JOINT STOCK COMPANY <i>No. /2015/NQ-ĐHĐCĐ</i>	SOCIALIST REPUBLIC OF VIETNAM Independence – Freedom – Happiness -----o0o----- <i>Hanoi,</i>
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RESOLUTION

2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS FIT INVESTMENT JOINT STOCK COMPANY

- § *Pursuant to the Vietnam Corporate Law No. 60/2005/QH11 passed by National Assembly of Vietnam on 29 November, 2005;*
- § *Pursuant to the Charter of FIT Investment Joint Stock Company;*
- § *Pursuant to the minutes of 2015 Annual General Meeting of FIT Investment Joint Stock Company on 28 February, 2015;*
- § *Pursuant to the report on the verification of capacity as shareholders in 2015 Annual General Meeting of FIT Investment Joint Stock Company;*
- § *Pursuant to the minutes of vote counting in 2015 Annual General Meeting of FIT Investment Joint Stock Company*

RESOLVES

- 1. To adopt 2014 business performance report and 2015 business plan**

The key financial targets:

Unit: million VND

No	Item	Value
1	Total assets	992,415
2	Liabilities	202,807
3	Owner's equity	660,600
4	Total revenues	247,736
5	Total expenses	66,576
6	Profits before tax	181,106
7	Profits after tax	146,031

2015 business plan:

Item	Unit	Value
Net sales revenue	Billion VND	2,309
After tax consolidated profit	Billion VND	251
Net profit margin/revenue	%	10.87%
Tentative dividends	%	15%

- 2. To adopt EXCOM's report on the Company's management activities in 2014**
- 3. To adopt the Inspection Board's report on the activities of EXCOM and Board of Directors in 2014.**
- 4. To adopt the 2014 audited financial statements**
- 5. To adopt the 2015 External Auditing Company selection**
The EXCOM is authorized to select the VACO Auditing Ltd. as the External Auditor and the General Director is assigned to sign the audit agreement.
- 6. To adopt the 2014 profit distribution option**
- 7. To adopt the report on remunerations for Board of Directors, Inspection Board in 2014 and plan for remuneration payment for members of the EXCOM, Inspection Board in 2015**
- 8. To adopt the proposal of changing Stock Exchange from HNX to HOSE**

- The GMS approved the delisting of FIT Investment Joint Stock Company's shares on HNX and the transaction registration on HSX. Information about share as follows:

§ Name : FIT Investment Joint Stock Company

§ Stock code: FIT

§ Type of securities: Common share

§ Number of shares: The whole number of outstanding shares of the Company at the time of changing Stock Exchange.

§ Nominal value: VND 10,000/share (Ten thousand dongs/share)

§ Exercise time: 2015

The EXCOM was authorized to decide the specific time of changing Stock Exchange and perform necessary procedures to ensure the benefits of shareholders and the Company complying with requirements of the State Securities Commission of Vietnam, Stock Exchanges, Vietnam Securities Depository Center and regulations of laws.

9. To adopt the proposal of increasing capital in 2015

v Plan of raising capital in 2015

§ Name of share issued: FIT Investment Joint Stock Company

§ Chartered Capital before issuing new shares: **892,124,880, 000 VND**

§ Number of outstanding shares before issuing new shares: **89,212,488 shares** (*excluding 787,501 shares of employees (the 2nd phase in 2014) approved by the 2014 AGM and licensed by the State Securities Commission but not exercised*)

§ Planned number of shares issued: **210,000,011 shares** to be issued in two phases:

- *The 1st phase: 89,212,488 shares*

- *The 2nd phase: 120,787,523 shares*

§ Chartered Capital after issuing new shares: **VND 3,000,000,000,000**

- *Planned Chartered Capital after the 1st phase: VND 1,784,249,760*

- *Planned Chartered Capital after the 2nd phase: VND 3,000,000,000,000*

§ Number of shares after issuing new shares: **300,000,000 shares**

- *Planned number of shares after the 1st phase: 178,424,976 shares*

- *Planned number of shares after the 2nd phase: 300,000,000 shares*

§ Percentage of increased shares/Total outstanding shares: **235.39%**

() Notes: The Company plans to issue 787,501 shares for employees (at the 2nd phase of 2014) (approved by 2014 Annual General Meeting and licensed by the State Securities Commission of Vietnam) after closing the list to perform the rights at the 1st phase.*

Details for the offering at each phase:

§ The 1st phase

- Name of shares issued: FIT Investment Joint Stock Company
- Chartered Capital before issuing new shares: **VND 892,124,880,000**
- Number of outstanding shares before issuing new shares: **89,212,488 shares**
- Planned number of shares issued: **89,212,488 shares**
- Planned Chartered Capital after share issuance: **VND 1,784,249,760,000**
- Planned number of shares after issuing new shares: **178,424,976 shares**
- Planned increase percentage of shares issued/Total outstanding shares: **100%**
- Planned time: the 2nd Quarter of 2015
- Individuals/organizations offered: Existing shareholders

ü Offer for existing shareholders

- Number of shares offered: **89,212,488 shares**
- Type of shares offered: Ordinary shares
- Nominal value of shares: VND 10,000 /share
- Individuals/organizations offered: existing shareholders
- Priced offered: VND 10,000/share

- Ratio: 1:1 (*shareholder holding one share is entitled to buy one new share*)
- Dealing with fractional shares or unsold shares:
 - For fractional shares (if any) arising when rights are performed:
None
 - In case there are shares that existing shareholders are entitled to buy but refuse to buy wholly or partially, the EXCOM will distribute such shares to others with selling price equal to the price offered to existing shareholders, ensuring capital increase and the highest benefits for the Company and shareholders.
- The share purchase right may be transferred with the price negotiated by two parties and transferred only once (not transferred to the third party).
 - ü **The plan of using capital received from the offering at the 1st phase:**
 - The total amount expected to obtain from the issuance:
892,124,880,000 VND
 - The detailed plan for using new capital:
 - Capital contribution to subsidiaries, associated companies:
VND 555,360,071,520
 - Supplement to working capital: VND 336,764,808,480
- The EXCOM was authorized to plan for the investment of the new capital as mentioned above.
- ü **Amending the Company's Charter; Changing Business Registration; Registering for additional listing and additional depository (for shares issued at the 1st phase)**

- Amending, supplementing the Company's Charter, changing business registration relating to the Chartered Capital after the issuance and reporting to the GMS in the next General Meeting.
- The whole additional issue shares will be registered for additional listing with Hanoi Stock Exchange and will be registered for additional depository with Vietnam Securities Depository after issuance completion.
- The General Meeting of Shareholders authorized the EXCOM to fulfill all procedures relating to issuing shares to increase Chartered Capital (the 1st phase) as mentioned above.

§ The 2nd phase

- Name of shares issued: FIT Investment Joint Stock Company
 - Chartered Capital before issuing new shares: VND 1,792,124,770,000
 - Number of outstanding shares before issuing new shares: 179,212,477 shares (expected)
- (* Note: The Company plans to issue 787,501 shares for employees (at the 2nd phase of 2014) (approved by 2014 Annual General Meeting and licensed by the State Securities Commission of Vietnam) after closing the list to perform the rights at the 1st phase.*
- Planned number of shares issued: 120,787,523 shares
 - Planned Chartered Capital after share issuance: VND 3,000,000,000,000
 - Planned number of shares after issuing new shares: 300,000,000 shares
 - Planned number of shares issued/Total outstanding shares: 41,18%
 - Planned time: the 4th Quarter of 2015
 - Individuals/organizations offered: Existing shareholders and strategic shareholders

ü Offer for existing shareholders

- Number of shares offered: 89,606,238 shares
- Type of shares offered: Ordinary shares
- Nominal value of shares: VND 10,000 /share
- Individuals/organizations offered: existing shareholders
- Priced offered: VND 10,000 /share
- Ratio: 2:1 (shareholder holding 2 shares is entitled to buy one new share)
- Dealing with fractional shares or unsold shares:
 - For fractional shares (if any) arising when rights are performed, to make sure number of these shares not exceeding the number of shares issued, number of shares issued which shareholders are entitled to buy shall be rounded down to zero decimal places.
 - In case there are shares that existing shareholders are entitled to buy but refuse to buy the whole or partly and there are shares left after distributing to existing shareholders, EXCOM will distribute to others with selling price equal to the price offered to such existing shareholders, ensuring the target of capital increase and the highest benefits for the Company and shareholders
- The share-purchase right may be transferred with price negotiated by two parties and transferred only once (not transferred to the third party).

ü Offer for strategic shareholders

- Number of shares offered: 31,181,285 shares
- Type of shares offered: Common shares which are restricted to be transferred within one year as of closing date of the issuance.
- Nominal value of shares: VND 10,000/share

- Individuals/organizations offered: private offering to strategic shareholders
- Priced offered: the EXCOM was authorized to decide the selling price not lower than the book value at the time of offer.
- Criteria for selecting strategic partners: Strategic shareholders are individuals or organizations selected by the EXCOM based on the following criteria:
 - They are individuals or organizations with high financial capacity and strong knowledge of investment;
 - They are individuals or organizations operating in manufacturing-consumer industries;
 - They are individuals or organizations desiring to invest in FIT shares in long term.
- Dealing with unsold shares
 - In case there are shares that strategic shareholders are entitled to buy but refuse to buy, the EXCOM will distribute to others with selling price not lower than the price offered to existing shareholders, ensuring the target of capital increase and the highest benefits for the Company and shareholders
- ü **The plan of using capital received from the offering at the 2nd phase:**
 - The total amount expected to obtain from the offering: VND 1,270,237,800,000
 - The detailed plan for using new capital:
 - Capital contributions to subsidiaries, associated companies: VND 820,734,228
 - Supplement to working capital: VND 449,503,572,000

- The EXCOM was authorized to decide the plan for using new capital as mentioned above.

- ü **Amending the Company's Charter; Changing Business Registration; Registering to additional listing and additional depository (for newly issued shares at the 2nd phase)**

- Amending, supplementing the Company's Charter, changing business registration relating to the Chartered Capital after the issuance and reporting to the GMS in the next General Meeting.
- The whole additional issue shares will be registered for additional listing with Hanoi Stock Exchange and will be registered for additional depository with Vietnam Securities Depository after issuance completion.
- The General Meeting of Shareholders authorized the EXCOM to fulfill all procedures relating to issuing shares to increase Chartered Capital (the 2nd phase) as mentioned above.

The issuance of FIT shares will be offered to existing shareholders and strategic partners. Due to the priority of distribution, based on the stock market situation, the demand for capital of FIT, the market value and book value of FIT shares will be determined, as well as on the basis of analyzing the price dilution after issuance the 1st phase and assuming that market value, book value and the price dilution in the 1st phase and the 2nd phase nearly remain unchanged, price of shares offered to existing shareholders in both two phases is VND 10,000/ share and the price offered to strategic shareholders authorized for the EXCOM to decide but not lower than the book value of such shares at the time of offer.

§ Authorization for EXCOM

- The EXCOM was authorized to decide the time of share issuance for existing shareholders, and based on the actual situation to consider the

offer price which will bring about the maximum benefits for shareholders, as well as to select strategic partners in accordance with the Company's strategies.

- The Board of Directors was authorized to fulfill other tasks related to this share offering to raise Chartered Capital.

10. Adopting the decision for FIT group owning up to 51% of shares without public offer

- On approval of decision for FITGROUP owning up to 51% of Ordinary shares with voting rights of FIT Investment Joint Stock Company by purchasing shares issued to raise capital in 2015 of FIT Investment Joint Stock Company and purchasing shares of existing shareholders of FIT Investment Joint Stock Company without public offer.
- The EXCOM was authorized to adopt the list of existing shareholders entitled to transfer their shares to FITGROUP by above mentioned methods.

11. Adopting proposal of amending the Charter and authorizing the EXCOM to decide on the amendments of the Company's Charter in accordance with 2014 Corporate Laws.

12. Adopting the proposal of authorizing the EXCOM to decide on the investment or asset purchase with value of 35% or more of total assets of the Company

13. Adopting the report on election of additional members of EXCOM for 2013-2018 term of office conducting the election

14. Adopting the elected members of Board of Directors for 2013-2018 term of office

The Meeting approved the election of additional members of EXCOM for 2013-2018 term of office.

The list of candidates elected as members of EXCOM for 2013-2018 term of office includes:

- Mr. Nguyen Van Sang
- Mr. Ngo Anh Son

15. The implementation of Resolution

This resolution shall come into effect from the date of signing.

The members of the EXCOM, Inspection Board and Board of Directors, based on their functions, duties and powers, are responsible for organizing and implementing the items of this Resolution.

Recipients:

- *The State Securities
Commission of Vietnam*
- *Hanoi Stock Exchange*
- *Vietnam Securities
Depository Center*
- *Shareholders*
- *Archives*

ON BEHALF OF GMS

CHAIRMAN

